

*COMPANIES ACTS 1963 TO 1990*

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

*MEMORANDUM*

*AND*

*ARTICLES OF ASSOCIATION*

*OF*

*MUNSTER LITERATURE CENTRE*

**COMPANIES ACTS 1963 TO 1990**

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

**MEMORANDUM OF ASSOCIATION**

**OF**

**MUNSTER LITERATURE CENTRE**

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1. *The name of the Company is MUNSTER LITERATURE CENTRE.*

2. *The main objects for which the Company is established are:-*

*To promote and develop through educational programmes and events, the lives and works of Munster Writers past and present and for that purpose, to organise literary events, creative writing workshops, theatrical interpretation of literary works, mobile exhibitions, literary festivals and exchanges, open days, seminars, workshops, writing competitions, a library and an information service to enable schools, colleges, universities, students and the public generally, the opportunity of studying the creation of an understanding of literary works.*

3. *The company shall have the following subsidiary objects:*

*To establish a Literature Centre to house the works of Munster Writers in Audio Visual and Other Media Formats.*

*To establish a Library and Information Centre for Literary Works.*

4. *The company shall have the following powers:*

(1) *To carry on any business which may seem to the company capable of being conveniently carried on in connection with the main object of the company or 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 all or any of the following businesses, namely, investment and trust company, builders and contractors, decorators, merchants, engineers, surveyors, estate agents, valuers, auctioneers, carriers, shippers, forwarding agents, garagemen, caterers, licensed publicans, fuel suppliers, textiles manufacturers, and dealers, insurance agents and brokers, entertainment caterers, farmers and generally to import,*

*export, manufacture, make, grow, produce, repair, adapt for sale and prepare for market goods and materials of every kind, or otherwise to carry on any business which may seem to the company capable of being conveniently carried on in connection with the above or any one of the above or calculated directly or indirectly to enhance the value of or render more profitable any of the company's property or rights.*

- (3) To apply for and receive any grants or disbursements or funding or finance which may be available from the state or from any local authorities or universities or similar institutions for the purpose of promoting the main objects of the company.*
- (4) 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.*
- (5) To acquire by purchase, exchange, lease, fee farm grant or otherwise, either for an estate in fee simple or for any less estate or other estate or interest, whether immediate or revisionary, 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.*
- (6) To undertake the office of trustee, executor, administrator, committee, manager, secretary, registrar, attorney, delegate, substitute or treasurer, and any other offices or positions 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.*
- (7) To facilitate and encourage the creation, issue or conversion of debentures, debenture stock, bonds, obligations, shares, stocks or securities and to act as trustees in connection with any such securities and to take part in the conversion of business concerns and undertakings into companies.*

- (8) *To take part in the management, supervision or control of the business or operations of any company or undertakings, and for that purpose to appoint and remunerate any directors, accountants or other experts or agents.*
- (9) *To constitute any trusts with a view to the issue of preferred and deferred or any other special stocks or securities based on or representing any shares, stocks or other assets specifically appropriated for the purposes of any such trust, and to settle and regulate, and if thought fit, to undertake and execute any such trusts, and to issue, dispose of or hold any such preferred, deferred or other special stocks or securities.*
- (10) *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 principal 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.*
- (11) *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.*
- (12) *To carry on any other business which may seem to the company capable of being conveniently carried on in connection with the above.*
- (13) *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.*

- (14) *To enter into partnership or into any arrangement for sharing profits, union of interest, joint venture, reciprocal concession, co-operation or otherwise with any company carrying on or engaged in any business or transaction which the company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit the company, and to lend money to, guarantee the contracts or debentures of or otherwise assist any such company, and to take or otherwise acquire and hold shares or stock or stock in or securities of, and to subsidise or otherwise assist any such company, and to sell, hold, re-issue with or without guarantee, or otherwise deal with such shares, stock or securities.*
- (15) *To apply for, purchase or otherwise acquire and protect, prolong and renew, whether in Ireland or elsewhere, any patents rights, brevets d'invention, licences, protections, concessions and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention, process or privilege which may seem capable of being used for any of the purposes of the company, or acquisition of which may seem calculated directly or indirectly to benefit the company, and to use, exercise, develop, manufacture under or grant licences or privileges in respect thereof or otherwise turn to account the property, rights and information so acquired, and to carry any business in any way connected therewith, and to expend money in experimenting upon and testing, and improving or seeking to improve any patents, inventions or rights which the company may acquire or propose to acquire.*
- (16) *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.*
- (17) *To guarantee the payments of dividends or interest in any stocks, shares, debentures or other securities issued by, or any other securities issued by, or any other contract or obligation of any company, societe anonyme, association, undertaking or public or private body and the performance of contracts by or become security for members of any company having any dealings with the company.*
- (18) *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.*

- (19) *To apply for and obtain any legislative, municipal or other acts or authorisations for enabling the company to carry any of its 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.*
- (20) *To enter into any arrangement with any government or authority, supreme, municipal, local or otherwise or company that may seem conducive to the company's objects or any of them, 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.*
- (21) *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 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.*
- (22) *To advance and lend money, with or without security, to such persons or companies and upon such terms and subject to such conditions as may seem expedient.*
- (23) *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 purpose of the company.*
- (24) *To establish, join, support and subscribe to, or aid in the establishment and support of associations, institutions, societies, co-operatives, clubs, funds, trusts, or conveniences calculated to benefit the company or employees or ex-employees of the company or the dependents or connections of such persons or connection to any town or place where the company carries on business, and to grant*

*pensions, gratuities, allowances or charitable aid to any person who may have served the company, or to the wives, children or other relatives of such person and to make payments towards insurance, and to form and contribute to provident and benefit of any persons employed by the company and to subscribe or guarantee money for charitable objects or for any exhibition or for any public, general or useful object.*

- (25) *To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object, or for any exhibition.*
- (26) *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's 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.*
- (27) *To procure the company to be registered or recognised in any foreign country, colony, dependency or place.*
- (28) *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.*
- (29) *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 in conjunction with any person or company, and to contract for the carrying on of any operation connection with the company's business by any person or company.*
- (30) *To do all such things as may be deemed incidental or conducive to the attainment of the above main objects.*

*And it is hereby declared that in 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 or 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 or 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 no wise restricted by reference to or inference from the terms of any other paragraph or the name of the company.*

5. *Provided also that none of the objects of the company in clauses 4(1) to 4(30) herein shall have effect so as to permit amalgamation with another company which does not prohibit the distribution of its income and property by way of payment or transfer directly or indirectly by way of dividend bonus or otherwise among its members at least to the same extent as prohibited in the case of member of this company. Any amalgamations will be solely for the promotion of the main objects of this company.*

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

*Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any member, officer or servant of the company, or to any member of the company, in return for any services actually rendered to the company, nor prevent the payment of interest at a rate not exceeding five per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the company; but so that no member of the company's Board of Directors, Council of Management or Executive Committee by whatever title called shall be appointed to any salaried office of the company paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the company to any member of such Board, Council or Committee, except repayment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the company; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Board, Council or Committee may be a member, and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.*

6. *No addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the being in force unless the same shall have been previously submitted to and approved in writing by the*



*Revenue Commissioners and also where appropriate by the Minister for Enterprise, Trade and Employment; provided that, in respect of clauses 6 and 11 of the Memorandum of Association, such approval shall be given only after consultation with the Minister of Finance.*

- 7. The preceding clauses 6 and 7 of this Memorandum contain conditions to which a licence granted by the Minister for Enterprise, Trade and Employment to the company in pursuance of Section 24 of the Companies Act, 1963 is subject.*
- 8. The liability of the members is limited.*
- 9. Every member of the company undertakes to contribute to the assets of the company in the event of the company 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 of 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 ten pounds.*
- 10. If upon the winding up or dissolution of the company there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the company but shall be given or transferred to another charitable institution or institutions having main objects similar to the main objects of the company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the company under or by virtue of clause 6 hereof, such institution or institutions to be determined by the members of the company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.*
- 11. 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.*

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*Name, Addresses and Descriptions of Subscribers*

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1. *Finola O'Donovan,  
19, Wilton Avenue, Bishopstown, Cork.  
Retired Librarian*
  2. *Nora Browne,  
Dun Nora, Glasheen Road, Cork.  
Retired Librarian*
  3. *Mary Johnson,  
46, Glencurrig, South Douglas Road, Cork.  
Teacher*
  4. *Patricia Lucy,  
7, Mary Street,  
Cork.  
Retired*
  5. *Patrick Galvin,  
46, Glencurring, South Douglas Road, Cork.  
Author*
  6. *Marita Foster,  
7, Harbour Terrace, Cobh, Co. Cork.  
Administrator*
  7. *Hanna O'Sullivan,  
16, Manor Rise, Thornbury Heights, Rochestown Road, Cork.  
Librarian*
- 

*Dated this      day of*

*Witness to the above signatures:-*

**COMPANIES ACTS 1963 TO 1990**  
**COMPANY LIMITED BY GUARANTEE**  
**AND NOT HAVING A SHARE CAPITAL**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**MUNSTER LITERATURE CENTRE**

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**PRELIMINARY**

*The regulations contained in Table C of the Companies Acts, 1963 to 1990 shall apply to the company save in so far as they are excluded or verified hereby.*

1. *In these Articles:-*

*"the Act" means the Companies Act, 1963.*

*"the Directors" means the Directors for the time being of the Company or the Directors present at a meeting of the Board of Directors and includes any person occupying the position of Director by whatever name called;*

*"Secretary" means any person appointed to perform the duties of the Secretary of the Company.*

*"the Seal" the Common Seal of the Company;*

*"the Office" means the Registered Office of the Company.*

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

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

## **MEMBERS**

2. *The number of members with which the company proposes to be registered is 500 but the directors may from time to time register an increase of members.*
3. *The subscribers to the Memorandum of Association and such other persons as the directors shall admit to membership shall be members of the company. Each member shall pay an annual subscription of ten pounds.*
4. *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.*

## **GENERAL MEETINGS**

5. *All general meetings of the company shall be held in the State.*
6.
  - (1) *Subject to paragraph (2), the company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it, and not more than 15 months shall elapse between the date of one annual general meeting of the company and that of the next.*
  - (2) *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. Subject to Article 4, the annual general meeting shall be held at such time and at such place in the State as the directors shall appoint.*
7. *All general meetings other than annual general meetings shall be called Extraordinary General Meetings.*
8. *The directors may, whenever they think fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on such requisition or in default may be convened by such requisitionists as provided by Section 132 of the Act. If at any time there were insufficient directors capable of acting to form a quorum, any director or any two members of the company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.*

## **NOTICE OF GENERAL MEETINGS**

9. *Subject to sections 133 and 141 of the Act an annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days notice in writing at the least and a meeting of the company (other than an annual general meeting or a meeting for the passing of a special resolution shall be called by 14 days notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting and in the case of special business the general nature of that business, and shall be given in manner hereinafter mentioned to such persons as are under the Articles of the Company entitled to receive notices from the company.*
10. *The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.*

## **PROCEEDINGS AT GENERAL MEETINGS**

11. *All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets and the reports of the directors and auditors, the election of directors in the place of those retiring, the re-appointment of the retiring auditors, and the fixing of the remuneration of the auditors.*
12. *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; save as herein otherwise provided, three members present in person shall be a quorum.*
13. *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 directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.*
14. *The Chairman, if any, of the Board of Directors shall preside as chairman at every general meeting of the company, or if there is no such chairman, or if he is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors present shall elect one of their number to be the chairman of the meeting.*

15. *If at any meeting no director is willing to act as chairman or if no director is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be the chairman of the meeting.*
16. *The chairman may with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.*
17. *At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-*
  - (a) *by the Chairman, or*
  - (b) *by at least three members present in person or by proxy, or*
  - (c) *by any member or members present in person and representing not less than one tenth voting rights of all the members having the right to vote at the meeting.*

*Unless a poll is so demanded, a declaration by the chairman that a resolution has, on the show of hands, been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the minutes of proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.*

18. *Except as provided in Article 20, if a poll is duly demanded it shall be taken in such manner as the chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.*
19. *Where there is an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.*
20. *A poll demanded on the election of a chairman, or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any*

*business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.*

21. *Subject to Section 141 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 (or being bodies corporate by their appointed authorised representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the company duly convened and held, and if described at a special resolution shall be deemed to be a special resolution within the meaning of the Act.*

### **VOTES OF MEMBERS**

22. *Every member shall have one vote.*
23. *A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, guardian or other person appointed by that court, and any such committed, receiver, guardian or other person may vote by proxy on a show of hands or on a poll.*
24. *No member shall be entitled to vote at any general meeting unless all moneys immediately payable by him to the company have been paid.*
25. *No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.*
26. *Votes may be given either personally or by proxy.*
27. *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 the hand of an officer or attorney duly authorised. A proxy need not be a member of the company.*
28. *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 with the State as is specified for that purpose in the notice convening the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, and in default the instrument of proxy shall not be treated as valid.*

29. *An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:-*

**MUNSTER LITERATURE CENTRE**

I/We.....

of.....

In the County of..... being a member(s) of the above named company,

hereby appoint .....

of .....

or failing him.....

of.....

*As my/our proxy to vote for me/us on my/our behalf at the Annual or/Extraordinary General Meeting of the Company to be held on the ..... and at any adjournment thereof.*

Dated this      Day of      19

Signed: .....

*This form is to be used \* in favour of/against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.*

*\* Strike out whichever is not desired.*

30. *The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.*
31. *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 commencement of the meeting or adjourned meeting at which the proxy is used.*



## **BODIES CORPORATE ACTING BY REPRESENTATIVES AT MEETINGS.**

32. *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 its representative at any meeting of the company, and the person so authorised shall be entitled to exercise the same powers on behalf of the body corporate which he represents as that body corporate could exercise if it were an individual member of the company.*

## **DIRECTORS.**

33. *The number of directors and the names of the first directors shall be determined in writing by the subscribers of the Memorandum of Association or a majority of them.*
34. *The directors may be paid all travelling, hotel or other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the company or in connection with the business of the company.*

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

35. (a) *A member of any class may by notice in writing to the secretary of the company resign his membership of the company.*
- (b) *Membership of the shall automatically cease on any member's death.*
- (c) *Membership of the company shall ipso facto cease on 31st December of the year in which a member fails to pay the Annual Subscription required by Article 3 of these Articles whether or not such subscription shall have been requested.*
- (d) *If any member shall refuse or wilfully neglect to comply with any of these Articles of Association or shall have been guilty of such conduct as in the opinion of the directors either shall have rendered him unfit to remain a member of the company or shall be injurious to the company or if the directors shall for any other good reason require that a member shall be expelled such member may by a resolution of the directors be expelled from membership provided that he shall have been given notice of the intended resolution for his expulsion and shall have been afforded an opportunity of giving orally or in writing to the directors any explanation or defence as he may think fit.*

*Notice under this article shall be deemed to have been served if it is sent by post in accordance with the provisions set out in Article 71 of these Articles whether or not it is actually received by the member intended to be served with such notice.*

### **BORROWING POWERS.**

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

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

37. *The business of the company shall be managed by the directors, who may pay all expenses incurred in promoting and registering the company, and exercise all such powers of the company as are not by the Act or by these Articles required to be exercised by the company in general meeting subject nevertheless to the provisions of the Act and of these Articles and such directions, being not inconsistent with the aforesaid provisions, as may be given by the company in general meeting, but no direction given by the company in general meeting shall invalidate any prior act of the directors which would have been valid if that direction had not been given.*
38. *The directors may from time to time and at any time by power of attorney appoint any company, firm or person or body or persons, whether nominated directly or indirectly by the directors to be the attorney or attorneys of the company for such purposes and with powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these Articles) and for such period and subject to such conditions as they think fit, and such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney to delegate all or any of the powers, authorities and discretions vested in him.*
39. *All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such persons and in such manner as the directors shall from time to time by resolution determine.*
40. *The directors shall cause minutes to be made in books provided for the purpose:-*
- (a) *of all appointments of officers made by the directors;*

- (b) *of the names of the directors present at each meeting of the directors and of any committee of the directors;*
- (c) *of all resolutions and proceedings at all meetings of the company, and of the directors and of committees of directors.*

### ***DISQUALIFICATION OF DIRECTORS.***

41. *The office of director shall be vacated if the director:-*

- (a) *holds any office or place of profit under the company; or*
- (b) *is adjudged bankrupt in the State of Northern Ireland or in the United Kingdom of Great Britain or makes any arrangement or composition with his creditors generally, or*
- (c) *becomes prohibited from being a director by reason of any order made under Part VII of the Companies Act 1990, or*
- (d) *becomes of unsound mind; or*
- (e) *resigns his office by notice in writing to the company; or*
- (f) *is convicted of an indictable offence unless the directors otherwise determine; or*
- (g) *is directly or indirectly interested in any contract with the company and fails to declare the nature of his interest in manner required by Section 194 of the Act as amended by Section 47 of the Companies Act, 1990.*

### ***VOTING ON CONTRACTS.***

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

### ***ROTATION OF DIRECTORS.***

43. *At the first annual general meeting of the company, all the directors shall retire from office and at the annual general meeting in every subsequent year one-third of the directors for the time being, or if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.*

44. *The directors to retire in every year shall be those who have been longest in office since the last election, but as between persons who become directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.*
45. *A retiring director shall be eligible for re-election.*
46. *The company, at the meeting at which a director retires in manner aforesaid, may fill the vacated office by electing a person thereto, and in default the retiring director shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution of such director has been put to the meeting and lost.*
47. *No person other than a director retiring at the meeting shall, unless recommended by the directors, be eligible for re-election to the office of director at any general meeting unless, not less than three nor more than 21 days before the date appointed for the meeting, there has been left at the registered office, notice in writing, signed by two members duly qualified to attend and vote at the meeting for which notice is given, of his intention to propose such a person for election, and also notice in writing signed by that person of his willingness to be elected.*
48. *The company may from time to time by ordinary resolution increase or reduce the number of directors, and may also determine in what rotation the increased or reduced number is to go out of office.*
49. *The directors shall have power at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors, but that the total number of directors shall not at any time exceed the number fixed in accordance with these Articles. Any director so appointed shall hold office only until the next annual general meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the directors who are to retire by rotation at such meeting.*
50. *The company may by ordinary resolution of which extended notice has been given in accordance with Section 142 of the Act remove any director before the expiration of office, notwithstanding anything in these Articles or in any agreement between the company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the company.*
51. *The company may by ordinary resolution appoint another person in place of a director removed from office under Article 48. Without prejudice to the powers of the directors under Article 47, the company in general meeting may*

*appoint any person to be a director, either to fill a casual vacancy or as an additional director. A person appointed in place of a director so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a director.*

### **PROCEEDINGS OF DIRECTORS.**

52. *The directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Where this is an equality of votes, the chairman shall have a second or casting vote. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors. If the directors so resolve, it shall not be necessary to give notice of a meeting of directors to any director who being resident in the State, is for the time being absent from the State.*
53. *The quorum necessary for the transaction of the business of the directors may be fixed by the directors, unless so fixed shall be two.*
54. *The continuing directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the company as the necessary quorum of directors, the continuing directors or director 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.*
55. *The directors may elect a chairman of their meetings and determine the period for which he is to hold office, but if no such chairman is elected or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.*
56. *The directors may delegate any of their powers to committees consisting of such member or members of the Board as they think fit; any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that maybe imposed on it by the directors.*
57. *A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for the holding of same, the members present may choose one of their number to be the chairman of the meeting.*
58. *A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members*

*present, and when there is an equality of votes, the chairman shall have a second or casting vote.*

59. *All acts done by any meeting of the directors or of a committee of directors or by any person acting as a director shall, notwithstanding that it is afterwards discovered that there is some defect in the appointment of any such director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.*
60. *A resolution in writing, signed by all the directors for the time being entitled to receive notice of a meeting of the directors, shall be as valid as if it had been passed at a meeting of the directors duly convened and held.*

#### **SECRETARY.**

61. *The secretary shall be appointed by the directors for such term and at such remuneration and upon such conditions as they think fit; and any secretary so appointed may be removed by them.*
62. *A provision of the Act or these Articles requiring or authorising a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of the secretary.*

#### **THE SEAL.**

63. *The seal shall be used only by the authority of the directors or of a committee of directors authorised by the directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a director and shall be countersigned by the secretary or by a second director or by some other person appointed by the directors for that purpose.*

#### **ACCOUNTS.**

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

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

65. *The books of account shall be kept at the office or, subject to Section 202 of Companies Act 1990 at any such other place at the directors think fit, and shall at all reasonable times be open to the inspection of the directors.*
66. *The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the company or any of them shall be open to the inspection of members not being directors, and no member (not being a director) shall have any right of inspecting any account or book or document except as conferred by statute or authorised by the directors or by the company in general meeting.*
67. *The directors shall from time to time in accordance with Sections 148, 150, 157 and 158 of the Act cause to be prepared and to be laid before the annual general meeting of the company such profit and loss accounts, balance sheets, group accounts and reports as are required by those sections to be prepared and laid before the annual general meeting of the company.*
68. *A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the annual general meeting of the company together with a copy of the directors' report and auditors report shall not less than 21 days before the date of the annual general meeting, be sent to every person entitled under the provisions of the Act to receive them.*

#### **AUDIT.**

69. *Auditors shall be appointed and their duties regulated in accordance with Sections 160 to 163 of the Act as amended and extended by Section 182 to 197 of the Companies Act 1990.*
70. *The first Auditors of the company shall be Messrs Lantry & Company.*

#### **NOTICES.**

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

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

- (a) every member;*
- (b) every person being a personal representative or the Official Assignee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and*
- (c) the Auditor for the time being of the company.*

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