

THE COMPANIES ACTS 2014

CONSTITUTION OF IRISH PRIMARY PRINCIPALS' NETWORK
Company Limited by Guarantee

RATIFIED BY THE IPPN NATIONAL COUNCIL on March 11th 2023

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1. CONSTITUTION OF THE IRISH PRIMARY PRINCIPALS 'NETWORK'

- 1.1 The name of The Company (hereinafter referred to as The Company) is the 'Irish Primary Principals 'Network'.
- 1.2 The Company is a company limited by guarantee, under Part 18 of the Companies Act 2014.
- 1.3 The main object for which The Company is established is to advance education by:
 - a. professionalising school leadership to ensure quality learning
 - b. reflecting the experience of school leaders on professional issues
 - c. resourcing the professional needs of school leaders
 - d. improving the quality of education policy and practice.
- 1.4 The following are the powers of The Company:
 - a. To purchase, take on lease or in exchange, hire or otherwise acquire or use real and personal estate which may be deemed necessary or convenient for any of the purposes of The Company
 - b. To enter into any contract to construct, maintain and alter houses, building or works necessary or convenient for the purposes of The Company.
 - c. To take any gift of property, including money, whether subject to any special trust or not for any one or more of the objects of The Company.
 - d. To take such steps by personal or written appeals, public meetings, radio and television broadcasts or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of The Company in the shape of donations, subscriptions, legacies or otherwise and also for furthering the objects of The Company.
 - e. To print and publish, whether online or otherwise, any articles, newspapers, periodicals, books or leaflets that The Company may think desirable for the promotion of its objects.
 - f. To sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the property of The Company.
 - g. To borrow and raise money in such manner as The Company may think fit.
 - h. To endorse any product or service considered to be of direct or indirect benefit to schools, staff and /or children and whether in return for commission or otherwise.
 - i. To invest monies of The Company not immediately required for any of its objects in such manner as may from time to time be determined. Prior permission to be obtained from Revenue where it is intended to accumulate funds for a period in excess of two years.
 - j. To undertake and execute any trusts or any agency business which may seem directly or indirectly conducive to any of the objects of The Company.

- k. To subscribe to any charities and to provide a superannuation fund for the servants of the Company or otherwise to assist any such servants and their dependents provided always that The Company shall not subscribe to any charity which does not prohibit the distribution of any of its income or property among its members to an extent at least as great as imposed on this Company under Clause 4 hereof.
 - l. To purchase or otherwise acquire and undertake all or any part of the property assets, liabilities and engagements of any one or more Companies, Institutions, Societies or Networks with which The Company is authorised to amalgamate.
 - m. To do all such other lawful things as are incidental or conducive to the attainment of the above objects.
- 1.5 Income and property of The Company shall be applied solely towards the promotion of its main object(s) as set forth in this Memorandum of Association. No portion of The Company'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 Company. No Director shall be appointed to any office of The Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from The Company. However, nothing shall prevent any payment in good faith by The Company of
- a. reasonable and proper remuneration to any member, officer or servant of The Company (not being a Director) for any services rendered to The Company
 - b. interest at a rate not exceeding 5% per annum on money lent by Directors or other members of The Company to The Company
 - c. reasonable and proper rent for premises demised and let by any member of The Company (including any Director) to The Company
 - d. reasonable and proper out of pocket expenses incurred by any Director in connection with attendance to any matter affecting The Company
 - e. fees, remuneration or other benefit in money's worth to any Company of which a Director may be a member holding ~~not~~ no more than one hundredth part of the issued capital of such Company and such member shall not be bound to account for any share of profits which he or she may receive in respect of such payment.
- 1.6 The Company will ensure that the Charities Regulatory Authority has a copy of its most recent Constitution. If it is proposed to make an amendment to this Constitution, which requires the prior approval of the Charities Regulatory Authority, advance notice in writing of the proposed changes will be given to the Charities Regulatory Authority for approval, and the amendment shall not take effect until such approval is received.
- 1.7 No amendments of any kind shall be made to the provisions of Clauses [3 and 8] of this Constitution and no amendments shall be made to the Constitution to such extent that they would alter the effect of Clauses [4 and 8] of the Constitution, such that there would be noncompliance with the requirements of section 971/1180 and of the Companies Act 2014.
- 1.8 The liability of the members is limited.

- 1.9 The provisions of this Constitution contain conditions to which a licence granted by the Minister for Business, Enterprise and Innovation and its successors in title to The Company in pursuance to Section 1180(1) of the Companies Act, 2014 is subject.
- 1.10 Every member of The Company undertakes to contribute to the assets of The Company in the event of the same being wound up during the term that he is a member, or within one year afterwards for payment of the debts and liabilities of The Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up and for the adjustment the rights of the contributories among themselves, such amount as may be required not exceeding €5.
- 1.11 If upon the winding up or dissolution of The Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of The Company, but shall be given or transferred to another company whose objects are the promotion of charity and which has main objects similar to the main objects of The Company, which other company also meets the requirements of paragraph (b) of section 971(1)/1180(1) of the Companies Act 2014, such company to be determined by the members of this company at or before the time of dissolution, or in default thereof by such Judge of the High Court as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to such provision, then to some charitable object.
- 1.12 Any member may withdraw from The Company by giving one month's notice in writing to The Company of his/her intention so to do, and upon the expiration of such notice, he/she shall cease to be a member.
- 1.13 Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.
- 1.14 Prior permission of the Revenue Commissioners shall be obtained where it is intended to accumulate funds for a period in excess of two (2) years.

ARTICLES OF ASSOCIATION

In these articles, words importing to singular number only shall include a plural and words importing the masculine shall include the feminine and vice versa. Words importing persons shall include networks, societies, institutions, and companies. Subject to the aforesaid, any words or expressions defined in the act shall, if not inconsistent with the subject or context, bear the same meaning in these articles.	
the Act	Companies Act 2014 and any other act being a re-enactment, modification or amendment thereof
these Articles	These Articles of The Company as framed or as from time to time altered or added to by special resolution
The Company	The above-named company
the Board of Directors	Established to govern The Company and constituted as hereinafter provided
the National Council	Consisting of three representatives elected by each City/County Network to represent its members at national level.
the Chief Executive Officer	Any person appointed to manage the day-to-day operations and execute the strategic plan of the Company
the President	Any person appointed to perform the duties of President of The Company
the Secretary	Nominated person(s) to carry out the functions of Company Secretary on behalf of the organisation
the Office	The registered office for the time being of the Company
Seal	The Common Seal of The Company
Month	Calendar Month
Full Members	Such Principals and Deputy Principals of primary schools including Acting Principals and acting Deputy Principals who are eligible and registered as members from time to time and who have paid the annual subscription up to date as hereinafter provided.
Membership Year	The year running from 1 st January in any one year to 31 st December in the same year
City/County Networks	The thirty-one City and County Council areas in the Republic of Ireland.
DoE	Department of Education or its successors in title
DBEI	Department of Business, Enterprise & Innovation or its successor in title

Associate Membership	Serving Assistant Principals of primary schools. Aspiring leaders of primary schools. Retired or seconded Principals and Deputy Principals or serving Deputy Principals of post-primary schools.
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2. MEMBERSHIP

- 2.1 There shall be four categories of membership: full membership, associate membership, honorary membership and corporate membership. The number of members with which The Company proposes to be registered is eight. This figure may subsequently be increased.
- 2.2 **Full membership** of The Company shall be open to current serving Principals and Deputy Principals, whether in an acting capacity or otherwise, of primary schools in the Republic of Ireland who have paid up-to-date the annual membership fee as proposed by the Board of Directors and ratified by the National Council. The annual membership fee will become due at the beginning of each academic year and shall be payable in one payment. Members who are seconded or on approved statutory leave cede their membership to the person who is acting up. Full membership shall also be granted to Independent Directors of the Board.
- 2.3 **Associate membership** shall be open to all aspiring leaders, assistant principals, former Principals and Deputy Principals of primary schools who have retired, or are seconded or on career break, and such other Principals and Deputy Principals from outside the jurisdiction as the Board of Directors may from time to time decide. Associate membership shall also be open to current and former principals, deputy principals and assistant principals of post-primary schools. The Board may also offer associate membership to members of the wider educational community as deemed appropriate. The Board shall set the annual subscription for Associate membership. The CEO will keep a register of Associate members. Associate members will not have voting rights nor can they qualify for nominations to the National Council, Board of Directors or nomination to the role of Deputy President/President Elect.
- 2.4 **Honorary membership** shall be conferred by the Board of Directors on persons considered to have made an outstanding contribution to The Company or to education in Ireland. Such honorary members shall not be required to pay an annual membership fee. Honorary members will not have voting rights nor can they qualify for nominations to the National Council, Board of Directors or nomination to Deputy President/President Elect.
- 2.5 **Corporate Membership** may be made available to academic institutions, representative organisations and other organisations at the discretion of the Board of Directors.
- 2.6 The Board of Directors shall have the power to suspend a member from membership, pending an investigation, in appropriate cases.
- 2.7 Any Member whose conduct, after due investigation is deemed by the Board of Directors to be prejudicial to the interests of The Company or who has been convicted of an indictable offence, (other than an offence under the provisions of the Road Traffic Act 1961 or any Act amending the same) may be called upon by written notice of the Board of Directors to resign membership. No disciplinary action shall be taken against a member unless that member has been given prior

notice in writing of the matter(s) at issue and afforded due process, including a right to be heard in his/her own defence.

3. STRUCTURE OF THE COMPANY

- 3.1 All principals and deputy principals of primary schools (including acting Principals and acting Deputy Principals) shall be eligible to become full members of The Company and participate in the relevant City/County Network.
- 3.2 The membership of The Company shall be divided into Networks, based on the boundaries of the thirty-one City, County and City and County Councils, and each member will belong to the Network determined by the City/County in which the school, where the member is employed, is situated.
- 3.3 Each City/County Network (CN) shall facilitate the formation of Local Support Groups (LSGs) in co-operation with other relevant bodies, to support the members within their City/County Network.
- 3.4 Each City/County Network shall elect three nominees to the National Council to serve for a three-year term. A Council Member may serve for a maximum of two, three-year terms in their lifetime. Each nominee will be elected to one of the Committees of the Council.
- 3.5 Each Network may elect a City/County Network Committee (CNC), to fulfil the aims and functions of The Company, in their respective City/County Network. CNCs shall operate within the Byelaws set by the Board from time to time.
- 3.6 Voting for National Council nominees and any positions on a City/County Network Committee shall be in accordance with IPPN's electoral procedures.
- 3.7 An Annual Meeting of each City/County Network will be held during the first school term in each year, no later than by October 22nd, at which only full members, who have paid their annual subscription, shall be eligible and entitled to attend and vote. The Board and/or the Support-Office will be represented at every annual meeting. Where a CNC has been elected it will report to the Annual Meeting.
- 3.8 Vacancies among the nominees to National Council or on a City/County Network Committee occurring during the course of any term shall be filled by candidates in the reverse order in which they were eliminated during the original election. Where there were no other, or insufficient candidates, the position(s) will remain unfilled until the next Annual Meeting.

4. NATIONAL COUNCIL

- 4.1 The National Council (NC) shall consist of three elected nominees from each City/County Network.
- 4.2 The responsibilities of each National Council member shall be to:

- a. ensure effective two-way communication between the National Council and the City/County Networks and Local Support Groups
 - b. represent the key professional issues, concerns and needs of the member's City/County Network to the Board, National Council and its Committees and Working Groups
 - c. assist the Board of Directors and National Council in developing The Company policy by active participation in the Committee to which they were elected and any Working Groups which might be established.
 - d. attend the Annual General Meeting of the Company
- 4.3 The National Council shall meet at least once during each school term to a schedule agreed by the Board in advance of each calendar year. Proposals for the agenda of any meeting shall be forwarded to a nominee of The Chief Executive Officer, not less than two weeks prior to such meeting. Seven days' written notice of the agenda of each National Council meeting will be sent to each member.
- 4.4 Additional meetings of the National Council may be called at any time by the President, the Board or by 25% of members of the National Council. Where a meeting is called by the President or the Board, at least seven days' notice of the agenda for any such meeting will be given to each member. Where the meeting is requested by at least 25% of the members the CEO in consultation with the Board shall set a date for the meeting no later than 28 days after receipt of the written request and at least seven days' notice of the agenda for any such meeting will be given to each member.
- 4.5 Each City/County Network nominee shall have a vote at a National Council meeting. In the event that a National Council member is unable to attend a meeting, a substitute who shall be another NC member from that City/County Network may be nominated to vote on their behalf in accordance with the byelaws of the Company.
- 4.6 A quorum of 50% of Council members plus one shall apply to meetings of National Council and its Committees and Working Group meetings.
- 4.7 A member of the National Council who is absent without valid reason for two consecutive meetings of the National Council or of any committee or working group of which they are a member will forfeit his/her membership of National Council or the committee or working group.

5. ELECTION, APPOINTMENT AND ROTATION OF DIRECTORS AND OFFICERS

- 5.1 The responsibility for the general leadership, management and organisation of The Company shall be vested in the Board of Directors by the National Council.
- 5.2 (a) The Board of Directors shall comprise no fewer than nine and no more than 14 Directors.

- (b) Nine directors (Elected Directors) will normally be elected at AGMs of the Company. Only persons who have been a member of the National Council for a period of not less than two years immediately prior to their nomination can be elected to be a member of the Board
- (c) Up to three Independent Directors will be appointed by the Board as set out in this Constitution and in Byelaws
- (d) Up to two positions will be filled by the Chairperson and/or President Elect. These position will be filled only if during the period in which they hold these positions, either their term as a director is completed or, when they were elected as President Elect they were not a current member of the Board. At such time they would be deemed to be members of the Board only for the remainder of their term as Chairperson or President Elect.
- 5.3 (a) Members will be elected or appointed for a term of three years after which they may be elected, or appointed to serve, for an additional two terms of three-years each, either consecutively or cumulatively in their lifetime. The election of members of the Board shall be in accordance with the IPPN's electoral procedures.
- (b) At every Annual General Meeting 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 be deemed to have retired from office at the end of each three-year term.
- (c) The Directors to retire in every year shall be those 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 amongst themselves) be determined by lot.
- 5.4 In the event of a vacancy among elected directors the Board may appoint a member of the Company to fill any such vacancy. A person so appointed will initially serve for the remainder of the term of the director they replace after which, provided they have not previously been a member of the Board, they may serve a maximum of two additional three year terms even if this limits their total length of time on the Board to less than three three-year terms.
- 5.5 The Board will appoint at least one and not more than three directors as Independent Directors to add to the capacity and skills of the Board which may not be available from among the Elected Directors. At least two of the Independent Directors will be individuals who could not have been entitled to be a member of the Company, but on their appointment will become members of the Company.
- 5.6 One Independent Director may be appointed from among either Teaching Principal or Deputy Principal members, if one of their number is not at any time among those elected as Directors . Their term will be until they or another director from among their cohort of membership is elected to the Board in the normal course or until the AGM immediately after they have served for at least two years on the Board. After this Article 5.4 can apply.
- 5.7 The Board will elect a Chairperson from within their number to be the chair of meetings of the Board and of Company General Meetings. This position will be for a two-year period and no person may serve as Chairperson for more than one term. A director may only be elected to the position of Chairperson during their fourth, or subsequent year, as a Director. A Chairperson's term will commence on September 1st and they will be elected no later than by

the end of June in the same year On completion of their term, or having served any part of it, a Director who has been Chairperson will not again be eligible to be a director of the Company.

- 5.8 The Board will elect from within their number a director to fill the positions of Treasurer and Chairpersons of the National Council Committees. These positions will be for a period of two years provided the director has at least a minimum of two years to serve as a director on the date of taking up the position. A director may not serve in any one of the above positions for more than two two-year terms.
- 5.9 50% of the members of the Board of Directors (rounded up to the nearest whole number if necessary) shall constitute a quorum provided that this number is never less than six people present either in person or on-line
- 5.10 The Board of Directors shall form Committees and Working Groups as they may require in order to transact the business of the Board. At least one member of the Board of Directors shall be a member of each Committee . Terms of Reference will be drafted for the purpose of defining the roles and responsibilities, and the membership of every Committee and Working Group.
- 5.11 The Board of Directors shall provide administrative support structures as deemed appropriate for the members of the Board of Directors and its Committees and Working Groups.
- 5.12 The Board of Directors will determine the time, place and format for the annual general meeting of the Company.

6. PRESIDENT

- 6.1 The President will be elected at an AGM/EGM of the company for a two-year term of office. No person may serve more than one term as President. They will be elected at an EGM of the Company no later than two years in advance of taking up the role normally on September 1st and will hold the title of President Elect during that period.
- 6.2.1 Nominees for the role of President must be a current or former member of the Board of Directors
- 6.2.2 Nominees who are current members of the Board must be in their third or subsequent year as a director on the date they are nominated for the position of President. Any person who becomes President Elect who is a member of the Board will retain their membership of the Board until they take up the position of President
- 6.2.3 Nominees who are former members of the Board must have served a minimum of three years as a Director and must have been a Director within five years of the date they are nominated for the position of President. Any person who becomes President Elect who is not a member of the Board at the time of their becoming President Elect will automatically become a Director and will retain their membership of the Board until they take up the position of President

- 6.3 On taking up the position, the President shall become a salaried member of the staff of The Company, either by secondment or otherwise, and as such shall receive such salary as the Directors shall determine and shall not hold the position as a Director of The Company. On completion of their term, or having served any part of it, a person who has been President will not again be eligible to be a director of the Company.
- 6.4 The President Elect shall assume the role of President in the event of resignation, incapacity or death of the President during the President's term of office and shall initially hold such office for the remainder of the President's term of office after which they may serve the term of two years as would have occurred if the vacancy had not arisen.
- 6.5 The President shall be accountable to the Board of Directors.
- 6.6 The role of the President shall include but not be limited to:
- Report to meetings of the Board of Directors
 - Chair meetings of the National Council
 - Represent IPPN at events
 - Represent IPPN at meetings
 - Lead the LSG project
 - Develop a member engagement plan
 - Implement the member engagement plan
 - Lead membership renewal and development work
 - Lead the work of all projects relating to member engagement
 - Represent the voice of members in media engagement
 - Support the work of the Leadership Support Team on areas such as professional guidance and professional learning for leadership
 - Participate in the planning for conferences
- 6.7 The Company shall provide administrative support to the President in the performance of their role and responsibilities.

7 CHIEF EXECUTIVE OFFICER

- 7.1 The Company shall employ a Chief Executive Officer on a fixed-term contract basis whose role and function shall be to lead, manage and organise the activities of The Company in compliance with the policies, aims and objectives of The Company as determined by the Board of Directors and as set out in the Strategy, Plans, Policies, Procedures and byelaws adopted by the Board.

8 ANNUAL GENERAL MEETING

- 8.1 The Company shall each year hold a General Meeting of the elected representatives of each of the County Networks as its Annual General Meeting in addition to any other meeting in that year and it shall notify members of any such meetings.
- 8.2 Each Annual General Meeting of The Company shall be held not less than 10 months and not more than 14 months after the preceding Annual General Meeting.

- 8.3 At each Annual General Meeting, the Chair shall be taken by the President or the Deputy President/ President-elect or, in their absence, by a Chairperson selected by the Board of Directors.
- 8.4 The business of each Annual General Meeting shall include:
- a. Adoption of standing orders
 - b. Adoption of amendments to the Constitution
 - c. Adoption of Minutes of the previous Annual General Meeting
 - d. Adoption of Minutes of any Extraordinary General Meeting held since the last Annual General Meeting
 - e. Consideration of CEO's report
 - f. Consideration of Board of Directors 'reports
 - g. Consideration of the Treasurer's report
 - h. Consideration of the Internal Audit Advisory Group's report
 - i. Ratification of membership fee proposed by Board of Directors
 - j. Election of Auditors
 - k. Election or re-election of Directors.
- 8.5 Proposals for consideration at the Annual General Meeting must be submitted from the City/County Networks or the Board of Directors to the CEO and President at least three weeks before the Annual General Meeting. The CEO and President may also put forward proposals for the AGM. A list of proposals shall be circulated to all members at least two weeks before the Annual General Meeting. All amendments to such proposals must be submitted from the County Networks to the Board of Directors at least one week before the Annual General Meeting. All such amendments must be published prior to the Annual General Meeting. The Board of Directors shall have the right to add regular and emergency proposals to the agenda.
- 8.6 All decisions requiring Council ratification, as determined by the Board of Directors, except elections, shall be decided by a simple majority of Council representatives present and eligible to vote. Election ballots for nominees to the Board of Directors shall be by proportional representation by means of a single transferable vote.

9 FINANCE AND ACCOUNTS

- 9.1 The Board of Directors shall have ultimate responsibility for the finances of The Company, and shall cause proper financial accounts to be kept by or on behalf of the Treasurer relating in accordance with Financial Reporting Standards and as advised by an independent Auditor. The Board will appoint a member to be the Treasurer of the Company to ensure the oversight of all aspects of income and expenditure and to report in writing to the Board at every meeting on the Networks current and projected financial health including an annual audit.

9.2 Independent auditors shall be appointed by the Board of Directors and their duties regulated in accordance with the Charities Act.

10 AMENDMENTS

10.1 Any additions, alterations or deletions to the Constitution of The Company may only and will be made by a simple majority of the National Council present casting one vote per council representative.

11 THE SEAL

11.1 The Seal shall be used by the authority of the Board of Directors and every instrument to which the Seal shall be affixed shall be signed by a member of the Board of Directors and shall be countersigned by the Secretary or Chief Executive Officer, of The Company or by a second member of the Board of Directors, or by some other person appointed by the members of the Board of Directors for the purpose.

12 NOTICES

12.1 A notice may be given by The Company to any member either personally or by sending it by post to his/her registered address or by electronic means. 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.

12.2 Notice of every General Meeting shall be given in any manner hereinbefore authorised to: -

- a. All County Network representatives
- b. The Auditor for the time being of The Company and
- c. All Directors.

No other person shall be entitled to receive notices of General Meetings.