



Notice of
Proposed updates to the
MEMORANDUM OF ASSOCIATION &
ARTICLES OF ASSOCIATION
of the
Clifden Chamber of Commerce CLG

Proposed by:

Directors of Clifden Chamber of Commerce CLG

Date of Notice of special resolutions:

1st of June 2026

Place, the date and the time of the meeting:

Station House Theatre, Clifden, Co. Galway, H71 AK52

10.00am - 23rd of June 2026

Substance of the proposed resolutions

The proposed amendments relate to matters including the Company's name, objects, governance arrangements, board structure, quorum requirements, Irish-language name, winding-up provisions and other constitutional updates.

The Directors believe these changes reflect the evolution of the Chamber over the past 30 years and will provide a stronger constitutional framework for its future activities.

Links to Existing Company Documents

- PDF of the current MoA and AoA for the company - [link here >>](https://connemarachamber.ie/wp-content/uploads/23904625-clifden-chamber-of-commerce-constitution-1.pdf)
<https://connemarachamber.ie/wp-content/uploads/23904625-clifden-chamber-of-commerce-constitution-1.pdf>
- Transcribed Word Version of the current MoA and AoA for the company - [link here >>](https://connemarachamber.ie/wp-content/uploads/clifden_chamber_of_commerce_constitution_transcription_1_6_2026.docx)
https://connemarachamber.ie/wp-content/uploads/clifden_chamber_of_commerce_constitution_transcription_1_6_2026.docx

PROPOSED SPECIAL RESOLUTIONS

1. Change of legal name of the company

From

CLIFDEN CHAMBER OF COMMERCE COMPANY LIMITED BY GUARANTEE

to

CONNEMARA CHAMBER COMPANY LIMITED BY GUARANTEE

Reason(s)

- Better reflect the Chamber's current area of operation and membership base.
- Align the legal name with the Chamber's long-established public identity and branding as "Connemara Chamber".
- Recognise the regional nature of the Chamber's activities, partnerships and development initiatives.
- Provide greater clarity and consistency when engaging with members, public bodies, funding agencies and other stakeholders.
- Support the Chamber's ongoing role in promoting the economic, social and sustainable development of Connemara.

2. Widen the geographic range of object clause (A) & update to 'Engage'

from

(A) To encourage commerce, tourism, trade, transport of every kind and aspects and tourism issues related to the commerce of Clifden and surrounds with a view to the sensitive and economic development for the benefit of the people of Clifden and surrounds.

to

A) To engage in commerce, tourism, trade, transport of every kind and aspects and tourism issues related to the commerce of Connemara with a view to the sensitive and economic development for the benefit of the people of Connemara.

Reason(s)

- Reflect the Chamber's current and long-established area of operation across Connemara.
- Align the Constitution with the Chamber's proposed legal name and public identity as Connemara Chamber.

- Recognise the regional nature of the Chamber's membership, activities, partnerships and advocacy work.
- Ensure the Constitution accurately reflects the geographic area for which the Chamber promotes economic, tourism and community development.
- Provide clarity to members, stakeholders, funding bodies and partner organisations regarding the Chamber's remit and purpose.
- Clarify the Chamber's ability not only to encourage but also to directly engage in activities that advance its objects.
- Reflect the Chamber's existing practice of delivering and participating in projects, events, initiatives and development activities for the benefit of Connemara.
- Provide a stronger constitutional basis for future economic, tourism, community and enterprise development initiatives undertaken by the Chamber.

3. Add new object clause relating to social enterprise/community activity

To add the following object clause to the MoA

To engage in activities, services, projects and initiatives that promote community participation, social inclusion, enterprise development, local capacity building and the long-term sustainability of communities, for the public and community benefit of Connemara.

Reasons

- Reflect the Chamber's existing role in supporting both economic and community development.
- Provide a clear constitutional basis for community-benefit and social enterprise activities.
- Support the development of future projects and services that deliver public and community benefit across Connemara.
- Align the Constitution with evolving funding, partnership and social enterprise opportunities.
- Recognise the importance of community participation, social inclusion, local capacity building and sustainable community development within the Chamber's work.

4. To remove the object clause in the company's MOA which distributes any property of the Company, or any proceeds of sale or disposal of any property of the Company to the members

Remove the following object clause 2(R)

To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company.

Reason(s)

- Align the Constitution with current best practice for not-for-profit organisations and CLGs.
- Reinforce the principle that the Company's assets should be used to further its objects and public benefit purposes.
- Support eligibility for grant, community development and social enterprise funding programmes.
- Provide greater assurance to members, funders and stakeholders regarding the stewardship of Company assets.
- Ensure the Constitution reflects the Chamber's community-focused and not-for-profit nature.

5. To refer to the Irish version of the Company's name in MoA and AoA

To refer to the following name to the company's MoA and AoA:

Cumann Tráchtála Chonamara

Reason(s)

- Recognise and support the Irish-language and Gaeltacht heritage of Connemara.
- Reflect the Chamber's commitment to serving communities throughout a region where Irish remains an important community and cultural language.
- Provide constitutional recognition of the Irish-language version of the Company's name.
- Support the use of both English and Irish in the Chamber's communications, activities and public representation.
- Align the Constitution with the Chamber's regional identity and cultural context.

6. Update AoA regarding the maximum number of directors allowed

To update clause no.34 to cap the number of directors on the company board at 5 unless otherwise agreed by the majority of members.

Proposed update from

34. The number of Directors and the names of the first Directors shall be determined

in writing by the subscribers of the Memorandum of Association or a majority of them.

to

34. The number of Directors shall not exceed five, save where a majority of the members voting at a general meeting of the Company approve a greater number. The names of the first Directors shall be determined in writing by the subscribers to the Memorandum of Association, or a majority of them.

Reason(s)

- At present there is no maximum number of directors specified in the Constitution.
- To support effective governance and decision-making by maintaining an appropriately sized Board.
- To provide flexibility for the members to approve a larger Board where required.
- To ensure that any increase in the number of directors remains subject to member approval.

7. Updating of title of ‘Chairman’ to ‘Chairperson’

To update the title of ‘Chairman’ to ‘Chairperson’ throughout the company’s MoA and AoA.

Reason(s)

- Modernise the language used in the Company's Constitution.

8. Update the minimum required to establish a director’s meeting quorum

To update the AoA no. 53

from

The Quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be two.

to

The Quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be three.

Reason(s)

- At present the quorum is set at 2
- This amendment is proposed to strengthen governance by increasing the default quorum for Directors' meetings from two to three directors, ensuring that Board decisions are made with broader participation and oversight.
- To ensure that decisions are made with the participation of a majority of the Board.

9. To add the ceremonial title of 'President' to the Chairman/Chairperson to the MoA and AoA.

Add the following line to the company's AoA.

The Chairperson of the Company, if elected by the members, may also use the ceremonial title of President.

Reason(s)

- Formally recognise a title that has traditionally been associated with the leadership of the Chamber.
- Preserve an established custom and identity of the organisation.
- Clarify the constitutional basis for the use of the title "President".
- Provide continuity with past practice and public representation of the Chamber.
- Confirm that the title is ceremonial and associated with the office of Chairperson.

10. Addition of a company 'winding up' clause

Addition of a winding up clause below to company's MoA as follows:

If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, such property shall not be paid to or distributed among the members of the Company. Such property shall instead be transferred to such other company limited by guarantee, registered charity, social enterprise, community organisation or other body having objects the same as or similar to the objects of the Company, preferably for the benefit of Connemara and surrounding communities, and which prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the Company by this

Memorandum of Association, as may be determined by the members of the Company at or before the time of dissolution. If effect cannot be given to this provision, such property shall be applied to some charitable or community purpose.

Reason(s)

- Align the Constitution with modern not-for-profit governance standards.
- Ensure that any residual assets remain dedicated to community and public benefit purposes.
- Provide clarity and certainty regarding the treatment of assets in the event of dissolution.
- Strengthen the Company's community-focused and non-profit character.
- Support eligibility for grant funding, social enterprise supports and other public funding programmes, many of which expect organisations to have an appropriate winding up clause.
- Demonstrate good stewardship of assets accumulated through the support of members, funders, partners and the wider community.

11. Addition of Directors Remuneration Clause

Add the following Directors Remuneration Clause:

The Directors shall serve in a voluntary capacity and shall not receive any remuneration for their services as Directors. Nothing herein shall prevent the reimbursement of reasonable and properly vouched expenses.

Reason(s)

- To align the Constitution with modern not-for-profit governance standards.
- To clarify that directors serve in a voluntary capacity.
- To reinforce the Company's community-focused and non-profit nature.
- To support future funding, social enterprise and community development opportunities.
- To provide clarity and transparency regarding director remuneration arrangements.

12. Update document currency:

from

IR£

to

€

Reason(s)

- Modernise the language used in the Company's Constitution.

13. General update of the MOA and AoA to reflect the special resolutions that have been approved by the members

To allow any consequential amendments to the MoA and AoA in line with the special resolutions that have been approved by the members.

&

To make such consequential, grammatical, formatting, numbering and cross-referencing amendments to the Memorandum and Articles of Association as may be necessary to give effect to the foregoing resolutions.

Reason(s)

- Ensure the Memorandum and Articles of Association accurately reflect the decisions of the members.
- Consolidate approved amendments into the Company's constitutional documents.
- Improve clarity and consistency throughout the Constitution.
- Remove any discrepancies between approved resolutions and the current text of the Constitution.
- Maintain an up-to-date governing document for the Company.