

**COMPANIES ACTS 1963 TO 1990 COMPANY LIMITED BY  
GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION**

**OF**

**GALWAY ARTS FESTIVAL LIMITED**

1. The name of the Company (hereinafter referred to as "The Company") is **GALWAY ARTS FESTIVAL LIMITED.**

2. The main object for which "the Company" is established is:

- (1) To organise, control and manage an Arts Festival which is to be held annually in Galway City & County for the benefit of the public.

In furtherance exclusively of the above main object the Company will have the following subsidiary objects:

- (2) To promote the study, education, appreciation and understanding of all forms of Arts & Crafts throughout Ireland but in particular Galway City and County.
- (3) To organise, establish, promote and operate institutes and academies, exhibitions, festivals and special artistic events to provide artistic education for people of all ages and to foster and promote generally matters of cultural or social nature.
- (4) To organise and promote events and workshops in the areas of music, literature, theatre, film, painting, sculpture, crafts, lithography, and photography using still or moving images.
- (5) To establish and maintain and promote an Art Centre or Centres or any other facility which would provide an outlet or outlets for all forms of artistic endeavour in Galway City and County.
- (6) To foster familiarisation with and appreciation of the Arts in the widest sense.
- (7) To publish for both sale and free distribution.

- (8) To carry on the business of Restaurant, Cafe, Tavern, Beer House and Licenced Vintners; and to fit up and furnish any property for the purpose of letting the same to visitors or guests howsoever; and as Caterers and Contractors in all respective Branches.
- (9) To engage in the manufacturing, distribution and sale; whether by Wholesale or Retail Trading; of Craft Works, Works of Art or Works of Literature.
- (10) To engage in touring theatrical productions in Ireland and overseas.
- (11) To produce or co-produce artistic events outside of the annual festival period.
- (12) To establish a philanthropic Foundation.
- (13) To lease festival property in order to raise funds in furtherance of the main object of the company.

3. To promote such other activities as are consistent with the above main object and for the purposes of obtaining this main object the Company shall have power

- (1) To acquire by purchase, exchange, lease, fee farm grant or otherwise, either for an Estate in fee simple or for any less estate or other estate or interest, whether immediate or reversionary, and whether vested or contingent any lands, tenements or hereditaments of any tenure, or whether subject or not to any charges or encumbrances and to hold and farm and work or manage to sell, let, alienate, mortgage, lease or charge land, house, property, shops, flats, maisonettes, reversions, interests, annuities, life policies, and any other property real or personal, movable or immovable, either absolutely or conditionally and either subject\* to or not to any mortgage, charge, ground rent or other rents or encumbrances, and to pay for any lands, tenements, hereditaments or assets acquired by The Company" in cash or debentures or obligations of The Company", whether fully paid or otherwise, or in any other manner.
- (2) To furnish and provide The Company"s property with such furniture, implements, machinery and conveniences that The Company" may think desirable.
- (3) To carry on any businesses which may seem to The Company" capable of being conveniently carried on in connection with the above main object or calculated directly or indirectly to enhance the value of or render profitable any of "The Company"s property, rights or interests.
- (4) To invest the funds of The Company" in or upon or otherwise acquire hold and deal in securities and investments of every kind.
- (5) To make, draw, accept, endorse, issue, discount and otherwise deal with promissory notes, bills of exchange, cheques, letters of credit, circular notes and other mercantile instruments.
- (6) To undertake the office of trustees, executor, administrator, committee, manager, secretary, registrar, attorney, delegate, substitute or treasurer and any other offices or situations of trust or confidence and to perform and discharge the duties and functions incident thereto and generally to transact all kinds of trust business either gratuitously or otherwise.

- (7) To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions to the funds of "The Company" in the form of donations, annual subscriptions or otherwise.
- (8) To take any gift of or property whether subject to any Special Trust or not for any one or more of the objects of The Company".
- (9) To print, publish any newspapers, periodicals, books or leaflets that "The Company" may think desirable for the promotion of it's main object.
- (10) To take over from existing Trustees and hold either alone or jointly all or any existing charitable or benevolent funds, investments and bursaries established for or used in connection with the objects of "The Company".
- (11) To act generally as trustees, agents, or nominees either solely or jointly of or for any person or persons, company, corporation, society, institution or body.
- (12) To exercise all powers over and do all acts and things which and in relation to property of which "The Company" may be a trustee or of which "The Company" may consider necessary or desirable and to exercise all the powers, rights and privileges usually exercised or enjoyed by Companies having power to carry on business as trustees.
- (13) To effect insurances and to take such measures as may be considered necessary or expedient for the purposes of safe-guarding and securing "The Company" and it's directors, members, employees and people using it's premises and any property of which "The Company" may be a trustee, manager, agent or custodian against liability, loss and damage of every description.
- (14) To improve, manage, cultivate, develop, exchange, let or lease or otherwise mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with all or any part of the property and rights of "The Company".
- (15) For the purposes; aforesaid to purchase or otherwise acquire; hold, deal with, manage or direct the management of, by sale, exchange, mortgage, charge, lease, develop, dispose of, or grant any right or interest in over or upon, take options on, accept as a gift or otherwise turn to account any real or personal property of any kind or tenure whatsoever including contingent or reversionary interests in any property and to undertake; carry on any business undertaking or transaction and to pay for the same in cash or otherwise as may be seen fit
- (16) To draw, make, accept, endorse, execute and issue cheques, promissory notes, bills of exchange, bills of lading, debentures, conveyances, leases, assignments and mortgages and other negotiable or transferrable instruments.
- (17) To enter into arrangements with any government municipal or local authority or any corporation company or persons that may seem conducive to the objects of "The Company" or any of them, or to be of benefit or advantage to "The Company" and to obtain whenever necessary for the purposes of carrying out these objects, such licence, permits, or authority as may be required by Law.
- (18) To subscribe for, take, purchase or otherwise acquire and hold shares or

other interests in or securities of any other Company, provided that this in furtherance exclusively of the above main object

- (19) To support and subscribe to any charitable, religious or deserving object or person or exhibition or to any institution or society which may be connected with the objects of "The Company" or allied undertakings, give gratuities, pensions or charitable aid to any person or persons who may have served "The Company" or may have served any social institution or body of which "The Company" may be a Trustee or the dependents of such persons and to promote, manage and assist provident and benefit schemes and funds connected with the said objects or community or social services or allied undertakings or any part thereof.
- (20) To do all or any of the above things and either as principal, agent, contractor, or otherwise and either for reward or gratuitously and either alone or in conjunction or in partnership with others and either by or through agents, brokers, sub-contractors, trustees or others and to remunerate any person, firms or company rendering service to the company by cash payment or otherwise.
- (21) To pay all expenses off and incidental to the formation and establishment of "The Company" and to make arrangements for the payment of Fees and Expenses in respect of work done and services rendered to or by "The Company."
- (22) To oppose any proceedings, individuals or groups which and who seem calculated directly or indirectly to prejudice the objects of "The Company".
- (23) To invest and deal with the money and or real or personal property of "The Company" not immediately required in such a manner as may from time to time become fit
- (24) To do all such lawful things as are incidental or conducive to the attainment of the above main object

PROVIDED THAT "the Company" shall not support with it's funds any object or endeavour to impose or procure to be observed by it's members or others any regulations, restrictions or conditions which if an object of "the Company" would make it a Trade Union.

4. The income and property of "The Company" wheresoever derived shall be applied solely towards the promotion of the main object of "The Company" as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of "The Company".

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of "The Company" in return for any services actually rendered to "The Company" nor prevent- the payment of interest at a rate not exceeding 5% per annum on money lent or reasonable and proper rent for premises demised or let by any member to "The Company" but so that no member of the Council of Management or Governing Body of the Company shall be appointed to any salaried office of the Company or any office of the Company paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Company to any member of such Council or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company provided that the provision last aforesaid shall not apply to any

payment to any Company of which a member of the Council of Management or Governing Body may be a member, and in which such members shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. No addition, alteration or amendments shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force except with the prior written approval of the Revenue Commissioners.

6. The liability of the members is limited.

7. Every member of "The Company" undertakes to contribute to the assets of "The Company" in the event of same being wound up while he is a member or within one year after he ceases to be a member for the payment of the debts and liabilities of "The Company" contracted before he 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 one Euro.

8. If upon the winding up of or the dissolution of "The Company" there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the members of "The Company" but shall be given or transferred to some other Charitable institution or institutions having objects similar to the objects of "The Company" and which shall prohibit the distribution of its income amongst its members to an extent at least as great as that imposed upon "The Company" under or by virtue of institution to be determined by the members of "The Company" at or before the time of dissolution and if and so far as the effect cannot be given to such provision.

9. True accounts shall be kept of the sums of monies received and expended by "The Company" and the matters in respect of which such receipt and expenditure take place, of all the sales and purchases by "The Company" and of the property, credits and liabilities of "The Company" and, subject to any reasonable restrictions as to the time and manner of inspecting same that may be imposed in accordance with the regulations of "The Company" for the time being, shall be open to inspection of the members. Once at least every year accounts of "The Company" shall be examined and the correctness of the Balance Sheet ascertained by one or more duly qualified Auditor or Auditors.

Annual Accounts shall be made available to the Revenue Commissioners and to the members on request.

**COMPANIES ACTS 1963 TO 1983**

**COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**

**OF**

**GALWAY ARTS FESTIVAL LIMITED**

**INTERPRETATION**

1. In these articles:-

"the company" means GALWAY ARTS FESTIVAL LIMITED.

"the Act" means the Companies Act, 1963 (No. 33 of 1963) to 1983;

"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 at which these Articles become binding on the Company.

**MEMBERS**

2. The number of members with which the company proposes to be registered is 500, but the Directors may from time to time register an increase of members.
3. The subscribers to the Memorandum of Association and such other persons as the Directors shall admit to membership shall be members of the Company.

4. A member shall cease to be a member of the Company if:
  - (a) he dies;
  - (b) he resigns his membership in writing;
  - (c) the directors pass a resolution to that effect.

#### **GENERAL MEETINGS**

5.
  - (i) Subject to paragraph (2), the Company shall in each year hold a 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.
  - (ii) So long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. Subject to Article 6 the Annual General Meeting shall be held at such time and at such place in the State as the Directors shall appoint.
6. All General Meetings of the Company shall be held in the State.
7. All General Meetings other than the Annual General Meetings shall be called extraordinary meetings.
8. There shall be eleven board meetings per year (to include the Annual General Meeting) unless the members agree otherwise.
9. The Directors, may, whenever they think fit convene an extraordinary meeting and extraordinary meetings shall also be convened on such requisitions or in default may be convened by such requisitionists as provided by Section 132 of the Act. If at any time there are not within the state sufficient Directors capable of acting to form a quorum any Directors or any two members 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**

10. Subject to sections 133 and 141 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 a meeting of the Company (other than an Annual General Meeting or a meeting for the passing of a special resolution) shall be called by 14 days notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting and, in the case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned, to such persons as are under the articles of the Company, entitled to receive such notices from the Company.
11. 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**

12. 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 accounts, balance sheets and the reports of the Directors and Auditors, the election of Directors in the place of those retiring and the re-appointment of the retiring auditors.
13. An agenda outlining all items for discussion at General Meeting shall be circulated to all board members at least five working days before the meeting unless the members agree otherwise in writing. The agenda should include amongst other matters, items for (a) information purposes; (b) discussion purposes; (c) items for approval, (d) items for action and (e) any other business.
14. No business shall be transacted at any General Meeting unless the quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided. Three members shall form a quorum.
15. 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 at the same place, or to such other day and such other time and place as the directors 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.
16. The chairman, if any, of the board of directors shall preside as chairman at every general meeting of the company, or if there is no such chairman, or if he is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors present shall elect one of their number to be chairman of the meeting
17. If at any meeting no director is willing to act as chairman or if no director is present within 15 minutes after the time appointed for holding the meeting, the members present shall appoint one of their number to be chairman of the meeting.
18. The chairman 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 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
19. 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 chairman; or
- (b) by at least three members 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 chairman 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 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.

The demand for a poll may be withdrawn.

- 20. Except as provided in Article 19, if a poll is duly demanded it shall be taken in such manner as the chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 21. Where there is an equality of votes, whether on a show of hands or on a poll, the chairman 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.
- 22. A poll demanded on the election of a chairman 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 chairman 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.
- 23. Subject to S. 141 of the Act, a resolution in writing signed by all the members for the time being entitled to attend and vote on such resolutions at a general meeting (or being bodies corporate by their duly authorised 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.

## **VOTES OF MEMBERS**

- 24. Every member shall have one vote.
- 25. 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 committee, receiver, guardian, or other person appointed by that court, and any such committee, receiver, guardian, or other person may vote by proxy on a show of hands or on a poll.
- 26. No member shall be entitled to vote at any general meeting unless all monies immediately payable by him to the company have been paid.
- 27. 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 chairman of the meeting whose decision shall be final and conclusive.

28. Votes may be given personally or by proxy.
29. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his Attorney duly authorised in writing, or, if the appointer is a body corporate, either under seal or under the hand of an officer or Attorney duly authorised. A proxy need not be a member of the company.
30. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office or at such other place within the State as is specified for that purpose in the notice convening the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
31. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:-

I/We \_\_\_\_\_

of, \_\_\_\_\_

**in the County of,.....being a  
member/members of the above named Company**

**hereby appoint.**

.....».....♦♦»\*.....\*».....».....♦♦«.....\*.....\*.....\*

.....

.....

of,...

**or failing him,.**

of, .....

**as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary, as the case maybe) general meeting of the company to be held on the.«.....day of .....19.... and at any adjournment thereof.**

**Signed this ,,,,,,«. day of..... 19.,**

**\* in favour of**

This form is to be used **against** the resolution. Unless otherwise instructed the proxy will vote as he thinks fit.

\*Strike out whichever is not desired

- 32.. The instruments appointing the proxy shall be deemed to confer authority to demand or join in demanding a poll.
33. 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 AT MEETINGS**

34. 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 represents as that body corporate could exercise if it were an individual member of the company.

#### **DIRECTORS**

35. The number of the directors and the names of the first directors shall be determined in writing by the subscribers to the memorandum of association or a majority of them.
36. The directors may be paid all travelling hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or any committee of the directors or general meetings of the company or in connection with the business of the company.

#### **BORROWING POWERS**

37. 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.

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

38. The business of the company shall be managed by the 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 these articles required to be exercised by the company in general meeting, subject nevertheless to the provisions of the Act and of these articles and to such directions, being not inconsistent with the aforesaid provisions as may be 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.
39. 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.

40. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies 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 shall from time to time by resolution determine.
41. 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.
42. The directors may for the purpose of attaining the objects of the company and in particular for the purposes of raising funds for the company appoint any person or persons to be the agent of the company for these purposes (and such duly appointed agents shall be known as trustees) and such trustees shall have such authority to act on behalf of the company as shall be given to them in writing by the directors.

#### **DISQUALIFICATION OF DIRECTORS**

43. The office of the director shall be vacated if the director:-
- (a) is adjudged bankrupt in the State, or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally; or,
  - (b) becomes prohibited from being a director by reason of any order made under Section 184 of the Act; or,
  - (c) becomes of unsound mind; or,
  - (d) resigns his office by notice in writing to the company; or,
  - (e) is convicted of an indictable offence unless the directors otherwise determine; or,
  - (f) is directly or indirectly interested in any contract with the company and fails to declare the nature of his interest in the manner required by section 194 of the Act.

## **VOTING ON CONTRACTS**

44. A director may vote in respect of any contract in which he is interested or any matter arising thereout.

## **ROTATION OF DIRECTORS**

45. At the first Annual General Meeting of the company, all the directors shall retire from office.
46. Save as may otherwise be agreed in writing by a majority of the directors from time to time, present at a duly convened meeting with a quorum present, but subject to Article 48, no Director shall serve in office for a period in excess of six years (two consecutive three year terms) and these Articles shall be read and construed accordingly.
47. At each Annual General Meeting of the company, two Directors shall retire from office. The directors to retire in every year shall be those who have been the longest in office, but as between persons who became directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
48. A retiring Director shall, at the discretion of the board of directors from time to time, be eligible for re-election upon the expiration of three years from the date which that Director retired, resigned or was removed from the board.
49. 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 director shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such director has been put to the meeting and lost.
50. No person other than the 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 a meeting for which such notice is given, of his intention to propose such a person for election, and also notice in writing signed by that person of his willingness to be elected.
51. 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.
52. 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 directors. 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 directors who are to retire by rotation at such meeting.
53. The company may by ordinary resolution of which extended notice has been given in accordance with Section 142 of the Act remove any director before the expiration of his period of office, notwithstanding anything in these articles or in any agreement between 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.

54. The company may by ordinary resolution appoint another person in place of a director removed from office under article 50 without prejudice to the powers of the directors under article 49 and the company in general meeting may appoint any person to be a director either to fill a casual vacancy or as an additional director. A person appointed in place of a director so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a director.

## **PROCEEDINGS OF DIRECTORS**

55. The director may meet together 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. When there is an equality of votes, the chairman shall 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. 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.
56. The quorum necessary for the transaction of the business of the directors may be fixed by the directors and unless so fixed shall be three.
57. The continuing directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed or pursuant to the articles of the company as the necessary quorum of directors, the continuing director or directors may act for the purpose of increasing the number of directors to that number or of summoning a general meeting of the company, but for no other purpose.
58. The directors may elect a chairman of their meetings and determine the period for which he is to hold office; but, if no such chairman is elected, or if at any meeting the chairman is not present within 5 minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.
59. The directors may delegate any of their powers to committees consisting of such member or members of the board as they think 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.
60. A committee may elect a chairman of its meetings if no such chairman is elected, or if at any meeting the chairman is not present within 5 minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.
61. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and where there is an equality of votes, the chairman shall have a second or casting vote.
62. All acts done by any meeting of the directors or of a committee of directors or by any person acting as a director shall, notwithstanding that, it is afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.
63. A resolution in writing, signed by all the directors for the time being entitled to receive

notice of a meeting of the directors shall be as valid as if it had been passed at a meeting of the directors duly convened and held.

## **SECRETARY**

64. The secretary shall be appointed by the directors for such term and at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.
65. A provision of the Act or these articles 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.

## **THE SEAL**

66. 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 counter signed by the secretary or by a second director or by some other person appointed by the directors for the purpose.

## **ACCOUNTS**

67. The directors shall cause proper books of account to be kept relating to:-
- (a) all sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place;
  - (b) all sales and purchases of goods by the company; and,
  - (c) the assets and liabilities of the company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the company's affairs and to explain its transactions.

68. The books of account shall be kept at the office or, subject to section 147 of the Act, at such other place as the directors think fit, and shall at all reasonable times be open to the inspection of the directors.
69. The directors shall from time to time determine whether and 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.
70. The directors shall from time to time in accordance with sections 148, 150, 157, and 158 of the Act cause to be prepared and to be laid before the Annual General Meeting of the company such profit and loss accounts, balance sheets, group accounts and reports as are required by those sections to be prepared and laid before the Annual

General Meeting of the company.

71. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Annual General Meeting of the company together with a copy of the directors report and auditors report shall not less than 21 days before the date of the Annual General Meeting, be sent to every person entitled under the provisions of the Act to receive them.

#### **AUDIT**

72. Auditors shall be appointed and their duties regulated in accordance with sections 160 to 163 of the Act.

#### **NOTICES**

73. A notice may be given by the company to any member either personally or by sending it by post to him to his registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice, of a meeting at the expiration of 24 hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.

74. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

- (a) every member,
- (b) every person being a personal representative or the Official Assignee in bankruptcy of a member who but for his death the member, or bankrupt, would be entitled to receive notice of the meeting; and,
- (c) the auditor for the time being of the Company.

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

We, the several persons whose names, addresses and descriptions are subscribed, wish to be formed into an Association in pursuance of the Memorandum of Association.