

COMPANIES ACT 2014 CONSTITUTION OF
THE ARK CHILDREN'S CULTURAL CENTRE COMPANY LIMITED BY GUARANTEE
MEMORANDUM OF ASSOCIATION

1 NAME

The name of the company is The Ark Children's Cultural Centre Company Limited by Guarantee (the **Company**)

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

3 MAIN OBJECT

The main object for which the Company is established is the advancement of the arts and culture for children and the advancement of the right of all children to experience and participate freely in the arts and cultural life (the **Main Object**).

4 SUBSIDIARY OBJECTS

As objects incidental to the attainment of the Main Object, the Company shall have the following subsidiary objects set out in sub clauses (a) to (f) below:

- (a) to operate a cultural centre for children;
- (b) to invest in artists (and their companies) in Ireland and abroad in order to ensure that innovative and meaningful work for children continues to be available;
- (c) to enhance the capacity of teachers, schools and other educators to support children's experience of, and participation in, the arts and cultural life;
- (d) to promote and facilitate equality of access to the arts and cultural life for children who are living with disadvantage or disabilities, or are of diverse backgrounds;
- (e) to incorporate the views and voices of children in the work of the Company; and
- (f) to advocate for the right of all children to experience and participate freely in the arts and cultural life.

5 POWERS

To the extent that they are essential or ancillary to the promotion of the Main Object, the Company may exercise the following powers:

- (a) to develop and promote exhibitions and performances and to organise projects, residencies, publications and encounters of all sorts between children and the arts and to promote, engage in or make arrangements for exhibitions, displays, shows, fairs, lecture courses, seminars, classes and similar activities;
- (b) to engage in or carry on any business or activity which may seem to the Company calculated directly or indirectly to assist or advance its object;
- (c) to purchase, lease or by other means acquire any real or personal property and to sell, manage or otherwise deal with same, in any lawful manner;

- (d) to undertake and execute trusts and to act as trustees of any property, real or personal;
- (e) to solicit and accept grants, donations and any other form of voluntary contributions, and to administer, manage and expend such funds or other contributions in furtherance of the objects of the Company;
- (f) to borrow and raise money in such manner and upon such security as the Company shall think fit.
- (g) to invest the monies of the Company not immediately required for its purposes in such investments, securities or property as may be thought fit, subject to conditions and consents as may be required by law;
- (h) to accumulate capital for any purpose of the Company and to appropriate any of the Company's assets to specific purposes either conditionally or unconditionally, provided that prior permission shall be obtained from the Revenue Commissioners when it is intended to accumulate funds for a period in excess of two years;
- (i) to lend money to any company, firm or person with or without security, and upon such terms as the Directors may approve;
- (j) to guarantee, grant indemnities in respect of, support or secure, the obligations of and the repayment or payment of amounts due by any person, firm or body corporate notwithstanding the fact that the Company may not receive any consideration, advantage or benefit, direct or indirect from entering into such arrangement;
- (k) to contribute or make subscription to any person, local authority, body, association or company, including by making gifts or gratuitous disposals of all or any part of the undertaking, property, assets (including, without limitation, cash and non-cash assets) on such terms as the Directors may consider appropriate in their discretion;
- (l) to promote or commence any proceedings, and to oppose any proceedings or applications, which may seem calculated, directly or indirectly to prejudice the interests of the Company;
- (m) to engage in any kind of publicity for the purpose of fostering the object of the Company and to print, publish and distribute and arrange for the printing, publication and distribution of any literature, newspapers, periodicals, books or leaflets as the Company may see fit;
- (n) to apply for, promote or obtain any Order or Statute to enable the Company to carry its object into effect, or for any other purpose which may seem expedient;
- (o) to enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise, or any Corporation, company or person, association or other body, that may seem to be in furtherance of the Company's object;
- (p) to draw or make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable and transferable instruments;
- (q) to employ such personnel as the Company may think desirable or necessary for the furtherance of its object;
- (r) subject to the provisions of clause 7 of this Memorandum, to remunerate any person, firm or company rendering services to the Company, either by cash payment or otherwise as may be thought expedient;

- (s) to contribute to and grant pensions and gratuities to any person who has served the Company as an employee or to any dependent of such person, provided that the same shall not exceed that provided by a pension scheme covered by Part 30 of the Taxes Consolidation Act 1997, that such pension scheme has been operated by the Company and that the beneficiary has been a member of the scheme while employed in the Company;
- (t) to pay all or any expenses incurred in connection with the formation, promotion or incorporation of the Company or to contract with any person, firm, body or company to pay the same;
- (u) to establish and maintain links with national and international organisations having similar objectives and aims; and
- (v) to do all or any of the above things as principal, agent, contractor, trustee or otherwise and by or through Trustees, agents or otherwise, and either alone or in conjunction with others.

6 LIMITED LIABILITY

The liability of the Members is limited.

7 INCOME AND PROPERTY

The income and property of the Company shall be applied solely towards the promotion of the Main Object. No portion of the Company's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to Members of the Company. No Director shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in 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 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 Director in connection with their attendance to any matter affecting the Company;
- (e) fees, remuneration or other benefit in money or money's worth to any company of which a Director may be a member 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 they are a Member or is wound up within one year after the date on which they cease to be a Member, for the payment of the debts and liabilities of the Company contracted before they cease 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 **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 7 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.

10 **ADDITIONS, ALTERATIONS OR AMENDMENTS**

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. No additions, alterations or amendments shall be made to or in the provisions of this Constitution unless the same shall have been previously submitted to and approved by the Board of Temple Bar Cultural Trust its successors and assigns.

11 **KEEPING OF ACCOUNTS**

Annual audited accounts shall be kept and made available to the Revenue Commissioners and/or the Charities Regulator, upon request.

ARTICLES OF ASSOCIATION

INTERPRETATION

1 In these Articles:

"the Act" means the Companies Act 2014, and any statutory amendment thereof;

"Communications Technology" means technology that enables real time transmission and real time two-way audio-visual or audio communication;

"Director" means any director for the time being of the Company.

"the Board" means the board of Directors of the Company;

"the Company" means The Ark Children's Cultural Centre Company Limited by Guarantee;

"Member" means a member of the Company, admitted in accordance with article 5 herein. Members of the Company shall be the Directors for the time being of the Company;

"the Office" means the registered office for the time being of the Company;

"the Seal" means the common seal of the Company; and

"the Secretary" means any person(s) or body corporate appointed to perform the role of company secretary;

- a) Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to every mode of representing words in visible form.
- b) Unless the contrary appears, words or expressions contained in these Articles shall bear the same meaning as in the Act.
- c) The singular number shall include the plural and vice versa.

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 the provisions of the Act, and the provisions of this 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.

MEMBERS

4 The Company shall have at least five members and the permitted number of Members is unlimited.

5 The members of the Company shall be the subscribers, those people who are for the time being Directors of the Company and such persons as the Board shall admit to membership in accordance with these Articles, and whose names are entered on the Register of Members of the Company.

6 Members shall remain eligible as members unless they become disqualified for one of the reasons set out in "Termination of Membership".

TERMINATION OF MEMBERSHIP

- 7 A Member may resign their membership by serving the required notice on the Company at the Office. The resignation of membership can only be done on the basis of resignation of directorship as all Members of the Company are also Directors of the Company.
- 8 The Board may require a Member to resign their membership by serving notice upon the Member terminating their membership, such notice to expire no earlier than the date of service of the notice. The Board may ask a Member to resign in their absolute discretion and there is no obligation on the Board to give reasons for such a request.
- 9 A Member shall cease to be a Member of the Company:
- (a) in the case of a natural person, upon death; and in the case of a legal person upon a necessary resolution being passed or a court order being made for its winding up or dissolution;
 - (b) immediately upon termination of their role as Director;
 - (c) if they become bankrupt or insolvent or being a company permit a receiver to be appointed or go into liquidation (otherwise than for the purpose of amalgamation or reconstruction);
 - (d) if they become a person of unsound mind;
 - (e) if they are convicted of an indictable offence.

OBLIGATIONS OF MEMBERS

- 10 Every Member shall, as a continuing condition of membership, be bound by the provisions of the Constitution of the Company and any amendment thereof, and shall observe all (if any) rules or regulations or Codes of Conduct made from time to time by the Company in general meeting or by the Board.

GENERAL MEETINGS OF MEMBERS

- 11 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 notice 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. 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.
- 12 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 election and re-election of directors;
 - (d) the authorisation of the Directors to approve the remuneration of the statutory auditors;
 - (e) the appointment or re-appointment of statutory auditors.
- 13 All general meetings of the Company, other than annual general meetings shall be known as "extraordinary meetings".

- 14 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.
- 15 General meetings of the Company shall be held in the State at such time and at such place as the Board shall appoint.
- 16 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.
- 17 The accidental omission to give notice at a meeting or the non-receipt of notice of a meeting by any person entitled to receive notice of a meeting shall not invalidate proceedings at that meeting.
- 18 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.
- 19 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 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.
- 20 A meeting of the Company, notwithstanding that it is called by shorter notice than that specified at article 16, 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.
- 21 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. Four Members present in person or by proxy shall be a quorum.
- 22 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 Board 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.
- 23 The chairperson of the Board shall preside as chairperson at every general meeting of the Company. If they are 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.
- 24 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.

- 25 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.
- 26 All business shall be deemed special that is transacted at an extraordinary general meeting and also that which is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets and the reports of the committees and the Board, the election of directors, the re-appointment of the retiring auditors and the fixing of remuneration of auditors.

VOTES OF MEMBERS

- 27 Where a matter is being decided (whether on a show of hands or on a poll) every Member present shall have one vote.
- 28 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.
- 29 A demand for a poll may be made by:
- (a) the chairperson of the meeting; or
 - (b) at least two Members present in person.
- 30 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.
- 31 If a poll is 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, in relation to the matter concerned, of the meeting at which the poll was demanded.
- 32 A poll demanded on the election of a chairperson or on 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.
- 33 The demand for a poll may be withdrawn.
- 34 Where there is an equality of votes, whether on show of hands or on a poll, the chairperson of the meeting shall be entitled to a second or casting vote.
- 35 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.

PROXIES

- 36 Votes may be given either personally or by proxy.
- 37 The instrument appointing a proxy shall be in writing under the hand of the appointer or of their attorney duly authorised in writing. A proxy need not be a Member of the Company.
- 38 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.

- 39 An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit: -

THE ARK CHILDREN'S CULTURAL CENTRE COMPANY LIMITED BY GUARANTEE

"I / We ofin the County ofbeing a member/members of the above named Company, hereby appointof.....or failing him,..... of as as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the Company to be held on theday of.20.. and at any adjournment thereof.

Signed this day of20...

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

Unless otherwise instructed, the proxy will vote as they think fit.

*** Strike out whichever is not desired.**"

- 40 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

CHAIRPERSON OF THE COMPANY

- 41 After the third annual general meeting of the Company and at the first Meeting of the Board to be held after every third subsequent annual general meeting, the Members of the Board shall elect from amongst their number, including the retiring chairperson who shall be eligible for re- election, a chairperson. If upon such election the retiring chairperson is not re-elected, they shall thereupon vacate the chair at such Meeting and retire as chairperson of the Company.

RESOLUTIONS

- 42 Notwithstanding article 16, 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.
- 43 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.
- 44 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.
- 45 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

- 46 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.
- 47 Any minute referred to in article 46, 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

- 48 The Company shall have a minimum of five Directors and the Board may from time to time by ordinary resolution change the number of Directors.
- 49 Vacancies for the position of director shall be filled by election at the annual general meeting of the Company.
- 50 No person shall be eligible for election as a director at a general meeting, unless not less than three nor more than 21 days before the day appointed for the meeting there shall have been left at the Office:
- (a) notice in writing signed by a Member of the Company entitled to attend and vote at the meeting, of their intention to propose the person concerned for such election; and
 - (b) notice in writing signed by the person concerned of their willingness to be elected.
- 51 No person may be a director of the Company unless they have attained the age of 18 years.
- 52 Any purported appointment of a director without that person's consent shall be void.
- 53 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.
- 54 The Board shall have the power at any time and from time to time, to co-opt a person to be a Director to fill a casual vacancy arising in the number of elected Directors. Any Director so appointed shall hold office only until the next annual general meeting and shall be eligible for re-election thereat. Any such co-opted Director shall not be taken into account in determining the Directors who are to retire at such a meeting.

ROTATION OF DIRECTORS

- 55 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 three or a multiple of three, then the number nearest one third shall retire from office.
- 56 The Directors to retire in every year shall, subject to article 57, 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.
- 57 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 nine years. A "year" for this purpose shall mean the period from one annual general meeting of the Company to the next. In the event that at the date of alteration of these Articles of Association there are Directors who have served more than 9 years on the Board these Directors shall complete their current term and retire from office on the expiration thereof.
- 58 The company, at the meeting at which a Director retires in the 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 been lost.

59 The Company, at the meeting at which a Director retires in the manner aforesaid, may resolve to re-elect any Director who has retired as aforesaid and set the appropriate term of office for that Director.

60 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.

REMOVAL OF DIRECTORS

61 The Company may by ordinary resolution remove a Director before the expiration of their period of office. Such a resolution shall not be effective unless the provisions of section 146 of the Act are observed.

62 A vacancy created by the removal of a Director under this article may be filled at the meeting at which they are removed and, if not so filled, may be filled as a casual vacancy.

VACATION OF OFFICE

63 The office of director shall be vacated if:

- (a) the Director, without the consent of the Board holds any other office or place of profit under the Company.
- (b) The Director is directly or indirectly interested in any contract with the Company and fails to declare the nature of their interest in the manner prescribed by the Companies Acts or under any Protocol or Code of Conduct established by the Board.
- (c) the Director is adjudicated bankrupt or, being a bankrupt, has not obtained a certificate of discharge in the relevant jurisdiction; or
- (d) the Director becomes or is deemed to be subject to a disqualification order within the meaning of Chapter 4 of Part 14 of the Act; or
- (e) the Director resigns their office by notice in writing to the Company;
- (f) the Director becomes of unsound mind or is reasonably believed by a majority of the Directors to have insufficient capacity to be able to perform their duties as a Director; or
- (g) the health of the Director is such that they, in the view of the majority of Members, can no longer be reasonably regarded as possessing an adequate decision-making capacity; or
- (h) a declaration of restriction is made in relation to the Director and the Board, at any time during the currency of the declaration of restriction, resolves that their office be vacated; or
- (i) the Director is sentenced to a term of imprisonment (including a term that is suspended) following conviction for an indictable offence; or
- (j) the Director is absent from Board meetings held during a period of more than 6 months, without the permission of the Directors.

SECRETARY

64 The Company shall have a Secretary, who may be one of the Directors.

65 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 appointed may be removed by it.

- 66 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.
- 67 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

- 68 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.

POWER AND DUTIES OF DIRECTORS

- 69 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.
- 70 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.
- 71 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.
- 72 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.
- 73 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 by resolution determine.
- 74 The Board shall cause minutes to be made and books provided for the purpose:
- (a) of all appointments of officers made.
 - (b) of the names of the Directors present at each meeting of the Board.
 - (c) of all the resolutions and proceedings at all the meetings of the Company and the Board.
- 75 The Board shall have the power from time to time to make such Bye-Laws as they may deem necessary or expedient or convenient for the proper conduct and management of the business and administration of the Company and may alter and repeal any such Bye-Laws provided always that no Bye-Law shall be inconsistent with or shall affect or repeal anything contained in the Memorandum or Articles of Association of the Company to constitute such an amendment of or addition to these presents as could only lawfully be made by special resolution. All such bye-laws so long as they are in force shall be binding on all Members and Directors of the Company.

- 76 The chairperson, the Directors and the Members of the Company shall not be entitled to any remuneration but payment of reasonable and out-of-pocket expenses incurred by them in or about the business of the Company shall be allowable.
- 77 A Member or Director may not hold an office of profit or employment under the Company unless the prior approval of the Board has been obtained and the holding of any such office or employment shall be subject to any conditions which may be prescribed by the Board.
- 78 The Board on behalf of the Company may employ a Chief Executive Officer, the appointment of whom is to be made in such manner and at such salary and under such conditions and terms of employment as the Board may prescribe.
- 79 The Board may appoint committees or delegations and devolve to them powers and authority as they see fit.

PROCEEDINGS OF DIRECTORS

- 80 The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.
- 81 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.
- 82 A Director may, and the Secretary on the requisition of a Director shall, at any time, summon a meeting of the Directors. If the Board so resolve, it shall not be necessary to give notice of a Meeting to any Director who, being resident in the State, is for the time being absent from the State.
- 83 The quorum necessary for the transaction of the business of the Board may be fixed by the Directors and, unless so fixed, shall be four.
- 84 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 or of summoning a general meeting of the Company, but for no other purpose.
- 85 The Directors may elect a chairperson of the Board and determine the period for which they are 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.
- 86 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 chairperson 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.
- 87 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 chairperson shall have a second or casting vote.
- 88 A resolution in writing signed by all 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.
- 89 Provided that a quorum is present, any meeting of the Directors or of a committee referred to in article 86 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.

- 90 All acts done by any meeting of the Board or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and qualified to be a Director.
- 91 A person entitled to be present at a meeting of the Board shall be deemed to be present for all purposes if they are able (directly or by Electronic Communications Technology) to speak and to be heard by all those present or deemed to be present simultaneously. A Director so deemed to be present shall be entitled to vote and to be counted in the quorum accordingly.

MEETINGS BY MEANS OF COMMUNICATIONS TECHNOLOGY

- 92 For the purpose of these Articles, the contemporaneous linking together by Electronic Communications Technology or other means of audio or audio/visual communication of a number of Directors not less than the quorum shall be deemed to constitute a meeting of the Board, and all the provisions in these Articles as to meetings of the Board shall apply to such meetings.
- 93 Each Director taking part in the meeting must be able to hear each of the other Directors taking part.
- 94 At the commencement of the meeting each Director must acknowledge their presence and that they accept that the conversation shall be deemed to be a meeting of the Board.
- 95 A Director may not cease to take part in the meeting by disconnecting their telephone or other means of communication unless they have previously obtained the express consent of the chairperson of the meeting, and a Director shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting unless they have previously obtained the express consent of the chairperson of the meeting to leave the meeting as aforesaid.
- 96 A minute of the proceedings at such meeting by telephone or other means of communication shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the chairperson of the meeting.

CONFLICT OF INTEREST

- 97 A Director may not vote in respect of any contract, appointment, or arrangement in which they are interested, and they shall not be counted in the quorum at a meeting at which the matter is considered.
- 98 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 their interest at the Board meeting at which the question of entering into the contract is first raised, or at the next meeting held after they became so interested.
- 99 A copy of every declaration shall, within three days of making it, be entered into the register of disclosable interests maintained by the Company.

MINUTES OF MEETINGS

- 100 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 any committee of the Directors.

101 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.

102 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.

103 Where minutes have been made in accordance with Article 100, 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 by its Directors at the meeting shall be deemed to be valid.

AUDIT AND RISK COMMITTEE

104 The Board may establish an Audit and Risk Committee, constituted as it shall think fit.

105 The responsibilities of an Audit and Risk Committee shall include:

- (a) the monitoring of the financial reporting process;
- (b) the monitoring of the effectiveness of the Company's systems of internal control, internal audit and risk management;
- (c) the monitoring of the statutory audit of the Company's financial statements;
- (d) the review and monitoring of the independence of the statutory auditors and the provision of additional services to the Company.

106 If an Audit and Risk Committee is established, any proposal of the Board with respect to the appointment of statutory auditors to the Company shall be based on a recommendation made to the Board by the Audit and Risk Committee.

REMUNERATION OF DIRECTORS

107 Directors shall not be remunerated for acting as such.

108 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

109 No Director shall use Company property for their 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 their duties as a Director, when such use is sanctioned at a meeting of the Board.

110 Any Director may act by themselves or their firm, in a professional capacity for the Company, and subject to compliance with the conditions of Section 89 of the Charities Act 2009, shall be entitled to remuneration for professional services rendered, as if they were not a Director.

ACCOUNTS

- 111 The Company shall keep or cause to be kept adequate accounting records in accordance with Chapter 2 of Part 6 of the Act.
- 112 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 and loss of the Company.
- 113 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.
- 114 All sums of money received by the Company or by the officers and servants thereof from persons or bodies for services rendered to such persons or bodies by the Company or by any officer or servant thereof on behalf of the Company shall be lodged to the credit of the Company.
- 115 The Company's financial records shall be kept at the Office or at such other place at the Board shall direct.
- 116 The financial accounts shall be made up annually and shall be audited as soon as practicable thereafter by the auditors appointed by the Company.
- 117 The financial statements and accounting records of the Company shall be open to inspection by all Members/Directors upon reasonable notice being given to the Board.
- 118 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 report of the directors and statutory auditors as are required by those provisions to be laid before the annual general meeting.

AUDIT

- 119 Statutory auditors shall be appointed by the Company and their duties regulated in accordance with Part 6 of the Act.
- 120 The Board shall arrange for the statutory financial statements of the Company for each financial year to be audited by the statutory auditors.
- 121 The Company at each annual general meeting shall appoint an auditor or auditors to hold office until the next annual general meeting and shall measure the fees or otherwise fix the remuneration of such auditor or auditors.

SEAL

- 122 The Company shall have a common seal that states the Company's name in legible characters.
- 123 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 Directors for the purpose.

NOTICES

- 124 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 to their registered address, or, in the event that the intended recipient has authorised it in writing, by fax or email to the fax number or email address provided by the intended recipient.
- 125 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 email.
- 126 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 email, the service shall be deemed to have been effected at the expiration of 24 hours after the fax or email has been sent, unless there is a notified failure or error in delivery in that period.
- 127 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.
- 128 Notice of every general meeting shall be given in the manner herein before authorised to: every Member, every Director, the Secretary and the statutory auditor for the time being of the Company.

INDEMNITY

- 129 The Company indemnifies each officer of the Company against any liability incurred in relation to the Company, to the extent permitted by Section 235 of the Act.
- 130 The Directors and Members of the Company and the employees and other officers of the Company shall be indemnified by the Company and it shall be the duty of the Company out of the funds of the Company to pay all costs, losses and expenses which any such person may incur or become liable for by reason of any contract entered into or any act or thing done by the Directors, Members, employees or officers of the Company within the scope of their membership of the Board, committee or office or employment.
- 131 No Director, Member or officer of the Company shall be liable for the act, neglects or defaults of any other Director, Member or officer or for joining in any receipt or other act for conformity or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Members or Board for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the monies of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any monies, securities or effects shall be deposited or for any other loss, damage or misfortune whatsoever which shall happen in the carrying out of their duties as a Director or Member or in the execution of their office or in relation thereto unless the same happens through their own wilful act, neglect or default.

INSURANCE

- 132 The Company may, as the Board may determine from time to time, purchase and maintain Directors' and Officers' insurance for its officers, on such terms as the Board shall decide.