Journal of the Cork Historical and Archaeological Society

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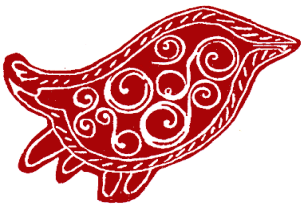

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scarce supply on the antiquarian market and surviving copies were jealously guarded by their owners. This handsome and well-produced paperback edition will find a place on many shelves around Cork Harbour and will serve, as the previous edition did, to introduce the history of Cobh and its hinterland to a new generation of readers.

T. Cadogan

Beara and Bantry Bay: History of Rossmacowen. By Richard S. Harrison. Rossmacowen Historical Society, 1990. Pbk. Pp. 246. £7.00.

Rossmacowen is a small rural community on the southern coast of the Béarra Peninsula, dominated on its landward side by Hungry Hill and on its seaward face by the expanses of Bantry Bay. It is one of those places which the casual observer might have thought had no history, a suggestion that is quickly put to rest by this impressive publication. The publishers are worthy of praise for their ambitious undertaking. Through the medium of a social employment scheme, they were enabled to recruit the talents of Richard Harrison, whose familiarity with historical sources and interested involvement in the project have ensured a level of accuracy and an objectivity not always encountered in parish histories.

Introductory chapters on the geology, antiquities and natural history of the area by subject specialists preface the comprehensive coverage by Richard Harrison of Rossmacowen's history over the past 200 years. The land and its people, both landlord and tenant, education, social and religious life, commerce and sport are all treated, blending a wide range of historical sources, oral traditions and reminiscences into a readable whole. Notable among the characters who made their mark on the locality were the Huguenot, Jacques Fontaine, Fr Hampston, and the English landlord, Charles Pelham Clinton, all of whom feature in the book. A valuable contribution is the collection of local ballads and poems here preserved in print for future generations.

A minor quibble is the curious and rather meaningless choice of title. While the book is copiously illustrated, several photographs are poorly reproduced, but these are minor distractions in an otherwise highly commendable effort.

T. Cadogan

Incorporation of Society, Memorandum and Articles of Association

INTRODUCTION

The Society has for some years past had an insurance policy to cover its public liability but, if the sum insured were not sufficient to satisfy a successful claim, members would be exposed to the risk of litigation. This risk being a matter of concern to it, Council invited Mr Séamus Lantry, Certified Public Accountant and Hon. Auditor to the Society, to address it on the entire subject of public liability. He advised incorporation, which would give the Society limited liability, make possible charitable status with its taxation benefits, cover insurance difficulties and remove the danger of claims being made against members. Mr Lantry advised limitation by guarantee, i.e., each member would agree to pay a sum to cover future liabilities which might arise. He said that there need be no change of name and that permission could be obtained to omit the description 'PLC' from the Society's title. The usual procedure was to hold an Extraordinary General Meeting to adopt Articles and Memorandum of Association and to transfer the Society's assets and obligations to the new company.

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Council subsequently decided to set up a working party to investigate the matter and, if incorporation were approved, to attend to the legal formalities. The working party consisted of Mr Ken Gordon (President), Mr Séamus Lantry, Mr P. Holohan (Hon. Sec.) and Mr T.A. Buckley, Solicitor, who accepted an invitation to act as Hon. Legal Advisor. Mr C.J.F. MacCarthy attended several meetings of the working party which gladly availed of his experience as businessman and prominent member of the Society for many years.

Mr Buckley drafted a statement which was read at the AGM held on 25 March 1988. This statement outlined the Society's legal status as it then was and the effects which incorporation would have on it. The following is an extract:

'As a learned Society, all its assets now belong to its members among whom its property would be divided were it dissolved. Similarly, the Society's liabilities would fall on the members, as in the case of a successful action for damages taken against it. That danger would be averted by turning the Society into a body corporate, i.e., by forming a company limited by guarantee (with the same name) to which the Society's assets would be transferred.'

The President, Mr Gordon, said that the principal effect of incorporation would be to protect members from claims and he asked the meeting to approve the steps which Council was taking in the matter, the final decision being left to an Extraordinary General Meeting. On the proposal of Mr Diarmuid Ó Donobháin, seconded by Ms M. Ryan, approval was given.

In preparing the necessary documentation, the working party's principal concern was to preserve, as far as the Companies Acts allowed, the traditional Rules of the Society as they had evolved since its foundation. It also wished to make the proposed new objects as stated in the Draft Memorandum of Association as wide as possible, thus enabling the Society to adapt to change in the future and allowing it to undertake activities not contemplated in the existing Rules should circumstances warrant. The proposed Articles of Association, regulating the internal workings of the Society, included many of the existing Rules which could, however, henceforth be changed only by Extraordinary General Meeting and not by Annual General Meeting. The working party was particularly grateful to Mr Lantry who, to expedite the process, placed the facilities of his accounting practice at the Society's disposal.

Mr Lantry reported on progress made to the AGM on 8 March 1989. He had, with some difficulty, succeeded in getting the description 'Society' approved by the Registrar of Companies and he also hoped that the Minister would consent to the omission of 'PLC' from the title. The final step, he said, would be the calling of an Extraordinary General Meeting to approve the proposed transfer of the Society's assets to the new company. It would be a company limited by guarantee, i.e., each member would guarantee, say, £25 in the event of a successful claim exhausting both the Society's insurance cover and its assets.

An Extraordinary General Meeting to vote on the proposed incorporation was held in the Crawford Municipal Art Gallery on 18 October 1989 with Miss Philomena McCarthy, President, in the chair. In the unavoidable absence of Mr Buckley, Miss Hewetson, Solicitor (partner in his practice), attended to answer queries, in response to which she made the following points:

The main advantage was that incorporation protected members from being sued individually, liability being limited to £25 if the insurance cover and the Society's assets were exhausted
The old Rules of the Society had been included in the Draft Articles of Association as far as the Companies Acts allowed. In future, however, changes of rule would have to be made in accordance with the Acts rather than by AGM.
Any assets would belong to the proposed company instead of to the members
Each Council member would be a director of the proposed company.

On the proposal of Mr Ken Gordon, seconded by Mr Colman O Mahony, the meeting unanimously passed the following motion:

'RESOLVED that to give effect to the incorporation of the Society, the undertaking and assets and name of the Society, be, and are hereby transferred to guarantee company named Cork Historical and Archaeological Society which was incorporated on 2nd August 1989, following on the unanimous decision of all members present at the Annual General

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Meeting held on 25 March 1988, and that the benefits and privileges of all existing members of the Society are hereby transferred to the said guarantee company and that the Cork Historical and Archaeological Society, as heretofore constituted, be at an end at the conclusion of the first meeting of the Directors of the guarantee company named Cork Historical and Archaeological Society.'

The President thanked the members for attending and, in particular, she thanked Mr Lantry for making the resources of his office available to the Society free of charge. The Society's thanks were also due to Mr Buckley and to Ms Hewetson for voluntarily giving so much of their time to the matter.

The Extraordinary General Meeting was immediately followed by the first Council meeting of the incorporated Society. The purpose of the meeting was the adoption of the name, assets etc. of the old Society by the new body and the admission of all the members of the original organization to the new. Two resolutions were passed:

(1) 'RESOLVED that the undertaking and assets and name of the Society known as Cork Historical and Archaeological Society be, and are hereby adopted and taken by this guarantee Company pursuant to resolution passed by the Society on 18th October 1989.'

(2) RESOLVED that all the members of each category of membership of the Society known as Cork Historical and Archaeological Society are hereby admitted as members of this Company each in their respective category and that each of them shall enjoy the same privileges and benefits heretofore in the Company as they previously enjoyed in the Society.'

The passage of these two resolutions completed the process of incorporation and the Cork Historical and Archaeological Society assumed a new identity as a company limited by guarantee. The rules of the Society (as last published in the 1986 *Journal*) have now been superseded by the following Memorandum and Articles of Agreement.

Patrick Holohan, *Hon. Secretary*.

COMPANIES ACTS 1963 TO 1986

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF CORK HISTORICAL AND ARCHAEOLOGICAL SOCIETY

1. The name of the company is CORK HISTORICAL AND ARCHAEOLOGICAL SOCIETY.

2. The objects for which the company is established are:

(1) (a) To collect, preserve and diffuse all available information regarding the past of the city and county of Cork and to provide for the keeping of a record of local current events, and also to collect, preserve and diffuse any worldwide archaeological and historical information of interest to the members of the society.

(b) To acquire and take over all the assets, books, records, funds, liabilities and transactions of the learned society at present known as the Cork Historical and Archaeological Society and as Cumann Staire agus Ārsaíochta Chorcaí, and to continue all the purposes and objects for which the said learned society was established, managed and operated, and to carry on all the activities, studies, discussions and dissemination of knowledge heretofore carried on by the said learned society.

(c) To take over the editing, publishing, printing and circulation of and sale of the Society's journal known as the *Journal of the Cork Historical and Archaeological Society*.

3. Provided that the company shall not support with its funds or endeavour to impose on or procure to be observed by its members or others any regulation or restriction which, if an object of the company, would make it a Trade Union.

4. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the company as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend,

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bonus or otherwise howsoever by way of profit, to the members of the Company.

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

6. The fourth and fifth paragraphs of this Memorandum contain conditions to which a licence granted by the Minister for Industry and Commerce to the company in pursuance of Section 24 of the Companies Act, 1963 is subject.

7. The liability of the members is limited.

8. Every member of the company undertakes to contribute to the assets of the company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for payment of the debts and liabilities of the company contracted before he ceases to be a member and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding twenty-five pounds.

9. 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 some other institution or institutions having objects similar to the objects of the company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the company under or by virtue of clause 4 hereof, such institution or institutions to be determined by the members of the company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

(These constitute the most relevant portions of the Memorandum. Several other sections and subsections of Clause 2 cover all possible contingencies. A full copy may be obtained by any member from the office of the Auditor to the Society, Mr Séamus Lantry, 4 Fr Mathew St., Cork).

ARTICLES OF ASSOCIATION OF CORK HISTORICAL AND ARCHAEOLOGICAL SOCIETY

1. The Articles of Association of the company shall be the Articles set out in Table C, Companies Act 1963, amended by the following regulations: Regulations 2, 3, 4, 6, 22, 25, 26, 27, 28, 29, 30, 32, 33, 40, 41, 42, 43, 44, 45, 53, 59 of Table C shall not apply to this company.

2. (a) In these presents the interpretation regulation 1 of Table C and the following definitions shall have effect.

(b) 'These presents' means and includes the Memorandum of Association of the company and these Articles of Association and the regulations of the company from time to time in force.

(c) 'The Society' means the company Cork Historical and Archaeological Society.

(d) 'Month' means a calendar month.

(e) Words importing the plural number include the singular number and vice-versa unless excluded by the context.

(f) Words importing the masculine gender only, include the feminine gender and vice versa.

(g) 'The Act' means the Companies Act 1963 and any statutory provision for the time being in force, in modification of, or substitution for same.

(h) 'The Office' means the registered office of the Society.

(i) 'The Register' means the register of members to be kept pursuant to the Act.

(j) 'In writing' and 'writing' and 'Books' shall include any mode of representing words and records which can be reproduced in visible form including computerized records.

(k) 'The Council' means the Council of the Society as hereafter mentioned. Members of the Council shall be deemed to be Directors of the Society in accordance with the Act.

(l) 'The Articles' means these Articles of Association or other regulations of the Society for the time being in force.

(m) 'Table C' menas Table C of the 1st Schedule Companies Act 1963.

3. The number of members with which the company proposes to be registered is 2000 and the

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directors may from time to time register an increase of members.

4. The subscribers to the Memorandum of Association and such other persons as the directors shall admit to membership shall be members of the company. The directors shall admit to membership all those persons who at the date of incorporation of this company are the members of Cork Historical and Archaeological Society founded in the year 1891.

5. Every member admitted to membership shall be a full member, including persons admitted as Honorary Life Members, Life Members and Student Members.

6. The Council of the Society shall have power to recommend to a general meeting of the members that a person being a person who has given outstanding services to the society or rendered outstanding services in the furtherance of the study of history or archaeology be elected an Honorary Life Member of the Society and the general meeting may, if it thinks fit, duly elect that person provided always:

(a) That the number of Honorary Life Members at any one time shall not exceed four, and

(b) That only one such member be elected in any year, and

(c) That the person so elected shall have been a member of the Society for at least ten years preceding and shall have rendered outstanding services to the Society and/or to the study of Archaeology or History, and

(d) That the motion to elect such a member has been passed by three fourths of the members present and voting in person at the said meeting.

7. The Council shall elect members other than Honorary Life Members. Each application for membership shall be signed by a proposer and seconder, who shall both be members of the Society and by the applicant for membership who shall agree that if elected she will abide by the Memorandum and Articles of Association and other regulations of the Society for the time being in force. The duly completed application form shall be submitted to Council who may elect or may decline to elect the applicant. No reason need be given by Council in the event of it deciding not to elect an applicant.

8. The Council shall designate the subscription category applicable to each member other than an Honorary Life Member. This shall be done on the election of the member and may be reviewed on a change in member's circumstances or on further application by the member. The subscription categories for this purpose shall be:-

(a) Life Membership.
(b) Ordinary Membership.
(c) Family Membership (limited to two members of any one family).
(d) Student Membership.

9. The subscription payable for Life Membership shall be fixed by Council but shall not be less than forty times the subscription applicable to Ordinary Membership. All other subscription amounts shall be fixed by resolution of the Council in respect of the year next ensuing. Notice of any alteration on the amounts of subscription shall be given to members.

10. Annual subscriptions are due and payable on 1st January of each year.

11. Members whose subscriptions are in arrears for more than one year shall ipso facto cease to be members of the Society, but may on payment of the arrears be reinstated by Council at its discretion.

12. All members shall be entitled to receive the Journal of the Society free, except in the case of members paying the family subscription, the Journal shall be sent to the first-named member only.

13. The Journal shall not be supplied to any member whose subscription is in arrears for more than three months.

14. All general meetings of the Society shall be held in the city of Cork provided that occasional general meetings may be held elsewhere for the purpose of the study *in situ* of Archaeological or Historical matters and provided that no resolution of the members shall be passed at such meetings held outside the city of Cork.

15. In Article 5(2) of Table C the final sentence shall be deleted.

16. The Annual General Meeting referred to in Article 5 of Table C shall be held during the month of March and in such place in the city of Cork as the Council may determine.

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17. All general meetings at which it is proposed to discuss or pass resolutions of the members, other than Annual General Meetings, shall be called Extraordinary General Meetings.

18. Each member shall have one vote at general meetings and the vote shall be given personally. Voting by proxy is not permitted.

19. The Society shall be governed by a Council consisting of a President (who may not hold office for more than two years in succession), four Vice-Presidents, an Hon. Treasurer, Hon. Secretary, Hon. Editor, Hon. Organizer and not more than eleven other members to be elected annually at the Annual General Meeting of the Society. Candidates for election to Council or to any office shall be nominated in writing by two members or by Council resolution. Nominations shall be made and sent to the Hon. Secretary not later than the 1st February previous to the annual meeting. The election shall be by secret ballot. In the event of vacancies, an election by secret ballot giving members present the opportunity to vote for or against each individual candidate shall be held, unless the meeting voting by show of hands shall pass a resolution that such an election be not held.

20. Article 51 of Table C shall be amended by the substitution of the word 'five' for the word 'two' in that Article.

21. The President shall be the Chairperson of meetings of the members and of the Council or in his absence one of the Vice-Presidents shall so act. In the absence or unwillingness of the President or Vice-President, those present shall elect a Chairperson.

22. Any casual vacancy in the officers of the Society may be filled by the Council until the next following Annual General Meeting.

23. The Society shall meet in the library of the Crawford Municipal Art Gallery or in such other place and at such time as the Council may from time to time determine, for the purpose of hearing some paper or papers upon matters connected with the objects and purposes of the Society. Such papers may be afterwards printed in the Journal of the Society according to the discretion of the Council. Each member shall be entitled to introduce one visitor to such meetings of the Society.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

1. Diarmuid Ó Murchadha, Hon. Editor, Teacher.
   Dromainn, Crosshaven, Co. Cork.
2. Patrick Holohan, Hon. Secretary, Teacher.
   Ballysheehy Lodge, Clogheen, Cork.
3. Kenneth Gordon, Personnel Manager.
   Tree Tops, Ballyhooly Rd., Cork.
4. Andrew Lantry, Student.
   5 Lancaster Quay, Cork.
5. Una Riordan, Retired.
   5 Egerton Villas, Cork.
6. Catherine McCarthy, Banker.
   13 Lislee Rd., Maryborough, Douglas, Cork.
7. Donal Buckley, Physician.
   Mount Carmel, Shanakiel, Cork.

DATED THIS 13th DAY OF FEBRUARY 1989.

WITNESS TO THE ABOVE SIGNATURES:

Séamus Lantry,
Certified Public Accountant,
4 Fr Mathew Street, Cork.

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