

COMPANIES ACT 2014
CONSTITUTION
OF
MEATH ARTS CENTRE DAC
MEMORANDUM OF ASSOCIATION

1. Name

The name of the company is: Meath Arts Centre DAC

2. Main Object

The main object for which the Company is established is:

To advance education in the Arts through the management and operation of an Arts Centre thereby providing, developing, and enhancing the appreciation of the Arts in County Meath including visual, literature, music, theatre/drama, dance and film. To increase access to and participation in the arts taking account of Meath County Council Arts Development Strategy.

3. Powers

To the extent that the same are essential or ancillary to the promotion of the main object of the Company as heretofore set out, the Company may exercise the following powers:

- (a) To carry on any other business which may seem to be 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 or rights.
- (b) To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses, and to clear sites for the same, or to join with any person, firm or company in doing any of the things aforesaid, and to work, manage and control the same, or join with others in doing so.
- (c) To apply for, purchase or by other means acquire and protect, prolong and renew, in any part of the world, any patents, patent rights, brevets d'invention, licences, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under, or grant rights or privileges in respect of the same, and to expend money in experimenting upon

testing, and in improving or seeking to improve any patents, inventions or rights which the company may acquire or propose to acquire.

- (d) To acquire and undertake the whole or any part of the business, goodwill and assets or any person, firm or company carrying on or proposing to carry on any of the businesses which this company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into any arrangement for sharing profits or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm or company, and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- (e) To manage, supervise and control, or to take part in the management, supervision or control of, any company or undertaking in which the Company is interested by reason of shareholding or otherwise, and for that purpose to appoint any Directors, accountants or other experts or agents.
- (f) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (g) To invest and deal with the moneys of the Company not immediately required in such shares and upon such securities and in such manner as may from time to time be determined. Prior permission to be obtained from the Revenue Commissioners where it is intended to accumulate funds for a period in excess of two years.
- (h) To guarantee, grant indemnities in respect of, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future), goodwill and uncalled capital of the Company or by both such methods, the performance of the contracts or obligations and or the repayment or payment of the principal amounts of any premiums, interest and dividends on any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by the said section of the Company's holding company or otherwise associated with the company in business notwithstanding the fact that the Company may not receive any consideration, advantage or benefit, direct or indirect from entering into such guarantee or other arrangement or transaction contemplated therein.
- (i) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by similar mortgage, charge or

lien to secure and guarantee the performance by the company of any obligation or liability it may undertake.

- (j) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (k) To apply for, promote and obtain any Act of the Oireachtas, provisional order or licence of the appropriate Minister, or other authority for enabling the Company to carry its main object into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly, to prejudice the Company's interests.
- (l) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies or persons that may seem conducive to the attainment of the Company's main object, and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (m) To purchase or otherwise acquire for cash or by the issue of shares or debentures or debenture stock, or partly for cash, and partly for shares or debentures or debenture stock, and to sell, lease, let, sublet, exchange, dispose, surrender, let on rent, share of profit, royalty or otherwise, grant options over, mortgage, charge, convert, turn to account, dispose of and otherwise deal with (whether for good or valuable consideration or otherwise) real and personal property and rights of all kinds, and in particular mortgages, debentures, produce, concessions, options, contracts, patents, annuities, licences, stocks, shares, bonds, policies, book debts, business concerns, goodwill and undertakings and claims, privileges and chooses in action of all kinds.
- (n) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, subcontractors or others.
- (o) To remunerate any person, firm, company (other than a director) rendering service to this Company, either by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (p) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures, debenture stock or securities of this Company.

- (q) 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 been 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 to guarantee money for charitable objects.
- (r) To secure or guarantee by mortgage, charge or otherwise the performance and discharge of any contract, obligation or liability of a Company or of any person or corporation with whom or which the Company has dealings or having business or undertaking in which the Company is concerned or interested whether directly or indirectly.
- (s) To promote or concur in promoting any other company for the purpose of acquiring the whole of any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (t) To undertake and execute any trusts whereof may seem desirable, whether gratuitously or otherwise. To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any company purchasing the same.
- (u) To procure the Company to be registered or recognised in any member State of the European Union and any foreign country or place.

Provided always that the provisions of this Clause shall be subject to the Company obtaining, where necessary, for the purpose of carrying its main objects into effect, such licence, permit or authority as may be required by law.

4. Limited Liability

The liability of the members is limited.

5. Share Capital

The Share Capital of the Company is Euro 1,000,000 divided into 1,000,000 shares of Euro 1.00 each with power to increase or decrease the share capital. The capital may be divided into different classes of shares with any preferential, deferred or special rights or privileges attached thereto, and from time to time the Company's regulations may be varied so far as may be necessary to give effect to any such preference, restriction or other term.

6. The issued Share capital of the Company shall at all times be held by Meath County Council for the benefit of the community and the furthering of the main object of the Company.

7. Income and property

The income and property of the Company shall be applied solely towards the promotion of its main object(s) as set forth in this Memorandum of Association. No portion of the Company's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever by way of profit to members of the Company. No charity trustee shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit on money or money's worth from the Company. However nothing shall prevent any payment in good faith by the Company of:

- a) reasonable and proper remuneration to any member, officer or servant of the Company (not being a director) for any services rendered to the Company;
- b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by directors or other members of the Company to the Company;
- c) reasonable and proper rent for premises demised and let by any member of the Company (including any director) to the Company;
- d) reasonable and proper out-of-pocket expenses incurred by any charity trustee in connection with their attendance to any matter affecting the company;
- e) fees, remuneration or other benefit in money's worth to any Company of which a charity trustee may be a members holding not more than one hundredth part of the issued capital of such Company.
- f) 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).

8. Contribution by members on winding-up

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 the payment of the debts and liabilities of the Company contracted before he or she ceases to be a member; the costs, charges and expenses of winding up; and the adjustment of the rights of contributories among themselves, such amount as may be required, not exceeding one euro.

9. Prohibition of distribution to members on winding-up

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. 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 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 the Income and Property Clause. 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 to some charitable object.

10. Additions, alterations or amendments

No additions, alterations or amendments shall be made to or in the provisions of this Memorandum of Association [or the Constitution of the Company] unless the same shall have been previously submitted to and approved in writing by the Revenue Commissioners.

11. Keeping of accounts

Annual audited accounts shall be kept and made available to the Revenue Commissioners upon request.

ARTICLES OF ASSOCIATION

INTERPRETATION

1. (a) In these articles:

“the Act” means the Companies Act 2014, and any statutory amendment(s) thereof;

“director” means any director for the time being of the Company;

“the Board” means the board of directors of the Company;

“member” “Shareholding”? means a shareholder of the Company, admitted in accordance with Companies Act 2014 19-63;

“the Registered Office” means the registered office for the time being of the Company;

“the Secretary” means any person(s) or body corporate appointed to perform the role of company secretary.

(b) Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to every mode of representing words in visible form.

(c) Unless the contrary intention appears, words or expressions contained in these articles shall bear the same meaning as in the Act.

OPTIONAL PROVISIONS OF THE ACT

2. To the extent that they are omitted from or modified by these articles, the optional provisions of the Act, as defined in Section 1177(2) thereof, are hereby excluded or modified, as the case may be.

ALTERATION OF THE CONSTITUTION

3. Subject to clause 10 of the Memorandum of Association, and the provisions of its constitution, the Company may by special resolution alter either or both its memorandum and articles of association. Any alteration or addition so made shall be as valid as if originally contained therein.

SHARE CAPITAL AND SHARES

- 4 (a) The Share capital of the Company is Euro 1,000,000 divided into 1,000,000 Ordinary shares of Euro 1.00 each
- (b) Subject to the provision of these Articles relating to new shares, the shares for the time being unissued shall be at the disposal of and under the control of the Directors who are hereby unconditionally authorised and given power for the purposes of Sections 20 and 24 of the Companies (Amendment) Act 1983, to exercise generally the power of the Company to allot any share or shares, as if Sub-sections (1), (7) and (8) of Section 23 of the Companies (Amendment) Act 1983 did not apply to the allotment, grant options over or otherwise dispose of any share or shares to such persons, on such terms and conditions and at such times as they may consider to be in the best interests of the Company but so that no share or shares shall be issued at a discount; provided that this authority shall expire five years from the date of incorporation hereof and provided further that the company may before such expiry make an offer or agreement which would of might require any share or shares to be allotted after such expiry and the Directors may allot shares in pursuance of such an offer or agreement accordingly.
- (c) Subject to the provisions of the Companies Acts, 1963-2001 the Company may purchase or otherwise acquire, on such terms and in such manner as it thinks fit, any shares in the Capital of the Company.

SINGLE MEMBER COMPANY

5. If at any time all the issued shares of the Company are registered in the name of a sole person (whether a natural person or a body corporate), it will be a single member Company within the meaning of the European Communities (Single Member Private Limited Companies) Regulations, 1994 (the Single Member Company Regulations). If and so long as the Company is a single Member Company, the following provisions will apply not withstanding anything to the contrary in this Articles.

- a. **Annual General Meetings**

The sole member may decide to dispense with the holding of annual general meetings. Such decision will be effective for the year in which it is made and subsequent years, but nevertheless the sole member or the auditors may require the holding of an annual general meeting in such year in accordance with the procedures laid down in the Single Member Company Regulations.

- b. Where a decision to dispense with the holding of an annual general meeting is in force, the accounts and the directors' and auditors' reports that would otherwise be laid before an annual general meeting shall be sent to the sole member as provided in the Single Member Company Regulations, and the annual general meeting will be construed as provided in the Single Member Company Regulations, and the provisions of the Companies Acts 1963 to 2014 with regard to the annual return and the financial statements which apply by reference to the date of the annual general meeting will be construed as provided in the Single Member Company Regulations.

- c. **Quorum at General Meetings**

The sole member, present in person or by proxy is a sufficient quorum at a general meeting

- d. **Resolution of Shareholders**

All matters requiring a resolution of the Company in general meeting (except the removal of the Auditors from Office) may be validly dealt with by a decision of the sole member. The sole member must provide the Company with a written record of any such decision or, if it is dealt with by a written resolution under Regulation 6 of Part II of Table A, with a copy of that resolution, and the decision or resolution shall be

e. Contracts with Sole Member

Where the Company enters in to a contract with the sole member which is not in the ordinary course of business and which is not in writing, and the sole member also represents the Company in the transaction (whether as a director or otherwise) the directors shall ensure that the terms of the contract are forthwith set out in a written memorandum or are recorded in the minutes of the next directors' meeting.

f. If and whenever the company becomes a Single Member Company or ceases to be a Single Member Company, it shall notify the Registrar of Companies' as provided in the Single Member Company Regulations"

6. Without prejudice to any special rights previously conferred on the holders of existing shares, any share (including shares which the Company shall power to issue under Section 207 of the Companies Act, 1990 or otherwise) may be issued with such preferred, deferred or other special rights, or such restriction's whether in regard to dividend, voting, return of share capital or otherwise, as the Company may from time to time determine, and any Share may be issued on the terms that it is, or at the option of the Company is liable to be, redeemed. Subject to the provisions of the aforementioned Act, the redemption of such shares may be effected on such terms and in such manner as the Board may from time to time determine.

MEETINGS

7. 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 authourised 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 within the meaning of the Act. Any such resolution may consist of several documents in the like form each signed by one or more such Members (or their duly authorised representatives).

Such a resolution may also consist of one or more email or fax message in like form signed in the name of each or all of the Members provided that in the case of each such email or fax message, the Secretary or any Director shall have endorsed the same with a certificate stating that he is satisfied as to the authenticity thereof. For the purpose of this Article the signature of an alternate Director shall suffice in lieu of the Director whom he represents.

8. Subject to Section 140 of the Companies Act 1963 concerning Annual General Meetings, all other meetings (including Extraordinary General and Class Meetings of the Member of the Company and all meetings of the Board of Directors including any committees of the Board of Directors) may be conducted by the use of a conference telephone or similar facility provided always that the Chairman of the Meeting notes his satisfaction that all of the Members of the Company (in the case of Meetings of Members of the Company) and that all of the Directors of the Company (in the case of Meetings of the Directors of the Company);
- (a) Have been notified of the convening of the Meeting and the availability of the conference telephone or similar facility for the meeting; and
 - (b) can hear and contribute to the meeting

and such participation in a meeting shall constitute presence in person at the meeting.

Subject to Section 140 of the Companies Act, 1963, the Members of the Company or the Directors of the Company may be situated in any part of the world for any such Extraordinary General Meeting or Class Meeting or Meeting of the Board of Directors.

9. The business of the annual general meeting shall include
- (a) Consideration of the Company's statutory financial statements and the report of the directors, together with the report of the statutory auditors on those statements and that report;
 - (b) the review by the members of the Company's affairs;
 - (c) the authorisation of the directors to approve the remuneration of the statutory auditors;
 - (d) the election and re-election of directors;
 - (e) the appointment or re-appointment of statutory auditors;
 - (f) the remuneration of the directors
10. All general meetings of the Company, other than annual general meetings, shall be known as "extraordinary general meetings".
11. The Board may, whenever it thinks fit, convene an extraordinary general meeting and extraordinary general meetings may also be convened as provided by Section 1203 of the Act. If at any time there are not sufficient directors in Ireland capable of acting to form a quorum, any director or any member 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 Board.

12. General meetings of the Company shall be held in the State at such time and at such place as the Board shall appoint.
13. A meeting, other than an adjourned meeting shall be called, in the case of an annual general meeting or an extraordinary general meeting for the passing of a special resolution, by not less than 21 days' notice, and in the case of any other extraordinary general meeting, by not less than 7 days' notice. 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. It shall be given in the manner specified in these articles to such persons as are under these articles entitled to receive such notices from the Company.
14. The notice of a general meeting shall specify –
 - a) the place, the date and the time of the meeting;
 - b) the general nature of the business to be transacted at the meeting;
 - c) in the case of a proposed special resolution, the text or substance of the resolution.
15. The statutory auditors of the Company shall be entitled to:
 - a) attend any general meeting of the Company;
 - b) receive all notices of, and other communications relating to any general meeting which any member of the Company is entitled to receive;
 - c) be heard at any general meeting which they attend, on any part of the business of the meeting which concerns them as statutory auditors.
16. A meeting of the Company, notwithstanding that it is called by shorter notice than that specified at article 13, shall be deemed to have been duly called if it is so agreed by all of the members entitled to attend and vote at the meeting, and the statutory auditors of the Company.
17. 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.
18. 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.

19. 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 any adjourned meeting.

Borrowing Powers

20. The Directors may raise or borrow for the purposes of the Company business such sum or sums of money as they think fit without any limit on the amount for the item being remaining undischarged of money so borrowed or secured, and may secure the repayment of, or raise any such sum or sums as foresaid by mortgage or charge upon the whole or any part of the property and assets of the Company, or not so charged, or in such other way as the Directors may think expedient.
21. A register of the holders of the debentures of the Company shall be kept at the registered office of the Company and shall be open to the inspection of the registered holders of such debentures and of any member of the Company, or any other person, subject to such restriction as the Company in general meeting may from time to time impose. The Directors may close such Register for cash period or periods as they may think fit not exceeding in the aggregate thirty days in each year.

PROXIES

VOTES OF MEMBERS

22. Where a matter is being decided (whether on a show of hands or on a poll) every member present shall have one vote.
23. A vote shall take place on a show of hands, unless a poll is demanded before or on the declaration of the result of a show of hands.
24. A demand for a poll may be made by –
 - a) the chairperson of the meeting; or
 - b) at least three members present in person; or
 - c) any members present in person representing not less than 10% of the voting rights of members entitled to vote at the meeting.

25. Unless a poll is demanded, a declaration by the chairperson that a resolution has on a show of hands been carried, or lost, an entry to that effect in the minutes of the meeting 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.
26. If a poll is demanded it shall be taken in such manner as the chairperson directs.
27. Where there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting shall be entitled to a second or casting vote.
28. No member shall be entitled to vote at a meeting of members of the Company if there are monies due and outstanding by such member to the Company.
29. No objection shall be raised to the qualification to vote of any voter except at the 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.

RESOLUTIONS

30. Notwithstanding article 13 a special resolution may be proposed and passed as a special resolution at a meeting of which less than 21 days' notice has been given, if the conditions specified in section 191 of the Act are satisfied.
31. The terms of any resolution (whether special or otherwise) before a general meeting may be amended by ordinary resolution at the meeting, provided that the resolution, as amended, will still be such that adequate notice of the same can be deemed to have been duly given.
32. Subject to compliance with the conditions in 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 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.
33. When a resolution is passed at an adjourned general meeting, it will be treated as having been passed on the date of that meeting and not on any earlier date.

MINUTES OF GENERAL MEETINGS

34. The Company shall, as soon as may be after the holding of a meeting, cause minutes of the proceedings of the meeting and the terms of all resolutions to be entered in books kept for the purpose. All such books shall be kept in the same place.
35. Any minute referred to in article 34 if purporting to be signed by the chairperson of the meeting at which the proceedings were had, or the chairperson of the next succeeding meeting, shall be evidence of what occurred at the meeting.

THE BOARD OF DIRECTORS

36. Unless and until the Company in general meeting shall otherwise determine the number of Directors shall not be less than three and nor more than nine.
37. The first Directors of the Company shall be the persons named in the Statement delivered pursuant to Section 3 of the Companies (Amendment) Act, 1982.
38. The Directors shall have the power at any time and from time to time to appoint any other person to be a Director of the Company, wither to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following annual general meeting, when he shall retire, but shall be eligible for re-election.
39. A Director shall not require any share qualification.
40. 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 valid and effective for all purposes as a resolution of the Directors as it had been passed at a meeting of the Directors duly convened and held and may consist of several documents in the like form each signed by one or more of the Directors. For the purpose of this Article, the signature of an alternate Director shall suffice in lieu of the signature of the Director appointing him.

Such a resolution may also consist of one or more email or fax messages in like form signed in the name of each or all of the Directors provided that in the case of each email or fax message the Secretary or any Director shall have endorsed the same with a certificate stating he is satisfied as to the authenticity thereof. For the purpose of this Article the signature of an alternate Director shall suffice in lieu of the Director who he represents.

41. The quorum of Directors for transacting business shall unless otherwise fixed by the Directors, be three.
42. 'The company shall have a minimum of three, and a maximum, of nine directors, of which two should be external co-options from the arts, or business, community, with a view to bringing diversity, expertise, and objectivity to board composition and discourse.

Additionally, the board may, from time to time, create sub-committees of the board, which might also co-opt representation from outside the board membership, as it sees fit.

43. Vacancies for the position of director shall be filled by election at the annual general meeting of the Company. The term of membership of the board, or a subcommittee of the board, should be no more than the duration between local council elections though members may offer themselves for re-appointment, on the cessation of their term.
44. No person shall be eligible for election as a director at a general meeting, unless not less than 3 nor more than 21 days before the day appointed for the meeting there shall have been left at the Registered Office –
 - a) notice in writing signed by a member of the Company entitled to attend and vote at the meeting, of his or her intention to propose the person concerned for such election; and
 - b) notice in writing signed by the person concerned of his or her willingness to be elected.
45. No person may be a director of the Company unless he or she has attained the age of 18 years.
46. Any purported appointment of a director without that person's consent shall be void.
47. At a general meeting of the Company, a motion for the appointment of two or more persons as directors by a single resolution shall not be made, unless a resolution that it shall be so made has first been agreed to by the meeting without any vote being given against it.

ROTATION OF DIRECTORS

48. At the annual general meeting of the Company in each year, one-third of the directors for the time being, or, if their number is not 3 or a multiple of 3, then the number nearest one third shall retire from office.
49. The directors to retire in every year shall, subject to article 50, be those persons who have been longest in office since their last election but as between persons who became directors on the same day, those to retire shall (unless they agree otherwise among themselves) be determined by lot.
50. A retiring director shall be eligible for re-election for a further term or terms of office which, when aggregated with the terms already served, shall not exceed six years, but not for any longer period. A "year" for this purpose shall mean the period from one annual general meeting of the Company to the next.

REMOVAL OF DIRECTORS

51. The Company may by ordinary resolution remove a director before the expiration of his or her period of office. Such a resolution shall not be effective unless the provisions of section 146 of the Act are observed.
52. A vacancy created by the removal of a director under this article may be filled at the meeting at which he or she is removed and, if not so filled, may be filled as a casual vacancy.

VACATION OF OFFICE

53. The office of director shall be vacated if the director:
 - a) is adjudicated bankrupt or, being a bankrupt, has not obtained a certificate of discharge in the relevant jurisdiction; or
 - b) becomes or is deemed to be subject to a disqualification order within the meaning of Chapter 4 of Part 14 of the Act; or
 - c) the director resigns his or her office by notice in writing to the Company; or
 - d) the health of the director is such that he or she can no longer be reasonably be regarded as possessing an adequate decision-making capacity; or

- e) a declaration of restriction is made in relation to the director and the Board, at any time during the currency of the declaration, resolves that his or her office be vacated; or
- f) the director is sentenced to a term of imprisonment (including a term that is suspended) following conviction of an indictable offence; or
- g) the director is absent from Board meetings held during a period of more than 6 months, without the permission of the directors.

SECRETARY

- 54. The Company shall have a Secretary, who may be one of the directors.
- 55. The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any Secretary so appointed may be removed by it.
- 56. Without derogating from the applicable statutory and other legal duties, the duties of the Secretary shall be those delegated to the Secretary from time to time by the Board.
- 57. The directors shall ensure that the Secretary has the skills or resources necessary to discharge the statutory and other duties associated with the position, including to maintain (or to procure the maintenance of) the Company records (other than accounting records) required to be kept in relation to the Company.

REGISTER OF DIRECTORS AND SECRETARIES

- 58. The Company shall keep a register of its directors and secretaries, and shall enter in the register the information specified in Section 149 of the Act.

POWERS AND DUTIES OF DIRECTORS

- 59. The business of the Company shall be managed by the Board, which may exercise all such powers of the Company as are not by the Act or by these articles required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act and of these articles and to such directions, being not inconsistent with the aforesaid provisions as may, by special resolution 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 Board which would have been valid if that direction had not been given.
- 60. The Board may exercise all powers of the Company to borrow money and to mortgage or charge its undertaking, property and assets or any part thereof.

61. The Board may delegate any of its powers to such person or persons as it thinks fit, including committees; any such committee shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
62. The Board may from time to time and at any time by power of attorney appoint any Company, firm or person or body of persons, to be the attorney or attorneys of the Company for such purposes and with such powers authorities and discretions (not exceeding its own powers) and for such period and subject to such conditions as the Board thinks 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 Board may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him or her.
63. All cheques and other negotiable instruments, and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed by such person or persons and in such manner as the Board shall from time to time determine.

PROCEEDINGS OF DIRECTORS

64. The directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.
65. Questions arising at any meeting of the directors shall be decided by a majority of votes and where there is an equality of votes, the chairperson shall have a second or casting vote.
66. A director may, and the Secretary on the requisition of a director shall, at any time, summon a meeting of the directors.
67. The quorum necessary for the transaction of the business of the Board may be fixed by the directors and, unless so fixed, shall be 3.
68. The 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 these articles as the necessary quorum of directors, the continuing director or directors may act for the purpose of increasing the number of directors to that number of or summoning a general meeting of the Company, but for no other purpose.
69. The directors may elect a chairperson of the Board and determine the period for which he or she is to hold office, but if there is no such chairperson or, if at any meeting the

chairperson is not present within 15 minutes after the time appointed for holding it, the directors present may choose one of their number to be chairperson of the meeting.

70. The directors may establish one or more committees consisting of members of the Board. A committee so established may elect a chairperson of its meetings; if no such chairperson is elected or, if at any meeting the chairman is not present within 15 minutes after the time appointed for holding it, the members of the committee present may choose one of their number to be chairperson of the meeting.
71. A committee may meet and adjourn as it thinks proper. Questions arising at a committee 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.
72. A resolution in writing signed by all of the directors of the Company, or by all of the members of a committee of them, and who are for the time being entitled to receive notice of a meeting of the directors, or, as the case may be, of such a committee, shall be as valid as if it had been passed at a meeting of the directors or such a committee duly convened and held.
73. A meeting of the directors or of a committee referred to in article 70 may consist of a conference between some or all of the directors or, as the case may be, members of the committee, who are not all in one place but each of whom is able (directly or by means of telephonic, video or other electronic communication) to speak to each of the others and to be heard by each of the others. Such a meeting shall be deemed to take place where the chairperson of the meeting then is.

CONFLICT OF INTEREST

74. A director may not vote in respect of any contract, appointment, or arrangement in which he or she is interested and he or she shall not be counted in the quorum present at a meeting at which the matter is considered.
75. A director who is in any way, directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his or her interest at the Board meeting at which the question of entering into the contract is first raised, or at the next meeting held after he or she became so interested.
76. A copy of every declaration shall, within 3 days of making it, be entered into the register of disclosable interests maintained by the Company.

MINUTES OF MEETINGS

77. The Company shall cause minutes to be entered in books kept for that purpose of –

- a) all appointments of officers made by the directors;
 - b) the names of the directors present at each meeting of its directors and of any committee of the directors;
 - c) all resolutions and proceedings at all meetings of its directors and of committees of directors.
78. Such minutes shall be entered in the foregoing books as soon as may be after the appointment concerned is made, the meeting concerned has been held or the resolution concerned has been passed.
79. Any such minute, if purporting to be signed by the chairperson of the meeting at which the proceedings were had, or by the chairperson of the next succeeding meeting, shall be evidence of the proceedings.
80. Where minutes have been made in accordance with articles 77 to 79 inclusive, then, until the contrary is proved-
- a) the meeting shall be deemed to have been duly held and convened;
 - b) all proceedings had at the meeting shall be deemed to have been duly had; and
 - c) all appointments of officers made by its directors at the meeting shall be deemed to be valid.

REMUNERATION OF DIRECTORS

81. Directors shall not be remunerated for acting as such.
82. Subject to compliance with any rules or protocols laid down by the Board, directors may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board, any committee established by the Board, general meetings of the Company, or otherwise incurred in connection with attending to the business of the Company.

USE OF COMPANY PROPERTY BY DIRECTORS

83. No director shall use Company property for his or her own use or benefit SAVE HOWEVER that de minimis use of Company property may be made by a director for the exclusive purpose of carrying out his or her duties as a director, when such use is sanctioned at a meeting of the Board.

ACCOUNTS

85. The Company shall keep or cause to be kept adequate accounting records in accordance with Chapter 2 of Part 6 of the Act.
86. The accounting records shall be kept on a continuous basis and shall be sufficient to 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.
87. The accounting records shall include:
 - a) entries from day to day of all monies received and expended by the Company;
 - b) a record of the assets and liabilities of the Company;
 - c) a record of all transactions whereby goods are purchased and sold;
 - d) a record of all transactions whereby services are provided or purchased by the Company.
88. The Company's financial records shall be kept at the Registered Office or at such other place as the Board shall direct.
89. The Board 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 shall be open to inspection of its members, not being directors of the Company.
90. The Board shall from time to time in accordance with the provisions of Part 6 of the Act cause to be prepared and to be laid before the annual general meeting of the Company such financial statements and reports of the directors and statutory auditors as are required by those provisions to be laid before the annual general meeting.

AUDIT

91. Statutory auditors shall be appointed by the Company and their duties regulated in accordance with Part 6 of the Act.
92. The Board shall arrange for the statutory financial statements of the Company for each financial year to be audited by the statutory auditors.

SEAL

93. The Company shall have a common seal that states the Company's name in legible characters.

94. The seal shall be used only on the authority of the Board, 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 Board for the purpose.

NOTICES

95. A notice convening a general meeting shall be delivered by the Company to every person entitled to attend the same by hand/courier, by sending it by post to him or her to his or her registered address, or, in the event that the intended recipient has authorised it in writing, by fax or e-mail to the fax number or e-mail address provided by the intended recipient.
96. A notice of any other description, including a notice convening a Board meeting may be delivered by hand/courier, by ordinary pre-paid post, by fax or by e-mail.
97. 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 received at the expiration of 24 hours after the letter containing the same is posted. Where a notice is served by fax or e-mail, the service shall be deemed to have been effected at the expiration of 24 hours after the fax or e-mail has been sent, unless there is a notified failure or error in delivery in that period.
98. The accidental omission to give notice of any meeting convened pursuant to these articles, or the non-receipt of such notice by any person entitled to receive notice shall not invalidate the proceedings at that meeting.
99. Notice of every general meeting shall be given in the manner hereinbefore authorised to: every member, every director, the Secretary and the statutory auditor for the time being of the Company.

INDEMNITY AND INSURANCE

100. Subject to the provisions of Section 235 of the Act, the Company indemnifies each officer of the Company against any liability by him or her:
- a) in defending proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted; or

- b) in connection with any proceedings or application in respect of negligence, default, breach of duty or breach of trust against the officer, in which relief is granted to him or her by the court.
101. Notwithstanding the provisions of article 100, the Company may, as the Board may determine from time to time, purchase and maintain insurance for its officers in respect of the liabilities on such terms as the Board shall decide.