

**DATED**

**2006**

**SMOCK ALLEY THEATRE COMPANY LIMITED**

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**MEMORANDUM AND ARTICLES OF ASSOCIATION**

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**MATHESON ORMSBY PRENTICE**  
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**COMPANIES ACT 1963 TO 2005**  
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**SMOCK ALLEY THEATRE COMPANY LIMITED**

1. The name of the company is “**SMOCK ALLEY THEATRE COMPANY LIMITED**” (hereinafter called the “Company”).
2. The main object for which the Company is established is to promote and further the advancement of education in the arts in Ireland (as defined in the Arts Acts 1951 and 1973) and in particular to acquire the Smock Alley Theatre premises at West Essex Street, Dublin and to restore reinstate and maintain the theatre and to make same available for the performance and instruction of theatre, drama and film.
3. The following objects set out hereafter are exclusively subsidiary and ancillary to the main object set out above and these objects are to be used only for the attainment of that main object and any income generated therefrom is to be applied for the main object only.
  - (a) To carry on business as theatre, music hall and cinema proprietors and managers, and to construct, acquire, restore, equip and carry on theatres, music halls, cinema and other buildings and conveniences for the purpose.
  - (b) To assist, encourage, promote, organise, exhibit, distribute and provide entertainments, performances, exhibitions, dances, films, concerts, amusements, recreations and competitions of all kinds, whether on the premises of the Company or elsewhere.
  - (c) To provide opportunities for young actors and persons working in theatre to perform and train in theatre.
  - (d) To provide advice, courses of instruction, lectures, exhibitions, workshops and publications in relation to or in connection to the above main object.
4. In furtherance of the foregoing main and subsidiary objects, the Company shall have the following enabling powers:-
  - (a) To acquire the copyright of, or the right to perform or show any opera, play, comedy, stage piece or musical with authors, composers, actors or others; and to provide distribute, rent or otherwise deal in cinematograph films.
  - (b) To acquire and dispose of copyrights, licences and any other rights or interests in any literary, dramatic or musical or film work, and any poem, song, composition (musical or otherwise), picture, drawing, work or art or photograph, and to print, publish or right to print or publish, and to sell, distribute and deal with any matter so printed or published, and to grant licences or rights in respect of any property of the Company to any other person, firm or Company.
  - (c) To promote manage and conduct public entertainments and public exhibitions for reward and for the entertainment and education of the general public including

providing for the production representation and performance of stage plays, operas, operettas, burlesques, vaudevilles, revues, ballets, pantomime, spectacular pieces, promenade and other concert and other musical and dramatic performances and entertainments and cinematograph productions and exhibitions and to enter into agreements with authors or other persons for the dramatic or other rights of the said pieces, and to enter into engagements of all kinds with artists and other persons, and to permit the Company's premises to be used for such other purposes as may seem expedient.

- (d) To run, manage and operate any such public entertainments, cinematograph productions and exhibitions, entertainment productions, theatre productions, public music and singing events, public dancing and such other entertainments as may seem expedient to the Company.
- (e) To hold all necessary Public Music and Singing and Public Entertainment and Public Dancing Licences and any other Licences for the purposes of lawfully conducting the aforesaid entertainments.
- (f) To provide supply and sell food and refreshments to the public including a full range of alcoholic beverages and intoxicating liquors.
- (g) To apply for and hold all relevant Excise Licences, Theatre Licences, Liquor Licences, Restaurant Certificates, On-Licences, Off-Licences, Hotel Licences and any other Licences required for the sale and supply of all types of intoxicating liquors to the public.
- (h) To manufacture, purchase, sell and deal in ties, flags, and other items relating to the aims of the Company including films, photographs, paintings, magazines, periodicals, postcards, posters, memorabilia and slides.
- (i) To issue appeals for donations and to issue periodical reports of the work of the Company or use such other means as may seem appropriate for making known the main objects of the Company and to raise monies for the purposes thereof.
- (j) To provide for the delivery and holding of lectures, seminars, exhibitions, drama rehearsals, productions and workshops, public meetings, classes and conferences, art exhibitions and providing residences for artists, actors, musical festivals and promotion of heritage and life skills, calculated directly or indirectly to advance the main object of the Company.
- (k) To acquire, whether by lease or by purchase or otherwise, for any estate, interest or tenure, whether in fee simple or for a freehold or leasehold or other tenancy, any estates, houses or portions of houses, buildings, lands, or other hereditaments, and to build, restore, alter, enlarge, repair, decorate, maintain, and furnish all or any of such properties and to utilise or make available any of such properties for any purposes furthering the main objects of the Company.
- (l) To establish, support or aid in the establishment and support of any charitable associations or institutions established for similar purposes anywhere in the world and other organisations or institutions provided and to the extent that their activities are similar to the main objects of the Company and to subscribe monies for charitable purposes in any way connected with the purposes of the Company or calculated to further its main objects.
- (m) To solicit, receive and accept subscriptions, financial assistance, donations, endowments, gifts (both inter vivos and testamentary) and loans of money, rents and other property whatsoever, real or personal, whether subject or not to any specific charitable trusts or conditions.

- (n) Subject to such consents as may be required by law to borrow and raise money and secure or discharge any debt or obligation of or binding on the Company in such manner and on such terms and conditions as may be thought fit and in particular by mortgages of or charges upon the undertaking and all or any of the real and personal property (present and future) of the Company.
- (o) To invest funds of the Company not immediately required for its purpose in or upon such investments, securities or property as it may think fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law. To accumulate capital for any purposes of the Company, and to appropriate any of the Company's assets to specific purposes, either conditionally or unconditionally. Prior permission to be obtained from Revenue where it is intended to accumulate funds for a period in excess of two years.
- (p) To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Company as an employee, or to the wives, husbands, children or other dependents of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by an occupational pension scheme and provided that such occupational pension scheme has been operated by the Company and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has a member of the occupational pension scheme while employed by the Company: and to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company and to subscribe or guarantee money for charitable objects.
- (q) To promote, arrange, organise and conduct seminars, conferences, lectures, meetings and discussions, and to foster and undertake research into any aspect of the main objects of the Company and its work and to disseminate the results of any such research.
- (r) To make grants by way of scholarships, bursaries or otherwise to students and others engaged in the study practice or research in the arts and to organise, arrange and subsidise training in the arts.
- (s) To consult, co-operate and enter into arrangements with any government authorities, organisations or bodies, international, national, local or otherwise and to obtain from any such government authorities, organisations or bodies any rights, privileges and concessions.
- (t) To provide advisory services and centres for information and documentation for the use of persons interested in the main objects of the Company.
- (u) To establish national or local branches (whether autonomous or not).
- (v) To prepare, edit, print, publish, issue, acquire, circulate, and distribute books, pamphlets, papers, periodicals and other literary material, pictures, prints, photography, films, sound recordings and mechanical and other models and equipment, and to establish, form, promote, conduct, and maintain public collection, displays and exhibitions of literature, statistics, charts, information and other material.
- (w) Subject to such consents as may be required by law to construct, erect, alter, improve, demolish and maintain any buildings which may from time to time be required for the purposes of the Company, and to manage, develop, sell, lease, let, mortgage, dispose of or otherwise deal with all or any part of the same.

- (x) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.
- (y) To pay all expenses, preliminary or incidental, to the formation of the Company and its registration.
- (z) To promote and incorporate or to join in the promotion or incorporation of any Company with limited or unlimited liability for the purpose of carrying out any object which the Company itself could carry out and to subscribe for or otherwise acquire the shares, stock or other securities of such Company or to lend money to such Company on such terms as may be thought fit.
- (aa) To furnish and provide the Company's property with such furniture implements, machinery, and conveniences as the Company may think desirable.
- (bb) To carry on any business which may seem to the Company capable of being conveniently carried on in connection with the above main object or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property, rights or interests.
- (cc) To purchase or otherwise acquire and carry on the whole or any part of the business property, goodwill and assets of any Company carrying on or proposing to carry on any business which the Company is authorised to carry on or which can be conveniently carried on in connection with the same, or may seem calculated directly or indirectly to benefit the Company, or possessed of property suitable for the purposes of the Company, and as part of the consideration for any of the acts or things aforesaid or property acquired to undertake all or any of the liabilities of such Company or to acquire an interest therein, amalgamated with or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition or for mutual assistance with any such Company and to give, issue or accept cash or any shares, debentures or other securities what may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received.
- (dd) To promote any Company for the purpose of acquiring all or any of the property or liabilities of the Company, or if undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of or render more profitable any property, assets or business of the Company, or for any other purpose which may see directly or indirectly calculated to benefit the Company.
- (ee) To create, maintain, invest and deal with any reserve or sinking funds for redemption of obligations of the Company, or for depreciation of works or stock, or any other purpose to advance the main object(s) of the Company.
- (ff) To promote freedom of contact and to resist, insure against, counteract and discourage interference therewith to join any lawful federation, union, association or party and to contribute to the funds thereof, or do any other lawful act or thing with a view to preventing or resisting directly or indirectly any interruption of or interference with the Company or any other trade or business or providing or safeguarding against the same, or resisting or opposing any strike movement or organisation which may be thought detrimental to the interest of the Company or its employees and to subscribe to any association or fund for any such purposes.
- (gg) To procure the Company to be registered or recognised in any foreign country, colony, dependency or place.
- (hh) To do all such other lawful things as are incidental to the attainment or furtherance of the said main objects.

5. The income and property of the Company, whensoever derived, shall be applied solely towards the promotion of the main 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, bonus or otherwise howsoever by way of profit, to the members of the Company.

Provided that nothing shall prevent any payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Company, or to any member of the Company, in return of any services actually rendered to the Company, nor prevent the payment of interest at a rate not exceeding five per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Company; but so that no director of the Company shall be appointed to any salaried office of the Company or any office of the Company paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Company to any director, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company; provided that the provision last aforesaid shall not apply to any payment to any Company of which a director may be a member and in which such member shall not hold more than one- hundredth part of the capital, and such member shall not be bound to account for any share of profit(s) he may receive in respect of any such payment.

6. No addition, alterations or amendments shall be made to or in the provisions of this Memorandum of Association for the time being in force unless the same shall have been previously approved in writing by the Revenue Commissioners.
7. Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.
8. The liability of the members is limited.
9. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same 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 of 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 €1 (One Euro).
10. 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 charitable institution or institutions having main objects similar to the main 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 5 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 provisions, then to some charitable object.

We, the several persons whose names and addresses are subscribed, wish to be formed into a Company in pursuance of this memorandum of association.

Names, Addresses and Descriptions of Subscribers

Joseph Dowling  
194 Bank Street S.E.  
Minneapolis, Minnesota 55414  
USA  
Theatre director

Patrick Sutton  
23 Rock Lodge  
Killiney, County Dublin  
Theatre school director

Dr Christopher Murray  
23 Watson Drive  
Killiney, County Dublin  
Professor

Dr Christopher Morash  
6 Hillview  
Summerhill, County Meath  
Professor

Marie Louise O' Donnell  
15 The Palms  
Roebuck Road  
Clonskeagh, Dublin 14  
University lecturer

Mark Lambert  
110 Rathdown Park  
Greystones, County Wicklow  
Actor/Director

Dermot Mc Laughlin  
5 Beechwood Park  
Ranelagh, Dublin 6  
CEO/Company director

Fergus Redahan  
5 Castlelands  
Hyde Road  
Dalkey  
County Dublin  
Stockbroker

Jimmy Fay  
37 Crampton Buildings  
Asdill Row, Dublin 2  
Theatre director

Pat Laffan  
7 Beechwood Park  
Dun Laoghaire, County Dublin  
Actor

Dated the

Witness to the above Signatures:

Name:

Address:



**COMPANIES ACT 1963 TO 2005**

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**

**OF**

**SMOCK ALLEY THEATRE COMPANY LIMITED**

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 such other charitable institution or institutions having objects

*Interpretation*

1. In these articles:-

“the Act” means the Companies Acts 1963;

“the Acts” means the Companies Acts 1963 to 1999;

“the directors” means the directors for the time being of the Company or the directors present at a meeting of the board of directors and includes any person occupying the position of director by whatever name called;

“secretary” means any person appointed to perform the duties of the secretary of the Company;

“the seal” means the common seal of the Company;

“the office” means the registered office for the time being of the Company.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and any other modes of representing or reproducing words in a visible form.

Unless the contrary intention appears, words or expressions contained in these articles shall bear the same meaning as in the Acts or any statutory modification thereof in force at the date at which these articles become binding on the Company.

*Members*

2. The number of members with which the Company proposes to be registered is 9, but the directors may from time to time register an increase of members.
3. The subscribers to the memorandum of association and such other persons as the directors shall admit to membership shall be members of the Company.
4. The rights and liabilities attaching to any members of the Company may be varied from time to time by a Special Resolution of the Company.

### *General Meetings*

5. All general meetings of the Company shall be held in the State.
6.
  - (1) Subject to paragraph (2), the Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next.
  - (2) So long as the Company holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. Subject to article 4, the annual general meeting shall be held at such time and at such place in the State as the directors shall appoint.
7. All general meetings other than annual general meetings shall be called extraordinary general meetings.
8. The directors may, whenever they think fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitions, as provided by section 132 of the Act. If at any time there are not within the State sufficient directors capable of acting to form a quorum, any director or any two members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

### *Notice of General Meetings*

9. Subject to sections 133 and 141 of the Act, an annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days notice in writing at the least, and a meeting of the Company (other than an annual general meeting or a meeting for the passing of a special resolution) shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting and, in the case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned, to such persons as are, under the articles of the Company, entitled to receive such notices from the Company.
10. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

### *Proceedings at General Meetings*

11. All business shall be deemed special that is transacted at an extraordinary general meeting and also all that is transacted at an annual general meeting with the exception of declaring a dividend, the consideration of the accounts, balance sheets and the reports of the directors and auditors, the election of directors in the place of those retiring, the re-appointment of the retiring auditors, and the fixing of the remuneration of the auditors.
12. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, three members present in person shall be a quorum.
13. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the directors may determine, and if at the

adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

14. The chairman, if any, of the board of the directors shall preside as chairman at every general meeting of the Company, or if there is no such chairman, or if he is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors present shall elect one of their number to be chairman of the meeting.
15. If at any meeting no director is willing to act as chairman or if no director is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.
16. The chairman may with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
17. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded-
  - (a) by the chairman; or
  - (b) by at least three members present in person or by proxy; or
  - (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll is so demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

18. Except as provided in article 20, if a poll is duly demanded it shall be taken in such manner as the chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
19. Where there is an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
20. A poll demanded on the election of a chairman, or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
21. Subject to section 141 of the Act, a resolution in writing signed by all the members for the time being entitled to attend and vote on such resolution at a general meeting (or being bodies corporate by their duly authorised representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held, and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act.

Votes at General Meetings

- 22. Every member shall have one vote.
- 23. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, guardian, or other person appointed by that court, and any such committee, receiver, guardian, or other person may vote by proxy on a show of hands or on a poll.
- 24. No member shall be entitled to vote at any general meeting unless all moneys immediately payable by him to the Company have been paid.
- 25. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.
- 26. Votes may be given either personally or by proxy.
- 27. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a body corporate, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.
- 28. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office or at such other place within the State as is specified for that purpose in the notice convening the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- 29. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit-

“Smock Alley Theatre Company Limited”

I/We .....  
of .....  
in the County of .....  
being a member/members of the above-named Company hereby appoint  
.....  
of .....  
or failing him .....  
of .....  
as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the Company to be held on the ..... day of  
....., 19..... and at any adjournment thereof

Signed this ..... day of ....., 19.....

This form is to be used \*in favour of/against, the resolution.

Unless otherwise instructed the proxy will vote as he thinks fit.

\*Strike out whichever is not desired.”

30. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
31. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, if no intimation in writing of such death, insanity or revocation as aforesaid is received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

*Bodies Corporate acting by Representatives at Meetings*

32. Any body corporate which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the body corporate which he represents as that body corporate could exercise if it were an individual member of the Company.
33. (a) A member of any class may by notice in writing to the Secretary of the Company resign his membership of the Company.  
(b) Membership of the Company shall automatically cease on any member's death.  
(c) If any member shall refuse or wilfully neglect to comply with any of these Articles of Association or shall have been guilty of such conduct as in the opinion of the Directors either shall have rendered him unfit to remain a member of the Company or shall be injurious to the Company or if the Directors shall for any other good reason require that a member shall be expelled such members may be a Resolution of the Directors be expelled from membership provided that he shall have been given notice of the intended resolution for his expulsion and shall have been afforded an opportunity of giving orally or writing to the Directors any explanation or defence as he may think fit.

Notice under this Article shall be deemed to have been serviced if it is sent by post in accordance with the provisions set out in Article 70 of these Articles whether or not it is actually received by the member intended to be served with such notice.

*Directors*

34. The number of the 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.
35. The remuneration of the directors shall from time to time be determined by the Company in general meeting. Such remuneration shall be deemed to accrue from day to day. The directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the Company or in connection with the business of the Company.

*Borrowing Powers*

36. The directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

*Powers and Duties of Directors*

37. The business of the Company shall be managed by the directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not by the Acts or by these articles required to be exercised by the company in general meeting, subject nevertheless to the provisions of the Acts and of these articles and to such directions, being not inconsistent with the aforesaid provisions, as may be given by the company in general meeting: but no direction given by the company in general meeting shall

invalidate any prior act of the directors which would have been valid if that direction had not been given.

38. The directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the directors, to be the attorney or attorneys of the company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
39. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person or persons and in such manner as the directors shall from time to time by resolution determine.
40. The directors shall cause minutes to be made in books provided for the purpose-
- (a) of all appointments of officers made by the directors;
  - (b) of the names of the directors present at each meeting of the directors and of any committee of the directors;
  - (c) of all resolutions and proceedings at all meetings of the Company, and of the directors and of committees of directors.

#### *Disqualification of Directors*

41. The office of director shall be vacated if the director
- (a) without the consent of the Company in general meeting holds any other office or place of profit under the Company; or
  - (b) is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally; or
  - (c) becomes prohibited from being a director by reason of any order made under section 184 of the Act; or
  - (d) becomes of unsound mind; or
  - (e) resigns his office by notice in writing to the Company; or
  - (f) is convicted of an indictable offence unless the directors otherwise determine; or
  - (g) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by section 194 of the Act,

#### *Voting on Contracts*

42. A director may vote in respect of any contract in which he is interested or any matter arising thereout.

#### *Rotation of Directors*

43. At the first annual general meeting of the Company, all the directors shall retire from office and at the annual general meeting in every subsequent year 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 retire from office.

44. The directors to retire in every year shall be those who have been longest in office since the 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.
45. A retiring director shall be eligible for re-election.
46. The Company, at the meeting at which a director retires in manner aforesaid, may fill the vacated office by electing a person thereto, and in default the retiring director shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such director has been put to the meeting and lost.
47. No person other than a director retiring at the meeting shall, unless recommended by the directors, be eligible for election to the office of director at any general meeting unless, not less than 3 nor more than 21 days before the date appointed for the meeting, there has been left at the office notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such a person for election, and also notice in writing signed by that person of his willingness to be elected.
48. The Company may from time to time by ordinary resolution increase or reduce the number of directors, and may also determine in what rotation the increased or reduced number is to go out of Office.
49. The directors shall have power at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors shall not at any time exceed the number fixed in accordance with these articles. Any director re-appointed shall hold office only until the next annual general meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the directors who are to retire by rotation at such meeting.
50. The Company may by ordinary resolution of which extended notice has been given in accordance with section 142 of the Act remove any director before the expiration of his period of office, notwithstanding anything in these articles or in any agreement between the Company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the Company.
51. The Company may by ordinary resolution appoint another person in place of a director removed from office under article 48. Without prejudice to the powers of the directors under article 47, the Company in general meeting may appoint any person to be a director, either to fill a casual vacancy or as an additional director. A person appointed in place of a director so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a director.

*Proceedings of Directors*

52. The directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the chairman shall have a second or casting vote. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors. If the directors so resolve it shall not be necessary to give notice of a meeting of directors to any director who being resident in the State is for the time being absent from the State.
53. 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.
54. The continuing directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the Company as the necessary quorum of directors, the continuing directors or director may act

for the purpose of increasing the number of directors to that number or of summoning a general meeting of the Company but for no other purpose.

55. The directors may elect a chairman of their meetings and determine the period for which he is to hold office; but, if no such chairman is elected, or if at any meeting the chairman is not present within 5 minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.
56. The directors may delegate any of their powers to committees consisting of such member or members of the board as they think fit; any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the directors.
57. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within 5 minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.
58. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and when there is an equality of votes, the chairman shall have a second or casting vote.
59. All acts done by any meeting of the directors or of a committee of directors or by any person acting as a director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.
60. A resolution in writing, signed by all the directors for the time being entitled to receive notice of a meeting of the directors, shall be as valid as if it had been passed at a meeting of the directors duly convened and held.

#### *Secretary*

61. Subject to section 3 of the Companies (Amendment) Act, 1982, the secretary shall be appointed by the directors for such term and at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.
62. A provision of the Acts or these articles requiring or authorising a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

#### *The Seal*

63. The seal shall be used only by the authority of the directors or of a committee of directors authorised by the directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a director and shall be countersigned by the secretary or by a second director or by some other person appointed by the directors for the purpose.

#### *Accounts*

64. The directors shall cause proper books of account to be kept relating to-
  - (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
  - (b) all sales and purchases of goods by the Company; and
  - (c) the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.



65. The books of account shall be kept at the office or, subject to Section 147 of the Act, at such other place as the directors think fit, and shall at all reasonable times be open to the inspection of the directors.
66. The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being directors, and no member (not being a director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the directors or by the Company in general meeting.
67. The directors shall from time to time in accordance with sections 148, 150, 157 and 158 of the Act cause to be prepared and to be laid before the annual general meeting of the Company such profit and loss accounts, balance sheets, group accounts and reports as are required by those sections to be prepared and laid before the annual general meeting of the Company.
68. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the annual general meeting of the Company together with a copy of the directors' report and auditors' report shall, not less than 21 days before the date of the annual general meeting, be sent to every person entitled under the provisions of the Act to receive them.

#### *Audit*

69. Auditors shall be appointed and their duties regulated in accordance with sections 160, 161, 162 and 163 of the Act.

#### *Notices*

70. A notice may be given by the Company to any member either personally or by sending it by post to him to his registered address. 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.
71. Notice of every general meeting shall be given in any manner hereinbefore authorised to
  - (a) every member;
  - (b) every person being a personal representative or the Official Assignee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
  - (c) the auditor for the time being of the Company.

No other person shall be entitled to receive notices of general meetings.

## **Names, Addresses and Descriptions of Subscribers**

Joseph Dowling  
194 Bank Street S.E.  
Minneapolis, Minnesota 55414  
USA  
Theatre director

Patrick Sutton  
23 Rock Lodge  
Killiney, County Dublin  
Theatre school director

Dr Christopher Murray  
23 Watson Drive  
Killiney, County Dublin  
Professor

Dr Christopher Morash  
6 Hillview  
Summerhill, County Meath  
Professor

Marie Louise O' Donnell  
15 The Palms  
Roebuck Road  
Clonskeagh, Dublin 14  
University lecturer

Mark Lambert  
110 Rathdown Park  
Greystones, County Wicklow  
Actor/Director

Dermot Mc Laughlin  
5 Beechwood Park  
Ranelagh, Dublin 6  
CEO/Company director

Fergus Redahan  
5 Castlelands  
Hyde Road  
Dalkey  
County Dublin  
Stockbroker

Jimmy Fay  
37 Crampton Buildings  
Asdill Row, Dublin 2  
Theatre director

Pat Laffan  
7 Beechwood Park  
Dun Laoghaire, County Dublin  
Actor

Dated the      day of                      2006

Witness to the above Signatures:

Name:

Address:

DATED

2006

**SMOCK ALLEY THEATRE COMPANY LIMITED**

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**MEMORANDUM AND ARTICLES OF ASSOCIATION**

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MATHESON ORMSBY PRENTICE  
30 Herbert Street  
Dublin 2  
Ireland

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