

**COMPANIES ACT 2014**

**COMPANY LIMITED BY GUARANTEE**

**CONSTITUTION**

**OF**

**DANCE LIMERICK HUB COMPANY**  
**LIMITED BY GUARANTEE**

**As amended by:**

CLS Chartered Secretaries

Enterprise House,

O'Brien Road,

Carlow.

**COMPANIES ACT 2014**  
**COMPANY LIMITED BY GUARANTEE**  
**CONSTITUTION**  
**OF**  
**DANCE LIMERICK HUB COMPANY LIMITED BY GUARANTEE**  
  
**MEMORANDUM OF ASSOCIATION**

1. The name of the Company is: DANCE LIMERICK HUB COMPANY LIMITED BY GUARANTEE.
2. The Company is a Company Limited by Guarantee, registered under Part 18 of the Companies Act 2014.
3. The objects for which the Company is established are: -
  - (a) The main objects for which the Company is established are to advance education by promoting the study of and improving the understanding of arts as defined in the Arts Acts 1951, 1973 and 2003
4. The following are the powers of the company:
  - (a) To provide for, develop, train, educate and encourage artistic expression, endeavours and production and performance of cultural, artistic and education value from all genres of dance in Ireland and abroad.
  - (b) To train, educate, promote and sponsor artists, dancers and students of all types of artistic endeavours and disciplines.
  - (c) To identify the needs and direction of development of dancers and choreographers resident in Ireland.
  - (d) To create the necessary structures so as to fulfil the needs and further the development of the dance community.
  - (e) To promote the creation and performance of dance works by dancers and choreographers resident in Ireland.
  - (f) To provide support and to encourage dancers and choreographers in their aims, careers and self-development.
  - (g) To facilitate communication amongst dancers and choreographers; between the dance community and the community at large and between dancers and choreographers and the other arts.

- (h) To act as a medium of communication between people involved in dance and the legislature, government departments, governmental agencies, public and other bodies and persons in the whole of Ireland on all questions affecting the teaching or performance of dance with a view to a greater understanding of the potential of dance;
- (i) To apply for, promote, and obtain any Act of Oireachtas, the European Parliament or other authority in relation to Ireland enabling the Company to carry its main objects into effect, or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company;
- (j) To enter in to any arrangements with any governments or authorities (supreme, municipal, local or otherwise), or any corporations, associations or persons that may seem conducive to the Company's main objects and to obtain from any such government, authority, corporation, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions;
- (k) To take, or defend, or contribute to, or assist in any proceedings by or against the Company, or any member of the Company in any lawful manner, provided as regards proceedings brought by or against any member of the Company that some question of principle affecting the rights or interests of dance is involved therein;
- (l) To prepare, edit, print, publish, issue, circulate and acquire books, papers, periodicals, gazettes, circulars and other literary undertakings treating of or bearing upon dance, and to establish, form and maintain museums, collections, libraries and collections of literatures, statistics, scientific data and other information relating to dance or to matters of interest to the member thereof and to translate, compile, collect, publish, lend and sell, and endeavour to secure, or contribute to, the translation, compilation, collection and publication, by Oireachtas, governmental departments and other bodies or persons in any part of Ireland, of any such literature, statistics and information relating to dance in any part of the world and to render the same readily available to members of the Company, or to disseminate the same by means of the reading of papers, delivery of lectures, giving of advice, the appointment of advisory officers or otherwise;
- (m) To retain or employ skilled professional or technical advisers, instructors or workers, not being a Director with the main objects of the Company and to pay therefore such fees or remuneration as may be thought expedient, and to provide funds therefore and for the provision and use of buildings and of equipment for any form of scientific studies which may be considered to have some bearing, whether immediate or ultimate, on any questions involved in dance;
- (n) 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 provided by a pension scheme covered by Part 30 of the Taxes Consolidation Act 1997 and provided that such 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 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;
- (o) To apply to the Government of any part of Ireland, urban, local, municipal, county, public and other bodies, corporations, associations or person for, and to accept grants of money and of land, donations, gifts, subscriptions and other assistance with a view to, promoting the main objects of the Company and to discuss and negotiate with other

government departments, public and other bodies, corporations, associations of persons, schemes or research and other work and matters within the main objects of the Company and to conform to any proper conditions upon which such grants and other payments or any concessions or privileges may be made;

- (p) To establish, maintain, control and manage sections and other branches of the Company in Ireland and elsewhere as may seem expedient, and from time to time to determine the constitution, rights, privileges, obligations and duties of such branches, and, when thought fit, to dissolve and modify the same;
- (q) To undertake and execute any trusts which may be conducive to the above main object;
- (r) To borrow or raise any money that may be required by the Company upon such terms as may be deemed advisable, and in particular by the issue of bonds, debentures bills of exchange, promissory notes or other obligations or securities of the Company, or by mortgage or charge of all or any part of the property of the Company present and future;
- (s) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments;
- (t) Subject to the foregoing provisions, to invest the moneys of the Company not immediately required in any one or more of the modes of investment for the time being authorised by law for the investment of trust moneys and in such manner as may from time to time be determined and to realise the same as and when required for any of the purpose aforesaid. Prior permission to be obtained from Revenue where it is intended to accumulate capital for a period in excess of two (2) years;
- (u) To construct, build, maintain, enlarge, improve, equip, alter and repair buildings and equipment necessary or convenient for the purposes of the Company;
- (v) To purchase, take on lease or licence or in exchange, hire or otherwise acquire any real and personal property, or any interest therein, and in particular any land, buildings, workshops, factories, laboratories, machinery, plant, apparatus, appliances and any rights or privileges necessary or convenient for the purposes of the Company, or capable of being profitably dealt with in connection with any of the Company's property or rights for the time being, and to construct, manage, develop, sell, demise, let, mortgage, dispose of, turn to account or otherwise deal with all or part of the same with a view to the promotion of the objects of the Company or any of them;
- (w) To pay all expenses, preliminary or incidental to the formation of the Company and its registration;
- (x) 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, and in particular for shares, debentures, securities or other interests in any other company having objects altogether or in part similar to those of the Company;
- (y) To promote any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company;
- (z) To establish, maintain, develop, extend, subscribe to, subsidise or affiliate any association, institution or fund whose objects may seem directly or indirectly conducive to the main objects of the Company;
- (aa) To procure the Company to be registered or recognised in any foreign country or place;

- (bb) To do all such other lawful things as may be incidental to or conducive to the attainment of the above main objects;

It is hereby expressly declared that each sub-clause of this clause shall be construed independently of the other sub-clauses hereof, and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in clause 3(a).

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

5. The liability of the members is limited.
6. Every member of the Company undertakes to contribute to the assets of the Company, if the Company is wound up while he or she is a member or is wound up within one year after the date on which he or she ceases to be a member, for-
- (a) the payment of the debts and liabilities of the Company contracted before he or she ceases to be a member, and the costs, charges and expenses of winding up; and
  - (b) the adjustment of the rights of contributories among themselves, such amount as may be required not exceeding €1.00.

### **Income and Property**

7. 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. No Director shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company. However, nothing shall prevent any payment in good faith by the Company of:
- a) reasonable and proper remuneration to any member or servant of the Company (not being a Director) for any services rendered to the Company;
  - b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by Directors or other members of the Company to the Company;
  - c) reasonable and proper rent for premises demised and let by any member of the Company (including any Director) to the Company;
  - d) reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Company;
  - e) fees, remuneration or other benefit in money or money's worth to any company of which a Director may be a member holding not more than one hundredth part of the issued capital of such company;
  - f) 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).

### **Additions, alterations or amendments**

8. 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.

### **Winding-up**

9. If upon the winding up or dissolution of the Company there remains, after satisfaction of all debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Company. Instead, such property shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the Company. The institution or institutions to which the property is to be given or transferred shall prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 7 hereof. Members of the Company shall select the relevant institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object with the agreement of the Charities Regulator. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.

**COMPANIES ACT 2014**  
**CONSTITUTION**  
**OF**  
**DANCE LIMERICK HUB COMPANY LIMITED BY GUARANTEE**  
**ARTICLES OF ASSOCIATION**

The regulations contained in the Companies Act 2014 shall apply to the Company save in so far as they are excluded or verified hereby.

1. In these Articles:

**“the Act”** means the Companies Act 2014;

**“the directors”** means the directors for the time being of the Company or the directors present at a meeting of the board of directors and includes any person occupying the position of director by whatever name called;

**“Secretary”** means any person appointed to perform the duties of the secretary of the Company;

**“the Seal”** means the common seal of the Company;

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

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

Unless the contrary intention appears, words or expressions contained in these Articles shall bear the same meaning as in the Act, or any statutory modification thereof in force at the date which these Articles become binding on the Company.

**MEMBERS**

2. The number of members with which the Company proposes to be registered is 7 but the directors may from time to time register an increase of members.
3. The subscribers to the memorandum of association of the Company shall be deemed to have agreed to become members of the Company, and, on its registration, shall be entered as members in its register of members.
4. Such other persons whom the directors admit to membership and whose names are entered in its register of members, shall be members of the Company.
5. Where the Company has increased the number of its members beyond the registered number, it shall, within 15 days after the date on which the increase was resolved on or took place, deliver particulars of the increase to the Registrar.
6. The rights and liabilities attaching to any members of the Company may be varied from time to time by a Special Resolution of the Company.

## **RESIGNATION, CESSATION AND EXPULSION OF MEMBERSHIP**

7. A member may resign his or her membership by serving notice to that effect upon the directors at the office of the Company, such notice to expire no earlier than the date of service of the notice of resignation.
8. The directors may require a member to resign his or her membership by serving notice upon the member terminating his or her membership to expire no earlier than the date of service of the notice of termination.
9. The death or bankruptcy of a member shall terminate his or her membership.

## **GENERAL MEETINGS**

10. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next.
11. The Company need not hold an annual general meeting in any year where the sole member entitled (at the date of the written resolution referred to in Section 1202 of the Act) to attend and vote at such general meeting sign, before the latest date for the holding of that meeting, a written resolution under Section 196 of the Act:-
  - (a) acknowledging receipt of the financial statements that would have been laid before that meeting;
  - (b) resolving all such matters as would have been resolved at that meeting; and
  - (c) confirming no change is proposed in the appointment of the person (if any) who, at the date of the resolution, stands appointed as statutory auditor of the Company.
12. An annual general meeting of the Company or an extraordinary general meeting of the Company may be held inside or outside of the State.
13. An annual general meeting may be held in two or more venues (whether inside or outside of the State) at the same time using any technology that provides members, as a whole, with a reasonable opportunity to participate.
14. All general meetings of the Company, other than annual general meetings, shall be known, and in the Act are referred to as "extraordinary general meetings".
15. The directors of the Company may, whenever they think fit, convene an extraordinary general meeting.
16. The directors of the Company shall, on the requisition of one or more members holding, or together holding, at the date of the deposit of the requisition, not less than 10 per cent of the total voting rights of all the members having, at the date of the deposit, the right to vote at general meetings of the Company, forthwith proceed duly to convene an extraordinary general meeting of the Company.



## **NOTICE OF GENERAL MEETING**

17. Notice of every general meeting of the Company ("relevant notice") shall be given to:-
  - (a) every member;
  - (b) the statutory auditors, unless the Company availed itself of the audit exemption under Section 360 or Section 365 of the Act.; and
  - (c) the directors and secretary of the Company.
18. For the purposes of Section 338(5) of the Act, the Company's members agree that the documents referred to in Section 338(2) of the Act may be treated as having been sent to the members where the member can access the documents through a website and that notice of the matters set out in Section 338(5)(c) of the Act may be sent to the member in accordance with Section 218 of the Act.
19. Provided the members consent, the Company permits the use of electronic means to serve or give the notice or the conditions specified in Section 218(4) of the Act are satisfied, by electronic means in accordance with Section 218 of the Act.
20. A meeting of the Company, other than an adjourned meeting, shall be called:-
  - (a) in the case of the annual general meeting or an extraordinary general meeting for the passing of a special resolution, by not less than 21 days' notice;
  - (b) in the case of any other extraordinary general meeting for the passing of an ordinary resolution, by not less than 7 days' notice.
21. A meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in Section 181(1) of the Act, be deemed to have been duly called if it is so agreed by :-
  - (a) all the members entitled to attend and vote at the meeting; and
  - (b) unless no statutory auditors of the Company stand appointed in consequence of the Company availing itself of the audit exemption under Section 360 or 365 (and, where relevant, Section 399 has been complied with in that regard), the statutory auditors of the Company.
22. 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.

## **QUORUM**

23. No business shall be transacted at any general meeting of the Company unless a quorum of members is present at the time when the meeting proceeds to business.
24. Three members of the Company present in person or by proxy at a general meeting of it shall be a quorum.
25. In the case of a single-member Company, one member of the Company present in person or by proxy at a general meeting of it shall be a quorum.
26. If within 30 minutes after the time appointed for a general meeting a quorum is not present, then:-

- (a) where the meeting has been convened upon the requisition of members, the meeting shall be dissolved;
- (b) in any other case:-
  - (i) the meeting shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the directors may determine; and
  - (ii) if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the members present shall be a quorum.

### **PROXIES**

- 27. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (whether a member or not) as his or her proxy to attend and vote instead of him or her.
- 28. A proxy so appointed shall have the same right as the member to speak at the meeting and to vote on a show of hands and on a poll.
- 29. A member of the Company shall not be entitled to appoint more than one proxy to attend on the same occasion.
- 30. The instrument appointing a proxy (the "instrument of proxy") shall be in writing:-
  - (a) under the hand of the appointer or of his or her attorney duly authorised in writing; or
  - (b) if the appointer is a body corporate, either under seal of the body corporate or under the hand of an officer or attorney of it duly authorised in writing.
- 31. The instrument of proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority, shall be deposited at the registered office of the Company concerned or at such other place within the State as is specified for that purpose in the notice convening the meeting, and shall be so deposited not later than the following time.

That time is:-

  - (a) before the commencement of the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
  - (b) in the case of a poll, before the time appointed for the taking of the poll.
- 32. An instrument appointing a proxy shall be in the following form or a form as near to it as circumstances permit:-

#### **Dance Limerick Hub Company Limited By Guarantee**

#### **("the Company")**

[name of member] ("the Member")

of [address of member] being a member of the Company hereby appoint/s [name and address of proxy] or failing him or her

[name and address of alternative proxy] as the proxy of the Member to attend, speak and vote for the Member on behalf of the Member at the (annual or extraordinary, as the case may be) general meeting of the Company to be held on the [date of meeting] and at any adjournment of the meeting.

The proxy is to vote as follows:

<b>Voting Instructions to Proxy (choice to be marked with an 'x')</b>			
<b>Number or description of resolution:</b>	<b>In Favour</b>	<b>Abstain</b>	<b>Against</b>
1.			
2.			
Unless otherwise instructed the proxy will vote as he or she thinks fit.			
Signature of member .....			
Dated: .....			

### **REPRESENTATION OF BODIES CORPORATE AT MEETINGS**

33. A body corporate may, if it is a member of the Company, by resolution of its directors or other governing body authorise such person (in this section referred to as an “authorised person”) as it thinks fit to act as its representative at any meeting of the Company or at any meeting of any class of members of the Company.

### **PROCEEDINGS AT GENERAL MEETING**

34. The business of the annual general meeting shall include:-
- (a) the consideration of the Company’s statutory financial statements and the report of the directors and, unless the Company is entitled to and has availed itself of the audit exemption under Section 360 or Section 365 of the Act, the report of the statutory auditors on those statements and that report;
  - (b) the review by the members of the Company’s affairs;
  - (c) the authorisation of the directors to approve the remuneration of the statutory auditors (if any);
  - (d) save where the Company is entitled to and has availed itself of the audit exemption, the appointment or re-appointment of statutory auditors.
  - (e) The election and re-election of directors.
  - (f) the remuneration (if any) of the directors
35. The chairperson, if any, of the board of directors shall preside as chairperson at every general meeting of the Company, or if there is no such chairperson, or if he or she is not present within 30 minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors present shall elect one of their number to be chairperson of the meeting.

36. If at any meeting no director is willing to act as chairperson or if no director is present within 30 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairperson of the meeting.
37. 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.
38. However no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
39. 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 but, subject to that, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
40. Unless a poll is demanded in accordance with Section 189 of the Act, at any general meeting:-
  - (a) a resolution put to the vote of the meeting shall be decided on a show of hands; and
  - (b) a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of 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 such resolution.
41. Where there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

#### **VOTES OF MEMBERS**

42. Every member shall have one vote.
43. Where a matter is being decided (whether on a show of hands or on a poll), every member present in person and every proxy shall have one vote, but so that no individual member shall have more than one vote.
44. Each of the following:
  - (a) a member of unsound mind;
  - (b) a member who has made an enduring power of attorney;
  - (c) a member in respect of whom an order has been made by any court having jurisdiction in cases of unsound mind;may vote, whether on a show of hands or on a poll, by his or her committee, donee of an enduring power of attorney, receiver, guardian or other person appointed by the foregoing court.
45. No member shall be entitled to vote at any general meeting of the Company unless all moneys immediately payable by him or her to the Company have been paid
46. 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.

### **RIGHT TO DEMAND A POLL**

47. At a meeting, a poll may be demanded in relation to a matter (whether before or on the declaration of the result of the show of hands in relation to it).

A demand for such a poll may be made by:-

- (a) the chairperson of the meeting;
  - (b) at least 3 members present in person or by proxy;
  - (c) any member or members present in person or by proxy and representing not less than 10 per cent of the total voting rights of all the members of the Company concerned having the right to vote at the meeting
48. Subject to Section 189(5) of the Act, if a poll is duly demanded it shall be taken in such manner as the chairperson of the meeting directs, and the result of the poll shall be deemed to be the resolution, in relation to the matter concerned, of the meeting at which the poll was demanded.

### **RESOLUTIONS**

49. An "ordinary resolution" means a resolution passed by a simple majority of the votes cast by members of the Company as, being entitled to do so, vote in person or by proxy at a general meeting of the Company.
50. A "special resolution" means a resolution:-
- (a) that is referred to as such in the Act, or is required (whether by the Act or by the Company's constitution or otherwise) to be passed as a special resolution; and
  - (b) the resolution is passed by not less than 75 per cent of the votes cast by such members of the Company concerned as, being entitled to do so, vote in person or by proxy at a general meeting, not less than 21 days' notice must be given at which a special resolution is proposed to be passed.
51. A resolution in writing signed by all the members of the Company 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.
52. A resolution passed in accordance with Section 193(1) of the Act may consist of several documents in like form each signed by one or more members.
53. A resolution passed in accordance with Section 193(1) of the Act shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign, and, where the resolution states a date as being the date of his or her signature thereof by any member, the statement shall be prima facie evidence that it was signed by him or her on that date.

54. The Company shall retain those documents as if they constituted the minutes of the proceedings of a general meeting of the Company; without prejudice to the requirement (by virtue of Section 199(1)) of the Act that the terms of the resolution concerned be entered in books kept for the purpose, the requirement under Section 193(7) of the Act that the foregoing documents be retained shall be read as requiring those documents to be kept with the foregoing books.
55. A copy of every resolution or agreement to which this section applies shall, within 15 days after the date of passing or making of it, be forwarded by the Company concerned to the Registrar and recorded by the Registrar.
56. A copy of every such resolution or agreement for the time being in force shall be embodied in, or annexed to, every copy of the constitution of the Company concerned issued by it after the passing of the resolution or the making of the agreement.
57. A copy of every such resolution or agreement shall be forwarded by the Company concerned to any member of it, at his or her request, on payment of €10.00 or such lesser sum as the Company may direct.

This section applies to:-

- (a) resolutions that are required by the Act or the Company's constitution to be special resolutions;
- (b) resolutions which have been agreed to by all the members of the Company, but which, if not so agreed to, would not have been effective for their purpose unless they had been passed as special resolutions;
- (c) resolutions or agreements which have been agreed to by all the members of some class of membership but which if not so agreed to, would not have been effective for their purpose unless they had been passed by some particular majority or otherwise in some particular manner, and all resolutions or agreements which effectively bind all the members of any class of membership though not agreed to by all those members.
- (d) resolutions that the Company be wound up voluntarily passed under Section 580 of the Act;

#### **MINUTES OF PROCEEDINGS OF MEETINGS**

58. The Company shall, as soon as may be after their holding or passing, cause:-
  - (a) minutes of all proceedings of general meetings of it, and
  - (b) the terms of all resolutions of it,to be entered in books kept for that purpose; all such books kept by the Company shall be kept at the same place.
59. Sections 215 to 217 of the Act (rights of inspection, requests for copies, etc.) apply to those books.
60. 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.

## **ANNUAL SUBSCRIPTION**

61. The directors shall be entitled from time to time to determine any Annual Subscription to be payable by any member of the Company. Such subscription shall be payable in advance on the 1st day of January each year. A person becoming a member of the Company after the 1st day of January in any year may be required by the directors to pay the entire Annual Subscription in respect of that year. In the event that any member shall cease to be a member prior to the 1st day of January in any year that member shall not be entitled to any rebate of his Annual Subscription paid for that year. The terms and conditions attached to the Life Subscriptions shall be determined by the directors in their absolute discretion from time to time.

## **DIRECTORS**

62. The Company shall have at least two directors.
63. The first directors of the Company shall be those persons determined in writing by the subscribers of the constitution or a majority of them.

## **APPOINTMENT OF DIRECTORS**

64. Any purported appointment of a director without that director's consent shall be void.
65. Subsequent directors of the Company may be appointed by the members in general meeting, provided that no person other than a director retiring at the meeting shall, save where recommended by the directors, be eligible for election to the office of director at any general meeting unless the requirements of Section 144(4) of the Act as to his or her eligibility for that purpose have been complied with.
66. The directors of the Company may from time to time appoint any person to be a director of the Company, either to fill a casual vacancy or as an addition to the existing directors of the Company.
67. Any director appointed in accordance with Article 65 shall hold office only until the next following annual general meeting, and shall then be eligible for re-election.

## **REMOVAL OF DIRECTORS**

68. The Company may by ordinary resolution remove a director in accordance with Section 146 of the Act before the expiration of his or her period of office, notwithstanding anything in the 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 and the Company.
69. The Company may, by ordinary resolution appoint another person in place of a director removed from office under Section 146 of the Act. Without prejudice to the powers of the directors under Section 144(3)(b) of the Act, the Company in general meeting may appoint any person to be a director, either to fill a casual vacancy or as an additional director.

## **VACATION OF OFFICE**

70. The office of director shall be vacated if the director:

- (a) holds any office or place of profit under the Company; or
- (b) is adjudicated bankrupt or being a bankrupt has not obtained a certificate of discharge in the relevant jurisdiction; or
- (c) becomes or is deemed to be subject to a disqualification order within the meaning of Chapter 4 of Part 14 of the Act.
- (d) the director resigns his or her office by notice in writing to the Company; or
- (e) the health of the director is such that he or she can no longer be reasonably regarded as possessing an adequate decision making capacity; or
- (f) a declaration of restriction is made in relation to the director and the directors, at any time during the currency of the declaration, resolve that his or her office be vacated; or
- (g) the director is sentenced to a term of imprisonment following conviction of an indictable offence; or
- (h) the director is for more than 6 months absent, without the permission of the directors, from meetings of the directors held during that period.

### **ROTATION OF DIRECTORS**

- 71. At the first annual general meeting of the Company all the directors shall retire from office.
- 72. At the annual general meeting in every subsequent year, one-third of the directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third shall retire from office.
- 73. The directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 74. A retiring director shall be eligible for re-election.
- 75. The Company, at the meeting at which a director retires in any of the foregoing instances, may fill the vacated office by electing a person to it.
- 76. In default of the Company doing so, the retiring director shall, if offering himself or herself for re-election, be deemed to have been re-elected, unless:-
  - (a) at such meeting it is expressly resolved not to fill such vacated office, or
  - (b) a resolution for the re-election of such director has been put to the meeting and lost.

### **POWERS AND DUTIES OF DIRECTORS**

- 77. The business of the Company shall be managed by its directors, who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company as are not, by the Act or by the constitution, required to be exercised by the Company in general meeting, but subject to:-
  - (a) any regulations contained in this constitution;
  - (b) the provisions of the Act; and



- (c) such directions, not being inconsistent with the foregoing regulations or provisions, as the Company in general meeting may (by special resolution) give.
78. However, no direction given by the Company in general meeting under Section 158 (1)(c) of the Act shall invalidate any prior act of the directors which would have been valid if that direction had not been given.
79. The directors may delegate any of their powers to such person or persons as they think fit, including committees; any such committee shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the directors.
80. The directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the directors to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
81. Each cheque, promissory note, draft, bill of exchange or other negotiable instrument, and receipt for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person or persons and in such manner as the directors of the Company shall from time to time by resolution determine.

### **BORROWING POWERS**

82. The directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

### **MINUTES OF PROCEEDINGS OF DIRECTORS**

83. The Company shall cause minutes to be entered in books kept for that purpose of:-
- (a) all appointments of officers made by its directors;
  - (b) the names of the directors present at each meeting of its directors and of any committee of the directors;
  - (c) all resolutions and proceedings at all meetings of its directors and of committees of directors.
84. 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.

### **REMUNERATION OF DIRECTORS**

85. The directors of the Company may also be paid all travelling, hotel and other expenses properly incurred by them:-

- (a) in attending and returning from:-
  - (i) meetings of the directors or any committee referred to in Section 160(9) of the Act, or
  - (ii) general meetings of the Company, or
- (b) otherwise in connection with the business of the Company.

### **PROCEEDINGS OF DIRECTORS**

- 86. The directors of the Company may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.
- 87. Questions arising at any such meeting 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.
- 88. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors.
- 89. All directors shall be entitled to reasonable notice of any meeting of the directors but, if the directors so resolve, it shall not be necessary to give notice of a meeting of directors to any director who, being resident in the State, is for the time being absent from the State.
- 90. 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.
- 91. The directors may elect a chairperson of their meetings and determine the period for which he or she is to hold office, but if no such chairperson is elected, or, if at any meeting the chairperson is not present within 30 minutes after the time appointed for holding it, the directors present may choose one of their number to be chairperson of the meeting.
- 92. The directors may establish one or more committees consisting in whole or in part of members of the board of directors.
- 93. A resolution in writing signed by all the directors of the Company, or by all the members of a committee of them, and who are for the time being entitled to receive notice of a meeting of the directors or, as the case may be, of such a committee, shall be as valid as if it had been passed at a meeting of the directors or such a committee duly convened and held. The resolution may consist of several documents in like form each signed by one or more directors and for all purposes shall take effect from the time that it is signed by the last director.
- 94. A meeting of the directors or of a committee referred to in Section 160(9) of the Act 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 and:-
  - (a) a director or member of the committee taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly; and
  - (b) such a meeting shall be deemed to take place:-

- (i) where the largest group of those participating in the conference is assembled;
  - (ii) if there is no such group, where the chairperson of the meeting then is;
  - (iii) if neither subparagraph (i) or (ii) applies, in such location as the meeting itself decides.
95. It shall be the duty of a director of the Company who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company, to declare the nature of his or her interest at a meeting of the directors of the Company in accordance with Section 231 of the Act.
96. Subject to the other provisions of the Act, a director may not vote in respect of any contract, appointment or arrangement in which he or she is interested and he or she shall not be counted in the quorum present at the meeting.
97. Any director (the "appointer") of the Company may from time to time appoint any other director of it or, with the approval of a majority of its directors, any other person to be an alternate director (the "appointee") as respects him or her in accordance with Section 165 of the Act.

#### **SECRETARY**

98. The Company shall have a secretary, who may be one of the directors.
99. The secretary shall be appointed by the directors of the Company for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.
100. The directors of the Company shall have a duty to ensure that the person appointed as secretary has the skills and resources necessary to discharge his or her statutory and other duties.

#### **THE SEAL**

101. The Company may, have for use in any place abroad an official seal which shall resemble the common seal of the Company with the addition on its face of the name of every place abroad where it is to be used.

#### **ACCOUNTS AND FINANCIAL STATEMENTS**

102. The Company in accordance with Section 281 of the Act shall keep or cause to be kept adequate accounting record which are those that are sufficient to:-
- (a) correctly record and explain the transactions of the Company,
  - (b) enable, at any time, the assets, liabilities, financial position and profit or loss of the Company to be determined with reasonable accuracy,
  - (c) enable the directors to ensure that any financial statements of the Company, required to be prepared under Section 290 or 293 of the Act, and any directors' report required to be prepared under Section 325 of the Act, comply with the requirements of the Act and, where applicable, Article 4 of the IAS Regulation, and
  - (d) enable those financial statements of the Company so prepared to be audited.

103. The accounting records shall be kept on a continuous and consistent basis, which is to say, the entries in them shall be made in a timely manner and be consistent from one period to the next; if those records are not kept by making entries in a bound book but by some other means, adequate precautions shall be taken for guarding against falsification and facilitating discovery of such falsification, should it occur.
104. No member (not being a director) shall have any right of inspecting any financial statement or accounting record of the Company unless authorised by the directors under Section 284(4) of the Act or by the Company in general meeting.
105. Subject to Section 283(2) of the Act, the Company's accounting records shall be kept at its registered office or at such other place as the directors think fit.
106. The directors of the Company shall, in respect of each financial year, lay before the Company in general meeting copies of:-
  - (a) the statutory financial statements of the Company for the financial year,
  - (b) the directors' report, including any group directors' report, for the financial year,
  - (c) the statutory auditors' report on those financial statements and that directors' report.
107. Those financial statements and those reports of the directors and the statutory auditors for a financial year shall be so laid not later than 9 months after the financial year end date.
108. A copy of each of the documents specified in Section 338(2) of the Act concerning the Company there referred to shall be sent to:-
  - (a) every member of the Company (but only if that person is entitled to receive notices of general meetings of the Company),
  - (b) every holder of debentures of the Company (but only if that person is so entitled), and
  - (c) all persons, other than members or holders of debentures of the Company, who are so entitled, not less than 21 days before the date of the meeting of the Company at which copies of those documents are to be laid in accordance with Section 341 of the Act.
109. If the copies of the documents referred to in Section 338(1) of the Act are sent less than 21 days before the date of the meeting referred to in that subsection they shall, notwithstanding that fact, be deemed to have been duly sent if it is so agreed by all the members entitled to attend and vote at the meeting.

#### **AUDIT AND AUDIT EXEMPTION**

110. The directors of the Company shall arrange for the statutory financial statements of the Company for a financial year to be audited by statutory auditors unless the Company is entitled to, and chooses to avail itself of, the audit exemption.
111. One or more statutory auditors shall be appointed in accordance with Section 380 to 385 of the Act for each financial year of the Company.

## **REGISTERS**

112. Any register, index or minute book required by this Act to be kept by the Company or by the Registrar may be kept either by making entries in bound books or by recording the matters in question in any other manner.
113. Where any register, index or minute book to be kept by the Company is not kept by making entries in a bound book but by some other means, adequate precautions shall be taken for guarding against falsification and facilitating discovery of such falsification, should it occur.

## **INDEMNITY**

114. Subject to the provisions of and so far as may be permitted by Section 235(3) of the Act every director, secretary and 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 in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour or in which he 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 by the Court.

We, the persons whose names and addresses are subscribed wish to be formed into a Company pursuant of this Memorandum of Association.

**NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS**

Summerglen Limited,  
41 Central Chambers, Dame Court,  
Dublin 2.

Northcote Limited  
41 Central Chambers, Dame Court,  
Dublin 2.

Graceway Limited  
41 Central Chambers Dame Court  
Dublin 2

Renmount Limited  
41 Central Chambers Dame Court  
Dublin 2

Company Services Limited  
41 Central Chambers, Dame Court,  
Dublin 2.

Silverpoint Limited  
41 Central Chambers, Dame Court  
Dublin 2

Company Services (A-Z} Limited  
41 Central Chambers  
Dame Court  
Dublin 2

DATED THE 12th DAY OF August, 2013

WITNESS TO THE ABOVE SIGNATURES:

David Kearney,  
41 Central Chambers, Dame Court  
Dublin 2