

COMPANIES ACT 2014

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

CONSTITUTION

OF

ROUGH MAGIC

CONSTITUTION

-of-

ROUGH MAGIC

MEMORANDUM OF ASSOCIATION

(As amended by Special Resolution dated 15th December 2020)

1. The name of the Company is "Rough Magic " (the "**Company**").
2. The Company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.
3. The main object ("Main Object") for which the Company is established is to advance education of the public generally and including in particular those involved in theatre arts and crafts through the Arts and Theatre, as defined in Section 2 of the Arts Act, 2003, by promoting and encouraging the practice of the theatre arts including the presentation of plays and other works of a theatrical nature in Ireland and elsewhere and to disseminate knowledge in the different aspects of theatrical presentations.
4. As objects incidental and ancillary to the attainment of the Main Object, the Company shall have the following subsidiary objects:
 - (a) To develop and promote all aspects of dramatic and artistic performance of every kind for people of all ages and backgrounds and whether in theatres, halls, dramatic or theatrical clubs or societies, community centres or other similar places.
 - (b) To carry on all or any of the businesses of theatre, concert hall, cinema proprietors or agents, song, music, play, programme and general publishers, theatrical and music agents and to present, produce, manage, conduct and represent at any theatre or place of entertainment, such plays, dramas, musicals or other pieces, shows films, videos, exhibitions or other entertainment in connection with the above objects.
 - (c) To carry on the business of film, and video producers.
 - (d) To present, produce, manage, conduct and represent at any theatre, or place of entertainment, such plays, dramas, musicals and other pieces, shows, exhibitions and other entertainment.
 - (e) (To carry on any other business, which may seem to the Company capable of being conveniently carried on in connection with the above primary objects or any of them.
5. The Company shall in addition to the powers conferred on it by law have the following powers which are exclusively subsidiary and ancillary to the Main Object and which powers may only be exercised in promoting the Main Object. Any income generated by the exercise of these powers is to be applied to the promotion of the Main Object:

- (a) To solicit and procure by any lawful means and to accept and receive any donation of property of any nature and any devise, legacy or annuity, subscription, gift, contribution or fund, including by means of payroll giving or other similar arrangements, and including (but so as not to restrict the generality of the foregoing) the holding of lotteries in accordance with the law for the purpose of promoting the Main Object, and to apply to such purpose the capital as well as the income of any such legacy, donation or fund.
- (b) To undertake, accept, execute and administer, without remuneration, any charitable trusts.
- (c) To establish and support or aid in the establishment and support of any charitable association or institution, trust or fund, and to subscribe or guarantee money for any charitable purpose which the Company shall consider calculated to promote its Main Object.
- (d) To collect and to receive voluntary contributions, donations or bequests or money for any of the purposes aforesaid.
- (e) To make application on behalf of the Company to any authority, whether governmental, local, philanthropic or otherwise, for financial funding of any kind.
- (f) To apply, petition for or promote any Act of the Oireachtas or other legislation relating directly to the advancement of the Main Object.
- (g) Subject to clause 7 and 8, to employ such staff, and on such terms, as are necessary or desirable for the proper promotion of the Main Object.
- (h) To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Company as an employee, or to the wives, husbands, children or other dependents of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by a pension scheme covered by Part 30 of the Taxes Consolidation Act 1997 and provided that such pension scheme has been operated by the company and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the pension scheme while employed by the Company; and to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company and to subscribe or guarantee money for charitable objects.
- (i) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, patents, copyrights, licences, rights and privileges or any estate or interest whatsoever and any rights, privileges and easements over or in respect of any property which may be considered necessary for the purposes of the Company and to develop and turn to account any land acquired by the Company or in which it is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up and improving buildings and conveniences and by planting, paving, draining, farming, cultivating, letting or building leases or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
- (j) To acquire, hold, sell, manage, lease, mortgage, exchange or dispose of all or any part of

the property of the Company with a view to the promotion, protection or encouragement of its Main Object and to vary investments.

- (k) To co-operate with any other society or institution in carrying out any investments hereby authorised in furtherance of the Main Object.
- (l) To borrow and raise money in such manner as may be considered expedient, and to issue debentures, debenture stock and other securities, and for the purpose of securing any debt or other obligation of the Company to mortgage or charge all or any part of the property of the Company, present or future, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (m) To invest and deal with monies and property of the Company not immediately required in such manner as will most effectively provide funds for the advancement and promotion of the purposes aforesaid and this power shall include power from time to time to vary any investments made thereunder.
- (n) To invest in such ways as shall seem desirable to the Directors any moneys of the Company not immediately required for the use in connection with its Main Object and to place any such moneys on deposit with bankers and others; subject nevertheless as regards the making of investments to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided; prior permission to be obtained from the Revenue Commissioners where the Company intends to accumulate funds over a period in excess of two years for any purposes.
- (o) 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.
- (p) To draw, accept, make, endorse, discount, execute, issue and negotiate bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (q) To insure the property of the Company against any foreseeable risk in its full value and take out other insurance policies to protect the Company when required.
- (r) To insure any or all of the Directors against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, provided he or she acted in good faith and in the performance of his or her functions as charity trustee (as defined in the Charities Act, 2009).
- (s) To apply for, purchase or otherwise acquire any patents, brevets d'invention, licences, concessions and the like conferring any exclusive or non-exclusive or limited rights to use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop or

grant licences in respect of or otherwise turn to account the property, rights or information so acquired.

- (t) To adopt such means of making known the products and/or services of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and via the internet and by granting prizes, rewards and donations.
- (u) To maintain, improve or provide public amenities including recreational facilities, childcare, public health, home, welfare and youth facilities generally.
- (v) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Main Object and to obtain from any such government or authority any rights, privileges and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (w) To enter into a partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person, company, society, trust or other partnership whose objects are solely charitable, carrying on or engaged in, or are about to carry on or engage in, any business or transaction capable of being conducted so as directly or indirectly to benefit the Company and which prohibits the distribution of income and assets to at least as great a degree as the Company by virtue of Clause(s) 7 and 8 hereof and to guarantee the contracts of, otherwise assist any such person, company, society, trust or other partnership, and to take over or otherwise acquire shares, stock, debentures, or debenture stock and securities of any such person, company society, trust or other partnership, and to sell, hold, reissue with or without guarantee or otherwise deal with same.
- (x) To procure the registration or incorporation of the Company in or under the laws of any place outside Ireland.
- (y) To pay all expenses of and incidental to the incorporation and establishment of the Company.
- (z) To carry on alone or in conjunction with others any other trade of business which may in the opinion of the Directors be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company in pursuance of the Main Object.
- (aa) To found, subsidise, and assist any charitable funds, associations or institutions calculated to promote or assist the Main Object.
- (bb) To establish and maintain links with international and national organisations having similar objectives.
- (cc) To do all such other lawful things as the Company may think incidental and conducive to the foregoing Main Object.
- (dd) To do all or any of the things and matters aforesaid in any part of the world and as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or

otherwise and either alone or in conjunction with others.

PROVIDED THAT:

- (i) in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law having regard to such trusts;
 - (ii) nothing hereinbefore contained shall be construed as including in the purposes for which the Company has been established any purposes which are not charitable according to law.
6. nothing hereinbefore contained shall be construed as including in the purposes for which the Company has been established any purposes which are not charitable according to law
7. The income and property of the Company shall be applied solely towards the promotion of Main Object(s) as set forth in this Constitution. No portion of the Company's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Company.
8. 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 or servant of the Company (not being a Director) 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 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 any Director 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 Director may be a member holding not more than one hundredth part of the issued capital of such company.
 - (f) Nothing shall prevent any 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).
9. 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.

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, 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 company or companies (being a charitable institution or institutions) having main objects similar to the main objects of the Company. The company or companies (being a charitable institution or institutions) to which the property is to be given or transferred shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 7 and 8 hereof. Members of the Company shall select the company or companies (being a charitable institution or institutions) at or before the time of dissolution. 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.

11. The liability of the members is limited.

12. 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 one year after the date on which he or she ceases to be a member, for
 - (a) payment of the debts and liabilities of the Company contracted before he or she ceases to be a member, and the costs, charges and expenses of winding up; and
 - (b) the adjustment of the rights of the contributories among themselves,such amount as may be required, not exceeding €1.

We, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this constitution.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Helene Montague	6 Oatlands Tce, Rathgar, Dublin 6	Actress
Anne Byrne	105 Sycamore Rd Finglas Dublin 11	Actor
Declan Hughes	27, Landsdowne Village, Sandymount, Dublin 4	Director
Arthur Riordan	27, Landsdowne Village, Sandymount, Dublin 4	Actor
Stanley Townsend	24 Dun Emer Road, Ballsbridge, Dublin 16	Actor
Siobhan Bourke	55 Pembroke Road, Ballsbridge, Dublin 4	Administrator
Lynne Parker	36 St Albans Road S.C.R. Dublin 8	Director

Dated the 10th day of July 1987

WITNESS to the above signatures:

Name: James Hickey
Address: 20 Fitzwilliam Square Dublin 2
Solicitor

ARTICLES OF ASSOCIATION

-of-

ROUGH MAGIC

(As amended by Special Resolution dated []))

GENERAL

1. When and while the Act applies to the Company:
 - (a) these regulations; and
 - (b) the optional provisions of the Act (within the meaning of section 1177(2) of the Act),shall apply and be construed such that:
 - (i) these regulations continue to apply in the manner that is as close as is possible to their form and effect under the Act, and
 - (ii) any provision of these regulations that is inconsistent or incompatible with an optional provision of the Act shall be taken to be a statement in these regulations that the relevant provision of the Act applies to the Company only to the extent that is consistent or compatible with the regulations as they apply under the Act

2. In these presents the words standing in the first column of the Table next hereinafter contained, shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

Words	Meanings
electronic address:	any address or number used for the purposes of sending or receiving documents or information by electronic means;
electronic means:	any process or means provided or facilitated by electronic equipment for the processing (including digital compression), storage and transmission of data, employing wires, radio, optical technologies, or any other electromagnetic means;
The Companies Act:	The Companies Act 2014 and any Act amending extending or replacing it and every Act for the time being in force regulating Companies;
These presents:	These Articles of Association, and the regulations of the Company from time to time in force;
The Company:	The above-named Company;

The Board of directors:	The Board of directors for the time being of the Company;
Office:	The registered office of the Company;
Seal:	The Common Seal of the Company;
Secretary:	Any person appointed to perform the duties of the secretary of the Company; and,
In Writing:	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

Words importing the singular only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act, shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

3. The Company is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP

4. The subscribers to the Memorandum of Association and such other persons as the Board of Directors shall admit to Membership in accordance with these Articles shall be Members of the Company. The Company shall have not less than five members. For the purposes of the Registration it is declared that the number of Members shall not exceed 15.
5. Save as herein provided no person shall be admitted a Member of the Company unless he is first approved by the Board of Directors and the Board of Directors shall have full discretion as to the admission of any person to Membership.
6. Every person appointed a Member of the Company shall, before his appointment becomes effective, either sign a written consent to become a Member or sign the Register of Members to be kept by the Company.
7. Every Member shall further to the best of his ability, the objects, interests and influences of the Company and shall observe all bye-laws of the Company made pursuant to the powers in that behalf hereinafter contained.
8. A Member of the Company shall cease to be a Member:-
 - (a) If by one month's notice in writing to the Secretary at the registered office of the Company such Member resigns.

- (b) On death.
- (c) If he is found to be or becomes of unsound mind or is declared a bankrupt or make a composition with his creditors.
- (d) If he shall be in default for a period of six months in the payment of any subscription or other contribution payable by him to the Company.
- (e) If he is excluded from Membership under Article 9 hereof.
- (f) If he otherwise ceases to qualify for Membership under these Articles..
- (g) If any conditions attaching to membership of the Company have been breached.

Provided always that any Member who ceases to be one shall remain liable for all subscriptions and contributions due from or imposed on him up to the date when he shall cease to be a Member and for any sums due by him in fulfilment of his obligation under Clause 9 of the Memorandum of Association.

9. Any Member may be excluded from the Company by resolution of a majority of at least three-fourths of the Members of the Board of Directors present and voting at a Meeting of the Board of Directors specially convened for this purpose. Such Member shall have seven clear days' notice sent to him of the Board of Directors Meeting and of the grounds of the proposed exclusion and he shall be entitled to attend the Meeting and be heard in his defence but shall not be present at the voting or take further part in the proceedings otherwise than as the Board of Directors shall permit.
10. The annual subscription of the members, if any, shall be decided from time to time by the Board of Directors of the Company.

GENERAL MEETINGS

11. The first General Meeting of the Company shall be held at such time not being less than one month nor more than three months from the incorporation of the Company and at such place as the Board of Directors may determine.
12. A General Meeting shall be held once in every calendar year at such time and place as may be determined by the Board of Directors, provided that every General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Meeting.
13. The Members of the Board of Directors may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by Section 178 (as applied by section 1203) of the Companies Act. If at any time there are not within the State sufficient Members of the Board of Directors capable of acting to form a quorum, any Member of the Board of Directors 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 meeting may be convened by the Members of the Board of Directors.
14. Subject to Sections 181 and 193 (as applied by section 1208) of the Companies 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 shall be given, in manner hereinafter mentioned, to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company. The accidental omission to give notice of a Meeting to, or the non-receipt of such notice by, any Member shall not invalidate any Resolution passed, or proceeding held at the Meeting.

15. Subject to Section 193 of the Act, a resolution in writing signed by all the Members for the time being entitled to attend and vote on such Resolution at a General Meeting shall be as valid and effective for all purposes as if the Resolution had been passed at a General Meeting of the Company duly convened and held, and if described as a special resolution shall be deemed to be a Special Resolution within the meaning of the Act.
16. All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the financial statements, election to the Board of Directors and the election of other officers in the place of those retiring by rotation and the fixing of the remuneration of the Auditors.

PROCEEDINGS AT GENERAL MEETINGS

17. No business shall be transacted at any General Meeting unless a quorum is present when the Meeting proceeds to business. Save as herein otherwise provided the quorum shall be three Members present.
18. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the Meeting if convened on the requisition of the Members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the time and place, or at such other place as the Chairperson shall appoint, and if at such adjourned Meeting a quorum is not present within half an hour from the time appointed for holding the Meeting the Members present shall be a quorum.
19. With the consent of any Meeting at which a quorum is present, the Chairperson of the Meeting may adjourn a Meeting from time to time, and from place to place, as the Meeting shall determine. Whenever a Meeting is adjourned for thirty days or more, notice of the adjourned Meeting shall be given in the same manner as of an original Meeting. Save as aforesaid, no Member shall be entitled to any notice of any adjournment, or of the business to be transacted at an adjourned Meeting. No business shall be transacted at any adjourned Meeting other than business which might have been transacted at the Meeting from which the adjournment took place.
20. The Chairperson, if any of the Board of Directors, shall preside as Chairperson at every General Meeting of the Company, or if there is no such Chairperson, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as Chairperson, the deputy Chairperson, if any, of the Board of Directors if he is present and willing to act shall be Chairperson of the meeting, failing which the members present shall choose one of their number to be Chairperson of the meeting.

21. At all General Meetings a resolution put to the vote of the Meeting shall be decided on a show of hands by a majority of the Members present and voting unless before or upon the declaration of the result of the show of hands a poll be demanded in writing by the person presiding at the Meeting or by at least three Members present in person or by proxy and entitled to vote, and unless a poll be so demanded a declaration by the person presiding at the Meeting that a resolution has been carried, or has been carried unanimously or by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the minute book of the Company shall be conclusive evidence thereof, without proof of the number or proportion of the votes in favour of or against such resolution. The demand for a poll may be withdrawn.
22. If a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the person presiding at the Meeting shall direct, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.
23. No poll shall be demanded on the election of a Member to preside at a Meeting, or on any question of adjournment.
24. In the case of any equality of votes, either on a show of hands or at the poll, the person presiding at the Meeting shall be entitled to a further or casting vote.
25. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

26. Subject as hereinafter provided, every Member shall have one vote.
27. Save as herein expressly provided, no person other than a Member duly registered as a Member, and who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of his Membership, shall be entitled to be present or to vote on any question either personally, or by proxy, at any General Meeting.
28. Votes may be given either personally or by proxy.
29. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing.
30. The instrument appointing a proxy and the power of attorney (if any) under which it is signed or a notarially certified copy thereof shall be deposited at the office at least forty-eight hours before the time appointed for holding the Meeting or adjourned Meeting at which the person named in such instrument proposes to vote, or, in the case of a poll, not less than forty-eight hours before the time appointed for taking the poll otherwise the person so named shall not be entitled to vote in respect thereof. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
31. A vote given 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, provided that no intimation in writing of the death or insanity or revocation shall have been received at the office one hour at least before the time fixed for holding the Meeting.

32. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit: -

FORM OF PROXY

ROUGH MAGIC

the "Company"

For use at the Annual / Extraordinary General Meeting to be held on _____ and at any adjournment thereof

I/We (Block Letters) _____

of _____

being a member / members of the Company hereby appoint

[the Chairperson of the Meeting §/ Name:] _____

of (address) _____

or failing him or her or her [name and address of alternative proxy]

as my / our proxy to attend speak and vote for me / us on my / our behalf at the Extraordinary General Meeting of the Company to be held on _____ and at any adjournment thereof. I / We direct that my / our vote(s) be cast on the specified Resolution[s] as indicated by an X in the appropriate box:

Voting Instructions to Proxy			
(choice to be marked with an "x")			
Number or description of resolution:	In Favour	Abstain	Against
1.			
2.			
3.			
Unless otherwise instructed the proxy will vote as he or she or she thinks fit.			

§ If it is desired to appoint another person as a proxy these words should be deleted and the name and address of the proxy, who need not be a member of the Company, inserted.

* Unless otherwise directed, and in respect of any other resolution properly moved at the Meeting, the proxy will vote, or may abstain from voting, as he or she or she thinks fit.

Dated ____ day of _____ 20____

Signature _____

CHAIRPERSON AND SECRETARY

33. At the first and every subsequent Annual General Meeting of the Company the Members shall be entitled to elect one of their number to be the Chairperson of the Company until the next Annual General Meeting. Any Member shall be entitled at any such Meeting to propose any other Member for the position of Chairperson, and the provisions hereinbefore contained as to voting shall apply. The election of the Chairperson shall be the first business of every Annual General Meeting and the person so elected shall be entitled to chair the Annual General Meeting at which he is elected and at every General Meeting during the ensuing year. The Chairperson shall be an ex officio Member of the Board of Directors. The Chairperson shall retire immediately prior to the Annual General Meeting next after the Annual General Meeting at which he was elected and shall be eligible for re-election. Any casual vacancy in the position of Chairperson may be filled by the Board of Directors.
34. The Board of Directors may from time to time by resolution appoint a Secretary in accordance with the Companies Act and may also from time to time by resolution appoint a temporary substitute for the Secretary and any person so appointed shall for all the purposes of these presents be deemed during the term of his appointment to be the Secretary.

BOARD OF DIRECTORS

35. Until otherwise determined by a General Meeting the number of the Members of the Board of Directors shall be not less than three and no more than ten.
36. The first Members of the Board of Directors shall be the subscribers to the Memorandum of Association, who shall continue in office until the first General Meeting.
37. The Board of Directors may from time to time and at any time appoint any Member as a Member of the Board of Directors, either to fill a casual vacancy or by way of addition to the Board of Directors, provided that the prescribed maximum be not thereby exceeded. Any person appointed under this Article shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.
38. The Members of the Board of Directors may exercise the power to borrow money and to mortgage or charge an 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 party.

REMUNERATION OF DIRECTORS

39. No remuneration shall be payable under any circumstances to any of the Directors in respect of his services as Director, or on any Committee of the Directors to which the Directors may delegate powers under Article 64. The Directors may be paid all travelling, hotel and 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 otherwise in connection with the business of the Company.

USE OF COMPANT PROPERTY BY DIRECTORS

40. No Director shall use Company property for his own use of benefit PROVIDED that de minimis use of Company property made be made by a director for the exclusive purpose of carrying out his duties as a director when such use is sanctioned at a meeting of the Board

POWERS OF THE BOARD OF DIRECTORS

41. The business of the Company shall be managed by the Board of Directors in accordance with the Companies Act who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company, as they think fit and may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company and as are not by the Companies Act or by these presents required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the Companies Act, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board of Directors which would have been valid if such regulation had not been made.
42. The continuing Members of the Board of Directors may act notwithstanding any vacancy in their body; provided always that in case the Members of the Board of Directors shall at any time be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Board of Directors for the purpose of admitting persons to Membership of the Company or of filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.
43. Cheques on the Company Bankers, until otherwise from time to time resolved upon by the Board of Directors shall be signed by at least one Member of the Board of Directors and counter-signed either by the Secretary or other Member of the Board of Directors. The Company's banking account shall be kept with such banker or bankers as the Board of Directors shall from time to time determine.

DISQUALIFICATION OF MEMBERS OF THE BOARD OF DIRECTORS

44. In addition to the circumstances provided by section 148(1), the office of Member of the Board of Directors shall be vacated if the Member of the Board of Directors
- (a) holds any salaried office or place of profit under the Company
 - (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 Member of the Board of Directors by reason of any order made under Part 14 of the Companies Act; or
 - (d) becomes of unsound mind; or
 - (e) resigns his office by notice in writing to the Company ; or

- (f) ceases to be a Member of the Company; or
- (g) is convicted of an indictable offence unless the Members of the Board of Directors otherwise determine; or
- (h) 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 Companies Act;
- (i) if a Director ceases to be qualified for the position of charity trustee under section 55 of the Charities Act, 2009.

and Section 148(2) of the Companies Act shall not apply to the Company.

45. A Member of the Board of Directors who is in any way, whether directly or indirectly, interested in any contract, matter or thing (within the restrictions imposed by clause 4 of the Memorandum) which will or may result in the payment by the Company to him, directly or indirectly, of any fees or other benefit in money or money's worth for any services actually rendered or to be rendered or which may be rendered by any person or persons or company or body corporate to the Company shall declare the nature of his interest at a Meeting of the Members of the Board of Directors in accordance with Section 194 of the Companies Act and shall not vote in respect of any such contract, matter or thing in which he is so interested, and if he shall so vote, his vote shall not be counted, nor shall he be counted in the quorum, present at the Meeting.

ROTATION OF MEMBERS OF THE BOARD OF DIRECTORS

46. At the first Annual General Meeting of the Company the whole of the Board of Directors shall retire from office, and at the Annual General Meeting in every subsequent year one-third of the Members of the Board of Directors for the time being, or if their number is not a multiple of three, then the number nearest to but not exceeding one-third shall retire from office. A retiring Member of the Board of Directors shall retain his office until the dissolution or adjournment of the Meeting at which his successor is elected or it is determined not to fill his place.
47. The Members of the Board of Directors to retire shall be those who have been longest in office since their last election or appointment. As between Members of equal seniority, the Members to retire shall in the absence of agreement be selected from among them by lot. The length of time a Member has been in office shall be computed from his last election or appointment.
48. A retiring Member of the Board of Directors 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 consecutive years but not for any longer period. In the case of Directors holding office at the date of adoption of these presents such period of nine years shall be calculated from the date of adoption by the Company of these presents. A retired Member of the Board of Directors shall be eligible for re-election or re-appointment under Article 37 after a period of three years of retirement.

49. At the first Annual General Meeting the Company shall in accordance with these Articles elect persons to form the Board of Directors until the next Annual General Meeting. At the Annual General Meeting in every subsequent year at which any Members of the Board of Directors retire in manner aforesaid the Company shall fill up the vacated office of each Member by electing a person thereto.
50. If at any Meeting at which an election of the Members of the Board of Directors ought to take place, the places of the retiring Members, or some of them, are not filled up, the retiring Members or such of them as have not had their places filled up and are willing to act, shall, if qualified, be deemed to have been re-elected.
51. The Company may from time to time in General Meeting increase or reduce the number of Members of the Board of Directors and determine in what rotation such increased or reduced number shall go out of office, and make the appointments necessary for effecting any such increase.
52. The Company may by Extraordinary Resolution remove any Member of the Board of Directors before the expiration of his period of office, and may by an Ordinary Resolution appoint another Member in his stead; but any person so appointed shall retain his office so long only as the person in whose place he is appointed would have held the same if he had not been removed.
53. The Company may by Ordinary Resolution of which extended notice has been given in accordance with Section 146 of the act remove any Member of the Board of Directors before the expiration of his period of office, and may by an Ordinary Resolution appoint another Member in his stead; but any person so appointed shall retain his office so long only as the person in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE BOARD OF DIRECTORS

54. The Board of Directors may meet together for the dispatch of business, adjourn and otherwise regulate their Meetings as they think fit. The quorum necessary for the dispatch of business by the Board may be fixed by the members of the Board and unless so fixed shall be three. Questions arising at any Meeting shall be decided by a majority of votes. In case of an equality of votes the Chairperson shall have a second or casting vote.
55. On the request of the Chairperson or of not less than three other Members of the Board of Directors the Secretary shall, at any time, summon a Meeting of the Board of Directors by notice served upon the several Members of the Board of Directors at their registered addresses in Ireland or by electronic means in accordance with Article 72.
56. The Board of Directors shall from time to time elect a Chairperson who shall preside at all meetings of the Board of Directors at which he shall be present, and may determine for what period he is to hold office, but if no such Chairperson be elected, or if at any meeting the Chairperson be not present within five minutes after the time appointed for holding a meeting, the Members of the Board of Directors present shall choose some one of their number to be Chairperson of the Meeting.
57. A Meeting of the Board of Directors at which a quorum is present shall be competent to exercise all the authorities, powers and directions by or under the regulations of the Company for the time being vested in the Board of Directors generally.

58. The Board of Directors may delegate any of their powers to committees consisting of such Member or Members of the Board of Directors as they think fit, and any committee so formed shall conform to any regulations imposed on it by the Board of Directors. The Meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the Meetings and proceedings of the Board of Directors so far as applicable and so far as the same shall not be superseded by any regulations made by the Board of Directors as aforesaid.
59. All acts bona fide done by any Meeting of the Board of Directors or of any committee of the Board of Directors, or by any person acting as a Member of the Board of Directors, shall, notwithstanding it, be afterwards discovered that there was some defect in the appointment of any such Member 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 Member of the Board of Directors.
60. The Board of Directors shall cause proper minutes to be made of the proceedings of all Meetings of the Company and of the Board of Directors, and of committees of the Board of Directors and all business transacted at such Meetings, and any such minutes of any Meeting, if purporting to be signed by the Chairperson of such Meeting, or by the Chairperson of the next succeeding Meeting, shall be conclusive evidence without any further proof of the facts therein stated.
61. A resolution in writing signed by all the Members for the time being of the Board of Directors or of any committee of the Board of Directors shall be as valid and effectual as if it had been passed at a Meeting of the Board of Directors or of such committee duly convened and constituted.
62. Any Member of the Board of Directors may participate in a meeting of the Board of Directors by means of a telephone or other similar communication whereby all persons participating in the meeting can hear each other speak; and participation in a meeting in this manner shall constitute presence in person at such meetings.

SEAL

63. The seal shall be used only by the authority of the Board of Directors and every instrument to which the Seal shall be affixed shall be signed by a member of the Board of Directors and shall be countersigned by the Secretary or a second Member of the Board of Directors or by some other person appointed by the Board of Directors for that purpose.

FINANCIAL STATEMENTS

64. The Board of Directors shall cause proper financial statements to be kept in accordance with the Companies Act with respect to:-
- (a) The assets and liabilities of the Company;
 - (b) The sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place; and
 - (c) All sales and purchases of goods by the Company.
65. The financial statements shall be kept at the office subject to Section 283 of the Companies Act, or at such other place or places as the Board of Directors shall think fit, and shall always be open to

the inspection of the Members of the Board of Directors.

66. The Company in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the Members of the financial statements of the Company, or parts thereof, and subject to such conditions and regulations the financial statements of the Company shall be open to the inspection of Members at all reasonable times during business hours.
67. The Members of the Board of Directors shall from time to time in accordance with Part 6 of the Companies Act cause to be prepared and to be laid before the Annual General Meeting of the Company such financial statements 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 the financial statements (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 report of the Members of the Board of Directors 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 Companies Act to receive them.
69. Where the Company is obliged by the Companies Act or by this constitution to send a member (i) copies of the Company's financial statements and of the directors' and auditors' reports or (ii) any other document, such copies or other document may be sent by electronic means to such electronic address as may have been provided to the Company by that person.

AUDIT

70. Once at least in every year the financial statements of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
71. Auditors shall be appointed and their duties regulated in accordance with the Companies Act.

NOTICES

72. Any notice to be given, served or delivered pursuant to these Articles shall be in writing and may be given to, served on or delivered to any member by the Company:
 - (a) by handing same to him or her or his or her authorised agent; or
 - (b) by leaving the same at his or her registered address; or
 - (c) by sending the same by the post in a pre-paid cover addressed to him or her at his or her registered address; or
 - (d) by sending the same in electronic form by electronic means to an electronic address specified to the Company by the member for that purpose.

The signature to any notice to be given by the Company may be written or printed.

73. (a) Where a notice is given, served or delivered pursuant to sub-paragraph (a) or (b) of Article 72, the giving, service or delivery thereof shall be deemed to have been effected at

the time the same was handed to the member or his or her authorised agent, or left at his or her registered address (as the case may be).

- (b) Where a notice is given, served or delivered pursuant to sub-paragraph (c) of Article 72, the giving, service or delivery thereof shall be deemed to have been effected at the expiration of twenty-four hours after the cover containing it was posted. In proving service or delivery it shall be sufficient to prove that such cover was properly addressed, stamped and posted.
- (c) Where notice is given, served or delivered pursuant to sub-paragraph (d) of Article 72 the giving, service or delivery thereof shall be deemed to have been effected at the expiration of twelve hours after sending.
- (d) Where any member has furnished his or her or her electronic address to the secretary, the delivery to him or her or her of any notice, communication, document or information by electronic mail (whether contained in the body of the electronic mail message or as an attachment to it) shall be deemed good delivery on the terms set out in sub-paragraph (c) above.
- (e) If the Company receives a delivery failure notification following the sending of a notice, communication, document or other information in electronic form to an electronic address in accordance with Article 72(d) the Company shall give, serve or deliver the notice, communication, document or information on paper or in electronic form (but not by electronic means) to the member either personally or by post or other delivery service addressed to the member at his or her or her registered address or (as applicable) by leaving it at that address. This shall not affect when the notice, document or information was deemed to be received in accordance with sub-paragraph (c).

INDEMNITY

74. Every Member of the Board of Directors, Agent, Auditor, Secretary, or other 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 or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 233 and Section 234 of the Companies Act in which relief is granted to him by the Court, and no Member of the Board of Directors or other officer shall be liable for any loss, damage or misfortune which may happen to be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 235 of the Companies Act.