

COMPANIES ACT 2014

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COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL

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**CONSTITUTION**

-of-

**SMOCK ALLEY THEATRE**

**MEMORANDUM OF ASSOCIATION**

1. **Name**

The name of the Company is SMOCK ALLEY THEATRE.

2. **Company type**

The Company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.

3. **Main and Subsidiary Object**

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, music, dance and film.

As objects incidental and ancillary to the attainment of the main object, the Company shall have the following subsidiary objects:

- (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 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) (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 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 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 things as are incidental or conducive to the attainment or furtherance of the above objects.

Provided that the Company shall not support with its funds any object nor 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.

5. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the main objects of the Company as set forth in this Constitution 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.

Nothing herein shall prevent any payment, in good faith, of

- reasonable and proper remuneration to any member or servant of the Company (not being a Director) in return of any services actually rendered to the Company,
- interest at a rate not exceeding One (1) per cent above the Euro Interbank Offered Rate (Euribor) per annum on money lent by Directors or other members of the Company to the Company,
- reasonable and proper rent for premises demised or let by any member (including any Director) to the Company;
- any payment by the Company to a person pursuant to an agreement entered into in compliance with section 89 of the Charities Act, 2009 (as for the time being amended, extended or replaced)
- However, no member of the Company's Board of Directors, Council of Management, or Executive Committee, by whatever title called, shall be appointed to any salaried office of the Company or to any office of the Company paid by fees. No remuneration or other benefit in money or money's worth shall be given by the Company to any member of such Board, Council or Committee, other than
  - the repayment of out-of-pocket expenses, or
  - interest at the rate aforesaid on money lent to the Company, or
  - reasonable and proper rent for premises demised or let to the Company; or
  - a payment to a company of which a member of the Board, Council or Committee may be a member holding not more than one per cent of the capital of that company, such member shall not be bound to

account for any share of profit(s) he may receive in respect of any such payment.

## 6. **Additions, alterations or amendments**

- (a) The Company must ensure that the Charities Regulator has a copy of its most recent Constitution. If it is proposed to make an amendment to the Constitution of the Company which requires the prior approval of the Charities Regulator, advance notice in writing of the proposed changes must be given to the Charities Regulator for approval, and the amendment shall not take effect until such approval is received.
- (b) No amendments of any kind shall be made to the provisions of clauses 5 and 9 of the memorandum of association and no amendments shall be made to the memorandum and articles of association to such extent that they would alter the effect of Clauses 5 and 9 of the memorandum of association, such that there would be non-compliance with the requirements of section 1180 and of the Companies Act 2014

## 7. **Limited Liability**

The liability of the members is limited.

## 8. **Undertaking to Contribute**

Every member of the Company undertakes to contribute to the assets of the Company, if the Company is wound up while he or she is a member or is wound up within one year after the date on which he or she ceases to be a member, for

- (a) payment of the debts and liabilities of the Company contracted before he or she ceases to be a member, and the costs, charges and expenses of winding up; and
- (b) the adjustment of the rights of the contributories among themselves,

such amount as may be required, not exceeding €1.

## 9. **Winding Up**

If upon the winding up or dissolution of the Company there remains, after satisfaction of all debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Company. Instead, such property shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the Company. The institution or institutions to which the property is to be given or transferred shall prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 5 hereof. Members of the Company shall select the relevant institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or

transferred to some charitable object with the agreement of the Charities Regulator. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.

## **ARTICLES OF ASSOCIATION**

1. In these articles,

The "**Act**" means the Companies Act, 2014.

The "**Directors**" means the members for the time being of the board of Directors of the Company and "Director" shall be construed accordingly.

The "**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 reference 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 Act or any statutory modification thereof in force at the date at which these articles become binding on the Company.

The "optional provisions" (as defined in section 1177(2) of the Act) shall apply in relation to the Company save to the extent that they are dis-applied, modified or supplemented by this Constitution.

## **MEMBERS**

2. The number of members with which the Company proposes to be registered is 10, but the Directors may from time to time register an increase of members provided notification of increase of members is made to the Registrar of the Companies Registration Office within 15 days of such increase.
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. The Directors may from time to time admit to membership such natural and/or legal persons as the Directors may in their discretion determine. The Directors will not be obliged to give reasons for refusing to accept any natural and legal person as a member 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 178 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 181 and 191 of the Act, an annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 day's 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. 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 chairperson, if any, of the board of the Directors shall preside as chairperson at every general meeting of the Company, or if there is no such chairperson, 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 chairperson of the meeting.
15. If at any meeting no director is willing to act as chairperson 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 chairperson of the meeting.
16. The chairperson 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) the chairperson;

(b) at least three members present in person or by proxy;

(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 of the Company concerned having the right to vote at the meeting.

Unless a poll is so demanded, a declaration by the chairperson 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 chairperson 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 chairperson 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 chairperson, 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 chairperson 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 193 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 who has made an enduring power of attorney 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, donee of an enduring power of attorney, guardian, or other person appointed by that court, and any such committee, receiver, guardian, donee of an enduring power of attorney 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 chairperson of the meeting whose decision shall be final and conclusive.
26. 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.

27. An instrument appointing a proxy shall be in the following form or a form as near to it as circumstances permit –

[Smock Alley Limited] (the “**Company**”)  
 [Name of member] (the “**Member**”) of [Address of Member] being a member of the Company hereby appoint/s [name and address of proxy] or failing him or her [name and address of alternative proxy] as the proxy of the Member to attend, speak and vote for the Member on behalf of the Member at the (annual or extraordinary, as the case may be) general meeting of the Company to be held on the [date of meeting] and at any adjournment of the meeting.

The proxy is to vote as follows:-

Voting instructions to proxy  
 (Choice to be marked with an “X”)

Number or description of resolution:	In Favour	Abstain	Against
1.			
2.			
3.			

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

Signature of Member.....

Dated [date] .....

28. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
29. 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**

30. 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.

### **RIGHTS OF MEMBERS**

31. Membership of the Company is not transferable and shall cease as follows:-
- (a) A member of any class may by notice in writing to the Secretary resign his membership of the Company;
  - (b) Membership of the Company will automatically cease on any members death or bankruptcy;
  - (c) The Directors may require a member to resign his or her membership by serving notice upon the member terminating his or her membership to expire no earlier than the date of service of the notice of termination; or
  - (d) Unless otherwise agreed by the Directors, if the member does not attend at three (3) consecutive extraordinary general meetings of the Company.

Notice under this Article shall be deemed to have been served if it is sent in accordance with the provisions set out in Article 68-70 of these Articles whether or not it is actually received by the member intended to be served with such notice.

### **DIRECTORS**

32. 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.
33. 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. The minimum number of Directors shall be 3.

### **BORROWING POWERS**

34. 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**

35. 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

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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.

36. 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 an discretions vested in him.
37. 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.
38. 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 the Directors.

### **DISQUALIFICATION OF DIRECTORS**

39. 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 adjudicated bankrupt or being a bankrupt has not obtained a certificate of discharge in the relevant jurisdiction, 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 or is deemed to be subject to a disqualification order within the meaning of Chapter 4 of Part 14 (Disqualification of Directors) of the Act ;or

- d) a declaration of restriction is made in relation to the director and the Directors, at any time during the currency of the declaration , resolve that his or her office be vacated; or
- e) the health of the director is such that he or she can no longer be reasonably regarded as possessing an adequate decision making capacity; or
- f) resigns his office by notice in writing to the Company; or
- g) is convicted of an indictable offence unless the Directors otherwise determine; or
- h) 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 231 of the Act,

In addition to the above, if applicable, the office of Director shall be vacated if a Director ceases to be qualified for the position of charity trustee under section 55 of the Charities Act, 2009.

#### **VOTING ON CONTRACTS**

- 40. A Director may not vote in respect of any contract in which he is interested or any matter arising thereout.

#### **ROTATION OF DIRECTORS**

- 41. Subject as otherwise contained in these Articles, the term of office of a Director shall be for a period of three (3) years (the "Term").
- 42. Subject to the provisions set out herein a retiring Director shall be eligible for re-election. Unless otherwise determined by the Company in general meeting, each Director is eligible for reappointment for two further consecutive Terms. Subject as provided below no Director may serve more than nine (9) years in aggregate as a director of the Company unless otherwise agreed by the Directors who shall have the authority to extend a Directors final Term by [two] additional years where upon on the expiration of any such additional year (s) any such Director shall be deemed to have automatically resigned as a Director at the end of such additional year(s).
- 43. The Directors shall not be required to retire by rotation.
- 44. 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.
- 45. 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

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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.

46. Subject to article 33 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.
47. The Directors shall have the 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 the Directors shall not 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.
48. The Company may by ordinary resolution of which extended notice has been given in accordance with section 146 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.
49. The Company may by ordinary resolution appoint another person in place of a director removed from office under article 46. Without prejudice to the powers of the Directors under article 45, 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**

50. 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 chairperson 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.
51. 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.
52. 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.



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53. The Directors may elect a chairperson of their meetings and determine the period for which he is to hold office; but, if no such chairperson is elected, or if at any meeting the chairperson 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 chairperson of the meeting.
  54. 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
  55. A committee may elect a chairperson of its meetings; if no such chairperson is elected, or if at any meeting the chairperson 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 chairperson of the meeting.
  56. 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 chairperson shall have a second or casting vote.
  57. All acts done by any meeting of the Directors or of a committee of Directors or any person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such person acting as aforesaid, or that they or any of them was disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.
  58. 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. Any such resolution in writing may consist of several documents in the like form, each signed by one or more of the Directors and for all purposes shall take effect from the time when it was signed by the last director.

#### **SECRETARY**

59. The Secretary shall be appointed by the Directors of the Company for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.
60. A provision of the Act 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**

61. 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**

62. The Directors shall cause adequate accounting records to be kept. Adequate accounting records shall be deemed to have been maintained if they comply with Section 282(1) to 282(3) of the Act and explain the Company's transactions and facilitate the preparation of financial statements that give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company.
63. The accounting records shall be kept at the registered office or, subject to Section 283 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 officers of the Company and by other persons entitled pursuant to the Act.
64. 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 financial statements and accounting records of the Company or any of them shall be open to the inspection of its members not being Directors. No member (not being a director) shall have any right of inspecting any financial statement or accounting record of the Company except as conferred by statute, this Constitution or authorised by the Directors or by the Company in general meeting.
65. The Directors shall in accordance with the Act cause to be prepared and to be laid before the annual general meeting of the Company the statutory financial statements of the Company, the Directors' report in relation to it and the statutory auditor's report on those financial statements and Directors' report as are required by the Act to be prepared and laid before the annual general meeting of the Company.
66. A copy of the statutory financial statements of the Company, the Directors' report in relation to it and that statutory auditor's report on those financial statements and Directors' report shall, not less than twenty one (21) days before the date of the annual general meeting, be sent to every person entitled under Section 338(1) of the Act to receive them.

## **AUDIT**

67. If applicable Auditors shall be appointed and their duties regulated in accordance with Chapters 18 and 19 of Part 6 of the Act.

## **NOTICES**

68. A notice may be given by the Company to any member either personally or by sending it by post or electronic means (as defined in section 2(1) of the Act) to the member at his or her registered address or email address (or, if not so registered, then to the address or email address of the member last known to the Company). Section 218(5) of the Act shall apply.

69. The members hereby record their consent to the service of notices by electronic means.
70. Notice of every general meeting shall be given in any manner hereinbefore authorised to:
- (a) every member;
  - (b) the auditor for the time being of the Company;
  - (c) the Directors and secretary of the Company

Save as otherwise provided herein no other person shall be entitled to receive notices of general meetings.

### **PATRONS**

71. The Directors may appoint and remove any individual(s) as patron(s) of the Company and on such terms as they shall think fit. A patron shall have the right to be given notice of, to attend and speak (but not vote) at any general meeting of the Company as if a member and shall also have the right to receive accounts of the Company when available to members.

We, the several persons whose names and addresses are subscribed, wish to be formed into a company in pursuance of this constitution.<sup>1</sup>

Names, addresses and description of subscriber(s)
1) Name: Address: Description:
...

As appropriate: -

Signatures in writing of the above subscribers, attested by witness as provided for below; or

Authentication in the manner referred to in s. 888 of the Act

Dated this      day of              20

Witness to the above signatures:

Name:

Address:

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<sup>1</sup> Original back page of current Articles of Association to be attached before filed in the CRO.