

COMPANIES ACT 2014
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING SHARE CAPITAL

CONSTITUTION
OF
WEST WICKLOW FESTIVAL

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CONSTITUTION

-of-

WEST WICKLOW FESTIVAL

MEMORANDUM OF ASSOCIATION

1. The name of the Company is **WEST WICKLOW FESTIVAL**.
2. The Company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.
3. The main object for which the Company is established is to promote cultural and educational development in Ireland by improving the understanding of the Arts as described by the Arts Act 2003, in particular music and literature, and to increase the availability of live musical performances to the general public to which all other objects set out in the Memorandum are hereby expressed to be subsidiary.
4. The following are the powers of the Company:
 - (a) To promote the knowledge and development of music, literature, and infrastructure in order to maximise public education in west Wicklow and throughout Ireland and participation in all forms of music making and literary event.
 - (b) To collect and distribute information on music and literature, to act as a central source of information for music and literary promoters on all matters relating to music and literature, and to provide, or procure the provision by others, of any other services or requirement of any musical or literary nature.
 - (c) To promote and encourage the performance of music, musical and literary education and public appreciation, knowledge and enjoyment of music and literature, to organise concerts, workshops, courses of tuition and related activities in the fields of music and literature and to encourage the presentation of music and literature to the highest standards in all communications media.
 - (d) To engage in research into the state of music and literature and all matters and problems related thereto, to make available the results of such research, to prepare and promote methods and measures desirable for the advancement of music and literature and to give the legislature, public bodies and other facilities of conferring with and ascertaining the views of persons involved in matters directly or indirectly affecting music and literature.
 - (e) To promote and further the main objects of the Company by conferences, public or private meetings, discussions, publications or by such other means as may be deemed desirable or necessary.
 - (f) To promote, establish, co-operate with, become a member of, or assist by advice or by the grant of loans, donations or gifts or otherwise, any association, institution or body whatsoever and whether established or incorporated in Ireland or elsewhere having main object(s) or purposes wholly or partially similar to those of the Company.
 - (g) To advertise and make known the Company and its main objects, purposes and aims by such means as may be deemed expedient, and to solicit, receive and hold donations, subscriptions, gifts, and bequests of all kinds.

- (h) To act as trustees of any property real or personal for any of the main objects of the Company, or for any other purpose that may seem conducive to the main objects of the Company.
- (i) To purchase, take on lease, exchange, hire or otherwise acquire any real or personal property that may be legally held, and any rights or privileges which the Company may think necessary or convenient for the purposes of its undertaking.
- (j) To invest and deal with the monies and property of the Company not immediately required in such manner as may from time to time be determined. Prior permission to be obtained from the Revenue Commissioners where it is intended to accumulate funds for a period in excess of two years.
- (k) To borrow and raise money including, without limitation, by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description and to pay or provide for brokerage, commission and underwriting in respect of any such issue.
- (l) To secure or otherwise collateralise on such terms and in such manner as may be thought fit, any indebtedness or obligation of the Company, either with or without the Company receiving any consideration or benefit, whether by personal covenant of the Company, or by mortgage, charge, pledge, assignment, trust or any other means involving the creation of security over all or any part of the undertaking, assets, property, rights, goodwill and revenues of the Company of whatever kind both present and future or by any other means of collateralisation including, without limitation, by way of transfer of title to any of such undertaking, assets, property, rights, goodwill and revenues.
- (m) To guarantee the payment of any debts or the performance of any contract or obligation of any company or association or undertaking or of any person and to give indemnities of all kinds and to secure any such guarantee and any such indemnity in any manner and in particular (without limitation) either with or without the Company receiving any consideration or benefit by the creation of charges or mortgages (whether legal or equitable) or floating charges or the issue of debentures charged upon all or any of the undertaking, assets, property, rights, goodwill and revenues of the Company both present and future.
- (n) To draw, make, accept, endorse or issue promissory notes and other negotiable instruments.
- (o) To accept stock or shares in, or the debentures, mortgages or other securities of any other company in payment or part payment for any services rendered, or for any sale made to, or debt owing from any such company, whether such shares shall be wholly or only partly paid up, and to hold and retain or re-issue with or without guarantee, or sell, mortgage or deal with any stock, shares, debentures, mortgages or other securities so received, and to give by way of consideration for any of the acts and things aforesaid, or property acquired, any stock, shares, debentures, mortgages or other securities of this or any other company.
- (p) To sell or dispose of the undertaking or property of the Company or any part thereof for such consideration as the Company may think fit.
- (q) To sell, improve, manage, develop, exchange, lease, mortgage, charge, dispose of, turn to account or otherwise deal with all or any of the property and rights of the Company.

- (r) To acquire and become registered proprietors of copyrights and trade marks and any other form of intellectual property.
- (s) To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Company as an employee, or to the wives, husbands, children or other dependents of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provide by an occupational pension scheme and provided that such occupational pension scheme has been operated by the Company and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the occupational pension scheme while employed by the Company; and to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company and to subscribe or guarantee money for charitable objects.
- (t) To do all such other lawful things as are incidental or conducive to the attainment of the main objects of the Company.

Provided also that the Company shall not support with its funds any object nor endeavour to impose on or procure to be observed by its members or others any regulation or restriction which, if an object of the Company, would make it a trade union.

5. Income and Property

- (a) The income and property of the Company shall be applied solely towards the promotion of main object(s) as set forth in this Constitution. 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.
- (b) 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:
 - (i) reasonable and proper remuneration to any member or servant of the Company (not being a Director) for any services rendered to the Company;
 - (ii) 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;
 - (iii) reasonable and proper rent for premises demised and let by any member of the Company (including any Director) to the Company;
 - (iv) reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Company;
 - (v) 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.

- 6. Nothing shall prevent any payment by the Company to a person pursuant to an agreement entered into in compliance with section 89 of the Charities Act, 2009 (as for the time being amended, extended or replaced).

7. The Company must ensure that the Charities Regulator has a copy of its most recent Constitution. If it is proposed to make an amendment to the Constitution of the Company which requires the prior approval of the Charities Regulator, advance notice in writing of the proposed changes must be given to the Charities Regulator for approval, and the amendment shall not take effect until such approval is received.
8. No amendments of any kind shall be made to the provisions of clauses 5 and 12 of the Memorandum of Association and no amendments shall be made to the Memorandum and Articles of Association to such extent that they would alter the effect of clauses 5 and 12 of the memorandum of association, such that there would be non-compliance with the requirements of section 1180(1)(a) and (b) of the Companies Act 2014
9. No addition, alteration or amendment shall be made to or in the provisions of this Memorandum or Articles of Association for the time being in force unless the same shall have been previously submitted to and approved in writing by the Revenue Commissioners.
10. The liability of the members is limited.
11. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the Company being wound up while he or she is a member or within one year afterwards, for payment of the debts and liabilities of the Company contracted before he or she ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding €1.00 (EUR1.00).
12. 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 the Income and Property Clause. Members of the company shall select the relevant institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object with the agreement of the Charities Regulator. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.
13. Annual audited financial statements of the Company shall be kept in compliance with the Companies Act 2014 and made available to the Revenue Commissioners on request.

ARTICLES OF ASSOCIATION

-of-

WEST WICKLOW FESTIVAL

PRELIMINARY

1. When and while the Act applies to the Company:
 - (a) these regulations; and
 - (b) the optional provisions of the Act (within the meaning of section 1177(2) of the Act),shall apply and be construed such that:
 - (i) these regulations continue to apply in the manner that is as close as is possible to their form and effect under the Act, and
 - (ii) any provision of these regulations that is inconsistent or incompatible with an optional provision of the Act shall be taken to be a statement in these regulations that the relevant provision of the Act applies to the Company only to the extent that is consistent or compatible with the regulations as they apply under the Act
2. In these Articles, the following terms shall have the following meanings:

Words	Meanings
“Act”	the Companies Act 2014 and every other enactment which is to be read together with that Act;
“Company”	West Wicklow Festival, a company limited by guarantee registered under part 18 of the Act having its registered office at Fionn-Trá, Ballyknockan, Valleymount, Blessington, Co.Wicklow;
“Directors”	the Directors for the time being and from time to time of the Company or the Directors present at a meeting of the Board of Directors;
“electronic address”	any address or number used for the purposes of sending or receiving documents or information by electronic means;
“electronic means”	any process or means provided or facilitated by electronic equipment for the processing (including digital compression), storage and transmission of data, employing wires, radio, optical technologies, or any other electromagnetic means;
“Office”	the registered office for the time being and from time to time of the Company;
“Register”	the register of members to be kept as required by section 169 of the Act;
“Seal”	the common seal of the Company;

“Secretary”	any person appointed to perform the duties of the secretary of the Company and includes an assistant or an acting secretary for the time being;
“section”	a section of the Act, unless otherwise stated;
these “Regulations”	these Articles of Association, as originally framed, or as varied from time to time by special resolution, and “Regulation” shall be interpreted accordingly.
“this constitution”	the constitution of the Company, meaning the combined Memorandum and Articles of Association of the Company

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

Expressions in this constitution referring to execution of any document shall include any mode of execution whether under seal or under hand.

Unless specifically defined herein or the context otherwise requires, words or expressions contained in this constitution shall bear the same meaning as in the Act but excluding any statutory modification thereof not in force when this constitution becomes binding on the Company.

The headings and captions included in this constitution are inserted for convenience of reference only and shall not be considered a part of or affect the construction or interpretation of this constitution.

References in this constitution to any enactment or any section or provision thereof shall mean such enactment, section or provision as the same may be amended and may be from time to time and for the time being in force.

In this constitution, unless the context otherwise requires, words importing any gender shall include all genders, and the singular number shall include the plural, and vice versa, and words importing persons shall include firms or companies.

MEMBERS

3. The number of members with which the Company proposes to be registered is 3 (three) but the Directors may from time to time register an increase in members.
4. The subscribers to the Memorandum of Association and such other persons as the Directors in their absolute discretion shall admit to membership shall be members of the Company.
5. The Directors may from time to time and at any time by resolution at their absolute discretion make such regulations as they see fit relating to membership of the Company, and may from time to time and at any time by like resolutions at the like discretion alter such regulations to such extent and in such manner as they see fit. Without prejudice to the generality of the foregoing, such regulations may provide for different classes of membership of the Company, the membership subscriptions (if any) payable by a member or a particular class of members (which may vary from member to member or, if there is more than one class, any class of members, by reference to such criteria (without limitation, occupation, size, turnover, profitability, number of employees) as the Directors so provide in such regulations), the rights (if any) of voting at general meetings of the Company of such members or classes of members, the duration of membership of any members or of any particular class of members

provided that no regulation shall be made under the powers conferred by this Regulation which would amount to such an amendment of or an addition to these Articles as could lawfully be made only by special resolution.

6. The entry of a member's name in the Register shall be evidence of membership but no member shall be entitled to request the Company to issue a certificate of membership.
7. The rights and privileges of a member as such shall be personal and accordingly shall not be transferable and shall cease on his or her death.
8. A member of the Company shall cease to be a member:
 - (a) if he or she resigns as a member by notice in writing sent to the Secretary at the Office;
 - (b) if he or she shall be in default for a period of three months in the payment of any subscription or other contribution payable by him or her to the Company;
 - (c) on his or her death; or
 - (d) if he or she should be expelled from membership in accordance with the provisions of Regulations 9 and 10.
9. The Directors shall, subject to the provisions of Regulation 10, have power by resolution approved by not less than two-thirds of the Directors present and voting at a meeting specially convened for the purpose to expel from membership of the Company any member who refuses or wilfully neglects to comply with any of this constitution or these Regulations (or regulations or bye laws) or who have been guilty of such conduct as in the opinion of the Directors either has rendered him or her unfit to remain a member or whose continued membership would be injurious to the Company or where the Directors consider that expulsion would be in the best interests of the Company.
10. A member whose expulsion is to be taken into consideration by the Directors under the provisions of Regulation 9 shall receive not less than 14 days' notice in writing of such proposed expulsion and short particulars of the grounds thereof and upon his or her giving notice in writing to the Secretary of his or her intention to appear shall be heard by the Directors either in person or through his or her duly authorised agent but shall not be present at the voting or take further part in the proceedings otherwise than as the Directors shall permit. Alternatively or in addition he or she may submit a written statement which shall be taken into consideration by the Directors.
11. A former member of the Company shall remain liable for all subscriptions (if any) and contributions due or imposed on him or her up to the date on which he or she shall cease to be a member and for any sums due by him or her under Clause 10 of the Memorandum of Association of the Company and shall forfeit all claim to a return of any money paid by him or her to the Company on his or her admission as a member or by way of subscription or otherwise.
12. Every member shall be bound to further to the best of his or her ability the objects and interests of the Company, and shall observe all bye-laws of the Company that may be made pursuant to Regulation 45.

GENERAL MEETINGS

13. All general meetings of the Company shall be held in the State.

14. (a) Subject to paragraph 14(b) 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 fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next.
- (b) 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.
15. All general meetings other than annual general meetings shall be called extraordinary general meetings.
16. The Directors may, whenever they think fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on such requisition or in default may be convened by such requisitionists as provided by section 178 (as applied by section 1203) of the Act. If at any time there are not within the State sufficient Directors capable of acting to form a quorum, any Director or any two members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

NOTICE OF GENERAL MEETINGS

17. Subject to the provisions of the Act an annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days notice in writing at the least and any other meeting of the Company shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the date on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting and in the case of special business the general nature of that business and shall be given in the manner hereinafter mentioned to such persons as are under these Articles entitled to receive such notices from the Company. Every such notice shall comply with the provision of section 181(5) of the Act as to giving information to the members in regard to their right to appoint proxies.
18. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

19. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting with the exception of the consideration of the financial statements, and the reports of the Directors and the auditors, the election of Directors in the place of those retiring, the reappointment of the retiring auditors and the fixing of the remuneration of the auditors.
20. No business shall be transacted at any general meeting unless a quorum is present. Two members present in person, or by proxy, or (being corporations) present by a representative shall be a quorum for all purposes.
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 members 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, if any, of the Directors, shall preside as chairperson at every general meeting of the Company, or if there is no such chairperson, or if at any meeting he or she is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson, the deputy chairperson, if any, of the Directors if he or she is present and willing to act shall be chairperson of the meeting, failing which the members present shall choose one of their number to be chairperson of the meeting.
23. The chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty 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 any adjournment or of the business to be transacted at an adjourned meeting.
24. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - (a) by the chairperson; or
 - (b) by at least one member present in person or by proxy; or
 - (c) by any member or members present in person or by proxy and representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting.

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

25. Except as provided in Regulation 27, if a poll is duly demanded it shall be taken in such manner as the chairperson directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
26. Where there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded shall not be entitled to a second or casting vote.
27. A poll demanded on the election of a chairperson, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairperson of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
28. A resolution in writing (other than one in respect of which extended notice is required by the Act to be given) signed by all the members for the time being entitled to attend and vote on such resolution at a general meeting (or being bodies corporate by their duly appointed representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held and, if described as a special resolution, shall be deemed to be a special resolution within the meaning of the Act. Any such resolution may consist of several documents in the like form each signed by one or more members for the time being entitled to attend and vote on such resolution at a general meeting (or being bodies corporate by their duly appointed representatives).

VOTES OF MEMBERS

29. Subject to any rights or restrictions for the time being attached to any class or classes of members pursuant to regulations made under Regulation 4, every member shall have one vote.
30. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote whether on a show of hands or on a poll by his or her committee, receiver or guardian or other person appointed by that court and any such committee receiver or guardian or other person may vote by proxy on a show of hands or on a poll.
31. No member shall be entitled to vote at any general meeting unless all moneys immediately payable by him or her to the Company have been paid.
32. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairperson of the meeting whose decision shall be final and conclusive.
33. Every member entitled to attend and vote at a general meeting may appoint a proxy to attend, speak and vote on his or her behalf. A proxy need not be a member of the Company. A person entitled to more than one vote need not use all his or her votes or cast all the votes he or she uses in the same way.
34. The instrument appointing a proxy shall be in writing and shall be executed by or on behalf of the appointor. The signature on such instrument need not be witnessed. A body corporate may execute a form of proxy under its common seal or under the hand of a duly authorised officer thereof.
35. The instrument appointing a proxy and any authority under which it is executed or a copy, certified notarially or in some other way approved by the Directors, shall be deposited at the Office or (at the option of the member) at such other place or one of such other places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting or any instrument of proxy sent out by the Company in relation to the meeting before the time appointed for the holding of the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used, and in default shall not be treated as valid.
36. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
37. An instrument appointing a proxy shall be in the following form or in any other form which the Directors may accept:

FORM OF PROXY
WEST WICKLOW FESTIVAL
the “Company”

For use at the Annual / Extraordinary General Meeting to be held on
_____ and at any adjournment thereof

I/We (Block Letters) _____
of _____
being a member / members of the Company hereby appoint
[the Chairman of the Meeting §/ Name:] _____
of (address) _____
or failing him or her or her [name and address of alternative proxy]

as my / our proxy to attend speak and vote for me / us on my / our behalf at the
Extraordinary General Meeting of the Company to be held on _____
and at any adjournment thereof. I / We direct that my / our vote(s) be cast on the specified
Resolution[s] as indicated by an X in the appropriate box:

Voting Instructions to Proxy			
(choice to be marked with an “x”)			
Number or description of resolution:	In Favour	Abstain	Against
1.			
2.			
3.			
Unless otherwise instructed the proxy will vote as he or she or she thinks fit.			

§ If it is desired to appoint another person as a proxy these words should be deleted and the name and address of the proxy, who need not be a member of the Company, inserted.

* Unless otherwise directed, and in respect of any other resolution properly moved at the Meeting, the proxy will vote, or may abstain from voting, as he or she or she thinks fit.

Dated ____ day of _____ 20____

Signature _____

38. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, if no intimation in writing of such death, insanity or revocation as aforesaid is received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

BODIES CORPORATE ACTING BY REPRESENTATIVES

39. Any body corporate which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the body corporate which he or she represents as that body corporate could exercise if it were an individual member of the Company.

THE DIRECTORS

40. The number of Directors shall not be less than 3 or more than 10 or such other number as the Company in general meeting may from time to time determine.
41. Subject to section 1180, Directors may be paid all such reasonable expenses as may be properly incurred in their attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Company or in connection with the affairs of the Company and provided same are properly vouched.
42. (a) Any Director may from time to time appoint by writing under his or her hand any person who is approved by the majority of the Directors to be his or her alternate.
- (b) An alternate Director shall be entitled to receive notices of all meetings of the Directors and of all meetings of committees of Directors of which his or her appointor is a member, to attend and vote at any such meeting at which the Director appointing him or her is not personally present and in the absence of his or her appointor to exercise all the powers, rights, duties and authorities of his or her appointor as a Director.
- (c) An alternate Director shall be deemed for all purposes to be a Director and shall alone be responsible for his or her own acts and defaults and he or she shall not be deemed to be the agent of his or her appointor.
- (d) A Director may revoke at any time the appointment of an alternate Director appointed by him or her. If a Director shall die or cease to hold the office of Director the appointment of his or her alternate shall thereupon cease and determine but if a Director retires by rotation or otherwise and is re-appointed or deemed to have been re-appointed at the meeting at which he or she retires, any appointment of an alternate Director made by him or her which was in force immediately prior to his or her retirement shall continue after his or her re-appointment.
- (e) Any appointment or revocation by a Director under this Regulation shall be effected by notice in writing given under his or her hand to the Secretary or deposited at the Office or in any other manner approved by the Directors.

BORROWING POWERS

43. In accordance with section 158 the Directors may without any limitation as to amount exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures debenture stock and

other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF THE DIRECTORS

44. In accordance with section 158 the business and affairs of the Company shall be managed by the Directors, who may exercise all such powers of the Company as are not by the Act or by this constitution required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act and of these Regulations and to such directions, being not inconsistent with the aforesaid provisions, as may be given by the Company in general meeting; but no direction given by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that direction had not been given.
45. Without prejudice to the general powers and authorities conferred by this constitution or any statute on the Directors, the Directors are hereby empowered to make, vary and repeal all such bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the affairs of the Company. The Directors shall adopt such means as they deem sufficient to bring to the notice of the members all such bye-laws and variations and repeals thereof and all such bye-laws so long as they are in force shall be binding upon all the members of the Company provided always that no bye-law shall be inconsistent with or shall affect or repeal anything contained in the constitution of the Company or constitute such an amendment of or addition to these Regulations as could lawfully be made only by special resolution.
46. The Directors may from time to time, and at any time, by power of attorney under the seal appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Regulations) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him or her.
47. In accordance with section 231 a Director who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his or her interest at the meeting of the Directors at which the question of entering into the contract or arrangement is first taken into consideration, if his or her interest then exists, or in any other case at the first meeting of the Directors after he or she becomes so interested. A general notice given by a Director to the effect that:
- (a) he or she is a member of a specified company or firm and is to be regarded as interested in all transactions with such company or firm; or
 - (b) he or she is to be regarded as interested in any transaction which may be made after the date of the notice with a specified person who is connected with him or her (within the meaning of section 220 of the Act);

shall be sufficient declaration of interest under this Regulation, and after such general notice is given it shall not be necessary to give any special notice relating to any subsequent transaction with such company or firm, provided that either the notice is given at a meeting of the Directors or the Director giving the notice takes reasonable steps to secure that it is brought up and read at the next meeting of the Directors after it is given. The provisions of Regulation 51(i) shall apply to any failure to comply with this Regulation.

48. A Director may vote in respect of any contract, appointment or arrangement in which he or she is interested and he or she shall be counted in the quorum present at the meeting.
49. All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.
50. The Directors shall cause minutes to be made in books provided for the purpose:
 - (a) of all appointments of officers made by the Directors;
 - (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
 - (c) of all resolutions and proceedings at all meetings of the Company and of the Directors and of committees of Directors.

DISQUALIFICATION OF THE DIRECTORS

51. In addition to the circumstances provided by section 148(1), the office of Director shall be vacated automatically if the Director:
 - (a) without the consent of the Company in general meeting holds any other office or place of profit under the Company; or
 - (b) if he or she is adjudicated bankrupt, or any event equivalent or analogous thereto occurs, in the State or any other jurisdiction or he or she makes any arrangement or composition with his or her creditors generally; or
 - (c) becomes prohibited from being a director of any company by reason of any order made under and in particular Part 14 of the Act; or
 - (d) becomes of unsound mind; or
 - (e) resigns his or her office by notice in writing to the Company; or
 - (f) is convicted of an indictable offence, unless the Directors otherwise determine; or
 - (g) if the Court makes a declaration in respect of him or her under section 819 of the Act; or
 - (h) if he or she be absent from meetings of the Directors for six consecutive months without leave, and his or her alternate (if any) shall not during such period have attended in his or her stead and the Directors resolve that his or her office be vacated;
 - (i) if he or she is directly or indirectly interested in any contract with the Company and fails to declare the nature of his or her interest in a manner required by section 231 of the Act,

and section 148(2) shall not apply to the Company.

ROTATION OF DIRECTORS

52. At each annual general meeting of the Company, 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 but if there is only one Director who is subject to retirement by rotation then he or she shall retire.

53. The Directors to retire in every year shall be those who have been longest in office since the last election but as between persons who become members on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
54. A retiring Director shall be eligible for re-election.
55. The Company, at the meeting at which a Director retires in manner aforesaid, may fill the vacated office by electing a person thereto and in default the retiring member shall if offering himself or herself 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 member has been put to the meeting and lost.
56. No person other than a Director retiring at the meeting shall, unless recommended by the Directors, be eligible for election to the office of Director at any general meeting unless not less than 3 nor more than 21 days before the date appointed for the meeting there has been left at the Office notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his or her intention to propose such a person for election, and also notice in writing signed by that proposed person of his or her willingness to be elected.
57. 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.
58. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing members, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Regulations. Any Director so appointed shall hold office only until the next annual general meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the members who are to retire by rotation at such meeting.
59. The Company may by ordinary resolution of which extended notice has been given in accordance with the Act remove any Director before the expiration of his or her period of office, notwithstanding anything in this constitution or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him or her and the Company.
60. The Company may by ordinary resolution appoint another person in place of a Director removed from office under Regulation 59. Without prejudice to the powers of the Directors under Regulation 58, the Company in general meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional member. A person appointed in place of a member so removed or to fill such a vacancy shall be subject to retirement at the same time as if he or she had become a member on the day on which the member in whose place he or she is appointed was last elected a member.

PROCEEDINGS OF THE DIRECTORS

61. The Directors may meet for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall not have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.

62. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be two provided two persons are personally present. A meeting of the Directors at which a quorum is present shall be competent to exercise all powers and discretion for the time being exercisable by the Directors.
63. The continuing Directors may act notwithstanding any vacancy in their body but, if and so long as their number is reduced below the number fixed pursuant to these Regulations as the necessary quorum of the Directors, the continuing Director or Directors may act for the purpose of increasing their number to that number, or of summoning a general meeting of the Company, but for no other purpose.
64. The Directors may elect one of its number to be chairperson and one of its number to be deputy chairperson of its meetings and determine the period for which each such person is to hold office but if no such chairperson or deputy chairperson is elected, or if at any meeting neither the chairperson nor the deputy chairperson is present within five minutes after the time appointed for holding the same, the Directors present shall choose one of their number to be chairperson of the meeting.
65. The Directors may delegate any of its powers to committees consisting of one or more Directors together with such other persons (if any) as may be appointed to such committee by the Directors provided that a majority of the members of each committee appointed by the Directors shall at all times consist of Directors and that no resolution of any such committee shall be effective unless a majority of the members of the committee present at the meeting at which it was passed are Directors as it thinks fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles regulating meetings and proceedings of the Directors insofar as same are not superseded by any regulations made by the Directors.
66. A committee may elect a chairperson of its meetings; if no such chairperson is elected, or if at any meeting the chairperson is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairperson of the meeting.
67. All acts done by any meeting of the Directors or of a committee of the Directors, or by any person acting as a Director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of such Director or of any member of a committee or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director or a member of such committee as the case may be.
68. A resolution in writing signed by all the Directors shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors. Such a resolution may (unless the Directors shall otherwise determine either generally or in any specific case) be transmitted by facsimile or telex or in electronic form by electronic means provided that in the case of each such facsimile or telex or electronic form the Secretary or a Director shall have endorsed the same with a certificate stating that he or she is satisfied as to the authenticity thereof. For the purpose of this Regulation the signature of an alternate Director shall suffice in lieu of the Director whom he or she represents.
69. (a) For the purposes of these Regulations, the contemporaneous linking together by telephone or other means of electronic communication of a number of Directors not less than the quorum shall be deemed to constitute a meeting of the Directors, and all the provisions in these Regulations as to meetings of the Directors shall apply to such meetings, provided that:

- (i) each of the Directors taking part in such a meeting must be able hear, and speak to, each of the other Directors taking part; and
- (ii) at the commencement of such a meeting each Director must acknowledge his or her presence and that he or she accepts that the proceedings will be deemed to be a meeting of the Directors,

and in the application of section 161(6) to such meetings of the Directors the meeting shall be deemed to take place where the chairperson of the meeting then is unless otherwise decided by the meeting.

- (b) A Director may not cease to take part in the meeting by disconnecting his or her telephone or other means of communication unless he or she has 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 he or she has previously obtained the express consent of the chairperson of the meeting to leave the meeting.
- (c) 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.
- (d) The provisions of this Regulation shall apply, mutatis mutandis, to meetings of committees of the Directors.

SECRETARY

- 70. The Secretary shall be appointed by the Directors in accordance with the Act for such term and at such remuneration (if any) and upon such conditions as they may think fit, and any secretary so appointed may be removed by the Directors.
- 71. Anything by the Act or these Regulations required or authorised to be done by or to the Secretary may be done by or to any assistant or acting secretary, or if there is no assistant or acting secretary capable of acting, by or to any officer of the Company authorised generally or specially in that behalf by the Directors provided that any provision of the Act or these Regulations requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in the place of, the Secretary.

SEAL

- 72. The Seal shall be used only by the authority of the Directors or of a committee of Directors authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

FINANCIAL STATEMENTS

- 73. The Directors shall cause to be kept such financial statements as are necessary to comply with the provisions of the Act. Proper financial statements shall not be deemed to be kept if there are not kept such financial statements as are necessary to give a true and fair view of the state of the Company's affairs and explain its transactions.
- 74. Where the Company is obliged by the Act or by this constitution to send a member (i) copies of the Company's financial statements and of the directors' and auditors' reports or (ii) any

other document, such copies or other document may be sent by electronic means to such electronic address as may have been provided to the Company by that person.

75. The books of account shall be kept at the Office or subject to the provisions of the Act and in particular section 283, at such other place or places as the Directors think fit, and shall be open to the inspection of the Directors at all reasonable times.
76. The Directors shall from time to time determine whether and if so to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting.
77. The Directors shall from time to time in accordance with the provisions of the Act cause to be prepared and to be laid before a general meeting of the Company such financial statements and reports as may be necessary and prescribed by the Act.
78. A copy of the financial statements to be laid before a general meeting of the Company (including every document required by law to be annexed thereto) together with a copy of every report of the Auditors relating thereto and of the Directors' report shall, not less than twenty-one days before the date of the meeting, be sent to every member of, and every holder of debentures of, the Company and to every other person who is entitled to receive notices from the Company under the provisions of the Act or of these Regulations.

AUDITORS

79. Auditors shall be appointed and their duties regulated in accordance with the provisions of Part 6 of the Act.
80. Subject to the provisions of the Act, all acts done by any person acting as an auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his or her appointment or that he or she was at the time of his or her appointment not qualified for appointment.

NOTICES

81. Any notice to be given, served or delivered pursuant to these Regulations shall be in writing and may be given to, served on or delivered to any member by the Company:
 - (a) by handing same to him or her or his or her authorised agent; or
 - (b) by leaving the same at his or her registered address; or
 - (c) by sending the same by the post in a pre-paid cover addressed to him or her at his or her registered address; or
 - (d) by sending the same in electronic form by electronic means to an electronic address specified to the Company by the member for that purpose.

The signature to any notice to be given by the Company may be written or printed.

82. (a) Where a notice is given, served or delivered pursuant to sub-paragraph (a) or (b) of Regulation 81, the giving, service or delivery thereof shall be deemed to have been effected at the time the same was handed to the member or his or her authorised agent, or left at his or her registered address (as the case may be).

- (b) Where a notice is given, served or delivered pursuant to sub-paragraph (c) of Regulation 81, the giving, service or delivery thereof shall be deemed to have been effected at the expiration of twenty-four hours after the cover containing it was posted. In proving service or delivery it shall be sufficient to prove that such cover was properly addressed, stamped and posted.
- (c) Where notice is given, served or delivered pursuant to sub-paragraph (d) of Regulation 81 the giving, service or delivery thereof shall be deemed to have been effected at the expiration of twelve hours after sending.
- (d) Where any member has furnished his or her or her electronic address to the secretary, the delivery to him or her or her of any notice, communication, document or information by electronic mail (whether contained in the body of the electronic mail message or as an attachment to it) shall be deemed good delivery on the terms set out in sub-paragraph (c) above.
- (e) If the Company receives a delivery failure notification following the sending of a notice, communication, document or other information in electronic form to an electronic address in accordance with Regulation 81(d) the Company shall give, serve or deliver the notice, communication, document or information on paper or in electronic form (but not by electronic means) to the member either personally or by post or other delivery service addressed to the member at his or her or her registered address or (as applicable) by leaving it at that address. This shall not affect when the notice, document or information was deemed to be received in accordance with sub-paragraph (c).
- (f) Every legal personal representative, committee, receiver, curator bonis or other legal curator, assignee in bankruptcy or liquidator of a member shall be bound by a notice given as aforesaid if sent to the last registered address of such member, notwithstanding that the Company may have notice of the death, lunacy, bankruptcy, liquidation or disability of such member.
- (g) Without prejudice to the provisions of sub-paragraphs (a) and (b) of Regulation 81, if at any time by reason of the suspension or curtailment of postal services within the State, the Company is unable effectively to convene a general meeting by notices sent through the post, a general meeting may be convened by a notice advertised on the same day in at least two leading national daily newspaper published in the State and such notice shall be deemed to have been duly served on all members entitled thereto at noon on the day on which the said advertisement or advertisements shall appear. In any such case the Company shall send confirmatory copies of the notice through the post to those members whose registered addresses are outside the State (if or to the extent that in the opinion of the Directors it is practical so to do) or are in areas of the State unaffected by such suspension or curtailment of postal services and if at least ninety-six hours prior to the time appointed for the holding of the meeting the posting of notices to members in the State, or any part thereof which was previously affected, has become practical in the opinion of the Directors, the Directors shall send forthwith confirmatory copies of the notice by post to such members. The accidental omission to give any such confirmatory copy of a notice of a meeting to, or the non-receipt of any such confirmatory copy by, any person entitled to receive the same shall not invalidate the proceedings at the meeting.

83. Pursuant to section 180 (applied by section 1204) of the Act, notice of every general meeting shall be given in any manner hereinbefore authorised to:

- (a) every member;

- (b) every person being the Official Assignee in bankruptcy of a member where the member but for his or her bankruptcy would be entitled to receive notice of the meeting;
- (c) the auditor for the time being of the Company; and
- (d) every Director and the Secretary.

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

INDEMNITY

84. Subject to the provisions of and so far as may be permitted by the Act, every Director, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto including (without prejudice to the generality of the foregoing) any liability incurred by him or her in defending any proceedings, civil or criminal, which relate to anything done or omitted to be done or alleged to have been done or omitted by him or her as an officer or employee of the Company and in which judgment is given in his or her favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his or her part) or in which he or she is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him or her by the Court. This regulation shall only have effect in so far as its provisions are not avoided by section 235.

NAMES, ADDRESSES AND DESCRIPTIONS OF THE MEMBERS

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

Fiachra Garvey
25 Nasmyth Street
W6 OHA
London

Musician

Niamh Ní Ghairbhia
76 Rue de Paris
Clichy
92110
France

Barrister

Joan Griffith
Sroughan
Lacken
Blessington
Co. Wicklow

Tourism

Dated this ____ day of _____ 2016

Witness to the above Signatures:

Signature: _____

Name: _____

Address: _____

Occupation: _____