

COMPANIES ACTS 2014
COMPANY LIMITED BY GUARANTEE
CONSTITUTION
OF
THE SCULPTORS' SOCIETY OF IRELAND
COMPANY LIMITED BY GUARANTEE

Memorandum of Association

1. The name of the Company is THE SCULPTORS' SOCIETY OF IRELAND COMPANY LIMITED BY GUARANTEE
2. This is a company limited by Guarantee registered under Part 18 of the Companies Act 2014
3. The main object for which the Company is established is:

The objectives for which the Company is established are to provide for the advancement of education in sculpture and other visual art forms by initiation, development, delivery and promotion of workshops, symposia, exhibitions, publications, information generally thereby promoting, improving and progressing the public knowledge, appreciation and enjoyment of sculpture and other visual art forms.

4. The following objects set out hereafter are exclusively subsidiary and ancillary to the main object set out above and these objects are to be used only for the attainment of that main object and any income generated therefrom is to be applied for the main object.
 - A) To provide opportunities and representation for visual artists, to enhance the status of visual artists, to encourage, facilitate and assist visual artists
 - B) To receive grants, loans, sponsorship, and other forms of financial support and to provide grants and scholarship of the training of suitable persona and to provide grants to enable equipment to be purchased for visual artists
 - C) To enter into agreements with visual artists for exhibition of and presentation of their work and to commission works of visual art

- D) To engage in any kind of lawful publicity for the purposes of fostering the main objective of the society and to print, publish and distribute and arrange the printing of any literature, catalogues, posters, programs, periodicals, books newsletters, leaflets and electronic media and other as may become available as the Company may think fit.
- E) To carry out research, investigation and to facilitate experimental work in visual arts.
- F) To provide and organise tuition courses and workshops in visual art and to promote and encourage the presentation of visual art to the highest standards in all communications media.
- G) To establish, form and maintain a resource and information centre containing among other library, slide library and collection of works and other articles of interest in connection with the visual arts for the use of artists, art groups, educational bodies, public bodies, the media, researchers and the general public.
- H) To carry on all or any of the business of gallery owners, exhibitors, demonstrators, valuers, advisors and consultants in relation to visual art.
- I) To enter into projects, arrangements or ventures with other cultural bodies or groups for the promotion of visual art generally.

5. The following are the powers of the company:

- 1) (a) to furnish and provide the Company's property with such furniture implements, machinery and conveniences as the Company may think desirable.
- (b) To raise funds and help raise funds for any charitable purpose
- (c) To carry on any business which may seem to the Company capable of being conveniently carried on in connection with the above main object or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property, rights or interests.

- 2) To make, draw, accept, endorse, issue, discount, and otherwise deal with promissory notes, bills of exchange, cheques, letters of credit, circular notes and other mercantile instruments.
- 3) To acquire by purchase, exchange, lease, fee farm grant or otherwise, either for an estate in fee simple or for any less estate or interest, whether immediately or reversionary, and whether vested or contingent: any lands, tenements or hereditaments of any tenure, whether subject or not to any charges or encumbrances and to hold and farm and work or manage or to sell, let, alienate, mortgage, lease or charge land, house property, shops, flats, maisonettes, reversions, interests, annuities, life policies and any other property real or personal, movable or immovable, either absolutely or conditionally and either subject to or not to any mortgage, charge, ground rent or other rents or encumbrances and to pay for any lands, tenements, hereditaments or assets acquired by the Company in cash or debentures or obligations of the Company, whether fully paid or otherwise, or in any other manner.
- 4) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) of the Company, or all such methods, the performance of the obligations of and the repayment or payment of the principle amounts and interest of any person, firm or Company or the dividends or interest of any securities, including (without prejudice to the generality of the foregoing) any company which is the Company's holding company or a subsidiary or associated company.
- 5) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the main object(s).

- 6) To purchase or otherwise acquire and carry on the whole or any part of the business property, goodwill and assets of any carrying on or proposing to carry on any business which the Company is authorised to carry on or which can be conveniently carried on in connection with the same, or may seem calculated directly or indirectly to benefit the Company, or possessed of property suitable for the purposes of the Company, and as part of the consideration for any of the acts or things aforesaid or property acquired to undertake all or any of the liabilities of such company or to acquire an interest therein, amalgamated with or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition or for mutual assistance with any such company and to give, issue or accept cash or any shares, debentures or other securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received.
- 7) To promote any company for the purpose of acquiring all or any of the property or liabilities of the Company, or if undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of or render more profitable any property, assets or business of the Company, or for any other purpose which may see directly or indirectly calculated to benefit the Company.
- 8) To accumulate capital for any purposes of the Company, and to appropriate any of the Company's assets to specific purposes, either conditionally or unconditionally. Prior permission to be obtained from Revenue where it is intended to accumulate funds for a period in excess of two (2) years.
- 9) To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, or company that may seem conducive to the Company's main object(s), and to obtain from any such government authority or company, any charters, contracts, decrees, rights, privileges and concessions and to carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges and concessions.

- 10) To raise or borrow money, and to secure the payment of money by the issue of or upon debentures or debenture stock, perpetual, terminable or otherwise, or bonds or other obligations, charged or not charged upon, or by mortgage, charge, hypothecation, lien or pledge of the whole or any part of the undertaking, property, assets and rights of the Company, both present and future, and generally in such other manner and on such terms as may seem expedient, and to issue any of the Company's securities, for such consideration and on such terms as may be thought fit, including the power to pay interest on any money so raised or borrowed and also by a similar mortgage, charge, hypothecation, lien or pledge, to secure and guarantee the performance by the Company of any obligation or liability it may undertake, and to redeem or pay off any such securities.
- 11) To, create, maintain, invest and deal with any reserve or sinking funds for redemption of obligations of the Company, or for depreciation of works or stock, or any other purpose to advance the main object(s) of the Company.
- 12) 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.

- 13) To promote freedom of contact and to resist, insure against, counteract and discourage interference therewith to join any lawful federation, union, association or party and to contribute to the funds thereof, or do any other lawful act or thing with a view to preventing or resisting directly or indirectly any interruption of or interference with the Company or any other trade or business or providing or safeguarding against the same, or resisting or opposing any strike movement or organisation which may be thought detrimental to the interest of the Company or its employees and to subscribe to any association or fund for any such purposes.
- 14) To procure the Company to be registered or recognised in any foreign country, colony, dependency or place.
- 15) To pay all or any expenses of, incidental to or incurred in connection with the formation and incorporation of the Company and the raising of its loan capital, or to contract with any person or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any debentures or securities of the Company.
- 16) To do all or any of the above things on any part of the world, and as principals, agents, contractors, trustees or otherwise, and either by or through trustees, agents, sub-contractors or otherwise and either alone in partnership or conjunction with any person or company, and to contract for the carrying on of any operation connected with the Company's main object by any person or company
- 17) To do all such other things as may be deemed incidental or conducive to the attainment of the above main object(s).

And it is hereby declared that in the construction of this Clause, the word "company", except where used in reference to this Company, shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated and whether domiciled in Ireland or elsewhere, and words denoting the singular number only shall include the plural number and vice versa.

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

WINDING UP

7. If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Company. Instead such property shall be given or transferred to some other charitable institution or institutions having main objects similar to the main object(s) of the Company. The institution or institutions to which the property is given or transferred shall prohibit the distribution of its or their income and property among their members to an extent at least as great as imposed on the company under or by virtue of Clause 8 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 can not be given to such provision, 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

INCOME AND PROPERTY

8. The income and property of the Company shall be applied solely towards the promotion if its main object(s) as set forth in this Constitution. No portion of the Company's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to 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, officer 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 trustee or other members of the Company to the Company:

C) reasonable and proper rent for premises demised and let by any member of the company (including any Charity trustee) to the company:

D) reasonable and proper out of pocket expenses incurred by any Charity trustee in connection with attendance to any matter affecting the Company:

E) fees, remuneration or other benefit in money's worth to any Company of which a Charity trustee may be a member holding not more than one hundredth part of the issued capital of such Company.

F) Payment by the company to a person pursuant to an agreement entered into in compliance with section 89 of the Charities Act, 2009 (as for the time being amended, extended or replaced)

ADDITIONS, ALTERATIONS OR AMENDMENTS

9. The 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

KEEPING ACCOUNTS

10. The company shall prepare audited accounts.

ARTICLES OF ASSOCIATION

The Regulations contained the Act shall apply to the Company and together with the regulations hereinafter contained shall constitute the regulations of the Company save in so far as they are excluded or verified.

11. In this Constitution:-

“The Act” means the Companies Act, 2014

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

“Secretary” means any person appointed to perform the duties of the Secretary of the Company;

“the Seal” means the Common Seal of the Company;

“the office” means the registered office for the time being of the Company.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including reference to printing, lithography, photography and any other modes of representing or reproducing words in a visible form. Unless the contrary intention appears, words or expressions contained in these Regulations shall bear the same meaning as in the Act, or any statutory modification thereof in force at the date at which these regulations become binding on the Company.

MEMBERS

12. The minimum number of members with which the Company proposed to be registered is 7 but the Directors may from time to time register an increase or decrease of members

13. The Members of the Company shall be the subscribers and such persons as the Board shall admit to memberships in accordance with these regulations, whose names are entered on the register of members of the Company.

14. Any person may become a member of the Society provided that they fulfil the criteria as set out by the board from time to time and which are approved by the membership at a general meeting and have paid any subscription fee annual or otherwise as required by the Society and approved by general meeting.
15. Any person fulfilling some, but not sufficient of the criteria for full membership, may become an associate of the Society on payment of the relevant subscription fee annual or otherwise as required by the Society
16. Every member of whatever class shall be bound to further the objectives, interests and influence of The Society
17. Voting rights, criteria, benefits and subscription fee for differing classes of membership as set out in these regulations shall be determined by The Society
18. Every subsequent subscription fee shall be payable within a time period determined by The Society
19. Subject to regulation 22 the Board may present lifetime membership to an artist in recognition of their artistic achievements and contributions

TERMINATION OF MEMBERSHIP

20. A Member may resign their membership by serving notice to that effect upon the Company at the Registered Office
21. A Member shall be deemed to have resigned from the Society where the required subscription fee is not received within the time allotted and may at the discretion of the society be notified of same in writing.
22. The death or bankruptcy of a member shall terminate their membership

GENERAL MEETINGS

23. All general meetings of the Company shall be held in the State or with the approval by special resolution of a preceding General Meeting of the Society in Northern Ireland or elsewhere.

24. (1) Subject to regulation (24.2), 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 15 months shall elapse between the date of one Annual General Meeting of the Society and that of the next.
- (2) Subject to regulation 23 the annual general meeting shall be held at such a time and at such a location as the Directors shall appoint.
25. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
26. The business of the annual general meeting shall include:
- A) Consideration of the Companies statutory financial statements and the report of the directors, together with the report of the statutory auditors on those statements (if so appointed);
 - B) The Review by the Members of the Companies Affairs;
 - C) The Authorisation of the Directors to approve the remuneration of the statutory auditors (if appointed);
 - D) The election and re-election;
 - E) The appointment or reappointment of the statutory auditor

NOTICE OF GENERAL MEETINGS

27. An Annual General Meeting and a meeting for the passing a special shall be called by 21 days' notice or by email in writing at the least and a meeting of the Society (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 or by e-mail 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 if 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 this constitution of the Society entitled to receive notices from them Society. Such notice shall be sent to the last e-mail or postal address provided by the member.
28. 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 the notice shall not invalidate the proceeding at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

29. 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, ten of the members who for the time being are eligible to vote or 2%, whichever is the lesser shall be deemed to be a quorum.
30. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved: in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
31. The Chairman, if any, of the Board of Directors shall preside as chairman at every general meeting of the Company, or if there is no such chairman, or if he is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to be Chairman of the meeting.
32. If at any meeting no Director is willing to act as Chairman or if no Director is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairman of the meeting.
33. The Chairman may with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of the 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.

34 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

- (a) by the Chairman, or
- (b) by at least three members present in person.

Unless a poll is so demanded, a declaration by the Chairman 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.

35. Except as provided in Regulation 34 if a poll is duly demanded it shall be taken in such a manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

36. Where there is an equality of votes, whether on a show of hands or on a poll, the Chairman 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.

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

38 A resolution in writing signed by all 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.

39. Every member shall have one vote.

40. No member shall be entitled to vote at any general meeting unless all money's immediately payable by him to the Society have been paid.

41. 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, any every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.

MINUTES OF GENERAL MEETINGS

42. The Company shall, as soon as may be after holding of a meeting, cause minutes of the proceedings and the terms of all resolutions be entered in books and kept for the purpose. All such books shall be kept in the same place

43. Any minute referred to in regulation 42, if purporting to be signed by the Chairperson of the meeting at which the proceedings were had, or the Chairperson of the next succeeding meeting, shall be evidence of what occurred at the meeting.

BODIES CORPORATE ACTING BY REPRESENTATIVES AT MEETINGS.

44. Any body corporate which is a member of the Company may by resolution of its directors or other governing body authorise such persons as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the body corporate which he represents as that body corporate could exercise if it were an individual member of the Company.

ANNUAL SUBSCRIPTIONS

45 The Directors shall be entitled from time to time to determine any Annual Subscriptions to be payable by any member of the Company. Subscriptions shall be determined by the Directors in their absolute discretion from time to time.

DIRECTORS

46. The number of Directors and the names of the first Directors shall be determined in writing by the subscribers to the Constitution or a majority of them.

47. The Company shall have a minimum of three directors, the Board may from time to time by ordinary resolution increase or reduce the number of Directors.

48. Vacancies for the position of Director shall be filled by election at the annual general meeting of the Company.

49. No person may be a Director of the Company unless they have attained the age of 18 years.

50. Any purported appointment of a Director without that person's consent shall be void.

BORROWING POWERS

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

POWERS AND DUTIES OF DIRECTORS

52. 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 Regulation required to be exercised by the Company in general meeting subject nevertheless to the provision of the Act and these regulations 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 has not been given.

53. The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors to be the attorney or attorneys of the Company for such purposes and with powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors and under these Regulations) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

54. The board may appoint additional non-member Directors from relevant areas of the arts industry, business sectors or as they see fit so long as the number of such non-members does not exceed 5 or 1 less than the number of elected member Directors whichever is the lesser. The terms of office of such Directors shall extend to the Board Meeting following the subsequent AGM when such Directors shall be eligible for reappointment. Other arts organisation may be invited by the board to appoint non-voting representatives to attend meeting of the Board

55. The board on behalf of The society may employ a Chief Executive Officer, to be described as such or other titles as the board deems appropriate, to act as manager to the affairs of the Society subject to the control and direction of the Board, The Board shall be entitled to fix the remuneration and other terms of engagement of such person.

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

57 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.

58. The Board may appoint additional non-member Director from relevant areas of the arts industry, business sectors or as they see fit so long as the number of such non-member Directors does not exceed 5 or 1 less than the elected member directors whichever is the lesser. The term office of such directors shall extend to the Board meeting following the Subsequent AGM when such Directors shall be eligible for reappointment. Other arts organisations may be invited by the Board to appoint non-voting representatives to attend meeting of the Board.

DISQUALIFICATION OF DIRECTORS

59. The Office of Director shall be vacated if the Director:-

- (a) Without the consent of The Society in general meetings holds any other office or place of profit under the Society.
 - (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 order made under 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 the Act.

VOTING ON CONTRACTS

60 A Director may not vote in respect of any contract in which he is interested or any matter arising thereout.

ROTATION OF DIRECTORS

61. At each annual general meeting of the Society, One third of the elected Members Directors for the time being or if their number is not three or a multiple of three, Then the number nearest one third shall retire from office.

- (a) All Non-Member Directors shall stand down

62 The Directors to retire in every year shall be those who have been longest in office since the last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.

63 A retiring Director shall be eligible for re-election for a further term of office which when aggregated with the term already served, shall not exceed ten years, but not for any longer period. A “Year” for this purpose shall mean from one AGM of the Company to the Next.

(a) A retiring Non-Member Director shall be eligible for re-appointment for a further term of office which when aggregated with the with the term already served, shall not exceed ten years, but not for any longer period. A “Year” for this purpose shall mean from one AGM of the Company to the Next.

64 The Company, at the meeting at which a Director retires in manner aforesaid, may fill the vacated office by electing a person thereto, and in default the retiring Director shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director has been put to the meeting and lost.

65 No person other than a Director retiring at the meeting shall, unless recommended by the Directors, be eligible for re-election to the office of Director at any general meeting unless, not less than three nor more than 21 days before the date appointed for the meeting, there has been left at the office in writing, signed by a Member duly qualified to attend and vote at the meeting for which notice is given, of his intention to propose such a person for election, and also notice in writing signed by that person of his willingness to be elected.

66 The Company may from time to time by ordinary resolution increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office.

67 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 this Constitution. Any Director so appointed shall hold office only until the next Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

68. The Company may by ordinary resolution of which extended notice given in accordance with the Act remove any Director before the expiration of his period of office, notwithstanding anything in this Constitution 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.

69 The Company may by ordinary resolution appoint another person in place of a Director removed from office under Regulation 68. Without prejudice to the powers of the Directors under Regulation 67 the Company in general meeting may appoint any person to be a Director, either to fill a casual vacancy or as additional Director. A person appointed in place of a director so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become Director on the day on which the Director in whose place he is appointed was last elected a Director.

70. The appointment and reappointment of non members directors shall be carried out in accordance with regulation 57

PROCEEDINGS OF DIRECTORS

71. 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 any equality of votes, the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of 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.

72. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be two.

73. 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 Constitution 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.

74. The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office, but, if no such Chairman is elected or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

75. The Chairperson must be a member Director

76. The Chairperson may not serve more than five consecutive years.

77. The Vice Chairperson, where appointed, shall carry out the role and function of the Chairperson in the absence of the Chairperson. If neither is available the directors present shall delegate any of the Chairperson's power as they see fit for the duration of the absence

78. 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.

79. A committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within 5 minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.

80. A committee may meet and adjourn as it thinks proper. Questions arising at any meetings shall be determined by a majority of votes of the members present, and when there is an equality of votes, the Chairman shall have a second or casting vote.

81. 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.

82. 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.

83. A meeting of the Directors or of a committee referred to in regulation 78 may consist of a conference between some of 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 ever the Chairman is situated.

SECRETARY

84 The Company shall have a company Secretary, who may be one of the Directors.

85. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as it may think fit and any Secretary so appointed may be removed by them.

86. Without derogating from the applicable statutory and other legal duties, the duties of the Secretary shall be those delegated to the Secretary from the Board.

THE SEAL

87. The Company shall have a common seal that states the Companies Name in legible characters.

88. The seal shall be used only by the authority of the Board or of a committee of the Board 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 Board for that purpose.

ACCOUNTS

89. The Company shall keep or cause to keep adequate accounting records in accordance with Chapter 2 of part 6 of the Act

90. The accounting records shall be kept on a continuous basis and shall be sufficient to explain the Companies transactions and facilitate the preparation of financial statements that give a true and fair view of the assets and liabilities of the company.

91. The Directors shall cause proper books of accounts to be kept relating to:-

- (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 by the Company; and
- (c) the assets and liabilities of the company.

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

92. The books 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.

93. 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.

94. The Directors shall from time to time in accordance with the Act cause to be prepared and to be laid before the Annual General Meeting of the Company such profit and loss accounts, balance sheets, group accounts and reports as are required by those Sections to be prepared and laid before the Annual General Meeting of the Company.

95. 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 shall not less than 21 days before the date of the Annual General Meeting, be sent to every person entitled under the provisions of the Act to receive them.

AUDIT

96. A Statutory auditor shall be appointed by the Company and their duties regulated in accordance with Part 6 of the Act

97. The Board shall arrange for the financial statements of the Company for each financial year to be audited by the statutory auditors.

NOTICES

98. A notice convening a General Meeting shall be delivered by the company to every person entitled to attend the same by hand/courier, by sending it by post to him or her to his or her registered office, or, in the event that the intended recipient has authorised it in writing by fax or e-mail to the fax number or email provided by the intended person.

99. A notice of any other description, including a notice convening a Board meeting may be delivered by hand/courier, by ordinary prepaid post, by fax or email

100. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of the notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at which the letter would be delivered in the ordinary course of post.

INDEMNITY

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

INSURANCE

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