

Companies Act, 2014

COMPANY LIMITED BY GUARANTEE

CONSTITUTION

of

WEST CORK MUSIC COMPANY LIMITED BY GUARANTEE

(as adopted by special resolution dated 2021)

MEMORANDUM OF ASSOCIATION

1. NAME

The name of the company is West Cork Music Company Limited by Guarantee (CLG)

2. COMPANY LIMITED BY GUARANTEE

The company is a private company limited by guarantee, registered under Part 18 of the Companies Act 2014.

3. OBJECTS

The main object for which the Company is established is to promote the study and improve the understanding of the Arts as described by the Arts Act 2003 in particular

of music and literature, and to increase the availability of live musical performances and literary events to the general public to which all other objects set out in the Memorandum are hereby expressed to be subsidiary.

4. POWERS

In furtherance of the main objects, the Company will have the following powers:

- a) to promote the knowledge and development of music, literature, and infrastructure in order to maximise public education in west Cork and participation in all forms of music making and literary events
- b) to collect and distribute information on music and literature, to act as a central source of information for music and literary promoters on all matters relating to music and literature, and to provide, or procure the provision by others, of any services or requirement of any musical or literary nature
- c) to promote and encourage the performance of music, musical and literary education and public appreciation, knowledge and enjoyment of music and literature, to organise concerts, workshops, courses of tuition and related activities in the fields of music and literature and to encourage the presentation of music and literature to the highest standards in all communications media
- d) to engage in research into the state of music and literature and all matters and problems related thereto, to make available the results of such research, to prepare and promote methods and measures desirable for the advancement of music and literature and to give the legislature, public bodies and other facilities of conferring with and ascertaining the views of persons involved in matters directly or indirectly affecting music and literature
- e) to enhance the status of musicians, composers, writers and students of music and literature, to provide aid for the tuition of students of music and literature and to assist the acquisition of musical instruments and other materials necessary for the study of composition and the performance of music
- f) to commission new works of music, to enter into agreements with composers, musicians and others for the presentation of their works and the presentation of

music generally, to act as agents for musicians, to act as promoters and impresarios and to provide services required by musicians

- g) to acquire copyrights, rights of production, licences and privileges conducive to the main objects of the Company, to print or publish works of music, to grant licenses in respect of any property of the Company and to act as musical and artistic agents
- h) to purchase, take on lease or in exchange, hire or by any other means, acquire and protect any freehold, leasehold, or other property, for any estate or interest, in any lands, roads, railways, bridges, waterways, aircraft, vessels, machinery, engines, plant, live and dead stock, easements, rights, patents, patent rights, trade marks, brevets d'invention, registered designs, protections and concessions, licenses, stock in trade and any real or personal property or rights whatsoever which may be considered necessary, advantageous or useful to the Company
- i) to construct, build, erect, enlarge, demolish, lay down, maintain any buildings, roads, railways, bridges, walls, fences, banks, reservoirs, waterways and waterworks and to carry out preliminary and associated works or contract, sub-contract, and join with others to carry out or complete any of the aforesaid and to work, manage and control the same or join with any person firm or company in doing so
- j) to borrow, raise or secure payment of money in such manner as the company shall think fit and in particular to issue debentures, debenture stock, bonds, obligations and securities of all kinds and to charge and secure the same by Trust Deed or otherwise on the undertaking of the Company or upon any specific property and rights, present and future of the Company
- k) to guarantee, support or secure, whether by mortgaging or charging all or any part of the undertaking, property and assets both present and future of the Company or both the performance and discharge of any contract obligation or liability of a company or of any person or corporation with whom or which the Company has dealings or having a business or undertaking in which the

company is concerned or interested whether directly or indirectly and in particular to give security for any debts, obligations or liability of any company

- l) to pay or remunerate any person, firm or company, not being a director, for rendering services for and on behalf of this Company and to pay any costs, charges or expenses incurred or sustained by or in connection with the formation and incorporation of this company
- m) to invest and deal with the monies of the Company not immediately required for the purpose of its business in or upon such investments and in such manner as may from time to time be determined
- n) to draw, make, accept, endorse, discount, negotiate and issue any promissory notes, bills of exchange, warrants, Bill of Lading and other negotiable or transferrable documents
- o) to develop, improve, manage, cultivate, 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 part of the property and rights of the company
- p) to give credit to any person, firm or company and on such terms as may seem to be expedient
- q) to effect insurances and to take such other measures as may be considered necessary or expedient for the purpose of safe guarding and securing the Company and its Directors, Members, Employees and people using its premises and any property of which the Company may be a Trustee, Manager, Agent or Custodian, against liability, loss and damage of every description
- r) to enter into and carry into effect any arrangement with any person, firm, company or Government or Government body or authority that may seem conducive to the Company's main objects and to apply for, promote, and obtain from any person, firm, company, Government or Government body or authority any contracts, concessions, privileges, charters, decrees and rights which the Company may think are desirable and to carry out and exercise and comply with same

- s) to act as Agents, Brokers, and as Trustees for any person, firm or company and to establish agencies and branches and appoint Agents and others to assist in the conduct or extension of the Company's business
- t) to grant pensions, gratuities, allowances or charitable aid to any person who may have served the Company as an employee, or to the wives, husbands, children or other dependents of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that 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 prudent and benefit funds for the benefit of any persons employed by the Company and to subscribe or guarantee money for charitable objects
- u) to purchase or otherwise acquire and undertake all or any part of the business, property, goodwill, assets, liabilities and transactions of any person, firm or company carrying on any business which this company is authorised to carry on
- v) to undertake and execute the office of nominee, trustee, executor, administrator, registrar, secretary, committee or attorney for any purpose and either solely or jointly with others and generally to undertake, perform and fulfil any office of trust or confidence
- w) to accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company in whatever form and on such terms as the Company may determine
- x) to establish, promote or otherwise assist any company and to promote or otherwise assist any person or firm for the purpose of acquiring all or any of the properties and/or liabilities or for furthering any of the main objects of this Company or for the purpose of instigating or opposing any proceedings or applications which may be considered necessary, advantageous or useful to the Company

- y) to enter into any partnership or joint arrangement for sharing profits with any company having objects similar to this company and to give whatever undertakings are considered necessary by this company
- z) to procure the company to be registered or recognized in any place outside Ireland
- aa) to take over from existing trustees and hold alone or jointly, all of its existing charitable or benevolent funds, investments and burses established for or used in connection with these main objects or the community or social services or allied undertakings
- bb) and to do all such things as are subsidiary and either incidental or conducive to the above main objects.

And it is hereby declared that in the construction of this clause the word ‘company’ except where used in reference to this Company shall be deemed to include any person or partnership or otherwise body of persons whether incorporated or not incorporated, and whether domiciled in Ireland or elsewhere in the world denoting the singular number only shall include the plural and vice versa.

5. INCOME AND PROPERTY

The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion and main objects of the Company as set forth in this Memorandum, 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 contained shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Company, or to any member of the Company, in return for services actually rendered to the Company, nor prevent the payment of interest at a rate not exceeding one per cent per annum on money lent or reasonable and proper rent of premises demised or let by any member of the company: but so that no member of the Board of Directors 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’s worth shall be given by the

Company to any member the Board of Directors, except repayment of out-of-pocket expenses an interest at the rate aforesaid on money lent or reasonable and proper rent of premises demised or let to the Company; provided that the provision last foresaid shall not apply to any payment to any company of which a member of the Board of Directors may be a member and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of the profits he/she may receive in respect of any such payment.

Any land, building or part of a building occupied by West Cork Music CLG shall be used exclusively for the purpose of the main object of the Company as set out in Clause 3 of this Memorandum.

6. LIABILITY

The liability of the members is limited. Each member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he/she is a member or within one year after he/she ceases to be a member, for payment of the debts and liabilities of the Company contracted before he/she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding one Euro.

7. WINDING UP

If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the company under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object, with the agreement of the Charities Regulatory Authority.

8. KEEPING OF ACCOUNTS

True accounts shall be kept of the sums of money received and expended by each sector of the Company and the matters in respect of which such receipt and expenditure takes place, of all sales and purchases of goods by the Company or any sector thereof and of the property credits and liabilities of the Company or any sector thereof. Once at least in every year the accounts of the Company and each sector thereof shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors. Annual audited accounts shall be kept and made available to the Revenue Commissioners and/or the Charity Regulatory Authority, on request.

9. ADDITIONS, ALTERATIONS OR AMENDMENTS

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.

Names, addresses and descriptions of subscribers:

John Horgan, 3, Carnelly Wood, Clarecastle, Co. Clare.	Human Resources Consultant
Paule Cotter, 3, Mount View Terrace, Sunday's Well, Cork.	Retired Haematologist
Donal Corcoran, 37, Melbourn Close, Donnybrook, Cork.	Retired Accountant
Evelyn Grant, 11, Summerhill South, Cork.	Broadcaster
John FitzGerald, Carrigarrery House, Lissarda, Co. Cork.	Librarian and Head of Information Services, UCC

ARTICLES OF ASSOCIATION

The provisions of the Companies Act 2014 are adopted.

1. DEFINITIONS

‘the Act’ means the Companies Act 2014.

‘the Company’ means West Cork Music CLG

‘the Directors’ means the members of the Governing Body of the Company

‘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 appears, be construed as including references to electronic mail and other forms of electronic communication, printing, lithography, photography and other modes of representing or reproducing words in 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.

2. MEMBERS

2.1 For the purpose of Registration the number of members of the Company is declared as unlimited.

2.2 The subscribers to the Constitution and such other persons as the Board of Directors shall admit to membership shall be the members of the Company.

2.3 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.

2.4 Membership of the Company shall cease:

- a) on the Member's death
- b) if the member resigns by notice in writing to the Secretary
- c) if the governing body resolve that he/she ceased to be a member and notice in writing of such declaration is given to him/her or sent to his/her last known address.

3. GENERAL MEETINGS

- 3.1 All general meetings of the Company shall be held in the state.
- 3.2 The Company shall hold a general meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board of Directors and shall specify the meeting as such in the notices calling it providing that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting and that so long as the Company holds its first Annual General Meeting within eighteen months of the date of incorporation, it need not hold it in the year of its incorporation.
- 3.3 All general meetings, other than the Annual General Meeting shall be called Extraordinary General Meetings.
- 3.4 The Board of Directors may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition or in default may be convened by such requisitions as provided by Section 1203 of the Act. If at any time, there are not within the State sufficient numbers of the Board of Directors capable of acting to form a quorum any member of the Board of Director or three members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board of Directors.
- 3.5 In case of an Extraordinary General Meeting called in pursuance of requisition no business other than that stated in the requisition as the object of the meeting shall be transacted.
- 3.6 Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution and no less than seven days'

notice in writing of every other general meeting (exclusive and in every case both the day on which it is served or deemed to be served and the day of on which it is given) specifying the place, the day and the hour of the meeting and in the case of special business the nature of the business shall be given in a manner hereinafter mentioned to such persons (including Auditors) as are under the presents or under the Act entitled to received such Notices from the Company; but with the consent of the Auditors and of all the members having the right to attend the vote threat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual general Meetings, or meetings to pass a Special Resolution, a meeting may be convened by such Notice as the members think fit.

- 3.7 Accidental omission to give notice of a meeting to, or the non-receipt of such notice by any person entitled to receive notice thereof shall not invalidate any Resolution passed, or proceeding has, at any meeting.
- 3.8 A meeting of the Company, notwithstanding that it is called by shorter notice than that specified in Article 3.6, shall be deemed to have been duly called if it is so agreed by all of the members entitled to attend and vote at the meeting, and the statutory auditors of the Company.

4. PROCEEDINGS AT GENERAL MEETINGS

- 4.1 All business deemed special that is transacted at an Extraordinary General Meeting and all business that is transacted at an Annual General Meeting shall be deemed to be special with the exception of the consideration of the Income and Expenditure Account and Balance Sheet, and Reports of the Board of Directors and the Auditors, the election of members of the Board of Directors and the appointment of, and the fixing of the remuneration of the Auditors.
- 4.2 No business shall be transacted at the General Meeting unless a quorum of the members is present at the time when the meeting proceeds to business. Save as herein otherwise provided four members personally present shall constitute a quorum.
- 4.3 If, within half an hour from the present time appointed for the holding of a general meeting, a quorum is not present, the meeting, if convened on the requisition of the

members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or on such other day as the Board of Directors may determine, and if at such adjourned meeting a quorum is not present within half an hour of the time appointed for holding the meeting, the members present shall constitute a quorum.

- 4.4 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/she is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, members of the Board of Directors present shall elect one of their number as chairperson of the meeting. But if no member of the Board of Directors is willing to act as chairperson or if no member of the Board of Directors is present within fifteen minutes after the time appointed for holding of the meeting, the members present shall choose one of their number to be chairperson of the meeting.
- 4.5 The Chairperson may, with the consent of any meeting at which a quorum is present and he/she 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 business which might have been transacted at the meeting from which the adjournment took place. Whenever the meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as the original meeting.
- 4.6 At any general meeting a Resolution put to the vote of the meeting is decided on a show of hands, unless a poll is, before, or on the declaration of the result of the show of hands demanded by the Chairperson or by at least three members present in person or by proxy, or by a 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, and unless a poll be so demanded a declaration by the Chairperson at the meeting that a Resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the Minute Book 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 the Resolution. The demand for the poll may be withdrawn.

- 4.7 Subject to the provisions of 'Article 4.9', if a poll be demanded in manner aforesaid, it shall be taken in such time and place, and in such manner, as the Chairperson of the meeting shall direct, and the result of the poll shall be deemed to be the Resolution of the meeting at which the poll was demanded.
- 4.8 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.
- 4.9 A poll demanded on the election of a chairperson, or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairperson of the meeting directs, and nay business other than that upon that which a poll has been demanded may be proceeded with pending the taking of the poll.
- 4.10 A Resolution in writing signed by all the members for the time being entitled to attend and vote on such Resolution at a General Meeting (or by 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 shall be deemed to be a Special Resolution within the meaning of the Act.

5. VOTES OF MEMBERS

- 5.1 Subject as hereinafter provided very member shall have one vote.
- 5.2 Save as herein expressly provided, no member duly registered, who shall have paid every subscription and other sum (if any) which shall be due or payable to the Company in respect of his/her membership, shall be entitled to vote on any question either personally or by proxy for another member, at a general meeting.
- 5.3 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.

- 5.4 Votes may be given personally or by proxy.
- 5.5 The instrument appointing a proxy shall be in writing under the hand of the appointee or of his/her attorney duly authorised in writing, or, if the appointee is a body corporate, either under seal or under the hand of the officer or attorney duly authorised. A proxy need not be member of the Company.
- 5.6 The instrument appointing a proxy and the power of attorney or other authority, if any, under which is signed or a notarially certified copy of that power of attorney shall be deposited at the Registered Office of the Company 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 later than 48 hours before the time appointed for taking the poll and in default the instrument of proxy shall not be treated as valid.
- 5.7 An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit.

West Cork Music CLG,

I,

Of,

Being a member of the above named Company hereby appoint

of, or failing him/her

of, as my proxy to vote for me on my behalf at the (annual or extraordinary as the case maybe) general meeting of the Company to be held on the day of and any adjournment thereof.

As witness my hand this day of.....20....

In favour of the Resolution

Against the Resolution

Strike out whichever is not desired.

Unless otherwise instructed, the proxy will vote as he/she thinks fit.

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

6. BODIES CORPORATE ACTING BY REPRESENTATIVES AT MEETINGS

- 6.1 Any Body Corporate which is a member of the Company may by resolution of its directors or other board of directors authorise such persons as it thinks fit to act as its representative at any Annual General or Extraordinary General Meeting of the Company, and the persons so authorised shall be entitled to exercise the powers on behalf of the body corporate which it could exercise if it were an individual member of the Company.

7. BOARD OF DIRECTORS

- 7.1 The first Board of Directors shall be appointed by the Subscribers to the Memorandum of Association, and they shall hold office until the first Annual General Meeting of the Company at which they shall retire but be eligible for re-election.
- 7.2 At every subsequent Annual General Meeting one third of the directors for the time being, or if their number is not three or a multiple of three, the number nearest one third shall retire from office. Subject to regulation 7.3 a retiring director shall be eligible for re-election. The members of the first Annual General Meeting and each subsequent Annual General Meeting shall elect a Board of Directors. The directors to retire each year shall be those who have been the longest in office since the last election, but as between persons who became directors on the same day, those to retire (otherwise they agree among themselves) be determined by lot. The Company, at the meeting at which a director retires in the manner aforesaid, may fill the vacated office by electing a person thereto, and in default the retiring director shall, if offering himself/herself for re-election, subject to regulation 7.3, be deemed to have been re-elected unless a resolution for the re-election of such director has been put to the meeting and lost.
- 7.3 With effect from the *2021 Annual General Meeting [Date]* and thereafter no board member retiring by rotation in accordance with Article 7.2 shall be eligible for re-election to the board where such board member has served no more than two

consecutive five year terms prior to the Annual General Meeting at which he / she is due to retire by rotation.

7.4 A retiring Director shall be eligible for re-election upon the expiration of five years from the date on which that Director, retired, resigned-or-was removed from the Board.

7.4 The Board of Directors shall consist of not less than five and not more than twelve members including a Chairperson. The first Board of Directors shall elect the aforementioned Chairperson and the Chairperson shall hold his/her position until after the first Annual General Meeting at which he/she shall retire but shall be eligible for re-election. The members of the first Annual General Meeting shall decide whether they or the Board of Directors should elect the position of Chairperson of the Board of Directors and their decision shall regulate the election of all future Director and Officers. The Chairperson shall hold office for a period of three years from the date of appointment and, if agreeable to continue, the Chairperson may be appointed for one other term of three years.

7.5 The Board of Directors shall appoint a Company Secretary who may be one of the directors.

Anything required or authorised to be done by or to the Company Secretary may, if the office is vacant or there is for any other reason no company secretary capable of acting, be done by or to any assistant secretary or deputy secretary capable of acting, by or to any officer of the Company authorised generally or specially in that behalf by the Board of Directors.

Subject to Section 25 of the Act, the Secretary shall be appointed by the Directors of the Company for such term and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

The Directors of the Company shall have a duty to ensure that the person appointed as secretary has the skills or resources necessary to discharge his or her statutory and other duties.

7.6 The business of the Company shall be managed by the Board of Directors who may pay all expenses incurred in promoting and registering the Company, and 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 Board of Directors which would have been valid if that direction had not been given.

- 7.7 The Board of Directors may meet together for the dispatch of business, or adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meetings shall be decided by a majority of votes. In case of votes the Chairperson shall have a further or casting vote. Two Directors may, and the Secretary shall on the requisition of two Directors summon a meeting of the Board of Directors. Any member not present in the Irish Republic shall not be entitled to receive notice.
- 7.8 The Board of Directors may from time to time make, vary and repeal bye-laws for the regulation of the affairs of the Company and the conduct of its officers, servants and members and such bye-laws may prescribe the subscription to be paid by members and associates and the privileges to be enjoyed by any class of members provided that no bye-law shall be made which is inconsistent with the provisions of the Companies Act or the Memorandum and Articles of Association for the time being of the Company or which could amount to such an addition to or alteration of these Articles as could legally only be made by Special Resolution passed and confirmed in accordance with the Companies Act 2014.
- 7.9 The Board of Directors may delegate any of its powers to Committees consisting of such member or members of the Board as they think fit, and any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board of Directors. The meetings and proceedings of any such committees shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board of Directors so far as applicable and so far as the same shall not be superseded by any Resolution made by the Board of Directors.
- 7.10 The quorum necessary for the transaction of the business of the Board of Directors may be fixed by the Board and unless so fixed shall be four.

- 7.11 The continuing Board of Directors may act notwithstanding any vacancy in their body, but if and so long as their number is below the number fixed by the Regulations of the Company as the necessary quorum of the members of the Board of Directors, the continuing members of the Board of Directors Board of Directors may act for the purpose of summoning a General Meeting of the Company but for no other purpose.
- 7.12 All acts done at a meeting of the Board of Directors or by any person acting as a member of the Board of Directors or any Subcommittee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such person acting as aforesaid, or that he/she or any of the Board of Directors was disqualified be as valid as if every such person had been duly appointed.
- 7.13 The Board of 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 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 provision 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/her.
- 7.14 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts of monies paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any such person or persons and in such manner as the Board of Directors shall from time to time by Resolution determine.
- 7.15 The Board of 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 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.
- 7.16 The Board of Directors shall cause proposer Minutes to be made of all appointments of officers made by the Board and of proceedings of all meetings of the Company and of the Board of Directors and all business transacted at such meetings, and any such

Minutes of any meeting, if purporting to be signed by the Chairperson of such meeting, or by the Chairperson of the next succeeding meeting shall be sufficient evidence without further proof of the facts therein stated.

- 7.17 A resolution in writing signed by all the members for the time being of the Board of Directors or any committee of the Board who are entitled to receive notice of a meeting of the Board of Directors or of such Committee shall be valid and effectual as if it had been passed at a meeting of the Board of Directors or such Committee duly convened and constituted.
- 7.18 No remuneration shall be payable under any circumstances to any members of the Board of Directors in respect of their service on the Board, or on any Committee of members of the Board to which the Board may delegate powers under Article 7.8.
- 7.19 The Board of Directors may at any time appoint any member of the Company to be a member of the Board but only to fill a casual vacancy and provided that the prescribed maximum is not thereby exceeded. Any member so appointed shall retain his/her office only until the next Annual General Meeting but shall be eligible for re-election.

8. DISQUALIFICATION OF MEMBERS OF THE BOARD OF DIRECTORS

- 8.1 The office of a member of the Board of Directors Body shall be vacated if such member:
- a) Hold any office of profit under the Company
 - b) Is adjudged bankrupt in the State or in Northern Ireland or in Great Britain or makes any arrangement or composition with his/her creditors generally; or
 - c) Becomes prohibited from being a member of the Board by reason of any Order under section 132 of the Act: or
 - d) Becomes of unsound mind; or
 - e) Resigns his/her office, by notice in writing to the Company; or
 - f) Is convicted of an indictable offence unless the members of the Board of Directors otherwise determine.

9. THE SECRETARY

9.1 The Secretary shall be appointed by the Company in the manner set out in Article 7.5.

10. THE SEAL

10.1 The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors in the presence of at least two Directors and of the Secretary or in the absence of the Secretary to such other person as shall be appointed for the purpose by the Board and the said members and the Secretary or other person as aforesaid shall sign every instrument to which the seal shall be so affixed in their presence, and favour of any purchaser or person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact the Seal has been properly affixed.

11. ACCOUNTS

11.1 The Board of 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
- c) The assets and liabilities of the Company

Proper books of account 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.

The books of account shall be kept at the office, or subject to section 283 of the Act, at such other place as the Board of Directors think fit, and shall at all reasonable times be open to the inspection of any member of the Board.

11.2 The Board of 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 should be opened to the inspection of members, not being members of the Board and no member (not being a member of the Board) shall have any right of inspecting any account or book or document of the Company except as conferred by Statute or authorised by the members of the Board or by the Company in General Meeting.

- 11.3 At the Annual General Meeting in every year the Board of Directors shall lay before the Company a proper Income and Expenditure Account for the period since the last preceding Account (or in the case of the first account since the incorporation of the Company) made up to a date not more than eight months before such meeting together with a proper Balance Sheet made up to the same date. Every such Balance Sheet shall be accompanied by proper Reports of the Board and Reports (all of which should be framed in accordance with the Statutory requirements for the time being in force) and any of other documents required by law to be annexed or attached thereon or to accompany the same shall not less than 21 clear days before the date of the meeting, be sent to the Auditors and to all persons entitled to receive notice of General Meetings in the manner in which Notices are hereinafter directed to be served. The Auditor's report shall be open to inspection and to be read before the meeting.

12. AUDIT

- 12.1 Auditors shall be appointed and their duties regulated in accordance with sections 380-393 of the Act, the members of the Company being treated as shareholders mentioned therein.

13. NOTICE

- 13.1 A notice may be served by the Company upon any Member either personally or by sending it through the post in a prepaid letter or by electronic mail or other means of electronic communication, addressed to such member at his/her address as appearing in the register of members or to the electronic mail addresses supplied to the Secretary by the Members. The Board may also from time to time decide on other electronic forms of notice agreeable to Members.

- 13.2 Any member described in the Register of Members by an address not within the Republic of Ireland who shall from time to time give the Company an address within the Republic of Ireland at which Notices may be served upon him/her, shall be entitled to have notices served upon him/her at such addresses, but, as aforesaid only those members who are described in the Register of Members by an address within the Republic of Ireland shall be entitled to receive Notices from the Company.
- 13.3 Any Notice, if served by the post, shall be deemed to have been served on the day following the same is put into the post, and in providing such service it shall be sufficient to prove that the letter containing the Notice was properly addressed and put into the Post Office/other mail carrier as a prepaid letter. Any letter sent by electronic mail shall be deemed to have been received on the day following it is sent.

14. DISSOLUTION

- 14.1 Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have the effect as if the provisions thereof were repeated in these Articles.