

COMPANIES ACT 2014

CONSTITUTION of WEXFORD ARTS CENTRE COMPANY LIMITED BY GUARANTEE

1. Company Name

The name of the Company is Wexford Arts Centre Company Limited by Guarantee (“the Company”). The Company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.

2. Main Object

The main object for which the Company is established is for the advancement of arts and culture through the operation and management of an arts centre which promotes the participation in, and study, practise and understanding of, the arts, for the benefit of the community in the county of Wexford and surrounding areas

3. Subsidiary Objects

In furtherance exclusively of the foregoing main object, the Company shall have the following subsidiary objects that are to be used only for the attainment of the Main Object, and any oncome generated therefrom is to be applied for the Main Object only:

- (i) To promote, facilitate and encourage arts and culture in the wider community.
- (ii) To support social inclusion and diversity through the provision of accessible and participatory arts programmes, art reflecting or supporting minorities and art which challenges, educates and opens discussion, and by encouraging and supporting artists with disabilities, of various ethnic origins, from different cultures, with different backgrounds, history, views and experience.
- (iii) To support, advise, promote, and otherwise to encourage and facilitate artists generally, and in particular, those living or working in County Wexford, in order to improve the quality and professionalism of their work, their access to audience, buyers and other supports, and to facilitate their creative endeavours, their ability to earn a livelihood from same, and the appreciation of the public for their work.
- (iv) To establish a gallery for the exhibition of paintings and other works of art, and a centre for the creative activity and enjoyment of the arts and related crafts, musical, literary and scientific activities and other activities of a like nature.
- (v) To promote the study of, and improve the understanding and appreciation of, the arts in Ireland.
- (vi) To organise exhibitions of works of art and to maintain a permanent centre where exhibitions of works of art can be held.
- (vii) To establish in Ireland and elsewhere, art galleries, exhibitions and events for the exhibition of paintings, sculptures, engravings, bronzes, enamels, jewellery and other

works of arts, coins, medals, cultural artefacts, and for social, musical, theatrical and other entertainments, and for lectures and other purposes which may seem expedient.

(viii) To form a collection of works of arts suitable for exhibition and to encourage the exhibition of that and other art collections on loan to and from other galleries.

(ix) To buy, sell and otherwise deal in, works of art of all kinds, and to provide expert advice of all kinds for customers and others, and to carry on all kinds of agency business and all kinds of guarantee and indemnity business.

(x) To provide a venue and space for, and otherwise to facilitate, private and public meetings and gatherings, exhibitions, concerts, theatrical and other performances, lectures, dinners and other entertainments, rehearsing, reading, writing, productions, sales, business and residences.

(xi) To build, buy or otherwise come into ownership of a building, buildings or other property, to be used for and dedicated to achieving the objects of the Company.

(xii) To establish, promote, assist in establishing or promoting, and to subscribe to, or become a member of, any association, union, club or other organisation, the main object of which is similar to any of the objects of the company, or the establishment or promotion of which may be beneficial to the Company.

(xiii) To promote or join in the promotion of any provisional order or Act of the *Oireachtas* for the benefit of the arts or this Company and to oppose any legislation, proceedings or applications which may directly or indirectly prejudice or otherwise affect artistic purposes and objectives.

(xiv) To liaise with other community-based groups, public bodies, and other bodies and individuals, in relation to events, exhibitions, festivals, services, schemes, projects, sponsorship and other involvement such as advising on, supplying services to, supervising, administering and/or implementing programmes, projects, festivals, exhibitions, enterprises, and other events, jointly or otherwise, which promote arts and culture, the Arts Centre itself, and/or any of the objects of the Company.

(xv) To do any such things as may be helpful or beneficial to the advancement of the arts or any of the above objects.

4. 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 employ, obtain volunteers, and obtain, retain and engage all other supports deemed necessary for the attainment of the objects set out above.
- b. To obtain and maintain suitable premises and spaces for the effective provision and administration of the Company and its objects.
- c. To secure ongoing funding for all the costs incurred in the provision of the activities of the Company and the attainment of its objects.
- d. To sell, hire out, sub-contract and otherwise utilise the space, facilities, expertise, know-how, equipment, events, and other assets and services of the Company in order to earn money or other considerations beneficial to the Company.
- e. To publicise the activities of the Company.

- f. 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.
- g. To purchase, lease or by any other means acquire any real or personal property and to sell, manage, sell or otherwise deal with the same, in any lawful manner.
- h. To borrow and raise money in such manner and upon such security as the Company shall think fit.
- i. 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 such conditions and consents as may be required by law.
- j. To accumulate capital for any purpose or object of the Company and to appropriate any of the Company's assets to specific purposes, either conditionally or unconditionally, SAVE HOWEVER 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.
- k. To 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 a pension scheme has been operated by the Company and that the beneficiary has been a member of the scheme while employed by the Company.
- l. To subscribe or guarantee money for charitable objects.
- m. To undertake and execute any trusts which may seem directly or indirectly conducive to the attainment of the main or subsidiary objects of the Company.
- n. To apply to and for the purposes of the main or subsidiary objects of the Company or any of them, any proceeds, profits or income from any of the sales, events, services, undertakings, businesses, agencies, investments, arrangements or dealings carried on under, or by virtue of, or pursuant to, any or all of the objects of the Company.
- o. To enter into any arrangements with any government or authority, national, regional, local or otherwise, public and civic bodies, private bodies and individuals, that may seem conducive to the Company's main or subsidiary objects or any of them, and to obtain from any such government, authority, body or individual, any payments, grants, rights, privileges and concessions which the Company may think fit.

- p. To erect, maintain, improve or alter any buildings, in any lawful manner, in furtherance of the objects of the Company.
- q. To commence, enter into, and carry on, any business, agency or trade, and provide any other service or services in furtherance of the objects of the Company or calculated directly or indirectly to enhance the value of, or render profitable, any of the Company's property, rights or interests.
- r. To promote or join in the promotion of any policy, proceeding, application or proposed legislation for the benefit of the arts, artists and/or the objects of the company, in any lawful manner, and to oppose in any lawful manner, any policy, proceeding, application or proposed law which may be considered, directly or indirectly, to prejudice or otherwise affect the arts, artists and/or the objects of the Company.
- s. To establish, promote, assist in establishing, and to subscribe to, join, merge with, or become a member of, any association, union, club, partnership, company, trust or other legal entity the objects of which are similar or in part similar to the objects of the Company or deemed beneficial to the Company.
- t. To do all such other things as are incidental or conducive to the attainment of the main or subsidiary objects.

5. Limited Liability

The liability of the members is limited.

6. Income and Property

The income and property of the Company shall be applied solely towards the promotion of its main object 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 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, officer or employee 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 or 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, officer or member in connection with her or his 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, officer or member of the Company 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.)

7. 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 she or he is a member or is wound up within one year after the date on which she or he ceases to be a member, for the payment of the debts and liabilities of the Company contracted before she or he 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.

8. Prohibition of Distribution to Members on Winding-Up

If upon winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 6 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object, subject to obtaining the prior agreement of the Charities Regulatory Authority. Final accounts shall be prepared and submitted to the Charities Regulatory Authority that will include a section that identifies and values any assets transferred, details of the recipients of such transfer(s) and the terms of the transfer(s).

9. Additions, Alterations or Amendments

No additions, alterations or amendments shall be made to or in the provisions of this Constitution, unless the same have been previously approved in writing by the Charities Regulatory Authority.

10. Keeping of Accounts

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

ARTICLES OF ASSOCIATION / REGULATIONS

INTERPRETATION

1. (a) In these Articles / Regulations:-

“the Act”	means the Companies Act 2014, and any statutory amendment(s) thereof;
“these Articles”	means these Articles of Association or Regulations as from time to time may be altered by resolution of the Company;
“director”	means any director for the time being of the Company;
“the Board”	means the board of directors of the Company;
“the Secretary”	means any person(s) or body corporate appointed to perform the role of Company Secretary;
“member”	means a member of the Company, admitted in accordance with Article 5 herein;
“the Registered Office”	means the registered office for the time being of the Company; and
“the Company”	means this body corporate, and includes any generic, abbreviated or trade name used by the Company.

(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.

(d) The headings and captions included in these Articles are inserted for convenience of reference only and shall not be considered a part of, or affect the construction or interpretation of, these Articles.

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 be 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 number of members with which the Company proposes to be registered is nine (9) but the Board may from time to time register an increase or a decrease in the number of members provided that the Company shall, at all times, have a minimum of seven (7) members and a maximum of thirteen (13) members.

5. The members of the Company shall be the subscribers 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. A member must be a director of the Company.

TERMINATION OF MEMBERSHIP

7. A member may resign her or his membership by serving notice to that effect upon the Company at the Registered Office.

8. When a director retires, resigns, is removed, or otherwise vacates her or his office as director, her or his membership of the Company automatically ceases at the same time.

9. The death or bankruptcy of a member shall terminate her or his membership.

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 amendments thereof, and shall observe all (if any) rules or regulations 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 held in that year and shall specify the meeting as such in the notice calling it, and no 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 meetings shall include:

- (a) consideration of the Company's statutory financial statements and the report of the directors, together with the report of the statutory auditor 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 auditor;
- (d) the election and re-election of directors;
- (e) the appointment or re-appointment of the statutory auditor.

13. All general meetings of the Company, other than annual general meetings, shall be known as "extraordinary general 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 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.

18. 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 she/he attends, on any part of the business of the meeting which concerns her/him as statutory auditor.

19. 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 auditor of the Company.

20. No business shall be transacted at any general meetings unless a quorum of members is present at the time when the meeting proceeds to business. Three (3) members present in person shall be a quorum.

21. 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.

22. The chairperson of the Board shall preside as chairperson at every general meeting of the Company. If she/he is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors present shall select one of their number to be chairperson of the meeting.

23. The chairman may, with the consent of any meeting at which the quorum is present (and shall, if so directed by the meeting), adjourn the meeting from time to time and from place to place.

24. 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.

VOTES OF MEMBERS

25. Matters arising at general meetings may be decided on a show of hands and every member present shall have one vote.

26. The entry into the minutes of the meeting of a declaration by the chairperson that a resolution has on a show of hands been carried, or lost, 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.

27. Where there is an equality of votes, the chairperson of the meeting shall be entitled to a second or casting vote.

28. 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

29. 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 had been given, if the conditions specified in Section 191 of the Act are satisfied.

30. 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.

31. 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.

32. 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

33. 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.

34. Any minute referred to in Article 33, 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

35. (a) The Company shall have a minimum of seven (7) directors and a maximum of thirteen (13) directors. Within this range, the Board may from time to time by ordinary resolution increase or reduce the number of directors.

(b) Directors shall be elected for a term of three (3) years.

(c) A retiring director shall be eligible for re-election, once and once only, for a further three (3) year term, but not for any longer period.

(d) A “year” for the purpose of this clause shall mean the period from one annual general meeting of the Company to the next.

36. Vacancies for the position of director shall be filled by election at the annual general meeting of the Company.

37. No person shall be eligible for election as a director at a general meeting, unless not less than 24 hours 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 her or his intention to propose the person concerned for such election; and

(b) notice in writing signed by the person concerned of her or his willingness to be elected.

38. Any purported appointment of a director of the Company without that person’s consent shall be void.

39. No person may be a director of the Company unless she or he has attained the age of 18 years.

40. As 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 had first been agreed to by the meeting without any vote being given against it.

41. 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 election thereat.

REMOVAL OF DIRECTORS

42. The Company may by ordinary resolution remove a director before the expiration of her or his term of office. Such a resolution shall not be effective unless the provisions of Section 146 of the Act are observed.

43. A vacancy created by the removal of a director under this Article may be filled at the meeting at which she or he is removed and, if not so filled, may be filled as a casual vacancy.

VACATION OF OFFICE

44. 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) resigns her or his office by notice in writing to the Company; or
- d) the health of the director is such that she or her 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 her or his office be vacated; or
- f) is sentenced to a term of imprisonment (including a term that is suspended) following conviction of an indictable offence; or
- g) is absent from Board meetings held during a period of more than 6 months, without the permission of the directors.

COMPANY SECRETARY

45. The Company shall have a Secretary, who may be one of the directors.

46. 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.

47. 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.

48. 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

49. 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

50. The business of the Company shall be managed by the board, who 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 be, by special resolution, given by the Company in the 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.

51. 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.

52. The Board may delegate any of its powers to such person or persons as it thinks fit, including committees; and 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.

53. 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 her or him.

54. 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. Such person or persons need not be a director or directors.

PROCEEDINGS OF DIRECTORS

55. The directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.

56. 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.

57. A director may, and the Secretary on the requisition of a director shall, at any time, summon a meeting of the directors.

58. The quorum necessary for the transaction of business of the Board may be fixed by the Directors and, unless so fixed, shall be three (3).

59. 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 directors or director may act for the purpose of increasing the number of directors to that number or of summoning a general meeting of the Company, but for no other purpose.

60. The directors may elect a chairman of the Board for a term of three (3) years, which may be renewed, once and once only, for a further term of three (3) years, but not for any longer period.

However, 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.

61. The directors may establish one or more committees consisting of members of the Board, and non-directors may be appointed to any such committees by a special resolution of the Board provided that, and for so long as, she or he conforms to any regulations that may be imposed on such non-directors by the Board. A committee so established may elect a chairperson of its meetings who must be a director; but 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 who is also a director to be chairperson of the meeting.

62. A committee may meet and adjourn as it thinks proper, subject to any terms of reference decided by the Board. Save where such terms of reference state otherwise, 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.

63. A resolution in writing, signed by all of the directors of the Company, or by all of the members of a committee established by the Board, 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 duly convened and held.

64. A meeting of the directors or of a committee referred to in Article 61 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

65. A director may not vote in respect of any contract, appointment, or arrangement in which she or her is interested and she or he shall not be counted in the quorum present at a meeting at which the matter is considered.

66. 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 her or his interest at the Board meeting at which the question of entering into the contract is first raised, or at the next meeting held after she or he became so interested.

67. 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

68. The Company shall cause minutes to be entered in books provided for that purpose of:-
(a) all appointments of officers made by the directors;
(b) the names of the directors present at each meeting of the Board and the names of directors and non-directors at any committee meeting;
(c) all resolutions and proceedings at all meetings of the Company, and of its directors and of its committees.

69. 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.

70. 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.

71. Where minutes have been made in accordance with Articles 68 to 70 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.

AUDIT COMMITTEE

72. The Board may establish an audit committee, constituted as it shall think fit.

73. The responsibilities of an audit committee may 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; and
d) the review and monitoring of the independence of the statutory auditor and the provision of additional services to the Company.

74. If an audit committee is established, any proposal of the Board with respect to the appointment of the statutory auditor to the Company shall be based on a recommendation made to the Board by the audit committee.

REMUNERATION OF DIRECTORS

75. Directors shall not be remunerated for acting as such.
A director may however be remunerated for other services rendered to the Company, provided the conditions of Section 89 of the Charities Act, 2009, are fulfilled.

76. 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

77. No director shall use Company property for her or his own personal 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 her or his duties as a director, when such use is sanctioned at a meeting of the Board.

POWER OF DIRECTOR TO ACT IN A PROFESSIONAL CAPACITY FOR THE COMPANY

78. Any director may act by herself or himself, or her or his 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 she or he were not a director.

ACCOUNTS

79. The Company shall keep or cause to be kept adequate accounting records in accordance with Chapter 2 of Part 6 of the Act.

80. 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.

81. 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.

82. The Company's financial records shall be kept at the Registered Office or at such other place as the Board shall direct.

83. 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.

84. 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 auditor as are required by those provisions to be laid before the annual general meeting.

AUDIT

85. A statutory auditor shall be appointed by the Company and her/his duties regulated in accordance with Part 6 of the Act and other legislation applicable thereto.

86. The Board shall arrange for the statutory financial statements of the Company for each financial year to be audited by the statutory auditor.

COMPANY SEAL

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

88. 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

89. 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 her or him or to her or his registered address, or, in the event that the intended recipient has authorised it in writing, by fax, e-mail or phone text to the address or number provided by the intended recipient.

90. 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, by e-mail or by phone text.

91. 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, e-mail or phone text, the service shall be deemed to have been effected at the expiration of 24 hours after the fax, e-mail or phone text has been sent, unless there is a notified failure or error in delivery in that period.

92. 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 of that meeting.

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

INDEMNITY

94. The Company indemnifies each and every director and officer of the Company against any liability incurred in relation to the Company, to the extent permitted by Section 235 of the Act.

INSURANCE

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