

Companies Act, 2014
Constitution
of
Pavilion Theatre Management Company Limited by Guarantee

MEMORANDUM OF ASSOCIATION

1. Name and Company Type

- (a) The name of the company is the Pavilion Theatre Management Company Limited by Guarantee (the “**Company**”).
- (b) The Company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.

2. Main Object

The main object for which the Company is established is to develop, manage, fund, promote, and operate the Pavilion Theatre, Dún Laoghaire (the “**Theatre**”) on behalf of Dún Laoghaire-Rathdown County Council for the benefit of the community.

3. Ancillary Objects

As objects incidental and ancillary to the attainment of the main object, the Company shall have the following ancillary objects:

- (a) to develop and maintain an awareness of the Theatre’s responsibilities to its stakeholders which include audiences, funding agencies, artists, arts and cultural groups, paid and voluntary staff, the community of Dún Laoghaire-Rathdown in general, and any creditors and sponsors; and
- (b) to promote civic pride in the administrative area of Dún Laoghaire-Rathdown County Council through the advancement of artistic and cultural activity, including, but not limited to, performances within the Theatre of drama, art, music, opera and ballet, film shows and literary readings.

4. Powers

To the extent that the same are essential or ancillary to the promotion or attainment of the main objects of the Company as heretofore set out, the Company may exercise the following powers:

- (a) to develop the policy of the Company and to formalise strategies and plans to achieve such policies;
- (b) to appoint staff for the Theatre and to employ such persons as employees;
- (c) to raise funds and receive contributions from any person or persons, company or association by way of subscription, donations or otherwise;
- (d) to purchase or otherwise acquire plant, machinery, fixtures, fittings and all other effects of every description;
- (e) to apply for registration of any patents, rights, copyrights, licences and the like;
- (f) to borrow or raise money on such terms and on such security as may be thought fit with such consents as are required by law and where authorised by Dún Laoghaire-Rathdown County Council;
- (g) to take and accept any gift of money, property or other assets whether subject to any special trust or not;
- (h) to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Company in the form of donations, subscriptions, or otherwise;
- (i) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- (j) to invest monies of the Company not immediately required for its purpose in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;
- (k) to accumulate capital for any purpose of the Company and to appropriate any of the Company's assets to specific purposes, either conditionally or unconditionally **SAVE HOWEVER** that prior permission shall be obtained from the Revenue Commissioners when it is intended to accumulate funds for a period in excess of two years;
- (l) to make any donations in cash or assets or establish or support or aid in the establishment or support of, and to lend money (with or without security) to or for, any charitable associations or institutions;
- (m) to undertake and execute charitable trusts;

- (n) to engage and pay any person or persons whether on a full time or part-time basis or whether as consultant or employee to supervise, organise, carry on the work of and/or advise the Company and, subject to the provisions of clause 3 hereof, to make any reasonable and necessary provisions for the payment of salaries, gratuities, emoluments and pensions and superannuation to or on behalf of employees, provided that the same shall not exceed that provided by a pension scheme covered by Part 30 of the Taxes Consolidation Act, 1997; that such a pension scheme had been operated by the Company and the beneficiary has been a member of the scheme while employed by the Company;
- (o) to amalgamate with any companies, institutions, societies or associations which shall be charitable by law and have objects altogether or mainly similar to those of the Company and prohibit payment of any dividend or profit to and the distribution of any of their assets among the Members at least to the same extent as such payments or distributions are prohibited by this Constitution;
- (p) to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the company;
- (q) to acknowledge and comply with the terms of the deed of covenant and charge to be made between the Minister for Culture, Heritage and the Gaeltacht and Dún Laoghaire-Rathdown County Council;
- (r) to co-operate with the Minister for Culture, Heritage and the Gaeltacht and An Comhairle Ealaíon/The Arts Council, their successors and assigns and all other necessary parties, on plans to provide facilities and opportunities for the organisation of artistic and cultural events, and to maintain a centre for holding, on the Theatre premises, workshops, exhibitions, conferences and performance of all kinds, especially theatrical performances;
- (s) to apply for, in the name of the Company, any license which the Company shall require or which shall be considered desirable to acquire to give effect to the foregoing;
- (t) to register as a charity with a charitable purposes and for the purpose of literature and fine arts in accordance with the Charities Act 2009 and to maintain such registration;
- (u) to do all other such things as are necessary for the attainment of the said purposes; and
- (v) to do all such other lawful and charitable things as shall further the attainment of the main or ancillary objects of the Company.

5. Limited Liability

The liability of the members is limited.

6. Application of Income and Property

The income and property of the Company wheresoever derived shall be applied solely towards the promotion of its main object as set forth in this Memorandum of Association. 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 director shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company. However nothing shall prevent any payment in good-faith by the Company of:

- (a) reasonable and proper remuneration to any member, officer or servant of the Company (not being a director) for any services actually rendered to the Company;
- (b) interest at a rate not exceeding 1% above the euro Interbank Offered rate (Euribor) per annum on money being lent by directors or other members of the Company to the Company;
- (c) reasonable and proper rent for premises demised and let by any member of the Company (including any director) to the Company;
- (d) reasonable and proper out-of-pocket expenses incurred by a director in connection with his or her attendance to any matter affecting the Company;
- (e) fees, remuneration or other benefit in money's worth to any Company of which a director may be a member holding not more than one hundredth part of the issued capital of such Company; or
- (f) monies to a person pursuant to an agreement entered into in compliance with section 89 of the Charities Act 2009 (as for the time being amended, extended or replaced).

7. Contribution by Members on Winding-Up

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

8. Prohibition of Distribution to Members on Winding-Up

If upon the winding up or dissolution of the Company there remains, after the satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid 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 principal object of the Company and which shall prohibit the distribution of its income and property among its or their members to the extent at least as great as imposed on the Company under or by virtue of clause 6 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and of and so far as effect cannot be given to such provision, then to some charitable object with the agreement of the Charities Regulatory Authority (the “**Charities Regulator**”). Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.

9. Additions, Alterations and 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.

No additions, alterations or amendments shall be made to the provisions of this Constitution unless the same shall be approved by each of the following:

- (a) The Charities Regulator; and
- (b) The Revenue Commissioners (on the first occasion of changes to the Constitution).

10. Keeping of Accounts

Annual audited accounts shall be kept and made available to the Revenue Commissioners and/or the Charities Regulator, upon request.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

- 1. Name: Mary Ruane**
Address: County Hall,
Dún Laoghaire,
County Dublin.
Occupation: Local Government Official
- 2. Name: Brid Gaffney**
Address: County Hall,
Dún Laoghaire,
County Dublin.
Occupation: Local Government Official
- 3. Name: Peter Corcoran**
Address: County Hall,
Dún Laoghaire,
County Dublin.
Occupation: Local Government Official
- 4. Name: Tom Mowlds**
Address: County Hall,
Dún Laoghaire,
County Dublin.
Occupation: Local Government Official
- 5. Name: Cliodhna Shaffrey**
Address: County Hall,
Dún Laoghaire,
County Dublin.
Occupation: Local Government Official
- 6. Name: Martin Allen**
Address: County Hall,
Dún Laoghaire,
County Dublin.
Occupation: Local Government Official
- 7. Name: Edward C. Hughes**
Address: County Hall,
Dún Laoghaire,
County Dublin.
Occupation: Solicitor

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ARTICLES OF ASSOCIATION

INTERPRETATION

1. Definitions

(a) In this Constitution, the following terms shall have the following meanings:

“Act”	means the Companies Act 2014 and any statutory amendment(s) thereof;
“Articles”	means these articles of association;
“Board”	means the board of directors of the Company;
“Chief Executive”	means the Chief Executive for the time being of the County Council or in his or her absence the Deputy Chief Executive for the time being of the County Council;
“Chief Executive’s Nominee”	means a local government official employed by the County Council and nominated by the Chief Executive to serve on the Board;
“County Council”	means Dún Laoghaire-Rathdown County Council;
“Directors”	means the directors of the Company from time to time and “Director” shall mean any one of them;
“Elected Members”	means the elected members of the County Council from time to time and “Elected Member” shall mean any one of them;
“Members”	means the members of the Company, admitted in accordance with Articles 4 to 9 (inclusive) herein and “Member” shall mean any one of them;

“Registered Office” means the registered office for the time being of the Company; and

“Secretary” means any person(s) or body corporate appointed to perform the role of the company secretary;

- (b) Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to every mode of representing words in visible form;
- (c) a reference in these Articles to an **“Article”** is a reference to the relevant Article of these Articles, unless expressly provided otherwise; and
- (d) Unless the contrary intention appears, words or expressions contained in the articles shall bear the same meaning as in the Act.

OPTIONAL PROVISIONS OF THE ACT

- 2. To the extent that they are omitted from or modified by these Articles, the “optional provisions”, as defined in section 1177(2) of the Act, are hereby excluded or modified as the case may be.

ALTERATION 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 Company may have a maximum of 100 Members and shall not have less than 5 Members at any given time. The Board may, subject to the requirements laid down by The Revenue Commissioners, from time to time register an increase or decrease in the number of Members.
- 5. The original Members of the Company shall be the subscribers, thereafter the Members shall be such persons 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. Any person appointed as a Director shall automatically be entitled to become a Member of the Company. Upon termination of, or resignation by, a Director, their membership shall terminate and cease unless a majority of the Board votes otherwise.

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. A Member resigning his or her membership in this manner shall also resign his or her directorship in the same notice.
8. The Board may at its discretion require any Member (including proxy Members) to resign his or her membership by the Board serving notice upon the Member terminating his or her membership, such notice to expire no earlier than the date of service of that notice. Where such a Member holds his or her membership as result of being an ex officio Director nominated by the County Council in accordance with Article 45(c), the Board shall, in consultation with the County Council and in accordance with Article 6 and Article 45, immediately select a new member of the County Council to fill this vacancy.
9. Death, loss of capacity 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) rules or regulations made from time to time by the Company in general meeting or by a resolution of the Board.

GENERAL MEETINGS

11. The Company shall in each year hold a general meeting as its annual general meeting, in addition to any other meeting 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 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-electon of Directors;

- (e) the appointment or re-appointment of the statutory auditors; and
 - (f) any other item which may be deemed necessary by law or regulation.
- 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 in section 1203 of the Act.
- 15.** General meetings of the Company shall be held (where possible) in the State and at such time and at such place as the Board shall appoint. However, general meetings of the Company may be held in 2 or more venues (whether inside or outside the State) at the same time using any technology that provides members, as a whole, with a reasonable opportunity to participate.
- 16.** A meeting, other than an adjourned meeting shall be called:
- (a) in the case of an annual general meeting or an extraordinary general meeting for the passing of a special resolution, giving not less than 21 days’ notice; and
 - (b) 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 was given.

It shall be given in the manner specified in these Articles to all of the Members and 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; and
 - (c) in the case of a proposed special resolution, the text or substance of the proposed 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; and
 - (c) be heard at any general meeting 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 specified in Article 16, shall be deemed to have been duly called if so agreed by all of the Members entitled to attend and vote at a 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. 5 Members present in person shall be a quorum. "Present", for the purposes of this Article 20 shall include a member who is participating by electronic means and in accordance with Article 15.
21. If within 30 minutes from the time appointed for the meeting, a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved and 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 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, 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.

PROXIES

25. Votes may be given either in person or by proxy.
26. 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.
27. 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 one hour 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 one hour before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

28. An instrument for appointing a proxy shall be in the following form or as near thereto as circumstances permit:

<p>I/We [<i>Name(s) of Member(s)</i>]</p> <p>in the County of _____, being a Member/Members of the above named Company, hereby appoint [<i>Name</i>] of [<i>Address</i>] or failing him</p> <p>[<i>Name</i>] of [<i>Address</i>] as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the Company to be held on the _____ day of _____ 20_____ or at any adjournment thereof.</p> <p>Signed this _____ day of _____ 20_____.</p> <p>This form is to be used *in favour of/against the resolution. Unless otherwise instructed, the proxy will vote as he or she thinks fit.</p> <p>*strike out whichever is not desired.</p>
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29. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
30. A vote 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 meeting or adjourned meeting at which the proxy is used.

VOTES OF MEMBERS

31. Where a matter is being decided (whether on a show of hands or on a poll) every Member present shall have one vote.
32. A vote shall take place on a show of hands, unless a poll is demanded before or on the declaration of the result of the show of hands.
33. 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.

34. Unless a poll is demanded, a declaration by the chairperson that the 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 that, without proof of the number or proportion of the votes recorded in favour of, or against such resolution.
35. If a poll is demanded it shall be taken in such a 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.
36. 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.
37. 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.
38. No objection shall be raised to the qualification to vote of any votes 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.

RESOLUTIONS

39. 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.
40. 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 same can be deemed to have been duly given.
41. Subject to compliance with the conditions of sections 193 and 194 of the Act, a resolution in writing signed by all Members or by a majority of members (in the case of section 194 of the Act) 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.
42. Where a resolution is passed at an adjourned 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

- 43.** 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.
- 44.** Any minute referred to in Article 43, if purported 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

- 45.** The Board shall comprise not more than twenty Directors, of which a minimum of five Directors must at all times stand appointed and in addition to which:
 - (a) The Chief Executive of the County Council shall be an ex officio Director;
 - (b) The Chief Executive of the County Council shall have a right to nominate a local government official employed by the County Council of his or her choice (the Chief Executive's Nominee) who shall be an ex officio Director but there shall not be more than one Chief Executive's Nominee on the Board at any one time; and
 - (c) A majority of the Elected Members of the County Council shall have the right to nominate three Elected Members as ex officio Directors. Upon such nomination the three Elected Members shall be appointed as Directors for a period of two years, subject to them continuing to be Elected Members of the County Council.
- 46.** As specified in Article 45 (a) – (c), any appointers may by notice in writing to the Company remove any Director appointed by them and appoint any other person a Director in place thereof, subject to the requirements in relation to ex officio Directors.
- 47.** At no time shall the number of Directors appointed pursuant to Article 45 exceed the number of Directors otherwise elected or appointed to the Board pursuant to these Articles.
- 48.** No person may be a Director of the Company unless he or she has attained the age of 18 years.
- 49.** Any purported appointment of a Director without that person's consent shall be void.
- 50.** At a general meeting of the Company, a motion for the appointment of two or more persons as Directors by 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.
- 51.** The Board shall have the power at any time and from time to time, to co-opt a person to be a Director, either to comply with Article 47 or to fill a casual vacancy arising in the

number of elected Directors, subject to the requirements in relation to ex officio Directors. Any Director so appointed shall hold office only until the next annual general meeting and shall be eligible for election thereat but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

REMOVAL OF DIRECTORS

52. The Company may by ordinary resolution remove a Director before the expiration of his or her period in office. Such resolution shall not be effective unless the provisions of sections 146 and 1198 of the Act are observed.
53. 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.

ROTATION OF DIRECTORS

54. At the annual general meeting of the Company in each year, one-third of the non-ex officio 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.
55. The directors to retire in every year shall, subject to Article 56, 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.
56. 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 nine years, but not for any longer period unless the extension has the unanimous approval of the Board. For the purposes of this Article 56, a “year” shall mean the period from one annual general meeting of the Company to the next.

VACATION OF OFFICE

57. 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 regarded as possessing an adequate decision making capacity; or

- (e) a declaration of restriction is made in relation to the Director; or
- (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 Board meetings held during a period of more than 6 months, without the permission of the Board.

SECRETARY

- 58. The Company shall have a Secretary, who may be one of the Directors. 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 at the discretion of the Board.
- 59. 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.
- 60. 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

- 61. 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

- 62. 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 resolution, 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.
- 63. 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.

64. The Board may delegate any of its powers to such person or persons as it thinks fit, including committees. Any such person, persons, or committee shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
65. 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 authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him or her.
66. 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

67. The Directors may meet together for the dispatch of business, adjourn or otherwise regulate their meetings as they think fit.
68. 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.
69. A Director may, and the Secretary on the requisition of a Director shall, at any time, summon a meeting of Directors.
70. The quorum necessary for the transaction of the business of the Board may be fixed by the Directors and, unless so fixed shall be 5, but will at all times consist of at least 1 Director appointed pursuant to sections (a), (b) or (c) of Article 45 and 1 Director appointed or elected to the Board otherwise than as provided for in sections (a), (b) or (c) of Article 45.
71. 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 or of summoning a general meeting of the Company, but for no other purpose.
72. 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 the chairperson of the meeting.

73. 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 chairperson 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.
74. 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 chairperson shall have a second or casting vote.
75. A resolution in writing signed by all 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 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 committee duly convened and held.
76. A meeting of the Directors or of a committee referred to in Article 73 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. A Director attending a meeting by telephonic, video or electronic communication means shall in accordance with this Article 76 be counted in determining quorum under Article 70.

CONFLICT OF INTEREST

77. A Director may not vote in respect of any contract, appointment, or arrangement in which he or she is interested and he or she shall not be counted in the quorum present at the meeting at which the matter is considered.
78. 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.
79. 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

80. The Company shall cause minutes to be entered in books kept for that purpose for:
 - (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; and
 - (c) all resolutions and proceedings at all meetings of its Directors and of committees of Directors.
- 81.** 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.
- 82.** 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.
- 83.** Where minutes have been made in accordance with Articles 80 to 82 (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; and
 - (c) all appointments of officers made by its Directors at the meeting shall be deemed to be valid.

AUDIT COMMITTEE

- 84.** The Board may establish an audit committee, constituted as it shall think fit.
- 85.** 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; and
 - (d) the review and monitoring of the independence of the statutory auditors and the provision of additional services to the Company.
- 86.** 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

- 87.** Directors shall not be remunerated for acting as such. A Director may however be remunerated for other services rendered to the Company, provided conditions of section 89 of the Charities Act 2009 are fulfilled.
- 88.** 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 for 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.

POWER OF DIRECTORS TO ACT IN A PROFESSIONAL CAPACITY

- 89.** Any Director may act by himself or herself, or his or her firm, in a professional capacity for the Company, and, subject to compliance with the condition of section 89 of the Charities Act 2009, shall be entitled to remuneration for professional services rendered, as if he or she was not a Director.

USE OF COMPANY PROPERTY BY DIRECTORS

- 90.** 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.

ACCOUNTS

- 91.** The Company shall keep or cause to be kept adequate accounting records in accordance with Chapter 2 of Part 6 of the Act.
- 92.** 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.
- 93.** 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; and
 - (d) a record of all transactions whereby services are provided or purchased by the Company.

94. The Company's financial records shall be kept at the Registered Office or at such other place as the Board shall direct.
95. 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.
96. The Board shall from time to time and in accordance with the provisions of Part 6 of the Act cause to be prepared and laid before the annual general meeting of the Company such financial statement and reports of Directors and statutory auditors as are required by those provisions to be laid before the annual general meeting.

AUDIT

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

SEAL

99. The Company shall have a common seal that states the Company's name in legible characters.
100. 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

101. 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 in the post to him or her or to his or her registered address, or, in the event that the intended recipient has authorised in writing, by fax or e-mail to the fax number or e-mail address provided by the intended recipient.
102. 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.
103. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying 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 notice is served by fax or e-mail, the service shall be deemed to have been

effected at the expiration of 12 hours after the fax or e-mail has been sent, unless there is a notified failure or error in delivery in that period.

- 104.** 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 the meeting.
- 105.** 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

- 106.** The Company indemnifies each officer of the Company against any liability incurred in relation to the Company, to the extent permitted by section 235 of the Act.

INSURANCE

- 107.** The Company may discharge the cost of Directors' and Officers' insurance for its officers, on such terms as the Board shall decide.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

- 1. Name: Mary Ruane**
Address: County Hall,
Dún Laoghaire,
County Dublin.
Occupation: Local Government Official
- 2. Name: Brid Gaffney**
Address: County Hall,
Dún Laoghaire,
County Dublin.
Occupation: Local Government Official
- 3. Name: Peter Corcoran**
Address: County Hall,
Dún Laoghaire,
County Dublin.
Occupation: Local Government Official
- 4. Name: Tom Mowlds**
Address: County Hall,
Dún Laoghaire,
County Dublin.
Occupation: Local Government Official
- 5. Name: Clíodhna Shaffrey**
Address: County Hall,
Dún Laoghaire,
County Dublin.
Occupation: Local Government Official
- 6. Name: Martin Allen**
Address: County Hall,
Dún Laoghaire,
County Dublin.
Occupation: Local Government Official
- 7. Name: Edward C. Hughes**
Address: County Hall,
Dún Laoghaire,
County Dublin.
Occupation: Solicitor

