

COMPANIES ACT 2014

A COMPANY LIMITED BY GUARANTEE

CONSTITUTION

of

**NATIONAL PARENTS COUNCIL –
PRIMARY**

**National Parents Council - Primary
12 Marlborough Court,
Marlborough St.
Dublin 1.**

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A COMPANY LIMITED BY GUARANTEE

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**NATIONAL PARENTS COUNCIL -
PRIMARY**

MEMORANDUM OF ASSOCIATION

[As amended by Special Resolution dated 28th day of September 2024]

1. Name

The name of the Council is the National Parents Council – Primary (the “Council”).

2. Council type

The Council is deemed to be a company limited by guarantee to which Part 18 of the Companies Act 2014 applies.

3. Main object

The main object for which the Council is established is to contribute to the advancement of the education of all children in order to improve and enrich the education of each child and to support the involvement of parents at all stages of such education.

4. Subsidiary Objects

As objects incidental and ancillary to the attainment of the Main Object, the Council shall have the following subsidiary objects:

- (1) To discharge the functions of a national association of parents as envisaged by the Education Act 1998 as from time to time amended.
- (2) To represent, on a national basis, the parents of children in pre-primary, primary and post-primary education throughout the State.

- (3) To represent the views and interests of such parents and to provide a forum that actively supports their parenting role in education.
- (4) To assist such parents in exercising their rights and role in the process of the education of their children.
- (5) To work to ensure that such parents and their children are an integral part of the State's strategy and organization of education in the State.
- (6) To raise public awareness of matters concerning the education of children.

5. **Powers**

The Council shall in addition to the powers conferred on it by law have the following powers which are exclusively subsidiary and ancillary to the Main Object and which powers may only be exercised in promoting the Main Object. Any income generated by the exercise of these powers is to be applied to the promotion of the Main Object:

- (1) To solicit and procure by any lawful means and to accept and receive any donation of property of any nature and any devise, legacy or annuity, subscription, gift, contribution or fund, including by means of payroll giving or other similar arrangements, and including (but so as not to restrict the generality of the foregoing) the holding of lotteries in accordance with the law for the purpose of promoting the Main Object, and to apply to such purpose the capital as well as the income of any such legacy, donation or fund.
- (2) To undertake, accept, execute and administer, without remuneration, any charitable trusts.
- (3) To establish and support or aid in the establishment and support of any charitable association or institution, trust or fund, and to subscribe or guarantee money for any charitable purpose which the Council shall consider calculated to promote its Main Object.
- (4) To collect and to receive voluntary contributions, donations or bequests or money for any of the purposes aforesaid.
- (5) To make application on behalf of the Council to any authority, whether governmental, local, philanthropic or otherwise, for financial funding of any kind.
- (6) To apply, petition for or promote any Act of the Oireachtas or other legislation relating directly to the advancement of the Main Object.
- (7) Subject to clause 6, to employ such staff, and on such terms, as are necessary or desirable for the proper promotion of the Main Object.
- (8) To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Council as an employee, or to the wives, husbands, children or other dependents of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by a pension scheme covered by Part 30 of the Taxes Consolidation Act 1997 and provided that such pension

scheme has been operated by the company and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the pension scheme while employed by the Council; and to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Council and to subscribe or guarantee money for charitable objects.

- (9) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, patents, copyrights, licences, rights and privileges or any estate or interest whatsoever and any rights, privileges and easements over or in respect of any property which may be considered necessary for the purposes of the Council and to develop and turn to account any land acquired by the Council or in which it is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up and improving buildings and conveniences and by planting, paving, draining, farming, cultivating, letting or building leases or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
- (10) To acquire, hold, sell, manage, lease, mortgage, exchange or dispose of all or any part of the property of the Council with a view to the promotion, protection or encouragement of its Main Object and to vary investments.
- (11) To co-operate with any other society or institution in carrying out any investments hereby authorised in furtherance of the Main Object.
- (12) To borrow and raise money in such manner as may be considered expedient, and to issue debentures, debenture stock and other securities, and for the purpose of securing any debt or other obligation of the Council to mortgage or charge all or any part of the property of the Council, present or future, and collaterally or further to secure any securities of the Council by a trust deed or other assurance.
- (13) To invest and deal with monies and property of the Council not immediately required in such manner as will most effectively provide funds for the advancement and promotion of the purposes aforesaid and this power shall include power from time to time to vary any investments made thereunder.
- (14) To invest in such ways as shall seem desirable to the Directors any moneys of the Council not immediately required for the use in connection with its Main Object and to place any such moneys on deposit with bankers and others; subject nevertheless as regards the making of investments to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided; prior permission to be obtained from the Revenue Commissioners where the Council intends to accumulate funds over a period in excess of two years for any purposes.
- (15) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) of the Council, or all such methods, the performance of the obligations of and the repayment or payment of the principal amounts and interest of any person, firm or company or the dividends or interest of any securities, including (without prejudice

to the generality of the foregoing) any company which is the Council's holding company or a subsidiary or associated company.

- (16) To draw, accept, make, endorse, discount, execute, issue and negotiate bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (17) To insure the property of the Council against any foreseeable risk in its full value and take out other insurance policies to protect the Council when required.
- (18) To insure any or all of the Directors against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, provided he or she acted in good faith and in the performance of his or her functions as charity trustee (as defined in the Charities Act, 2009).
- (19) To apply for, purchase or otherwise acquire any patents, brevets d'invention, licences, concessions and the like conferring any exclusive or non-exclusive or limited rights to use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Council or the acquisition of which may seem calculated directly or indirectly to benefit the Council, and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired.
- (20) To adopt such means of making known the products and/or services of the Council as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and via the internet and by granting prizes, rewards and donations.
- (21) To maintain, improve or provide public amenities including recreational facilities, childcare, public health, home, welfare and youth facilities generally.
- (22) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Main Object and to obtain from any such government or authority any rights, privileges and concessions which the Council may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (23) To enter into a partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person, company, society, trust or other partnership whose objects are solely charitable, carrying on or engaged in, or are about to carry on or engage in, any business or transaction capable of being conducted so as directly or indirectly to benefit the Council and which prohibits the distribution of income and assets to at least as great a degree as the Council by virtue of Clause 6 hereof and to guarantee the contracts of, otherwise assist any such person, company, society, trust or other partnership, and to take over or otherwise acquire shares, stock, debentures, or debenture stock and securities of any such person, company society, trust or other partnership, and to sell, hold, reissue with or without guarantee or otherwise deal with same.

- (24) To pay all expenses of and incidental to the incorporation and establishment of the Council.
- (25) To carry on alone or in conjunction with others any other trade of business which may in the opinion of the Directors be advantageously carried on by the Council in connection with or as ancillary to any of the above businesses or the general business of the Council in pursuance of the Main Object.
- (26) To found, subsidise, and assist any charitable funds, associations or institutions calculated to promote or assist the Main Object.
- (27) To establish and maintain links with international and national organisations having similar objectives.
- (28) To do all such other lawful things as the Council may think incidental and conducive to the foregoing Main Object.
- (29) To do all or any of the things and matters aforesaid in any part of the world and as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.

PROVIDED THAT:

- (a) in case the Council shall take or hold any property which may be subject to any trusts, the Council shall only deal with or invest the same in such manner as allowed by law having regard to such trusts;
- (b) nothing hereinbefore contained shall be construed as including in the purposes for which the Council has been established any purposes which are not charitable according to law; and
- (c) the Council shall not support with its funds nor endeavor to impose on, or procure to be observed by its members or others any regulation or restriction which, if an object of the Council would make it a trade union.

6. Income and Property

- (1) The income and property of the Council shall be applied solely towards the promotion of Main Object as set forth in this Constitution. No portion of the Council's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Council.
- (2) No Director shall be appointed to any office of the Council paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Council. However, nothing shall prevent any payment in good faith by the Council of:
 - (a) reasonable and proper remuneration to any member or servant of the Council (not being a Director) for any services rendered to the Council;

- (b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by Directors or other members of the Council to the Council;
- (c) reasonable and proper rent for premises demised and let by any member of the Council (including any Director) to the Council;
- (d) reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Council;
- (e) fees, remuneration or other benefit in money or money's worth to any company of which a Director may be a member holding not more than one hundredth part of the issued capital of such company.
- (f) Nothing shall prevent any payment by the Council to a person pursuant to an agreement entered into in compliance with section 89 of the Charities Act, 2009 (as for the time being amended, extended or replaced).

7. Additions, alterations or amendments

The Council must ensure that the Charities Regulator has a copy of its most recent Constitution. No alterations shall be made to or in the provisions of the Memorandum of Association for the time being in force:

- 7(1) unless, in the case of amendments for which the prior approval of the Charities Regulatory Authority is required under the Charities Act 2009 (as for the time being amended, extended or replaced), such amendments have been previously submitted to and approved in writing by the Charities Regulatory Authority; or
- 7(2) which would contravene section 1180 of the Companies Act 2014.

8. Winding Up

If upon the winding up or dissolution of the Council there remains, after satisfaction of all debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Council. Instead, such property shall be given or transferred to some other charitable institution or institutions (being a company or companies) having main objects similar to the main objects of the Council. The institution or institutions to which the property is to be given or transferred shall prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the Council under or by virtue of Clause 6 hereof. Members of the Council shall select the relevant institution or institutions (being a company or companies) at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object with the agreement of the Charities Regulator. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.

9. Limited Liability

The liability of the members is limited.

10. **Undertaking to Contribute**

Every member of the Council undertakes to contribute to the assets of the Council, if the Council is wound up while he or she is a member or is wound up within one year after the date on which he or she ceases to be a member, for

- (a) payment of the debts and liabilities of the Council contracted before he or she ceases to be a member, and the costs, charges and expenses of winding up; and
- (b) the adjustment of the rights of the contributories among themselves,

such amount as may be required, not exceeding €1.27.

11. **Audited Financial Statements**

Annual audited financial statements shall be kept and made available to the Revenue Commissioners on request.

ARTICLES OF ASSOCIATION

[As adopted by Special Resolution dated 28th day of September 2024]

1. (1) In these Articles:-

“**Act**” means the Companies Act 2014 and every statutory modification and re-enactment thereof for the time being in force;

“**Acts**” means the Act, all statutory instruments which are to be read together as one with, the Act and every statutory modification and re-enactment thereof for the time being in force;

“**Act of 1998**” means the Education Act 1998 and every statutory modification and re-enactment thereof for the time being in force;

“**Articles**” means these Articles of Association;

“**Board**” means the Directors for the time being of the Council who are present at a meeting of the Board and references to the “Board of Management” in the Council’s memorandum of association are to the “Board”;

“**Council**” means the company known as the National Parents Council - Primary;

“**Delegate**” means the delegated authorised representative of a Member Association within the meaning of Article 4(1) and (2);

“**Director**” means a person who is a Director for the time being of the Council;

“Electronic communications technology”, in relation to a general meeting of the Council, means technology that enables real time transmission and real time two-way audio-visual or audio communication enabling attendees as a whole with a reasonable opportunity to participate in the meeting using such technology from a remote location;

“Electronic platform”, in relation to a general meeting of the Council, means an electronic system for the delivery of audio-visual or audio communication, including websites, access software and access telephone details or any other electronic technology that delivers such communications;

“Member Association” means a Parents’ Association that is admitted to membership of the Council by the Board in accordance with Article 3(2);

“Office” means the registered office for the time being of the Council;

“Parent” shall have the same meaning as provided for by section 2(1) of the Act of 1998;

“Parents’ Association” means an association of parents of students in a recognised school (whether a primary school or a post-primary school) to which section 26 of the Act of 1998 applies;

“Recognised School” means a school which is recognised by the Minister for Education in accordance with section 10 of the 1998 Act;

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

“Seal” means the Common Seal of the Council;

- (2) The provisions set out in this Constitution shall constitute the whole of the regulations applicable to the Council and no “optional provisions” as defined by section 1177 of the Act shall apply to the Council.
- (3) 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 a visible form.
- (4) Unless the contrary intention appears, words or expressions contained in these Articles shall bear the same meaning as in the Act.

MEMBERS

2. The Council’s members are eligible Parents’ Associations which agree to affiliate and become members, are admitted to membership by the Council’s Board in accordance with Article 3 and whose names are entered in the register of members, and who shall be known as “Member Associations” of the Council having such rights and obligations as are specified in these articles.

ELIGIBILITY AND ADMISSION OF MEMBERS

3. (1) The only persons who are eligible for membership of the Council are Parents' Associations that are either a body corporate or an unincorporated association which apply to become affiliated and considered for admission as a Member Association of the Council, which meet the criteria for affiliation as may from time to time be prescribed by the Council's Board and which are admitted pursuant to Article 3(2).
- (2) The admission of members shall be effected by resolution of the Council's Board and the names of all Member Associations shall be entered in the Council's register of members.

DELEGATES OF MEMBER ASSOCIATIONS

4. (1) A Member Association which is an unincorporated association must, acting by their committee, trustees or other duly authorised persons, nominate in writing one person (who must be a member of their committee or other managing organ) as that Member Association's delegated authorised representative ("Delegate") who shall represent that Member Association in all matters pertaining to membership of the Council and to whom the Council and its Board may send all notices and who shall in all respects be taken as the Member Association's Delegate until such time as the Member Association's committee, trustees or other duly authorised persons notify the Council in writing of the identity of a replacement Delegate. The Council and its Board shall be entitled, at its discretion, to recognise no person other than a duly notified Delegate as being entitled to exercise any rights enjoyed by the Member Association including the right to nominate persons as Directors and vote in general meeting or on a ballot of the Council.
- (2) A Member Association which is a body corporate must nominate in writing one person (who must be a member of its board of directors) as that Member Association's delegated authorised representative ("Delegate") who shall represent that Member Association in all matters pertaining to membership of the Council and to whom the Council and its Board may send all notices and who shall in all respects be taken as the Member Association's Delegate until such time as the Member Association notifies the Council in writing of the identity of a replacement Delegate. The Council and its Board shall be entitled, at its discretion, to recognise no person other than a duly notified Delegate as being entitled to exercise any rights enjoyed by the Member Association including the right to nominate Directors and vote in general meeting or on a ballot.
- (3) Each Member Association (whether an unincorporated association or a body corporate) shall endeavour to provide the Council with an email address for its Delegate, to which the Council can send all notices.

RIGHTS OF MEMBER ASSOCIATIONS

5. (1) Subject to Article 5(2), a Member Association shall be entitled to receive notice of, attend and vote at any general meeting and on a ballot of the Council.

- (2) In order to be entitled to vote at any general meeting or ballot of the Council, a Member Association must have:
 - (a) paid to the Council the subscription fee applicable for the year in which the general meeting is being held; and
 - (b) delivered to the Council a return in such form as may from time to time be prescribed by the Directors and
 - (c) nominated a Delegate in accordance with either Article 4(1) or 4(2).

TERMINATION OF MEMBERSHIP

6. (1) Membership shall terminate:
 - (a) where a Member Association resigns by giving notice in writing to the Council, from the date of receipt of that notice by the Secretary; or
 - (b) where, being a body corporate, a Member Association is dissolved or in the case of an unincorporated association, it is wound up; or
 - (c) if any annual subscription fee remains outstanding for more than three months (provided always that the Board may, in its absolute discretion, re-admit any such member to membership on such terms and subject to such conditions as they think fit); or
 - (d) where the Board, acting by at least two-thirds of the Directors, rounded up to the nearest whole number, passes a resolution to terminate Membership, having determined in its absolute discretion that this is in the interests of the Council.
- (2) No Member Association is entitled to any refund of admission or annual subscription fee on ceasing to be a member for any reason and membership of the Council is not transferable.

SUBSCRIPTION FEES

7. The Board may in its absolute discretion determine the amount of the annual subscription fee, if any, payable by Member Associations. The Board shall also from time to time determine the due date for the payment of any subscription fees.

REGISTER OF MEMBERS

8. The Council shall keep a register of members which shall record the ordinary names and addresses of all Members and their date of admission to and termination of membership.

GENERAL MEETINGS OF MEMBERS

9. All general meetings of the Council shall be held in the State.
10. The Council 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 meetings as such in the

notices calling it; and not more than 15 months shall elapse between the date of one Annual General Meeting of the Council and that of the next and the Annual General Meeting shall be held at such time and at such place in the State as the Board shall appoint.

11. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
12. The Board 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 requisitionists as provided by section 178(2) to (8) 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 twenty (20) Member Associations of the Council may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

VIRTUAL GENERAL MEETINGS

13. The Board, in its absolute discretion, may resolve to convene a general meeting to be held as permitted by section 176(4) of the Act and conducted wholly or partly by the use of electronic communications technology so long as all members and other attendees have a reasonable opportunity to participate in the meeting in accordance with the following provisions:
 - (1) The Council may provide for participation in a general meeting conducted in accordance with this Article by providing or facilitating, for that purpose, the use of electronic communications technology, including a mechanism for casting votes by a member, whether before or during the meeting and in this regard may avail of the services of a third-party services provider.
 - (2) The electronic communications technology must enable attendees to:
 - (a) hear what is said by the chairperson of the meeting and any person introduced by the Chairperson, and
 - (b) speak and submit questions and comments during the meeting to the Chairperson to the extent that the attendee is entitled to do so under these Articles,provided always that any temporary failure or disruption of the electronic communications technology shall not invalidate the general meeting or any proceedings relating to the meeting.
 - (3) The use of electronic communications technology may be made subject to such requirements or restrictions as the Council may put in place as are necessary to ensure the identification of attendees and the security of the electronic communications technology and proportionate to achieving that end. Attendees of general meeting conducted in accordance with this Article shall be informed of any such requirements or restrictions that the Council has put in place, before the general meeting concerned.

- (4) The Council shall not be liable in respect of any failure or disruption relating to the equipment or network used by an attendee to access a general meeting by electronic communications technology that occurs where such failure or disruption prevents or interferes with the attendee's participation, by way of such technology, in the meeting.
- (5) Member Associations' delegates who participate in the meeting through the use of electronic communications technology are deemed to be present in person at the meeting.
- (6) The notice of a general meeting to be conducted in accordance with this Article shall, in addition to the matters specified in section 181(5) of the Act, also specify:
 - (a) the electronic platform to be used for the meeting,
 - (b) details for access to the electronic platform,
 - (c) the time and manner by which an attendee must confirm his or her intention to attend the meeting,
 - (d) any requirements or restrictions which the Council has put in place in order to identify attendees who intend to attend the meeting,
 - (e) the procedure for attendees to communicate questions and comments during the meeting, and
 - (f) the procedure to be adopted for voting on resolutions proposed to be passed at the meeting.

NOTICE OF GENERAL MEETINGS

- 14. Subject to the Act, an Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by 21 days' notice in writing at the least and a meeting of the Council (other than an Annual General Meeting or a meeting for the passing of a Special Resolution) shall be called by 14 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 of meeting and in the case of special business the general nature of that business, and shall be given in manner hereinafter mentioned to such persons as are under the Articles of the Council entitled to receive notices from the Council.
- 15. 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

- 16. 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 financial statements and the reports of the Directors and

Auditors and review of the Council's affairs, the announcement of the results of a ballot to elect Directors in the place of those retiring, the re-appointment of the retiring Auditors and the fixing of the remuneration of the Auditors.

17. No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business; save as herein otherwise provided, the quorum for a general meeting is fifteen (15) of the Council's Member Associations who are eligible to vote and who are present by their Delegate.
18. 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 Member Associations, 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 Board 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.
19. The Chairperson of the Board of Directors shall preside as Chairperson at every general meeting of the Council, or if there is no such Chairperson, or if he or she 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 Chairperson of the meeting.
20. If at any general meeting no Director is willing to act as Chairperson or if no Director is present within 15 minutes after the time appointed for holding the meeting, the Member Associations present shall choose one of their number to be Chairperson of the meeting.
21. 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 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.
22. 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:-
 - (a) by the Chairperson, or
 - (b) by at least three Member Associations present by their Delegates.

Unless a poll is so demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the minutes of proceedings of the Council, 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.

23. Except as provided in Article 24 if a poll is duly demanded it shall be taken in such a 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.
24. Where there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a casting vote.
25. 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 proceeded with pending the taking of the poll.

RESOLUTIONS AND VOTES OF MEMBERS

26. 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.
27. Votes at general meetings must be given personally by the Delegates of Member Associations; voting on ballots shall be in accordance with Article 31.

DIRECTORS

28. (1) From the adoption of these Articles until the Annual General Meeting of the Council held in 2024, there shall be up to ten (10) Directors, consisting of:
 - (a) Up to eight (8) Directors who have been elected by the Member Associations or who have been co-opted by the Board of Directors to fill casual vacancies (the “Elected Directors”); and
 - (b) Two (2) Directors who are independent of the Council’s Member Associations (the “Independent Directors”) who shall be co-opted by the Directors pursuant to Article 32(1).
- (2) From the conclusion of the Annual General Meeting of the Council held in 2024, there shall be up to ten (10) Directors, consisting of:
 - (a) Up to six (6) Directors elected by the Member Associations in accordance with these (the “Elected Directors”);
 - (b) With Two (2) Directors who are independent of the Council’s Member Associations (the “Independent Directors”) who shall be co-opted by the Directors pursuant to Article 32(1); and
 - (c) Up to two (2) Directors who shall be co-opted by the Directors pursuant to Article 32(2).
- (3) No alternate directors may be appointed.

RETIREMENT BY ROTATION OF ELECTED DIRECTORS

29. (1) At the Annual General Meeting held in 2023, the only Directors to retire from office shall be the Directors who were appointed by the Board to fill casual vacancies.
- (2) At the Annual General Meeting held in 2024 and at all subsequent Annual General Meetings, one-third of the Directors for the time being who were elected by the Member Associations, or, if their number is not divisible by three, then the lowest whole number nearest one-third, shall retire from office.
- (3) The Directors to retire by rotation in accordance with Article 29(2) shall be:
- (a) those who as at the date of the Annual General Meeting will not be the Parent of a student enrolled in a recognised school and where this applies to more Directors than the number required to retire by rotation, then those who retire shall be the Parents of students who ceased to be enrolled first in time; or, if there are no such Directors,
 - (b) then those Elected Directors who have been longest in office since their last election but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- (4) A Director who retires in accordance with Article 29(2) may not be re-elected as a Director or co-opted as a Director until the Annual General Meeting next following the Annual General Meeting at which he or she retired.
- (5) For the avoidance of doubt, Article 29(2) to (4) only apply to Directors who were elected by Member Associations and they do not apply to Independent Directors or Co-opted Directors appointed pursuant to Article 32(1) or (2), respectively.

NOMINATION OF DIRECTORS FOR ELECTION

30. (1) To be eligible for election to the office of Director to fill the vacancies created by the operation of Article 29(1), Article 29(2), Article 33 and Article 35 (the "Vacancies") a person must be validly nominated in accordance with this Article 30.
- (2) Every Member Association of the Council is entitled to nominate one person to go forward for election as Director to fill the Vacancies.
- (3) Not later than the 1st May in each year from and including 2023, the Company Secretary shall send a notice to all Member Associations, seeking nominations to fill the Vacancies. The notice shall be sent by email to the email address supplied for each Member Association's Delegate. Where the Company Secretary does not have an email address or if an email returned undeliverable the Company Secretary shall send the notice by post to the Delegate of the Member Association.

- (4) Nominations shall not be valid unless each of the following criteria (the “Nomination Criteria) are complied with:
- (a) At least 75% of the governing committee (whatsoever called) of the Member Association must support the nomination and the nomination must be accompanied by such evidence as may be prescribed by the Board as evidence of this requirement;
 - (b) The nomination must be returned to the Secretary (whether by email or by post) not later than 6 weeks following the date of the Company Secretary's notice seeking nominations;
 - (c) The person nominated must be the parent of a student who will be attending a recognised school, if he or she is successful, as at the date of his or her election;
 - (d) The person nominated must have consented to his or her appointment as a Director in the event that he or she is elected;
 - (e) The person nominated shall provide a short biography incorporating a personal statement as to why the person believes that he or she has a contribution to make to the Council (not exceeding 300 words) which shall be sent to all Member Associations in the event of a ballot;
 - (f) The nomination must be made on the form prescribed by the Board for that purpose; and
 - (g) Where nominations are returned by email, the prescribed nomination form, consent from the nominee, short biography and evidence of support of 75% of the Member Association must be attached as pdfs to the email.
- (5) The Governance Committee, established pursuant to Article 49(2), shall assess all nominations and determine whether they are in compliance with the Nomination Criteria in Article 30(4) and shall provide the Secretary with a list of the persons validly nominated for election.

ELECTION OF DIRECTORS BY BALLOT OF THE MEMBER ASSOCIATIONS

31. The following provisions shall apply in relation to the election of Directors to fill any Vacancies created by the operation of Article 29(1), Article 29(2), Article 33 and Article 35, as at the date the notice of ballot is sent in accordance with Article 31(3)(a) and (4)(a):
- (1) Where the number of persons who have been validly nominated by the Member Associations in accordance with Article 30 is less than or equal to the number of Vacancies, the persons who are so nominated shall be deemed to be elected to the office of Director by the Member Associations and they shall be taken, for all purposes, to have been elected on the date of the next Annual General Meeting.

- (2) Where the number of persons validly nominated exceeds the number of Vacancies, the election of Directors from the persons validly nominated (the “Candidates”) shall be by means of an electronic ballot or by means of a combination of electronic ballot and postal ballot where the Council does not have a current email address for a Member Association provided however that each Member Association shall only use one means of ballot.
- (3) In the case of an electronic ballot:
 - (a) The Secretary shall send an email to the Delegates of all Member Associations for which the Secretary has an email address and which are entitled to vote on a ballot which contains or to which is attached a notice of ballot containing a list of the Candidates and their biographies together with instructions on how to vote electronically;
 - (b) Votes must be cast electronically on or before the date specified in the notice of ballot and votes cast after that date shall be disqualified;
 - (c) The Board may prescribe such rules and regulations for the conduct of electronic balloting as it sees fit and may cause the Council to enter into a contract with a third party service provider to facilitate the electronic balloting of Member Associations.
- (4) In the case of a postal ballot:
 - (a) the Secretary shall send by post to the Delegates of all Member Associations for which it does not have an email address and who are entitled to vote on a ballot, a notice of ballot containing a list of the Candidates and their biographies and a ballot paper;
 - (b) completed ballot papers must be returned to the person, and on or before the date, specified in the notice of ballot and any ballot papers received after that date shall be disqualified;
 - (c) The Board may prescribe such rules and regulations for the conduct of postal balloting as it sees fit and may cause the Council to enter into a contract with a third party service provider to facilitate the postal balloting of Member Associations.
- (5) On a ballot (whether postal or electronic) each Member Association shall have one (1) vote for each Vacancy to be filled and may cast not more than one (1) vote for each Candidate.
- (6) The Candidates who receive the highest number of validly cast votes shall be deemed to be elected to fill the Vacancies. In the event of a tie, the Chairperson of the Council shall have a casting vote.
- (7) The Company Secretary shall inform the Candidates who have been successful of their election as Directors in advance of the Annual General Meeting.

- (8) The results of the ballot (or ballots where there is a combination of a postal and an electronic ballot) shall be announced formally at the Annual General Meeting next held and the persons thereby elected shall be taken, for all purposes, to have been elected at that Annual General Meeting.
- (9) A postal ballot shall not be invalidated by reason of any accidental omission to send a notice of ballot to any Member Association, nor by reason of any failure of the postal service and an electronic ballot shall not be invalidated by reason of any accidental omission to email a notice of ballot to any Member Association, nor by reason of any failure of the Council's or Member Associations' email or other technological fault or failure.

CO-OPTION OF PERSONS AS INDEPENDENT DIRECTORS, CO-OPTED DIRECTORS AND TO FILL CASUAL VACANCIES IN ELECTED DIRECTORS

- 32. (1) The Elected Directors shall co-opt two (2) persons to be Independent Directors, one of whom shall be appointed the Chairperson, the other of whom shall be appointed the Chairperson of the Audit, Finance and Risk Committee, and both of whom shall have financial, audit, accounting or governance experience. Their appointments shall be for a period of up to three (3) years and shall be on such terms and subject to such conditions as the Elected Directors may determine. Independent Directors shall be eligible for re-appointment at the expiry of their term of office for up to one, and at the Directors' discretion in exceptional cases, two further three year periods. Independent Directors are not required to be Parents of students attending a recognised school.
 - (2) With effect from the end of the Annual General Meeting held in 2024, the Directors may co-opt two (2) persons to be Directors for a term of up to three years on such terms and subject to such conditions as the Directors may determine. Ordinarily, persons so appointed and who have served three years will not be reappointed and should have no expectation of being reappointed. The Directors may however, at their discretion, in exceptional cases reappoint a person who has served three years provided that such persons shall be eligible for re-appointment at the expiry of their term of office for up to two further one year periods. Every person co-opted under this provision should by their personal experiences, education or backgrounds be, in the opinion of the Directors, able to contribute additional skills or experiences to the Board. The Directors may, in their discretion, invite parents registered on the Council's database to nominate themselves for consideration for co-option under this Article 32(2).
33. Subject to the provisions of Article 28, the Directors shall have power at any time, and from time to time, to appoint any person to be a Director to fill a casual vacancy in the Elected Directors provided that the total number of Elected Directors shall not at any time exceed the number fixed in accordance with Article 28. In exercising this power, the Directors may not co-opt a person who is not the Parent of a student enrolled in a recognised school. Any Director co-opted in accordance with this Article shall retire at the next Annual General Meeting of the Council following his or her co-option.

REMOVAL OF DIRECTORS AND VACATION OF OFFICE

34. The Member Associations may, by ordinary resolution, of which extended notice has been given in accordance with section 146 of the Act, remove any Director before the expiration of his or her period of office notwithstanding anything in these regulations or in any agreement between the Council and such Director.
35. The office of Director shall be automatically vacated if the Director:-
- (1) in the case of an Elected Director, he or she retires in accordance with Article 29(1) or Article 33; or
 - (2) in the case of an Independent Director or Co-Opted Director, co-opted pursuant to Article 32(1) or (2), upon the expiry or termination of his or her letter of appointment;
 - (3) is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally; or
 - (4) becomes prohibited from being a Director by reason of any order made, or deemed to have been made, under Chapters 3, 4 or 5 of Part 14 the Act; or
 - (5) becomes of unsound mind or otherwise becomes incapable of discharging his or her duties as a Director; or
 - (6) is convicted of an indictable offence unless the Board otherwise determines; or
 - (7) resigns by notice in writing upon receipt thereof by the Council, or
 - (8) is removed by operation of Article 34 or is removed or retires under any of the provisions of the Acts, or
 - (9) is requested in writing by at least two-thirds of the Directors, rounded up to the nearest whole number, to resign, or
 - (10) is absent for four or more consecutive meetings of the Board, unless the other Directors otherwise determine.
36. The vacation of office by a Director in accordance with Article 35 shall happen automatically by operation of these Articles and where a Director so vacates office, the Company Secretary shall forthwith notify the Companies Registration Office of the vacation in office.

BORROWING POWERS

37. The Board may exercise all the powers of the Council 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 Council or of any third party.

POWERS AND DUTIES OF DIRECTORS

38. (1) The business of the Council shall be managed by the Board, who may pay all expenses incurred in promoting and registering the Council, and exercise all such powers of the Council as are not by the Acts or Articles required to be exercised by the Council in general meeting subject nevertheless to the provision of the Acts and these Articles and to such directions, being not inconsistent with the aforesaid provisions, as may be given by special resolution of the Council in general meeting, but no direction given by the Council in general meeting shall invalidate any prior act of the Board which would have been valid if that direction has not been given.
- (2) The Board from time to time may appoint any person (not being a director) to the position of “Chief Executive Officer” or such other name as the Board determine (hereinafter “Chief Executive Officer”) for such period and on such terms as they think fit, having regards to norms applying to similar posts in the public and private sector, and fix, determine and vary his duties, powers and functions. The Board may revoke such appointment, but without prejudice to any claim such Chief Executive Officer may have for damages for breach of any contract of service between him and the Council. A Chief Executive Officer shall not be a member of the Board or a member of any committee of Directors, he or she shall not attend meetings of the Board except on its invitation and he or she shall not be entitled to vote at any meetings of the Board.
- (3) The Board shall ensure that in performing their duties and responsibilities they shall have regard to best practice and good corporate governance, particularly in relation to financial management and control.
- (4) All Directors, howsoever appointed, shall work to promote the interests of the Council and of all of its Member Associations and the achievement of its main and subsidiary objects.
- (5) Nothing in section 228(1)(e) of the Act shall restrict a Director from entering into any commitment which has been approved by the Board or has been approved pursuant to such authority as may be delegated by the Board in accordance with these articles of association. It shall be the duty of each Director to obtain the prior approval of the Board, before entering into any commitment permitted by sections 228(1)(e)(ii) and 228(2) of the Act.
39. The Board 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 Board to be the attorney or attorneys of the Council for such purposes and with powers, authorities and discretions (not exceeding those vested in or exercisable by the Board 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 Board may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
40. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Council, 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 Board shall from time to time by resolution determine.

41. The Board shall cause minutes to be made in books kept for that purpose of:-
- (1) all appointments of officers made by the Board;
 - (2) the names of the Directors present at each meeting of the Board and of any committee established by the Board;
 - (3) all resolutions and proceedings at all meetings of the Council, and of the Board and Committees established by the Board.

VOTING ON CONTRACTS

42. A Director may not vote in respect of any contract in which he or she is interested or any matter arising thereat.

PROCEEDINGS AND MEETINGS OF THE BOARD

43. (1) The Board may meet together for the despatch 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 an equality of votes, the Chairperson shall have a second or casting vote. The Secretary, on the requisition of the Chairperson or of three (3) Directors, shall summon a meeting of the Board. If the Directors so resolve it shall not be necessary to give notice of a meeting of the Board to any Director who, being resident in the State, is for the time being absent from the State.
- (2) A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Board, shall be as valid as if it had been passed at a meeting of the Board duly convened and held and any such resolution may consist of several documents in the like form, each signed by one or more Directors.
- (3) The quorum necessary for the transaction of the business of the Board shall be half of the Board plus one Directors.
- (4) A meeting of the Board or of a committee of the Board may consist of a conference between some or all of the Directors who are not all in one place, but each of whom is able (directly or by means of telephonic, video or other electronic communication) to speak to each of the others and to be heard by each of the others and:
- (a) a Director taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly; and
 - (b) such a meeting shall be deemed to take place where the largest group of those participating in the conference is assembled, or, if there is no such group, where the Chairperson of the meeting then is; and

the word “meeting” where used in these articles of association in the context of a meeting of the Council’s Directors or committee of Directors shall be construed accordingly.

44. 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 the Council 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 the Council, but for no other purpose.
45. All acts done by any meeting of the Board or of a committee established by the Board 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.

CHAIRPERSON AND VICE CHAIRPERSON

46. The following provisions shall apply:
 - (1) The Directors shall elect from the Independent Directors co-opted to the Board, a Chairperson and shall determine the period for which he or she is to hold office.
 - (2) The Directors shall also elect from their number a Vice-Chairperson and shall determine the period for which he or she is to hold office as Vice-Chairperson. If at any meeting the Chairperson or Vice Chairperson are not present within 15 minutes after the time appointed for holding the meeting, the Directors present may choose one of the number to be chair for that meeting.

THE CHAIRPERSON’S DUTIES

47. The duties and responsibilities of the Chairperson shall include:
 - (1) overseeing the governance and performance of the Council, setting the agenda for meetings and facilitating the effective contribution of other Directors;
 - (2) ensuring that there are appropriate strategies in place to implement the policies of the Council;
 - (3) leading and representing the Board to the senior management or any Chief Executive Officer and employees of the Council;
 - (4) chairing meetings of the Board and ensuring that the Board functions effectively and efficiently;
 - (5) chairing general meetings of the Council and ensuring that general meetings function effectively and efficiently.

COMMITTEES - GENERAL

48. The Board may delegate any of their powers to committees consisting of Directors as the Board thinks fit and of no other person; any committee so formed shall, in exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

AUDIT, FINANCE AND RISK COMMITTEE AND GOVERNANCE COMMITTEE

49. Without prejudice to Article 48, the Board shall establish:

- (1) an Audit, Finance and Risk Committee; and
- (2) a Governance Committee

each such committee having such delegated powers and such terms of reference as shall be determined by the Board, each such committee consisting of such members of the Board as the Board sees fit and each such committee shall, in exercise of the powers so delegated, conform to any regulations that may be imposed on them by the Board.

50. The Directors shall appoint the Independent Director who is not Chairperson of the Council to be the Chairperson of the Audit, Finance and Risk Committee and such other Directors as they think fit to be the Chairs of all other committees established. If at any committee meeting the chairperson is not present within fifteen minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairperson of the meeting.

ALL COMMITTEES

51. 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 of the committee shall have a second or casting vote.

SECRETARY

52. (1) Subject to the Acts, the secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as the Board may think fit; and any secretary so appointed may be removed by the Board.
- (2) In addition to the power to appoint a secretary in paragraph (a) and subject to the Acts, the Board may appoint an Assistant Company Secretary (an "Assistant") and or a Deputy Company Secretary (a "Deputy") for such term, at such remuneration and upon such conditions as they may think fit; and any such Assistant or Deputy so appointed may be removed by them and references herein to "Secretary" shall be construed, if permitted, as including references to an Assistant or a Deputy.
53. A provision of the Acts or these articles 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

54. The seal shall be used only by the authority of the Board or of a committee of Directors established by the Board 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 Directors for that purpose.

ACCOUNTING RECORDS

55. The Directors shall cause adequate accounting records to be kept relating to:-
- (1) all sums of money received and expended by the Council and the matters in respect of which the receipt and expenditure takes place;
 - (2) all sales and purchases of goods by the Council; and
 - (3) the assets and liabilities of the Council.
56. Adequate accounting records shall be deemed to be kept if they comply with 282 of the Act and give a true and fair view of the state of affairs of the Council and explain its transactions.
57. The accounting records shall be kept at the office or, subject to section 283 of the Act, at such other place as the Board think fit, and shall at all reasonable times be open to the inspection of the Directors.
58. The Board of 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 accounts and books of the Council or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document except as conferred by statute or authorised by the Directors or by the Council in general meeting.
59. The Directors shall from time to time in accordance with the Acts cause to be prepared and to be laid before the Annual General Meeting of the Council such profit and loss accounts, balance sheets, group accounts and reports as are required by the Acts to be prepared and laid before the Annual General Meeting of the Council.
60. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Annual General Meeting of the Council together with a copy of the Directors' report shall not less than 21 days before the date of the Annual General Meeting, be sent to every person entitled under the provisions of the Acts to receive them.

STATUTORY AUDIT

61. Independent statutory auditors shall be appointed and their duties regulated in accordance with the Acts.

NOTICES

62. (1) Any notice required to be given by the Council to any person (the “recipient”) under these articles may be given by means of delivery, post, cable, telegram, telex, telefax, facsimile, electronic mail (including email) or any other means of communication approved by the Board, to the address or number of the recipient notified to the Council by the recipient for such purpose (or, if not so notified, then to the address or number of the recipient last known to the Council). Any notice so given shall be deemed, in the absence of any agreement to the contrary between the Council and the recipient, to have been served at the time of delivery (or, if delivery is refused, then when tendered) in the case of delivery, at the expiration of 24 hours after despatch in the case of post, cables and telegrams and at the expiration of 12 hours after despatch in the case of telex, telefax, facsimile, electronic mail (including email) or other method of communication approved by the directors.
- (2) Notice may also be given by a notice placed in a national newspaper and in such event the notice given shall be deemed to have been given at 8 a.m. on the morning of publication of either *The Irish Times* or *The Irish Independent* or *The Examiner* newspaper in which the notice has been placed.
- (3) Any document (including, but not limited to, any notice, appointment, removal and resolution) required or authorised by these articles to be sent to or served on the Council shall be in writing sent to or served on the Council at its registered office or its principal place of business in Ireland, and may be sent or served by any means of communication approved by the directors, and may bear a printed or facsimile signature of the person or persons required by these articles to sign such document.
63. Any Notice of every general meeting shall be given in any manner hereinbefore authorised to:-
- (1) every Member Association; and
- (2) the Auditor for the time being of the Council, and
- (3) the Directors of the Council.

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

INDEMNITY FOR DIRECTORS

64. (1) Subject to the provisions of and so far as may be permitted by the Acts, every Director, chief executive, auditor, Secretary or other officer of the Council shall be entitled to be indemnified by the Council against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Council and in which judgement is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of

duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.

- (2) The Directors shall have power to purchase and maintain for any Director or officer, past or present, of the Council, insurance against any such liability as referred to in section 235 of the Act and notwithstanding anything else herein contained the Directors shall be entitled to vote (and be counted in the quorum) in respect of any resolution concerning the purchase of such insurance.