

**Part I**  
**BYELAWS OF THE GOVERNORS AND GUARDIANS OF THE NATIONAL**  
**GALLERY OF IRELAND**

Adopted 20 November 2023

These Byelaws have been adopted by the Board of Governors and Guardians of the National Gallery of Ireland (the “**Board**”) pursuant to Section XIII of the National Gallery of Ireland Act, 1854 in order to assist the Board in the management of the affairs of the National Gallery of Ireland (the “**Gallery**”).

1. These Byelaws supersede all previous Byelaws adopted pursuant to Section XIII of the National Gallery of Ireland Act 1854, which are hereby rescinded.
2. The Board shall hold a meeting at the premises of the Gallery or at such other location as the Board may decide at least six times per annum at dates to be decided by the Board in advance. Additional Board Meetings may also be convened as deemed necessary by the Board. Such additional meetings may be convened by the Chairperson or the Vice-Chairperson and if they are unable to do so, by the Director or by at least five Board members.

**Election of Chairperson and Vice-Chairperson**

3.
  - a) Where a vacancy is due to arise for the position of Chairperson or Vice-Chairperson, the Board in its sole discretion may resolve to hold an election for the relevant position:
    - i. no later than the last scheduled Board meeting before the expiration of the term of the current Chairperson or Vice-Chairperson, as applicable; or
    - ii. in the circumstances where the timeframe set out in 3(a)(i) cannot be met, the next following Board meeting.
  - b) Section 3(a) shall apply in circumstances where:
    - i. The Chairperson or Vice-Chairperson’s term as Chairperson or Vice-Chairperson, as applicable is due to expire; or
    - ii. The Chairperson or Vice-Chairperson’s term on the Board is due to expire prior to their term as Chairperson or Vice-Chairperson expiring and their Board term is not eligible for renewal.
  - c) The period of office of Chairperson shall be three years and any person may serve two successive three-year terms. The Board may, in exceptional circumstances, extend the term of office of the Chairperson for a further period of one year, and such extension can be renewed annually for a further two years . The period of office of Vice-Chairperson shall be two years and any person may serve two successive two year terms. All such elections (including for extensions) shall be carried out in accordance with the steps set out in Appendix 1 to these Bye-laws.
  - d) In the case of 3(a)(i), a newly elected Chairperson or Vice-Chairperson shall take office from the day following the expiration of the term of the

outgoing Chairperson or Vice-Chairperson. In the case of 3(a)(ii), a newly elected Chairperson or Vice-Chairperson shall take office immediately upon conclusion of a validly held election in which they were the successful candidate.

- e) In the event that the election of the Chairperson creates a vacancy in the position of Vice-Chairperson, the election to fill that vacancy shall take place at the next following Board meeting.

#### **Casual Vacancies in the Office of Chairperson and Vice-Chairperson**

- 4. At any Board Meeting the Board may elect one of its members to fill any casual vacancy that arises in the office of Chairperson or Vice-Chairperson who will hold office until the next valid election as outlined in Section 3.
- 5. In the absence of the Chairperson at any meeting, the Vice-Chairperson will chair the meeting. In the absence of both the Chairperson and the Vice-Chairperson, the Chairperson for the meeting will be elected by the members present.

#### **Voting**

- 6. Matters arising for decision at any meeting of the Board shall be decided by a majority of votes and, where there is an equality of votes, the Chairperson of the meeting shall have a second casting vote. Votes may be cast by a show of hands.

#### **Meetings**

- 7. Subject to the provisions of clause 13 below, no person not being a member of the Board shall be present at any of their meetings unless invited by agreement of the members present.
- 8. As stipulated by Statute, the quorum for meetings of the Board for the transaction of business shall be five, but no painting or other work of art shall be purchased for the Gallery unless authorised by a Resolution passed at a meeting at which at least nine members shall be present, Attendance at Board meetings may be effected by attendance in person, by telephone or by webinar.

#### **Director's Discretion**

- 9. The Board may, in accordance with law and this paragraph, authorise by Resolution the purchase by the Gallery on the initiative of the Director, in the period between one Board meeting and the next, of certain classes of paintings or other works of art up to a value of €100,000, save that the Director, in any one year, may not expend more than 50% of the annual Acquisition budget for the Gallery, or such other sum as may be determined by the Board from time to time. The amount of the Director's discretion shall be placed as a standard item on the Agenda for each Board meeting. Any expenditure above €100,000 between meetings or above 50% of the annual Acquisition budget shall be granted by the Board only in exceptional circumstances.

#### **Committees**

- 10. The Board may by resolution establish such committees to assist in the discharge of the functions of the Board as the Board may determine. The membership and the chairmanship of such committees shall be determined by the Chairperson at the time of their formation and at each subsequent second meeting of the Board in each calendar year. Non-members of the Board with expert knowledge or special experience, may be appointed by the Board to such

committees, provided always that a majority of the members of the committee shall be members of the Board. The Board may at any time by Resolution dissolve a committee established under this Byelaw. Every committee established under this Byelaw shall conform to any regulations as to the conduct of its business that may be prescribed by the Board and shall report to the Board. Anything done by a committee shall, if the Resolution of the Board so provides and subject to law, have effect as if done by the Board.

### **Communication**

11. Subject as may be otherwise resolved by the Governors and Guardians from time to time or as the Chairperson may otherwise direct, formal communication between the Board and the Minister (as defined in the National Cultural Institutions Act, 1997) shall be conducted through the Chairperson.
12. The Board shall carry out its duties and responsibilities in accordance with all applicable laws and best corporate governance practice, appropriate to the Institution.

### **Director and Employees**

13. There shall be a Director of the Gallery who shall be appointed by the Board. The Director shall be entitled to attend and speak, but not to vote, at meetings of the Board and of any committee established under Byelaw 6.
14. The Director shall not be a member of the Board. No member of the Board shall be eligible to apply for the office of Director unless he/she has previously resigned his/her seat on the Board.
15. The Director shall carry on and manage, develop and control generally the administration and business of the Gallery and perform such other functions as may be determined by the Board always in accordance with the policy and directives of the Board.
16. The Board may appoint such other employees as the Board thinks fit. The Board shall pay to the Gallery's employees such remuneration and allowances as the Board may determine and the employees shall be appointed on such other terms and conditions as the Board may determine always in accordance with Government Regulations.

### **Seal**

17. The fixing of the seal of the Board shall be authenticated either by the signature of the Chairperson or by the signatures of some other person, and the Director, authorised either generally or specially by the Board. A document purporting to be duly executed under the seal of the Board, or to be signed on the Board's behalf, shall be received in evidence and, unless the contrary is proved, be deemed to be so executed or signed. The Board Secretary shall retain custody of the Seal.

### **Board Resolutions**

18. The Board may, by Resolution, delegate authority to the Executive, either generally or specifically, to sign legal documents on its behalf.
19. No portion of the Gallery buildings shall be used for any other purpose than that prescribed and intended by the Acts under which this Board is incorporated and such ancillary activities as the Board may from time to time by Resolution deem appropriate.

20. No Byelaw adopted by the Board shall be altered or rescinded save by Resolution of the Board. The Resolution shall be provided to Board members in writing twenty-one days in advance of the Board Meeting.

**Part II**  
**BYELAWS OF THE NATIONAL GALLERY OF IRELAND**

Adopted 20 November 2023

The Governors and Guardians of the National Gallery of Ireland (the 'Gallery') in exercise of the powers vested in them by Section 14 (and Section 61(2)) of the National Cultural Institutions Act 1997 have adopted the following Byelaws for the care, maintenance and protection of the Gallery.

1. While in the Gallery, visitors must treat Gallery staff and other visitors courteously and with respect.
2. Visitors to the Gallery are obliged to comply with all directions or instructions given by a member of the Gallery's staff. Any visitor, whom Gallery staff consider to be behaving in a manner which contravenes these Byelaws, may be refused admission.
3. The Gallery will take reasonable steps to ensure that visitors and their property do not suffer any injury or damage. However, use of Gallery premises and its facilities is entirely at the visitors' own risk and the Gallery does not accept liability for any loss or damage, howsoever caused.
4. The Board may from time to time provide for the fixing of fees and charges in respect of entry to any special exhibition or other event held in the Gallery.

## **Appendix 1**

### **STEPS FOR THE ELECTION OF A CHAIR OF THE BOARD**

Adopted 20 November 2023

1. The signed names of contenders, proposers and seconders to be sent to the Returning Officer, who shall be the Board Secretary or such other person as the Board may nominate for this purpose, 14 days ahead of the Board meeting at which an election will be held. The details of the contenders, proposers and seconders to be immediately circulated to all Board members. Proposers and seconders may support one candidate only.
2. Meetings where elections are to be held are to be chaired by the outgoing Chairperson unless he/she is a contender. In that case, the Vice Chair, or any other member agreed, will take the chair for this item on the Agenda.
3. On Election Day it is the first item on the Agenda. The contenders may make a presentation to the Board for a maximum of 10 minutes. After presentations, if any, all Board members shall participate in a secret ballot on pre-printed ballot papers.
4. In the event of no candidate receiving 50% of the votes, the person with the lowest number of votes will be eliminated and the members vote (and continue to vote) on the remaining candidates until 50% is achieved. Any tie votes would be determined by secret ballot.
5. The returning officer, witnessed by the Chair, would count the votes and inform the Board of the results in each case.
6. Save where the context otherwise requires, the steps set out above for the election of a Chairperson of the Board shall apply to the election of Vice Chairperson of the Board.