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COMPANIES ACT 2014

CONSTITUTION

OF

THE MODEL ARTS AND NILAND GALLERY CLG

(As amended and adopted by Special Resolution passed at EGM on 12th October 2016).

Incorporated: 28 November 1997
Registered Number: 276297

Company Number: 276297

Date of Incorporation 28/11/1997

Companies Act 2014

CONSTITUTION
OF
THE MODEL ARTS AND NILAND GALLERY CLG
MEMORANDUM OF ASSOCIATION

1. Name

The name of the Company is **THE MODEL ARTS AND NILAND GALLERY CLG**. 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 create, curate, present, promote and provide education in contemporary arts, heritage and culture, including visual arts, cinema, literature and music within the community of Sligo and its environs and throughout the North-West of Ireland.

3. Subsidiary Object

In furtherance exclusively of the foregoing main object, the Company shall have the following subsidiary object:

To take on loan a collection of works of art held by Sligo County Council and to curate, manage and add to the said collection whether by way of other loans, purchase or acceptance of donations.

4. Powers

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

- (i) To solicit and accept grants, donations and other form of voluntary contributions, and to administer, manage and expend such funds or other contributions in furtherance of the objects of the Company.
- (ii) To take a lease of a building to be known as The Model Arts and Niland Gallery ("the Centre") at The Mall, Sligo from Sligo County Council.
- (iii) To borrow and raise money in such manner and upon such security as the Company shall think fit.
- (iv) To invest the monies of the Company not immediately required for its purposes in such investments, securities or property as may be thought fit, subject to such conditions and consents as may be required by law.
- (v) 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 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 (2) years.
- (vi) To grant pensions and gratuities to any person who has served the Company as an employee, or to any dependent of such person, 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 has been operated by the Company and that the beneficiary has been a member of the a scheme while employed by the Company.
- (vii) To manage, administer and control the Centre and any associated facilities for the purposes of the promotion of the main objects of the Company.
- (viii) To promote artistic endeavour, tourism and enterprise by way of the provision of resources, facilities, or the grant of the use of part of the Centre to persons engaged in the artistic activities or the provision of services (including retail) and to apply rents or other payments received in the promotion of the objectives of the Company.
- (ix) To make facilities available to organisations engaged in the promotion of activities compatible with the main objectives of the Company on such terms as the Company thinks fit.

- (x) To co-operate with the Minister for Arts, Heritage, Regional, Rural and Gaeltacht Affairs, and An Chomhairle Ealaíon/the Arts Council, its successor 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 the holding of workshops, exhibitions, conferences and performances of all kinds on the premises.
- (xi) To acknowledge the requirements of any legal agreement that may be entered into between the Company and the Minister for Arts, Heritage, Regional, Rural and Gaeltacht Affairs.
- (xii) To stimulate an interest in arts and culture.
- (xiii) To organise artistic and cultural activities, competitions, courses and classes.
- (xiv) To carry on any business which may seem to the Company capable of being conveniently carried on in connection with the above objectives or any of them or calculated directly or indirectly to enhance the value of or to render profitable any of the Company's property, rights or interest.
- (xv) To ensure that all Company assets and facilities are maintained to a high standard at all times.
- (xvi) To make, draw, accept and endorse, issue, discount and otherwise deal with promissory notes, bills of exchange, cheques, letters of credit, circular notes and other mercantile instruments.
- (xvii) 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.
- (xviii) To enter into any arrangements with any Government or Authority, Supreme, Municipal, Local or otherwise, or company that may seem conducive to the Company's object or any of them and to obtain from any such Government, Authority or company, and 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.
- (xix) To establish, join, support and subscribe to, or to aid in the establishment and support of associations, institutions, societies, co-operatives, clubs, funds, trusts, or conveniences calculated to benefit the Company.

(xx) 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 a any person or company to pay the same.

(xxi) To do all such other things as may be deemed incidental or conducive to the attainment of the above main objects.

5. Limited Liability

The liability of the members is limited.

6. Income and Property

The income and property of the company shall be applied solely towards the promotion of its main object as set forth in this Constitution. No portion of the company's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the company. No charity trustee shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the company. However, nothing shall prevent any payment in good faith by the company of:

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

7. Contribution by members on winding-up

Every Member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a Member of within one year afterwards, for payment of the debts and liabilities of the Company contracted before he ceases to be a Member and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributors 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 satisfaction of all debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the company. Instead, such property shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the company. The institution or institutions to which the property is to be given or transferred shall prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the company under or by virtue of Clause 7 hereof. Members of the company shall select the relevant institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object with the agreement of the Charities Regulator. Final accounts 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 or amendments

The organisation must ensure that the Charities Regulator has a copy of its most recent governing instrument. If it is proposed to make an amendment to the Governing Instrument of the organisation which requires the prior approval of the Charities Regulator, advance notice in writing of the proposed changes must be given to the Charities Regulator for approval, and the amendment shall not take effect until such approval is received.

10. Keeping of Accounts

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

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

NAMES AND ADDRESS AND DESCRIPTIONS OF SUBSCRIBERS	
Name: Address: Description:	Catherine Fagan Bath Lodge, 18 Chapel Avenue, Irishtown, Dublin 4. Administrator
Name: Address: Description	Josephine Kirwan 48 Osprey Park, Templeogue, Dublin 4. Secretary
Name: Address: Description	Mary O'Neill 8 Church Park Drive, Dublin 6w Supervisor
Name: Address: Description	Gerry Hayes 24, Sugarloaf Cres, Bray, Co Wicklow. Manager
Name: Address: Description	Colm Peppard 28 Brookwood Avenue, Artane, Dublin 5. Manager
Name: Address: Description	Rachel Stocker 48 Ashfield Green, Clonsilla, Dublin 15. Administrator
Name: Address: Description	Maeve Lavery 30 Waterloo Road, Ballsbridge, Dublin 4. Secretary

Dated this 28th day of October 1997

Witness to the above signatures: -

Ms. Grainne Riordan,
Dollard House, Wellington
Quay, Dublin 2.

ARTICLES OF ASSOCIATION

of

THE MODEL ARTS AND NILAND GALLERY CLG

INTERPRETATION

1. (a) In these articles: -

"the Act" means the Companies Act, 2014, and any other statutory amendments(s) thereof;

"director" means any director for the time being of the Company;

"the Board" means the board of directors of the Company;

"member" means a member of the Company, admitted in accordance with article 5 herein;

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

"the Seal" means the Common Seal of the Company;

"the Office" means the registered office for the time being of the Company.

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

(c) 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.

OPTIONAL PROVISIONS OF THE ACT

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

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 number of Members with which the Company proposes to be registered is fourteen, but the Company may from time to time register an increase of Members in the manner hereinafter provided.
5. The subscribers to the Memorandum of Association until their resignation shall be Members, together with the following who shall be Members of the Company:-
 - (a) Persons nominated by the following persons or bodies, hereinafter referred to as "Nominating Bodies" as follows:-
 - (i) Sligo County Council Four Members
 - (ii) The County Manager for the County of Sligo Two Members
 - (iii) Minister for Arts, Heritage, Regional, Rural, Gaeltacht Affairs One Member

Together with the following persons as the Company shall, by Special Resolution, decide to admit to Membership:

- 1 Professional artist with a link to the Sligo area and 1 professional artist with a national link.
- 4 Patrons of the Model with diverse expertise that compliments the Arts
- 1 Arts Professional from a Third Level Institution with a Multi Disciplinary Arts Faculty,

and such other persons or bodies which the Company may, by Special Resolution, decide to admit to Membership.

- (b) The Members to be nominated by the Council of the County of Sligo shall be from among the elected members of their Council ("the

Elected Member(s)”) and a resolution of the said Council shall be accepted by the Company as sufficient evidence of the nominations.

- (c) The Sligo County Manager may nominate himself as one of his nominees.
 - (d) In the event of any Member appointed by any of the bodies referred to in 5 (a) hereof retiring or being expelled, or otherwise vacating office, the vacancy shall be filled by a further nomination by the body which appointed the Member who has retired or been expelled.
 - (e) Each Member shall hold office only for so long as he is nominated to do so by the nominating body and for a maximum term of three years provided always that a Member may be nominated by a nominating body or by the Company for a second term of office. A nominating body or member may at any time on giving 3 weeks prior written notice to the Company withdraw its nomination and, in that event, such person shall cease to be a member and the nominating body shall nominate an alternative Member to immediately take the place of the retired member provided always that in any one year there can be no more than 7 resignations.
6. The rights and liabilities attaching to any Members of the Company may be varied from time to time by a Special Resolution of the Company.

GENERAL MEETINGS

7. General meetings of the Company shall be held in the State at such time and at such place as the Board shall appoint.
8. (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 meetings as such in the notices calling it; and not more than fifteen 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 eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. Subject to Article 7, the Annual General Meeting shall be held at such time and at such place in the State as the Directors shall appoint.
9. All general meetings of the Company, other than Annual General Meetings shall be known as “extraordinary general meetings”.

10. 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 1203 of the Act. If at any time there are not within Ireland sufficient 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

11. Subject to Sections 181 and 191 of the Act, an Annual General Meeting and a meeting called for by passing of a Special Resolution shall be called by twenty one 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 seven 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 and 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.
12. The accidental omission to give notice of a meeting to or the non-receipt of notices of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.
13. The statutory auditors of the Company shall be entitled to:
 - a) attend any general meeting of the Company;
 - b) receive all notices of, and other communications relating to any general meeting which any member of the Company is entitled to receive;
 - c) be heard at any general meeting which they attend, on any part of the business of the meeting which concerns them as statutory auditors.
14. A meeting of the Company, notwithstanding that it is called by shorter notice than that specified at article 11, shall be deemed to have been duly called if it is so agreed by all of the members entitled to attend and vote at the meeting, and the statutory auditors of the Company.

PROCEEDINGS AT GENERAL MEETINGS

15. 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.
16. 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, five Members present (to include at least one Elected Member) shall be a quorum.
17. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and notice of the said date shall be given to the Members 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.
18. The chairperson of the Board shall preside as chairperson at every general meeting of the Company, or if there is no such chairperson, or if he/she is not present within fifteen minutes after the time appointed for the holding of the meeting, or is unwilling to act, the Vice Chairperson of the Board of Directors shall preside as Chairperson of the meeting or if he/she is not present within fifteen minutes after the time appointed for the holding of the meeting, or is unwilling to act, the Directors present shall elect one of their number to be Chairperson of the meeting.
19. If at any meeting no Director is willing to act as Chairperson, or if no Director is present within fifteen minutes after the time appointed for the holding of the meeting, the Members present shall choose one of their numbers to be Chairperson of the meeting.
20. 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, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place. When a meeting is adjourned for thirty 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. The Annual General Meeting shall be held before 30th November in each year or as soon thereafter as may be practicable.

VOTES OF MEMBERS

21. 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 chairperson, or

(b) by at least three Members present by their properly appointed representative, or

(c) by any Member or Members present in person and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting.

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

22. Except as provided in Article 24, if a poll is duly 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 of the meeting at which the poll was demanded.

23. Where there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

24. A poll demanded on the election of a chairperson, or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairperson of the meeting directs and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

25. Subject to Sections 193 of the Act, a resolution in writing signed by all the Members for the time being entitled to attend and vote on such Resolution at a General Meeting (or being bodies corporate by their

duly authorised representatives) shall be as valid and effective for all purposes as if the Resolution had been passed at a general meeting of the Company duly, convened and held, and if described as a Special Resolution, shall be deemed to be a Special Resolution within the meaning of the Act.

26. Every Member shall have one vote.
27. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the voter objected to is given or tendered and every vote not dis-allowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairperson of the meeting whose decision shall be final and conclusive

BODIES CORPORATE ACTING AS REPRESENTATIVES AT MEETINGS

28. Any body corporate which is a member of the Company may by Resolution of its Directors, or other governing body, authorise such persons as it thinks fit to act as its representative at any General 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.

ANNUAL SUBSCRIPTIONS

29. The Directors shall be entitled from time to time to determine any annual subscription to be payable by any Member of the Company. Such subscriptions shall be payable in advance on the 1st day of January in each year. A person becoming a Member of the Company after the 1st day of January in any year may be required by the Directors to pay the entire annual subscription in respect of that year. In the event that any Member shall cease to be a Member prior to the 1st day of January in any year, that Member shall not be entitled to any rebate of his annual subscription paid for that year. The terms and conditions attaching to life subscriptions shall be determined by the Directors in their absolute discretion from time to time.

THE BOARD OF DIRECTORS

30. The number of Directors shall be not more than twenty and the minimum number of directors shall be three. The names of the first Directors shall be determined in writing by the Subscribers of the Memorandum of Association or a majority of them subject thereto, all persons nominated or admitted to membership of the Company pursuant to Article 5 hereof shall act as Directors of the Company for as long as they are so nominated and any nomination shall be construed as a nomination to both Membership and Directorship notwithstanding its terms.
31. No person may be a director of the Company unless he or she has attained the age of 18 years.
32. Any purported appointment of a director without that person's consent shall be void.
33. At a general meeting of the Company, a motion for the appointment of two or more persons as directors by a single resolution shall not be made, unless a resolution that it shall be so made has first been agreed to by the meeting without any vote being given against it.

ROTATION OF DIRECTORS

34. The Directors of the Company shall not be required to retire by rotation.
35. The Company may from time to time by ordinary resolution increase or reduce the number of Directors.
36. 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 so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles.
37. The Company may by ordinary resolution of which notice has been given in accordance with section 396 of the Act remove any Director before the expiration of any period of office, notwithstanding anything in these Articles of Association 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.
38. The Company in general meeting may appoint any person to be a Director, either to fill a casual vacancy or as an additional Director.

RESIGNATION, CESSATION AND EXPULSION OF MEMBERSHIP

39. (a) A Member may by notice in writing to the Secretary of the Company resign his, her or its Membership of the Company.
- (b) Membership of the Company shall automatically cease on any Member's death, or on any Member being wound up, put into liquidation, into receivership, or under examinership.
- (c) 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, her or it 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, she or it 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
- (d) In the event that the functions of any of the nominating bodies are transferred to or taken over by any other statutory body or officer, then such other body or officer shall assume the nominating power to the Company of that body.

BORROWING POWERS

40. 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.

POWERS AND DUTIES OF DIRECTORS

41. 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 Articles required to be exercised by the Company in General Meeting subject nevertheless to the provisions of the Act and these Articles and to such directions, being not inconsistent with the

aforesaid provisions, as may be given by the Company in General Meeting, but no direction given by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that direction had not been given.

42. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person or persons and in such manner as the Directors shall from time to time by resolution determine.
43. 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 the Directors and of committees of Directors.

DISQUALIFICATION OF DIRECTORS

44. 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 or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally; or
 - (c) becomes prohibited from being a Director by reason of any disqualification order made under Chapter 4 of Part 14 of the Act; 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 231 of the Act.

VOTING ON CONTRACTS

45. A Director may vote in respect of any contract in which he is interested or any matter arising thereout provided, however, that such interest

shall be disclosed to the meeting of the Directors before such vote is taken.

PROCEEDINGS OF DIRECTORS

46. 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 there is an equality of votes, the Chairperson (or in the absence of the Chairperson the Vice Chairperson) 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 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.
47. The quorum necessary for the transaction of the business of the Directors shall be five (to include at least one Elected Member/Director).
48. 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.
49. The Directors shall elect among themselves a chairperson of the Board to chair their meetings and shall determine the period for which he/she is to hold office. The Directors shall also elect among themselves a Vice Chairperson to chair their meetings in the absence or unavailability of the Chairperson but if at any meeting the Chairperson or Vice Chairperson is not present within thirty minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairperson of the meeting.
50. 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 exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.
51. A committee may elect a Chairperson of its meetings; if no such Chairperson is elected, or if at any meeting the Chairperson is not present within thirty minutes after the time appointed for holding the same, the Members present may choose one of their numbers to be chairperson of the meeting.

52. A committee may meet and adjourn as it thinks proper. Questions arising at any committee meetings 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.
53. All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that 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.
54. 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.
55. A meeting of the directors or of a committee referred to in article 45 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.

REMUNERATION OF DIRECTORS

56. Directors shall not be remunerated for acting as such. A director may however, be remunerated for other services rendered to the Company, provided the conditions of Section 89 of the Charities Act 2009 are fulfilled.

SECRETARY

57. The Secretary shall be appointed by the Directors for such term and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.
58. 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

59. The Seal shall be used only by the authority of the Board 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 Director for that purpose.

ACCOUNTS

60. The Directors shall keep or cause to be kept adequate accounting records in accordance with Chapter 2 of Part 6 of the Act. The accounting records shall include:-

- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of goods and services by the Company; and
- (c) the assets and liabilities of the Company.

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 state of the assets, liabilities, financial position and profit or loss of the Company.

61. The Company's financial records shall be kept at the Office or at such other place as the Directors think fit and shall at all reasonable times be open to the inspection of the Directors.

62. 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.

63. The Directors shall from time to time in accordance with the provisions of Part 6 of the Act cause to be prepared and to be laid before the Annual General Meeting of the Company such financial statements and reports of the directors and statutory auditors as are required by those provisions to be laid before the Annual General Meeting of the Company.

64. 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 twenty one 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

65. Statutory auditors shall be appointed by the Company and their duties regulated in accordance with Part 6 of the Act.

NOTICES

66. 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 twenty four hours after the letter containing the same is posted and in any other case at which the letter would be delivered in the ordinary course of post, or, in the event that the intended recipient has authorised it in writing, by e-mail to the e-mail address provided by the intended recipient.

67. The accidental omission to give notice of any meeting convened pursuant to these articles, or the non-receipt of such notice by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

68. 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 statutory auditor for the time being of the Company
- (d) the Secretary.

No other person shall be entitled to receive notices of General Meetings.

INDEMNITY

- 69 (i) Every officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any proceedings or application referred to in or under sections 233 or 234 of the Act in which relief is granted to him or her by the court.
- (ii) Every officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he or she may sustain or incur in or about the execution of the duties of his or her office or otherwise in relation thereto and no officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his or her office or in relation thereto. This regulation shall have effect only to the extent permitted by section 235 of the Act.

INSURANCE

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

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

NAMES AND ADDRESS AND DESCRIPTIONS OF SUBSCRIBERS	
Name:	Catherine Fagan
Address:	Bath Lodge, 18 Capel Avenue, Irishtown, Dublin 4.
Description:	Administrator
Name:	Josephine Kirwar;
Address:	48 Osprey Park, Templeogue, Dublin 4.
Description:	Secretary
Name:	Mary O'Neill
Address:	8 Church Park Drive, Dublin 6W.
Description:	Supervisor
Name:	Gerry Hayes
Address:	24 Sugarloaf Cres., Bray. Co. Wicklow.
Description:	Manager
Name:	Colm Peppard
Address:	28 Brookwood Avenue, Artane, Dublin 5.
Description:	Manager
Name:	Rachel Stacker
Address:	48 Ashfield Green, Consilla, Dublin 15
Description:	Administrator
Name:	Maeve Laverty
Address:	30 Waterloo Road, Ballsbridge, Dublin 4
Description:	Secretary

Dated this 28th day of October 1997

Witness to the above signatures:- Ms. Grainne Riordan,
Dollard House, Wellington Quay, Dublin 2