

COMPANIES ACTS, 2014

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM
and
ARTICLES OF ASSOCIATION
of

BARNSTORM THEATRE COMPANY COMPANY LIMITED BY GUARANTEE

Messrs. Reidy & Foley,
Solicitors,
Parliament House,
Kilkenny

(Copy)
No. 207688

CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY that BARNSTORM THEATRE COMPANY
is this day Incorporated under the Companies Acts, 1963 to 2012 and that the Company is
Limited.

GIVEN under my hand at Dublin, this 1st day of
October One thousand nine hundred and ninety three.

Fees and Deed Stamps £ 165.00

COMPANIES ACT 2014

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

CONSTITUTION
of

BARNSTORM THEATRE COMPANY COMPANY LIMITED BY GUARANTEE.

MEMORANDUM OF ASSOCIATION

1. The name of the Company is **BARNSTORM THEATRE COMPANY COMPANY LIMITED BY GUARANTEE**
2. The Company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.
3. The main object for which the Company is established is:
 - (a) To benefit the community and advance education in the arts in Ireland as defined in the Arts Acts 1951, 1973 and 2003; through the development, promotion and operation of a Kilkenny based Theatre Company, which provides access to children, young people and the wider community to theatre, drama and outreach theatre projects nationwide.
4. To the extent that the same are essential or ancillary to the promotion of the main object of the Company as heretofore set out, the Company may exercise the following powers:
 1. (a) To solicit and accept grants, donations and any other form of voluntary contributions, and to administer, manage and expend such funds or other contributions in furtherance of the objects of the Company.
 1. (b) To furnish and provide the Company's property with such furniture, implements, machinery and conveniences as the Company may think desirable.
 1. (c) To raise funds and help raise funds for any charitable purpose.
 1. (d) To provide places and facilities for curricular and extra curricular activities for pupils of the Schools of the Parish.
 1. (e) To carry on any business which may seem to the Company capable of being conveniently carried on in connection with the above main object calculated directly or indirectly to enhance the value of or render profitable any of the Company's property, rights or interests.

2. To carry on the business of a trust and investment Company and to invest the funds of the Company in or upon or otherwise acquire, hold and deal in securities and investments of every kind.
3. 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.
4. To acquire by purchase, exchange, lease, fee farm grant or otherwise, either for an estate in fee simple or for any less estate or interest, whether immediate or reversionary, and whether vested or contingent, any lands, tenements or hereditaments of any tenure, whether subject or not to any charges or encumbrances and to hold and farm and work or manage or 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.
5. To undertake the office of trustee, 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 and agency business either gratuitously or otherwise.
6. To take part in the management, supervision or control of the business or operations of any company or undertaking, and for that purpose to appoint and remunerate any accountants or other experts or agents.
7. To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) of the Company, or all such methods, the performance of the obligations of and the repayment or payment of the principle amounts and interest of any person, firm or company or the dividends or interest of any securities, including (without prejudice to the generality of the foregoing) any company which is the Company's holding company or a subsidiary or associated company.
8. To carry on and undertake any business, transaction or operation commonly carried on or undertaken by financial agents, financiers, underwriters, concessionaires, contractors for public and other works or merchants.
9. To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above main objects.
10. To purchase or otherwise acquire and carry on the whole or any part of the business, property, goodwill and assets of any company carrying on or proposing to carry on any business which the Company is authorised to carry on or which can be conveniently carried on in connection with the same, or may seem calculated directly or indirectly to benefit the Company, or possessed of property suitable for the purposes of the Company,

and as part of the consideration for any of the acts or things aforesaid or property acquired to undertake all or any of the liabilities of such company or to acquire an interest therein, amalgamate with or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition or for mutual assistance with any such company and to give, issue or accept cash or any shares, debentures or securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received.

11. To promote any company for the purpose of acquiring all or any of the property or liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of or render more profitable any property, assets or business of the Company, or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

12. To accumulate capital for any of the purposes of the Company, and to appropriate any of the Company's assets to specific purposes, either conditionally or unconditionally. Prior permission to be obtained from the Revenue Commissioners where it is intended to accumulate funds for a period in excess of two (2) years.

13. To apply for and obtain any legislative, municipal or other acts or authorisations for enabling the Company to carry its main objects into effect or for any extension or alteration of its powers, or for effecting any modification of the Company's constitution, 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 Company's interest.

14. To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, or company that may seem conducive to the Company's main objects and to obtain from any such government, authority or company, any charters, contracts, decrees, rights, privileges and concessions, and to carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges and concessions.

15. To raise or borrow money, and to secure the payment of money by the issue of or upon debentures or debenture stock, perpetual, terminable or otherwise, or bonds or other obligations, charged or not charged upon, or by mortgage, charge, hypothecation, lien or pledge of the whole or any part of the undertaking, property, assets and rights of the Company, both present and future, and generally in such other manner and on such terms as may seem expedient, and to issue any of the Company's securities, for such consideration and on such terms as may be thought fit, including the power to pay a proportion of the profits of the Company by way of interest on any money so raised or borrowed; and also by a similar mortgage, charge, hypothecation, lien or pledge, to secure and guarantee the performance by the Company of any obligation or liability it may undertake, and to redeem or pay off any such securities.

16. To create, maintain, invest and deal with any reserve or sinking funds for redemption of obligations of the Company, or for depreciation of works or stock, or any other purpose of the Company.

17. 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 provident and benefit funds for the benefit of any persons employed by the Company and to subscribe or guarantee money for charitable objects.

18. To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object, or for any exhibition.

19. To promote freedom of contract and to resist, insure against, counteract and discourage interference therewith, to join any lawful federation, union, association or party and to contribute to the funds thereof, or do any other lawful act or thing with a view to preventing or resisting directly or indirectly any interruption of or interference with the Company or any other trade or business or providing or safeguarding against the same, or resisting or opposing any strike movement or organisation which may be thought detrimental to the interests of the Company or its employees and to subscribe to any association or fund for any such purposes.

20. To procure the Company to be registered or recognised in any foreign country, colony, dependency or place.

21. To pay all or any expenses of, incidental to or incurred in connection with the formation and incorporation of the Company and the raising of its loan capital, or to contract with any person or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any debentures or securities of the Company.

22. To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees or otherwise, and either by or through trustees, agents, sub-contractors or otherwise and either alone or in partnership or conjunction with any person or company, and to contract for the carrying on of any operation connected with the Company's business by any person or property.

23. To do all such other things as may be deemed incidental or conducive to the attainment of 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 other body of persons, whether incorporated or not incorporated, and whether domiciled in Ireland or elsewhere, and words denoting the singular number only shall include the plural number and *vice versa* and the intention is that the objects specified in each paragraph of this Clause shall, except where otherwise expressed in such paragraph, be in nowise restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

5. The liability of the members is limited.

6. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year afterwards, for payment of the debts and liabilities of the Company contracted before he ceases to be a member and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding One Euro.

7. Income and Property

The income and property of the Company shall be applied solely towards the promotion of its 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 the members of the Company. No charity trustee 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 of the Company (not being a charity trustee) for any services rendered to the Company;
- b) interest at a rate not exceeding 1% above Euro Interbank Offered Rate (Euribor) per annum on money lent by charity trustee 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 charity trustee) to the Company;
- d) reasonable and proper out-of-pocket expenses incurred by any charity trustee 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 charity trustee may be a member holding not more than one hundredth part of the issued capital of such company.
- f) Payment by the company to a person pursuant to an agreement entered into in compliance with section 89 of the Charities Act, 2009 (as for the time being amended, extended or replaced).

8. Additions, alterations or amendments

The organisation must ensure that the Charities Regulator has a copy of its most recent governing instrument. If it is proposed to make an amendment to the Governing Instrument of the organisation 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.

9. 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, 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 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 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 shall 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.

10. Keeping of Accounts

Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.

WE, the several persons whose names and addresses are subscribed, wish to be formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS
Philip Hardy, High Street, Inistioge, Co. Kilkenny - Theatre Director
Orla Moloney, 26 Dukesmeadows, Kilkenny - Youth Worker
Emer Foley, 48 Mount Verdant, Greenshill, Kilkenny - Solicitor
John Keane, Lousybush, Kilkenny - Journalist
Gerald Moran, Cootes Lane, Kilkenny - Teacher
Susan Nunn, Ballyduff Mill, Thomastown, Co. Kilkenny - Journalist
Bernadette O'Hara, Ardilaun, Greensbridge, Kilkenny - Actor

Dated this 20th day of September, 1993 ,

Witness to the above Signatures: Carmel Duggan, Solicitors Apprentice,
Drangan, Co. Tipperary

COMPANIES ACT 2014

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

-

ARTICLES OF ASSOCIATION

of

BARNSTORM THEATRE COMPANY COMPANY LIMITED BY GUARANTEE

INTERPRETATION

1. In these Articles:-

“the Act” means the Companies Act, 2014 and any statutory amendment(s) thereof.

“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(s) or body corporate 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 by the Company.

OPTIONAL PROVISIONS OF THE ACT

2. To the extent that they are omitted from or modified by these articles, the optional provisions of the Act, as defined in Section 1177(2) thereof, are hereby excluded or modified, as the case may be.

ALTERATIONS OF THE CONSTITUTION

3. Subject to the provisions of the Act, and the provisions of this constitution, the Company may by special resolution alter either or both its memorandum and articles of association. Any alteration or addition so made shall be as valid as if originally contained therein.

MEMBERS

4. The number of member with which the Company proposes to be registered is 7 but the Directors may from time to time register an increase in the number of members.
5. The members of the Company shall be the subscribers and such persons [or bodies] as the Board shall admit to membership in accordance with these articles, and whose names are entered on the register of members of the Company.
6. 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.

TERMINATION OF MEMBERSHIP

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

OBLIGATIONS OF MEMBERS

10. Every member shall, as a continuing condition of membership, be bound by the provisions of the constitution of the Company and any amendment thereof, and shall observe all (if any) any rules or regulations made from time to time by the Company in general meeting or by the Board.

GENERAL MEETINGS OF MEMBERS

11. The Company shall in each year hold a general meeting as its annual general meeting, in addition to any other meetings in that year and shall specify the meeting as such in the notice 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. So long as the Company holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year.
12. The business of the annual general meeting shall include:

- (a) consideration of the Company's statutory financial statements and the report of the directors, together with 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;
 - (d) the election and re-election of directors;
 - (e) the appointment or re-appointment of statutory auditors;
 - (f) the remuneration of the directors.
13. All general meetings of the Company, other than annual general meetings, shall be known as "extraordinary general meetings".
14. The Board may, whenever it thinks fit, convene an extraordinary general meeting and extraordinary general meetings may also be convened as provided by Section 1203 of the Act. If at any time there are not sufficient directors in Ireland capable of acting to form a quorum, any director or any member of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.
15. General meetings of the Company shall be held in the State at such time and at such place as the Board shall appoint.
16. A meeting, other than an adjourned meeting shall be called, in the case of an annual general meeting or an extraordinary general meeting for the passing of a special resolution, by not less than 21 days' notice, and in the case of any other extraordinary general meeting, by not less than 7 days' notice. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given. It shall be given in the manner specified in these articles to such persons as are under these articles entitled to receive such notices from the Company.
17. The notice of a general meeting shall specify –
- a) the place, the date and the time of the meeting;
 - b) the general nature of the business to be transacted at the meeting;
 - c) in the case of a proposed special resolution, the text or substance of the resolution.
18. The statutory auditors of the Company shall be entitled to:
- a) attend any general meeting of the Company;
 - b) receive all notices of, and other communications relating to any general meeting which any member of the Company is entitled to receive;
 - c) be heard at any general meeting which they attend, on any part of the business of the meeting which concerns them as statutory auditors.
19. A meeting of the Company, notwithstanding that it is called by shorter notice than that specified at article 16, shall be deemed to have been duly called if it is so agreed by all of the members entitled to attend and vote at the meeting, and the statutory auditors of the Company.
20. No business shall be transacted at any general meeting unless a quorum of members is

present at the time when the meeting proceeds to business. Three (3) members present in person shall be a quorum.

21. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
22. The chairperson of the Board shall preside as chairperson at every general meeting of the Company. If he or she 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 chairperson of the meeting.
23. The chairperson may with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting) adjourn the meeting from time to time and from place to place.
24. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.

VOTES OF MEMBERS

25. Where a matter is being decided (whether on a show of hands or on a poll) every member present shall have one vote.
26. A vote shall take place on a show of hands, unless a poll is demanded before or on the declaration of the result of a show of hands.
27. A demand for a poll may be made by –
 - a) the chairperson of the meeting; or
 - b) at least three members present in person; or
 - c) any members present in person representing not less than 10% of the voting rights of members entitled to vote at the meeting.
28. Unless a poll is demanded, a declaration by the chairperson that a resolution has on a show of hands been carried, or lost, an entry to that effect in the minutes of the meeting 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.
29. If a poll is demanded it shall be taken in such manner as the chairperson directs and the result of the poll shall be deemed to be the resolution, in relation to the matter concerned, of the meeting at which the poll was demanded.
30. Where there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting shall be entitled to a second or casting vote.

31. No member shall be entitled to vote at a meeting of members of the Company if there are monies due and outstanding by such member to the Company.
32. No objection shall be raised to the qualification to vote of any voter except at the meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairperson of the meeting whose decision shall be final and conclusive.

BODIES CORPORATE ACTING BY REPRESENTATIVES AT MEETINGS

33. Any body corporate which is a member of the Company may by resolution of its directors or other governing body authorise such persons 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.

RESOLUTIONS

34. Notwithstanding article 16, a special resolution may be proposed and passed as a special resolution at a meeting of which less than 21 days' notice has been given, if the conditions specified in section 191 of the Act are satisfied.
35. The terms of any resolution (whether special or otherwise) before a general meeting may be amended by ordinary resolution at the meeting, provided that the resolution, as amended, will still be such that adequate notice of the same can be deemed to have been duly given.
36. Subject to compliance with the conditions in section 193 of the Act, a resolution in writing signed by all the members for the time being entitled to attend and vote on such resolution at a general meeting shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held, and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act.
37. When a resolution is passed at an adjourned general meeting, it will be treated as having been passed on the date of that meeting and not on any earlier date.

MINUTES OF GENERAL MEETINGS

38. The Company shall, as soon as may be after the holding of a meeting, cause minutes of the proceedings of the meeting and the terms of all resolutions to be entered in books kept for the purpose. All such books shall be kept in the same place.
39. Any minute referred to in article 38, if purporting to be signed by the chairperson of the meeting at which the proceedings were had, or the chairperson of the next succeeding meeting, shall be evidence of what occurred at the meeting.

THE BOARD OF DIRECTORS

40. The Company shall have a minimum of 5 and a maximum of 12 directors. Within this range, the Board may from time to time by ordinary resolution increase or reduce the number of directors.
41. Vacancies for the position of director shall be filled by election at the annual general meeting of the Company
42. No person may be a director of the Company unless he or she has attained the age of 18 years.
43. Any purported appointment of a director without that person's consent shall be void.
44. At a general meeting of the Company, a motion for the appointment of two or more persons as directors by a single resolution shall not be made, unless a resolution that it shall be so made has first been agreed to by the meeting without any vote being given against it.
45. The Board shall have the power at any time and from time to time, to co-opt a person to be a director to fill a casual vacancy arising in the number of elected directors. Any director so appointed shall hold office only until the next annual general meeting and shall be eligible for election thereat.

ROTATION OF DIRECTORS

46. At the annual general meeting of the Company in each year, one-third of the directors for the time being, or, if their number is not 3 or a multiple of 3, then the number nearest one third shall retire from office.
47. The directors to retire in every year shall, subject to article 48, be those persons 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 agree otherwise among themselves) be determined by lot.
48. A retiring director shall be eligible for re-election for a further term or terms of office which, when aggregated with the terms already served, shall not exceed six years, but not for any longer period. A "year" for this purpose shall mean the period from one annual general meeting of the Company to the next. A retiring director may be re-elected to the Board after a period of three years has passed.

REMOVAL OF DIRECTORS

49. The Company may by ordinary resolution remove a director before the expiration of his or her period of office. Such a resolution shall not be effective unless the provisions of section 146 of the Act are observed.
50. A vacancy created by the removal of a director under this article may be filled at the meeting at which he or she is removed and, if not so filled, may be filled as a casual vacancy.

VACATION OF OFFICE

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

SECRETARY

52. The Company shall have a Secretary, who may be one of the directors.
53. The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any Secretary so appointed may be removed by it.
54. Without derogating from the applicable statutory and other legal duties, the duties of the Secretary shall be those delegated to the Secretary from time to time by the Board.
55. The directors shall ensure that the Secretary has the skills or resources necessary to discharge the statutory and other duties associated with the position, including to maintain (or to procure the maintenance of) the Company records (other than accounting records) required to be kept in relation to the Company.

REGISTER OF DIRECTORS AND SECRETARIES

56. The Company shall keep a register of its directors and secretaries, and shall enter in the register the information specified in Section 149 of the Act.

POWERS AND DUTIES OF DIRECTORS

57. The business of the Company shall be managed by the Board, which 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 , by special resolution⁴⁸, 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 which would have been valid if that direction had not been given.

58. The Board may exercise all powers of the Company to borrow money and to mortgage or charge its undertaking, property and assets or any part thereof.
59. The Board may delegate any of its powers to such person or persons as it thinks 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 Board.
60. The Board may from time to time and at any time by power of attorney appoint any Company, firm or person or body of persons, to be the attorney or attorneys of the Company for such purposes and with such powers authorities and discretions (not exceeding its own powers) and for such period and subject to such conditions as the Board thinks fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him or her.
61. All cheques and other negotiable instruments, and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed by such person or persons and in such manner as the Board shall from time to time determine.

PROCEEDINGS OF DIRECTORS

62. The directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.
63. Questions arising at any meeting of the directors shall be decided by a majority of votes and where there is an equality of votes, the chairperson shall have a second or casting vote.
64. A director may, and the Secretary on the requisition of a director shall, at any time, summon a meeting of the directors.
65. The quorum necessary for the transaction of the business of the Board may be fixed by the directors and, unless so fixed, shall be 2.
66. The directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to these articles as the necessary quorum of directors, the continuing director or directors may act for the purpose of increasing the number of directors to that number of or summoning a general meeting of the Company, but for no other purpose.
67. The directors may elect a chairperson of the Board and determine the period for which he or she is to hold office, but if there is no such chairperson or, if at any meeting the chairperson is not present within 15 minutes after the time appointed for holding it, the directors present may choose one of their number to be chairperson of the meeting.
68. The directors may establish one or more committees consisting of members of the Board. A committee so established may elect a chairperson of its meetings; if no such chairperson is elected or, if at any meeting the chairman is not present within 15

minutes after the time appointed for holding it, the members of the committee present may choose one of their number to be chairperson of the meeting.

69. A committee may meet and adjourn as it thinks proper. Questions arising at a committee meeting shall be determined by a majority of votes of the members present, and when there is an equality of votes, the chairman shall have a second or casting vote.
70. A resolution in writing signed by all of the directors of the Company, or by all of 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.
71. A meeting of the directors or of a committee referred to in article 68 may consist of a conference between some or all of the directors or, as the case may be, members of the committee, who are not all in one place but each of whom is able (directly or by means of telephonic, video or other electronic communication) to speak to each of the others and to be heard by each of the others. Such a meeting shall be deemed to take place where the chairperson of the meeting then is.

CONFLICT OF INTEREST

72. 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 a meeting at which the matter is considered.
73. A director who is in any way, directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his or her interest at the Board meeting at which the question of entering into the contract is first raised, or at the next meeting held after he or she became so interested.
74. A copy of every declaration shall, within 3 days of making it, be entered into the register of disclosable interests maintained by the Company.

MINUTES OF MEETINGS

75. The Company shall cause minutes to be entered in books kept for that purpose of –
 - a) all appointments of officers made by the 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.
76. 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.
77. 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.

78. Where minutes have been made in accordance with articles 75 to 77 inclusive, then, until the contrary is proved
- a) the meeting shall be deemed to have been duly held and convened;
 - b) all proceedings had at the meeting shall be deemed to have been duly had;
 - c) all appointments of officers made by its directors at the meeting shall be deemed to be valid.

AUDIT COMMITTEE

79. The Board may establish an audit committee, constituted as it shall think fit.
80. The responsibilities of an audit committee shall include:
- a) The monitoring of the financial reporting process;
 - b) The monitoring of the effectiveness of the Company's systems of internal control, internal audit and risk management;
 - c) The monitoring of the statutory audit of the Company's financial statements;
 - d) The review and monitoring of the independence of the statutory auditors and the provision of additional services to the Company.
81. If an audit committee is established, any proposal of the Board with respect to the appointment of statutory auditors to the Company shall be based on a recommendation made to the Board by the audit committee.

REMUNERATION OF DIRECTORS

82. Directors shall not be remunerated for acting as such.
83. Subject to compliance with any rules or protocols laid down by the Board, directors may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board, any committee established by the Board, general meetings of the Company, or otherwise incurred in connection with attending to the business of the Company.

USE OF COMPANY PROPERTY BY DIRECTORS

84. No director shall use Company property for his or her own use or benefit **SAVE HOWEVER** that de minimis use of Company property may be made by a director for the exclusive purpose of carrying out his or her duties as a director, when such use is sanctioned at a meeting of the Board.

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

85. Any director may act by himself or herself, or his or her firm, in a professional capacity for the Company, and shall be entitled to remuneration for professional services

rendered, as if he or she were not a director.

ACCOUNTS

86. The Company shall keep or cause to be kept adequate accounting records in accordance with Chapter 2 of Part 6 of the Act.
87. The accounting records shall be kept on a continuous basis and shall be sufficient to explain the Company's transactions and facilitate the preparation of financial statements that give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company.
88. The accounting records shall include:
 - a) entries from day to day of all monies received and expended by the Company;
 - b) a record of the assets and liabilities of the Company;
 - c) a record of all transactions whereby goods are purchased and sold;
 - d) a record of all transactions whereby services are provided or purchased by the Company.
89. The Company's financial records shall be kept at the Registered Office or at such other place as the Board shall direct.
90. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the financial statements and accounting records of the Company shall be open to inspection of its members, not being directors of the Company.
91. The Board shall from time to time in accordance with the provisions of Part 6 of the Act cause to be prepared and to be laid before the annual general meeting of the Company such financial statements and reports of the directors and statutory auditors as are required by those provisions to be laid before the annual general meeting.

AUDIT

92. Statutory auditors shall be appointed by the Company and their duties regulated in accordance with Part 6 of the Act.⁶²
93. The Board shall arrange for the statutory financial statements of the Company for each financial year to be audited by the statutory auditors.

SEAL

94. The Company shall have a common seal that states the Company's name in legible characters.
95. The seal shall be used only on the authority of the Board, and every instrument to which the seal shall be affixed shall be signed by a director and shall be countersigned by the Secretary or by a second director or by some other person appointed by the Board for the purpose.

NOTICES

96. A notice convening a general meeting shall be delivered by the Company to every person entitled to attend the same by hand/courier, by sending it by post to him or her to his or her registered address, or, in the event that the intended recipient has authorised it in writing, by fax or e-mail to the fax number or e-mail address provided by the intended recipient.
97. A notice of any other description, including a notice convening a Board meeting may be delivered by hand/courier, by ordinary pre-paid post, by fax or by e-mail.
98. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been received at the expiration of 24 hours after the letter containing the same is posted. Where a notice is served by fax or e-mail, the service shall be deemed to have been effected at the expiration of 24 hours after the fax or e-mail has been sent, unless there is a notified failure or error in delivery in that period.
99. The accidental omission to give notice of any meeting convened pursuant to these articles, or the non-receipt of such notice by any person entitled to receive notice shall not invalidate the proceedings at that meeting.
100. Notice of every general meeting shall be given in the manner herein before authorised to: every member, every director, the Secretary and the statutory auditor for the time being of the Company.

INDEMNITY

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

INSURANCE

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Philip Hardy, High Street, Inistioge, Co. Kilkenny - Theatre Director

Orla Moloney, 26 Dukesmeadows, Kilkenny - Youth Worker

Emer Foley, 48 Mount Verdant, Greenshill, Kilkenny - Solicitor

John Keane, Lousybush, Kilkenny - Journalist

Gerald Moran, Cootes Lane, Kilkenny - Teacher

Susan Nunn, Ballyduff Mill, Thomastown, Co. Kilkenny - Journalist

Bernadette O'Hara, Ardilaun, Greensbridge, Kilkenny - Actor

Dated this 20th day of September, 1993 ,

Witness to the above Signatures: Carmel Duggan, Solicitors Apprentice,
Drangan, Co. Tipperary