

Mary Mulvihill Association

Association Overview and Governing Instrument

Approved by the AGM held on 27 November 2019

1. Name

The name of the association is Mary Mulvihill Association (the “**Association**”).

2. Object

The object of the Association is to honour the memory and work of Mary Mulvihill (1959-2015) and to promote her legacy. To fulfil this object it administers and awards funds to support activities that commemorate her work and its significance. These activities include but are not limited to the creation of an archive of her work and prizes for projects in the following areas:

- a) Science Journalism – bursaries to undertake new work
- b) Science Journalism – prize(s) to recognise work already broadcast/published
- c) Science Communication – bursaries for new projects e.g., books, apps, websites, creative writing
- d) Science Communication – prize(s) for projects already completed
- e) Science Journalism bursaries or scholarships for third level students

3. Membership

3.1 There shall be two classes of membership of the Association, Full Membership and Honorary Membership.

3.2 Full Membership is open to any persons who were connected with or are interested in Mary Mulvihill’s life and work, in science and technology and heritage in Ireland.

3.3 Honorary Membership is open to such individuals as the Executive may determine from time to time. The positions of Honorary President(s)/Patron(s) will be filled by Honorary Members.

3.4 “Paid-up” members as referred to in this Governing Instrument, unless otherwise specified, includes both those with Full and Honorary Membership (“**Members**”) who have paid any membership fee specified and agreed at AGM from time to time.

3.5 Decisions on admission to any class of membership, either Full or Honorary, and all decisions in relation to termination of any particular Member are made by the majority vote of the Executive, whose decision is final and binding.

3.6 The Secretary will maintain a register of all Members.

3.7 Honorary Members will have the same rights and responsibilities as Full Members but the membership fee is waived. The maximum number of Honorary Members at any one time will be seven Members and for the purposes of this Governing Instrument will be deemed to be paid-up Members.

4. Business

The business of the Association will be conducted in accordance with this Governing Instrument and any rules subsequently adopted by a properly convened Annual General Meeting (AGM) of the Association to regulate the Association.

5. Annual General Meeting (AGM)

5.1 Timing

An AGM will be held each calendar year.

5.2 Notification

5.2.1 The date of the AGM will be notified to all paid-up Members in writing or by email not less than three weeks prior to the AGM.

5.2.2 Any paid-up Member can submit a proposal to the AGM to amend any of the Association's Rules. Such proposed rule changes will be notified to the Secretary of the Association, in writing or by email, not later than two weeks prior to the AGM.

5.2.3 No less than one week's written notice of the AGM, together with notification of any proposed amendments to the Association's Governing Instrument, will be given to all paid-up Members.

5.3 Quorum

The quorum for the AGM will be one-quarter of the membership.

5.4 Election of Executive

5.4.1 The Association will be governed by an executive body (the "**Executive**"), comprising of a Chairperson, Secretary, Treasurer (the "**Officers**") and not more than 15 and not fewer than 6 other Members, each of whom will (subject to Section 5.4.5) be elected at the AGM for a term of office which will be 12 months from the date of election.

5.4.2 Candidates for the Executive must be Members and each candidate must be proposed and seconded by paid-up Members. Nominations for the position of Chairperson, Secretary and Treasurer must be forwarded to the Secretary not later than ten days prior to the AGM. Nominations to the Executive (other than for Officer roles) can be made at any time prior to, or during, the AGM.

5.4.3 Unless Members of the Association, at a properly convened AGM, agree otherwise:

- (a) an individual Member will occupy an Officer position for not more than three consecutive years.
- (b) an individual Member will occupy an ordinary Executive position for not more than three consecutive years.

Where agreed at a properly convened AGM, a Member may occupy an Officer or Executive position for a further term of a maximum of three consecutive years, upon the expiration of which, that Member will not be eligible for election to an Officer or Executive position until a period of three years has elapsed.

5.4.4 All paid-up Members attending the AGM in person will be eligible to vote for all Officers and all other members of the Executive and the vote will be carried out via the straight vote system.

5.4.5 Notwithstanding Section 5.4.1, the Executive may at any time co-opt a member of the Executive until the next AGM, and such co-opted member of the Executive shall have power to vote at meetings of the Executive. Any member of the Executive so appointed shall hold office only until the next AGM and then shall be eligible for election by the Members in accordance with the provisions of this Governing Instrument.

5.4.6 Any period of time served on the Executive prior to the appointment by the Members at AGM shall not be counted in calculating the term of office of a member of the Executive.

5.5 Vacation of Office

5.5.1 The Association may by motion remove any member of the Executive before the expiration of his / her term of office, notwithstanding anything in this Governing Instrument or in any agreement between the Association and such member of the Executive.

5.5.2 The position of member of the Executive shall be vacated if the member of the Executive:

- a) shall refuse or willfully neglect to comply with any rules of the Governing Instrument; or
- b) shall have been guilty of such conduct as in the opinion of the Executive either shall have rendered him / her unfit to remain a member of the Executive or shall be injurious to the Association; or
- c) the member of the Executive is absent for four or more consecutive meetings of the Executive unless the Executive otherwise determines; or
- d) the member of the Executive no longer holds the position which entitles him/her to be a member of the Executive.

5.6 Finance

5.6.1 Membership fees are nominal and will be agreed annually by the AGM on the basis of a recommendation from the Treasurer.

5.6.2 The audited accounts will be provided to all Members attending the AGM and be open to comment at that time. They will be made available to other Members on request.

5.7 Conduct of the AGM

5.7.1 The AGM will be conducted in accordance with the Standing Orders outlined in Schedule 1 of this Governing Instrument which will be adopted by the AGM.

5.7.2 All decisions of the AGM will be by simple majority of those present and eligible to vote except in the case of amendments to this Governing Instrument or suspension of Standing Orders, where a two thirds majority will be necessary. All paid-up Members who are present will have equal voting rights. The Chairperson will exercise a casting vote in the event of a tie.

5.8 Honorary President or Patron

The Association will nominate Honorary President(s) or Patron(s) from among the Members at the inaugural AGM to hold office for an initial period of one year. Thereafter Honorary President(s) or Patron(s) will hold office until the Association decides otherwise at an AGM or until the appointed Honorary President(s) or Patron(s) advise the Association of his/her resignation

6. Extraordinary General Meeting (EGM)

6.1 The Executive may at any time it deems appropriate, or when requested (as indicated in item 6.2 below) call an EGM.

6.2 Upon receipt by the Secretary of a request, signed by a minimum of 5 Members, for an EGM the Executive will call an EGM within 30 days.

6.3 If all of the Officer positions are vacant, the Executive will appoint a temporary Chairperson whose sole function will be to call an EGM.

6.4 Notification of an EGM will be circulated to all paid-up Members no later than seven days before the EGM.

6.5 The quorum for an EGM will be one-quarter of the paid-up Members of the Association.

6.6 An EGM will be subject to the same rules of conduct as an AGM, as more particularly specified in clause 5.7.

7. Executive Functions

7.1 Between AGMs the affairs of the Association will be managed by the Executive.

7.2 Should any of the Officer positions be left unfilled at the AGM, or fall vacant during the year, the Executive will nominate, from amongst its members, a person to fill the vacancy until the next following AGM.

7.3 The Executive will establish sub-committees, if required, to deal with specific aspects of the Association's work. The Executive will, at its first meeting each year following the AGM, review the requirements for each sub-committee, review the membership of the required sub-committees and nominate an Executive member as a Convenor of each sub-committee.

7.4 The Executive or Officers may nominate representatives to non-Association meetings, committees or organisations as appropriate. If possible such representatives should be members of relevant Association sub-committees.

7.5 The Executive will be responsible for fixing a date and venue for an AGM to be held between January 1st and December 31st of each year.

8. Executive Meetings

8.1 The Executive will hold a minimum of three meetings during the period between AGMs. The Executive may meet at any other time it, or the Officers, deem(s) necessary.

8.2 Subject to Section 8.7, all decisions of the Executive will be by simple majority of those present and voting as entitled. All Executive members will have equal voting rights. In the event of a tie the Chairperson will exercise a casting vote.

8.3 The Executive may co-opt, or invite attendance of, advisors to Executive meetings for specific reasons. These advisors will be non-voting.

8.4 The quorum for an Executive meeting will be one-third of the members of the Executive.

8.5 All Executive members will be circulated with draft minutes of the previous Executive meeting and an agenda, at least 4 days in advance of a meeting. Where feasible, copies of reports for discussion will be included.

8.6 Any member of the Executive or member of a sub-committee of the Executive may participate in a meeting of the Executive or such sub-committee by means of a conference or other telecommunication facility between some or all of the members of the Executive, or as the case may be, members of the sub-committee 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. Any member of the Executive or member of a sub-committee participating at such a meeting will be deemed to be present in person at such meeting and shall be entitled to vote and be counted in a quorum accordingly.

8.7 Notwithstanding Section 8.2, in exceptional circumstances, provided that all the Officers of the Executive give written approval, the members of the Executive may approve a proposal by email. Should a simple majority of Executive members not agree to approving any proposal by email, a meeting of the Executive will be convened at the earliest opportunity or the matter will be deferred to the next scheduled Executive meeting.

9. Disclosure of Interests

9.1 A member of the Executive shall disclose to the Executive, and such disclosure shall be recorded in the minutes, the fact and nature of any potential conflict of interest or potential bias arising during his / her term of election. Without prejudice to the generality of the foregoing, a member of the Executive shall disclose to the Executive:

- (a) Any interest in any contract or concern with which the Association proposes to make any contract; or
- (b) Any interest in any contract, which the Association proposes to make; or
- (c) Any other potential conflict of interest or potential bias with the purpose and work of the Association.

9.2 A member of the Executive shall take no part in any deliberation or decision of the Executive relating to a matter in respect of which that member has any potential conflict of interest or potential bias. A member of the Executive may not vote in respect of any deliberation or decision in which he / she is interested or potentially biased and any matter arising therefrom, and he / she shall not be counted in the quorum present at the meeting.

10. Officers of the Association

10.1 The Chairperson, Secretary and Treasurer, elected at AGM will be the Officers of the Association.

10.2 The Executive will delegate the day-to-day business of the Association to the Officers of the Association who will carry out this function on behalf of the Executive. The Officers may exercise all such powers of the Association as are required to be exercised in the fulfilment of the object of the Association and in the carrying out of its functions on behalf of the Executive. The general powers given by this rule shall be limited and restricted by a matter of significant importance to the Association, to be declared as such by the Executive, which will require the collective authority and approval of the Executive and the Officers.

10.3. Chairperson

10.3.1 The Chairperson will be responsible for chairing Officer, Executive and general meetings of the Association.

10.3.2 The Chairperson is the official spokesperson of the Association and will issue statements in accordance with Association policy as he / she sees fit. The Chairperson will consult with Members who have responsibility or expertise in the relevant area. Where appropriate, the Chairperson may delegate the responsibility as spokesperson for a particular issue or time. No other Member of the Association will have the right to speak or publish, or give the impression of doing so, on behalf of the Association without the prior permission of the Chairperson, Officers or Executive.

10.3.3 In the absence of Chairperson, the members of the Executive present will elect one of their number to preside.

10.4. Treasurer

10.4.1 The Treasurer, reporting to the Executive and the AGM, will be responsible for the control of all Association moneys, including those relating to meetings and publications of the Association. The Chairperson, Treasurer, Secretary and one Honorary Patron be authorised signatories on the Association's Bank Account, two of whom will be co-signatories at any one time for any non-electronic transaction. Electronic transactions to and from the Association's Bank Account will be made with the express written approval of two authorized signatories. These written approvals will be retained for

scrutiny under the annual audit process. Every effort will be made to enable a name change or co-designation of the bank account name to Mary Mulvihill Association.

10.4.2 Following consultation with the Officers and the Executive, the Treasurer will recommend adjustments in membership fees to the AGM. The fee is €5 in the first instance. The Treasurer will record membership of the Association.

10.4.3 The Treasurer will prepare the Association's accounts annually. Where required the accounts will be prepared and audited by a qualified accountant or accountants proposed by the Executive.

10.4.4 The Treasurer will present the audited accounts to the AGM.

10.5 Secretary

10.5.1 The Secretary will be responsible for minuting Officer, Executive and general meetings of the Association. The Secretary will also be responsible for giving appropriate notice of meetings to the Members concerned and ensuring that each such Member is furnished with a copy of all relevant reports for discussion at the meeting allowing adequate time for reading.

10.5.2 The Secretary will retain all records and general correspondence of the Association.

10.5.3 The Secretary will present a report of the activities of the Association to the AGM.

11. Finances

11.1 The Association's financial year will run from September 1 to August 31 of the following year. The membership fee will be payable during the calendar year.

11.2 All financial undertakings given on behalf of the Association must have the permission of the Treasurer.

11.3 The Executive may seek and accept moneys from any bodies or individuals provided that the conditions specified by the donor do not contravene the aims of the Association.

11.4 A statement of the accounts, including income and expenditure, will be circulated to members of the Executive at their meeting immediately prior to the AGM (Also see section 5.6.2 of this Governing Instrument).

11.5 All payments made on behalf of the Association will have the authorisation of at least two members endorsed by the Treasurer.

12. Auditors

The accounts for the previous financial year of the Association will be approved by the AGM. Where required the accounts will be prepared and audited by a qualified accountant or accountants proposed by the Executive.

13. Sub-Committees

13.1 All members of sub-committees will be Members.

13.2 The Executive will decide what, if any, allocation of moneys will be made to each sub-committee.

13.3 A sub-committee may, in consultation with the Treasurer, seek and accept moneys from any bodies or individuals provided that any conditions specified by the donor do not contravene the aims of the Association.

13.4 Financial transactions of a sub-committee will be notified to the Treasurer.

- 13.5** The Convenor of a sub-committee will be responsible for:
- a) calling meetings as necessary and at least once per year;
 - b) preparing and presenting a written report to the Secretary at least one week prior to the AGM and at any other time when requested by the Executive or Officers to do so;
 - c) preparing and presenting full accounts of all moneys received and paid by the subcommittee to the Treasurer at least one month prior to the AGM and at any other time when requested by the Executive or Officers to do so;
 - d) ensuring that the sub-committee does not infringe the aims or policies of the Association;
 - e) keeping minutes of all sub-committee meetings.
- 13.6** A sub-committee may invite advisors to attend their meetings in a non-voting capacity. Advisors need not be Members.
- 13.7** Decisions at sub-committee meetings will be made by simple majority voting with the Convenor having a casting vote in the event of a tie.
- 13.8** The Executive will be responsible for the disbandment of sub-committees when:
- a) their work is completed; or
 - b) their work task no longer exists; or
 - c) the sub-committee fails, as a unit, to function to the satisfaction of the Executive.

14. Insurance

The Executive shall seek to ensure that all required insurances are effected and maintained as are necessary and available to safeguard the Association, the Members and the Executive in their pursuit of the fulfilment of its object.

SCHEDULE 1 – STANDING ORDERS FOR THE CONDUCT OF THE ASSOCIATION'S AGM

1. Agenda

- Chairperson's address
- Election of two Tellers from those Members in attendance who will be responsible for counting votes at the meeting and reporting the result to the Chairperson
- Adoption of the Minutes of the Previous AGM
- Election of Officers to the Executive
- Secretary's Report
- Treasurer's Report
- Reports from Sub-committees
- Motions
- Election of Ordinary members of the Executive
- Discussion and decision upon proposed amendments to the Governing Instrument and motions;
- Election of Auditors
- Nomination of Honorary President/Patron (if applicable in a given year)
- Vote of thanks to outgoing members of the Executive and Officers
- A. O. B

2. Chairperson

The meeting will be presided over by the Chairperson of the Association. In the absence of Chairperson, the members of the Executive present will elect one of their number to preside.

3. Voting:

- All paid-up Members in attendance in person at AGM will have a vote.
- Election to the Executive will be carried out via the straight vote system.
- All other decisions will be taken by a simple majority of those present and entitled to vote; except those amendments to this Governing Instrument or decisions to suspend or alter Standing Orders or to adjourn the meeting, these latter decisions will be taken by a two thirds majority.
- All paid-up Members will have equal voting rights. In the event of a tie the Chairperson will exercise a casting vote.
- All votes taken will be counted by the nominated tellers appointed by the meeting for that purpose.

4. Minutes:

Questions arising out of the minutes will be allowed only if they relate to the accuracy of the minutes or are for the purpose of information.

5. Reports:

On the presentation by the Secretary or the Treasurer the adoption of their respective reports will be proposed, seconded and discussed. They will then be voted on. Motions which, in the opinion of the Chairperson, arise out of these reports will be allowed.

6. Motions and Rule Changes:

Motions will be dealt with in the following manner:

A motion will be proposed, seconded, discussed and voted on, the proposer being given the right of reply immediately prior to the vote.

7. Points of order:

A point of order will be called only in cases of incorrect procedures, irrelevancy or transgression of the rules of the Association. It will be raised immediately the perceived mistake takes place and addressed to the Chairperson who decides whether to allow it or not in accordance with the rules and standing orders.

8. Adjournment:

A motion of adjournment, properly proposed and seconded, will be accepted by the Chairperson and put to a vote after discussion which must be confined to the motion in question. If such a motion is defeated it may not be moved again. Such motion may be proposed at any time during a meeting. No new items will be introduced on the agenda of the adjourned meeting.

9. Suspension of Standing Orders:

A motion to suspend Standing Orders, or part thereof, may be proposed provided that:

- a) in the opinion of the Chairperson such a suspension is urgently required
- b) the Standing Order, the suspension of which is being proposed, is specified
- c) the time for which suspension is required is specified
- d) such a suspension does not involve a transgression of the rules of the Association.
- e) the proposal is seconded.

COPY OF EMAILS

2018

Emma Lawrence Thu 11 Oct, 11:48

Dear Anne

Many thanks for your email below. I have completed a final review of the document and do not have any other legal points to propose.

I confirm that Mason Hayes & Curran has advised you in relation to the proposed amendments to the Governing Instrument of the Mary Mulvihill Association and that we have signed off on the proposed amendments.

With kind regards and many thanks

Emma.

Emma Lawrence
Associate
MASON HAYES & CURRAN
South Bank House, Barrow Street, Dublin 4, Ireland.

2017

Alice Murphy <alicemurphy@mhc.ie>to:Anne FitzGerald <annefitzgerald.maxwell@gmail.com>
cc:"enaprosser@gmail.com" <enaprosser@gmail.com>,
Emma Lawrence <elawrence@mhc.ie>
date:2 November 2017 at 13:57subject:RE: Mary Mulvihill Association [MHC-MHCDMS.FID3770970]

Dear Anne

[]

I confirm by this email that we have reviewed, and advised you in relation to, the proposed amendments to the Governing Instrument of the Association that are contained within your letter to us of 26 October 2017.

[]

If you have any queries please let me know.
With best wishes

Alice

Alice Murphy
Senior Associate
MASON HAYES & CURRAN

2016

RE: Governing Instrument - final advice from MHC [IWOV-MHCDMS.FID3770970]

Alice Murphy <alicemurphy@mhc.ie>
4 Nov (2 days ago)

to Ena, Emma, me, margaret.o.kel., 45314_1

Hi Ena

Thank you very much for your email and thanks to Anne for her diligent review. I have completed the final read and do not have any other legal points to propose. I caught a very small number of final style points and have corrected these.

For clarity I can sign off and confirm that MHC has advised you on the Governing Instrument of Association Mary Mulvihill Memorial Association.

I wish you all the very best with bringing the Association forward. It is an impactful, as well as memorable and fitting way to honour the memory of your friend Mary.

With many thanks and kind regards

Alice

-----Original Message-----

From: Ena Prosser [mailto:Ena.Prosser@fh-partners.com]

Sent: 03 November 2016 17:39

To: Alice Murphy; Emma Lawrence

Cc: annefitzgerald.maxwell@gmail.com; Margaret Kelleher (margaret.o.kelleher@ucd.ie)

Subject: FW: Governing Instrument - final advice from MHC

Dear Alice and Emma,

We believe we are now complete and will make these few small changes to your last draft. Can you have one last read of this for any legal points where your experience would suggest ambiguity rather than stylistic changes at this stage.

Anne Fitzgerald has been leading this review and I appreciate her diligence.

For clarity, I want your sign off so that we are to be able to state that MHC has advised us on the Governing Instrument of Association Mary Mulvihill Memorial Association.

Best regards,

Ena

Ena S. Prosser

Mobile: +353 86 8164618
