

COMPANIES ACT 2014

CONSTITUTION

OF

FISHAMBLE THEATRE COMPANY (COMPANY LIMITED BY GUARANTEE)

(As amended by Special Resolution on 18 June 2018)

MEMORANDUM OF ASSOCIATION

Name

1. The name of the Company is: Fishamble Theatre Company (Company Limited by Guarantee).

Company

2. The Company is a company limited by guarantee registered under Part 18 of the Companies Act, 2014 (the “Act”).

Main Object

3. The Main Object for which the company is established is: To benefit the community and advance education in the arts in Ireland as defined in the Arts Acts 1951, 1973 and 2003 through the development, promotion and operation of a Theatre Company.

Subsidiary Objects

4. The following objects set out hereafter are exclusively subsidiary and ancillary to the main object set out above. With a view to the attainment of the above charitable object, the Company shall have the following subsidiary objects:
 - 4.1 to establish and promote a professional theatre company in Ireland and to provide and organize the performance of plays, dramas, operas, operettas, concerts, musicals and other dramatic presentations of all kinds and to tour such performances both in Ireland and abroad;
 - 4.2 to further develop and promote all aspects of dramatic performance of every kind for people of all ages and backgrounds and whether in theatres, halls, dramatic or

theatrical clubs or societies, communities centres or other similar places; to mentor and provide support services to writers and theatre artists and to support development of new plays for performance;

- 4.3 to carry on all or any of the businesses of theatre, concert hall and cinema proprietors or agents, restaurant and cafe owners, book and magazine shop owners and managers, song, music, play programme and general publishers theatrical and music-agents;
- 4.4 to present produce manage conduct and represent at any theatre or place or entertainment such plays, dramas, musical and other pieces, shows, exhibitions and other entertainments;
- 4.5 to carry on the business of film and video makers, film and video producers and to acquire and exploit the journalistic and literary and dramatic works of any person anywhere in the world as the Company may think fit.

Powers.

- 5. To the extent that the same are essential or ancillary to the promotion of the main object of the Company as heretofore set out, the Company may exercise the following powers:
 - 5.1 to solicit and accept grants, donations and any other form of voluntary contributions, and to administer, manage and expend such funds or other contributions in furtherance of the objects of the Company;
 - 5.2 to purchase, lease or by any other means acquire any real or personal property and to sell, manage or otherwise deal with the same, in any lawful manner;
 - 5.3 to borrow and raise money in such manner and upon such security as the Company shall think fit;
 - 5.4 to invest the monies of the Company not immediately required for its purposes in such investments, securities or property as may be thought fit, subject to such conditions and consents as may be required by law;
 - 5.5 to accumulate capital for any purpose of the Company and to appropriate any of the Company's assets to specific purposes, either conditionally or unconditionally

SAVE HOWEVER that prior permission shall be obtained from the Revenue Commissioners when it is intended to accumulate funds for a period in excess of two years;

5.6 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.

5.7 to undertake and execute any trusts which may seem directly or indirectly conducive to the attainment of the main object(s) of the Company.

5.8 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 for any other purpose of the Company.

Limited Liability

6. The liability of the members is limited.

Income and Property

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

(a) reasonable and proper remuneration to any member, officer or servant of the Company (not being a director) for any services 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) fees, remuneration or other benefit in money's worth to any company of which a director may be a member holding not more than one hundredth part of the issued capital of such company
- (e) reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Company.

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).

Contributions by Members on Winding-Up

8. 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 the payment of the debts and liabilities of the Company contracted before he or she ceases to be a member; the costs, charges and expenses of winding up; and the adjustment of the rights of contributories among themselves, such amount as may be required, not exceeding one euro.

Prohibition of Distribution to Members on Winding-Up

9. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company. Instead, such property shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the Company. The institution or institutions to which the property is to be given or transferred shall prohibit the distribution of 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 hereof. The members of the Company shall select the relevant institution or institutions at or before the time of dissolution, and if and in so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object with the agreement of the Charities

Regulator. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.

Additions, Alterations or Amendments

10. 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.

Keeping of Accounts

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

Equality and Human Rights

12. The Company shall, in the performance of its functions, have regard to the need to: 1. eliminate discrimination, 2. promote equality of opportunity and treatment of its staff and the persons to whom it provides services, and 3. protect the human rights of its members, staff and the persons to whom it provides services.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

seven persons to be formed into a Company

X Paul Hickey

X 1 Priestfield Cottages Actor,
Dublin 8

Kathy Jones

18 Davenport Place 1106
Blackpitts D. 8.
106, Willow Park Avenue, Actor/director
Dublin 11.

Jameson

Frederic D. Lynch

19 Angelsea Ave.,
Blackrock,
Co. Dublin

Theatre Manager

Adrian Buckley

106, Willow Park Ave.
Dublin 11.

Secretary.

Evanna Linehan

19 Angelsea Ave
Blackrock
Co. Dublin.

Teacher.

Jameson

1 Fitzwilliam Square
Dublin 2. Solicitor.

Dated the 2nd day of May 1990.

Witness to the above signatures:

Name:

Address:

Brenda Darcy,
Legal Assistant

1 Fitzwilliam Square
Dublin 2.

COMPANIES ACT 2014
ARTICLES OF ASSOCIATION
OF
FISHAMBLE THEATRE COMPANY (COMPANY LIMITED BY GUARANTEE)

Interpretation

1. These Articles shall be read subject to the provisions of the Act.
2. The optional provisions (as that term is defined by Section 1177(2) of the Act) shall not apply to the Constitution of the Company.
3. In these Articles the following terms shall have the following meanings:

	Term	Meaning
3.1	“Act”	the Companies Act 2014
3.2	“Articles”	these Articles of Association as from time to time altered by resolution of the Company
3.3	“Auditors”	the Auditors for the time being of the Company
3.4	“the Board”	means the board of Directors of the company
3.5	“clear days”	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effectj
3.6	“Company”	Fishamble Theatre Company (Company Limited by Guarantee)
3.7	“Constitution”	means the constitution of the Company

- 3.8 **“Directors”** 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
- 3.9 **“Executed”** includes any mode of execution
- 3.10 **“Office”** the registered office for the time being of the Company
- 3.11 **“Register”** the register of members to be kept as required by the Act
- 3.12 **"Seal"** the common seal of the Company
- 3.13 **"Secretary”** any person appointed to perform the duties of the secretary of the Company, including an assistant or deputy secretary
- 3.14 **“State”** the Republic of Ireland

4. In the Constitution:

- 4.1 subject to Article 4.2, any reference in the Constitution to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it;
- 4.2 unless the context otherwise requires, words or expressions contained in the Constitution bear the same meaning as in the Act as in force on the date when the Constitution became binding on the Company;
- 4.3 expressions which refer to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, digitilisation, electronic communication and any other modes of representing or reproducing words in a visible form. The expression “execution”, "executed" or similar expressions shall include any mode of execution whether under seal or under hand;
- 4.4 the headings and captions included in the Constitution are inserted for convenience of reference only and shall not be considered a part of or affect the construction or interpretation of these Articles;

- 4.5 in the Constitution, unless the context otherwise requires, words importing any gender shall include all genders, and the singular number shall include the plural, and vice versa, and words importing persons shall include firms or companies.

Alteration of Constitution

5. Subject to the provisions of the Act, and the provisions of this constitution, the Company may by special resolution alter either or both its memorandum and articles of association. Any alteration or addition so made shall be as valid as if originally contained therein.

Membership

6. For the purposes of registration the number of members is taken to be seven. The Board of Directors may from time to time register an increase or a decrease in the number of members. The members of the Company shall be (i) the subscribers to the Memorandum of Association and (ii) such persons as the Board of Directors shall admit to membership in accordance with these articles, and whose names are entered on the register of members of the Company.
7. A member may resign his or her membership by serving notice to that effect upon the Company at the Registered Office.
8. The Board may require a member to resign his or her membership by serving notice upon the member terminating his or her membership, such notice to expire no earlier than the date of service of the notice.
9. The death or bankruptcy of a member shall terminate his or her membership.
10. Every member shall, as a continuing condition of membership, be bound by the provisions of the constitution of the Company and any amendment thereof, and shall observe any rules or regulations made from time to time by the Company in general meeting or by the Board.

General Meetings

11. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year, and shall specify the meeting as such in

the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next. So long as the Company holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year.

All general meetings other than annual general meetings shall be called extraordinary general meetings.

12. The Board may, whenever it thinks fit, convene an extraordinary general meeting and extraordinary general meetings may also be convened as provided by Section 1203 of the Act. If at any time there are not sufficient directors in Ireland capable of acting to form a quorum, any director or any member of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

Notice of General Meetings

13. Subject to the provisions of the Act, an annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 clear 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 clear days' notice in writing at the least. The notice shall specify the place, the day and the hour of the meeting, and in the case of special business, the general nature of that business, and shall be given, in the manner hereinafter mentioned, to such persons as are, under these Articles, entitled to receive such notices from the Company.
14. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
15. The statutory auditors of the Company shall be entitled to:
 - (a) attend any general meeting of the Company;
 - (b) receive all notices of, and other communications relating to any general meeting which any member of the Company is entitled to receive;
 - (c) be heard at any general meeting which they attend, on any part of the business of the meeting which concerns them as statutory auditors.

Proceedings at General Meetings

16. A meeting of the Company, notwithstanding that it is called by shorter notice than that specified at article 22, shall be deemed to have been duly called if it is so agreed by all of the members entitled to attend and vote at the meeting, and the statutory auditors of the Company.
17. 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. Three members present in person or by proxy shall be a quorum.
18. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and 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.
19. The chairperson of the Board shall preside as chairperson at every general meeting of the Company. If he or she is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors present shall elect one of their number to be chairperson of the meeting.
20. The chairperson may with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting) adjourn the meeting from time to time and from place to place.
21. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.
22. 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:

- 22.1 by the Chairperson;
- 22.2 by at least two members present in person or by proxy; or
- 22.3 by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

and a demand by a person as proxy for a member shall be the same as a demand by the member.

- 23. Unless a poll is so demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 24. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairperson and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- 25. Except as provided in Article 35, if a poll is duly demanded it shall be taken in such manner as the Chairperson directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 26. Where there is an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
- 27. A poll demanded on the election of a Chairperson or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairperson of the meeting directs, and any business other than that on which a poll is demanded may be proceeded with pending the taking of the poll.
- 28. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

29. A resolution in writing (other than one in respect of which extended notice is required by the Act to be given) signed by all the members for the time being entitled to attend and vote on such resolution at a general meeting (or being bodies corporate by their duly appointed 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. Any such resolution may consist of several documents in the like form each signed by one or more members for the time being entitled to attend and vote on such resolution at general meeting (or being bodies corporate by their duly appointed representatives).

Votes of Members.

30. Every member shall have one vote.
31. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in capacity, may vote, whether on a show of hands or on a poll, by his attorney, committee, receiver, guardian or other person appointed by that court, and any such attorney, committee, receiver, guardian or other person may vote by proxy on a show of hands or on a poll.
32. No member shall be entitled to vote at any general meeting unless all moneys immediately payable by him or her to the Company have been paid.
33. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.
34. Notwithstanding article 22, a special resolution may be proposed and passed as a special resolution at a meeting of which less than 21 days' notice has been given, if the conditions specified in section 191 of the Act are satisfied.
35. The terms of any resolution (whether special or otherwise) before a general meeting may be amended by ordinary resolution at the meeting, provided that the resolution, as

amended, will still be such that adequate notice of the same can be deemed to have been duly given.

36. Every member entitled to attend and vote at a general meeting may appoint a proxy to attend, speak and vote on his or her behalf. A proxy need not be a member of the Company. A person entitled to more than one vote need not use all his or her votes or cast all the votes he or she uses in the same way.
37. The instrument appointing a proxy shall be in writing and shall be executed by or on behalf of the appointor. The signature on such instrument need not be witnessed. A body corporate may execute a form of proxy under its common seal or under the hand of a duly authorised officer thereof.
38. The instrument appointing a proxy and any authority, if any, under which it is executed or a notarially certified copy of such authority shall be deposited at the Office or (at the option of the member) at such other place or one of such other places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting or any other instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time appointed for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used, and in default, shall not be treated as valid.

Provided that:

- 38.1 in the case of a meeting which is adjourned to, or a poll which is to be taken on, a date which is less than seven days after the date of the meeting which was adjourned or at which the poll was demanded, it shall be sufficient if the instrument of proxy and any such authority and certification thereof as aforesaid is lodged with the Secretary at the commencement of the adjourned meeting or the taking of the poll; and
- 38.2 an instrument of proxy relating to more than one meeting (including any adjournment thereof) having once been so delivered for the purposes of any meeting shall not require to be delivered again for the purposes of any subsequent meeting to which it relates.

39. An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
40. An instrument appointing a proxy shall be in the following form or in any other form which the Directors may accept:

“[NAME]

I/We of _____ being a member/members of the above-named Company
hereby appoint _____

of or failing him or her of

as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the Company to be held on the day of 20[] and at any adjournment thereof.

Signed this day of 20[]

This form is to be used in favour of / against the resolution.*

Unless otherwise instructed the proxy will vote as he thinks fit.

**Strike out whichever is not desired.*"

41. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
42. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or incapacity of the principal or revocation of the proxy or of the authority under which the proxy was executed, if no intimation in writing of such death, incapacity or revocation as aforesaid is received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Bodies Corporate acting by representatives at meetings

43. Any body corporate which is a member of the Company may by resolution of its directors or other governing body, authorise such person 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.

Directors

44. The Company shall have a minimum of three and a maximum of ten directors but the Company may from time to time by ordinary resolution increase or reduce the number of Directors, provided that the number is not reduced below three directors, and may also determine in what rotation the increased or reduced number is to go out of office. All Directors have the right to vote at meetings of the Board.
45. The business of the Company shall be managed by the Directors, who may exercise all the powers of the Company as are not required by the Act or this constitution required to be exercised by the Company in general meeting subject nevertheless to the provisions of the Act and the constitution and to such directions, being not inconsistent with the aforesaid provisions, as may be given by the Company in general meeting, but no such direction or alteration in the constitution shall invalidate any prior act of the Directors which would have been valid if that direction had not been given or that alteration had not been made.
46. The Directors may, by power of attorney or otherwise, appoint any company, firm or person or body of persons to be the attorney of the Company for such purposes and on such conditions as they determine, including authority for the attorney to delegate all or any of the powers vested in that attorney.
47. Without affecting the generality of Regulation 52, the Directors may engage such staff as they consider appropriate and may manage and dismiss such staff.
48. 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.
49. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, whether in hard copy or electronic form, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person or persons and in such manner as the Directors shall from time to time by resolution determine.

50. No remuneration shall be payable under any circumstances to any of the Directors in respect of his or her services as Director, or on any Committee of the Directors to which the Directors may delegate powers under Article 71. The Directors may be paid all travelling, hotel and other expenses properly incurred 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 and provided same are properly vouched. No director shall use Company property for his or her own use or benefit SAVE HOWEVER that *de minimis* use of Company property may be made by a director for the exclusive purpose of carrying out his or her duties as a director, when such use is sanctioned at a meeting of the Board.

Appointment and Rotation of Directors.

51. At the first annual general meeting of the Company all the Directors shall retire from office, and at the annual general meeting in every subsequent year, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third shall retire from office.
52. The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.
53. A retiring Director shall be eligible for re-election.
54. 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.
55. No person other than a Director retiring at the meeting shall, unless recommended by the Directors, be eligible for election to the office of Director at any general meeting unless not less than 3 nor more than 21 days before the day appointed for the meeting, there shall have been left at the office notice in writing signed by two members duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

56. If a Director resigns from the Board he or she will be deemed to have resigned from any working group or committee to which he or she has been appointed but he or she may be elected or re-elected to any working group or committee at the express invitation of the Board.
57. The Directors shall have power at any time and from time to time to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles. 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.

Disqualification and Removal of Directors.

58. The Company may, by ordinary resolution, of which extended notice has been given in accordance with the Act, remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.
59. The Company may, by ordinary resolution, appoint another person in place of a Director removed from office under these Articles. Without prejudice to the powers of the Directors under Article 57, the Company in general meeting may appoint any person to be a Director, either to fill a casual vacancy or as an additional Director. A person appointed in place of a Director so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.
60. No person may be appointed as a Director:
- 60.1 unless he or she has attained the age of 18 years;
 - 60.2 in circumstances such that, had he or she already been a Director, he or she would have been disqualified from acting under the provisions of the Articles;
 - or

60.3 unless that person has consented to their appointment.

61. The office of a Director shall be vacated if:

61.1 without the consent of the Company in general meeting he or she holds any other office or place of profit under the Company;

61.2 he or she ceases to be a Director by virtue of any provision of the Act or becomes prohibited by law from being a Director;

61.3 he or she is adjudicated bankrupt or, being a bankrupt, has not obtained a certificate of discharge in the relevant jurisdiction

61.4 he or she becomes the subject of a Restriction Order made under section 819 of the Act;

61.5 he or she becomes or is deemed to become the subject of a Disqualification Order made under Chapter 4 of Part 14 of the Act;

61.6 he or she ceases to be qualified for the position of charity trustee under section 55 of the Charities Act, 2009,

61.7 the Directors reasonably believe he or she is suffering from mental disorder and incapable of acting and they resolve that he or she be removed from office;

61.8 he or she resigns by notice in writing to the Company (but only if at least three Directors will remain in office when the notice of resignation is to take effect);

61.9 he or she fails to attend three consecutive meetings of the Directors and the Directors resolve that he or she be removed for this reason;

61.10 he or she is removed by the members in accordance with the Articles herein;
or

61.11 he or she is directly or indirectly interested in any contract with the Company and fails to declare the nature of his or her interest in a manner required by section 231 of the Act.

Powers of Directors

62. The Directors shall elect a Chairperson and Vice Chairperson from among their own number and may determine the period for which each is to hold office. The Chairperson, or if he or she is not present, the Vice Chairperson, shall chair meetings of the Directors but if neither is present within five minutes after the time appointed for holding the same, the Directors present shall choose one of their number to be the Chairperson of the meeting.
63. Subject to the Act, the Constitution and to any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Constitution shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Directors by the Articles and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.
64. The quorum for the transaction of the business at meetings of the Directors may be fixed by the Directors and unless so fixed at any other number shall be three.
65. The continuing Directors or a sole continuing Director may act despite any vacancies in their number but while there are fewer Directors than required for a quorum the Directors may only act for the purpose of increasing the number of Directors or of summoning a general meeting of the Company.
66. All acts done by a person acting as a Director shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office be as valid as if such person had been duly appointed and was qualified and had continued to be a Director.
67. A resolution in writing signed by all the Directors entitled to receive notice of a meeting of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held and may consist of several documents in the like form each signed by one or more Directors.
68. If a question arises at a meeting of the Directors as to the right of a Director to vote, the question may, before the conclusion of the meeting be referred to the Chairperson of

the meeting and their ruling in relation to any Director other than himself or herself shall be final and conclusive.

69. Subject to the Constitution the Directors may regulate their proceedings as they think fit.

Delegation of Directors' powers

70. The Directors may by power of attorney or otherwise appoint any person to be the agent of the Company for such purposes and on such conditions as they determine.
71. The Directors may delegate any of their powers or functions to any committee or the implementation of any of their resolutions and day to day management of the affairs of the Company to any person or committee in accordance with the conditions set out in these Articles.

Delegation to committees

72. In the case of delegation to committees:
- 72.1 the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (although the resolution may allow the committee to make co-options up to a specified number);
 - 72.2 the composition of any such committee shall be entirely in the discretion of the Directors and may comprise such of their number (if any) as the resolution may specify;
 - 72.3 the deliberations of any such committee shall be reported regularly to the Directors and any resolution passed or decision taken by any such committee shall be reported promptly to the Directors and for that purpose every committee shall appoint a secretary;
 - 72.4 all delegations under this Article shall be variable or revocable at any time;
 - 72.5 the Directors may make such regulations and impose such terms and conditions and give such mandates to any such committee as they may from time to time think fit; and

- 72.6 no committee shall knowingly incur expenditure or liability on behalf of the Company except where authorised by the Directors or in accordance with a budget which has been approved by the Directors.
73. For the avoidance of doubt, the Directors may delegate all financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Director.
74. The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Directors so far as applicable and not superseded by any regulations made by the Directors.

Delegation of day to day management powers

75. In the case of delegation of the day to day management of the Company to a chief executive or other manager or managers:
- 75.1 the delegated power shall be to manage the Company by implementing the policy and strategy adopted by and within a budget approved by the Directors and if applicable to advise the Directors in relation to such policy, strategy and budget;
- 75.2 the Directors shall provide each such chief executive or manager with a description of his or her role and the extent of his or her authority and shall require that he or she shall report regularly to the Directors on the activities undertaken in managing the Company and, as appropriate, shall provide them regularly with management accounts sufficient to explain the financial position of the Company.

Directors' meetings

Notice

76. Any Director may (and the Secretary shall at the request of any Director) call a Directors' meeting.
77. All directors shall be entitled to reasonable notice of any meeting of the directors but, 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.

78. Every notice calling a meeting shall specify the place, day and time of the meeting and the general particulars of all business to be considered at such meeting.

Conflicts of Interest

79. A Director who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his or her interest at the meeting of the Directors at which the question of entering into the contract or arrangement is first taken into consideration, if his or her interest then exists, or in any other case at the first meeting of the Directors after he or she becomes so interested. A general notice given by a Director to the effect that:

79.1 he or she is a member of a specified Company or firm and is to be regarded as interested in all transaction with such Company or firm; or

79.2 he or she is to be regarded as interested in any transaction which may be made after the date of notice with a specified person who is connected with him or her (within the meaning of section 220 of the Act),

shall be sufficient declaration of interest under this Article, and after such general notice is given it shall not be necessary to give any special notice relating to any subsequent transaction with such Company or firm, provided that either the notice is given at a meeting of the Directors or the Director giving the notice takes reasonable steps to secure that it is brought up and read at the next meeting of the Directors after it is given.

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

Virtual meetings

81. Any Director or alternate Director may participate in a meeting of the Directors or any committee of the Directors by means of conference telephone or other

telecommunications equipment by means of which all persons participating in the meeting can hear each other speak and such participation in a meeting shall constitute presence in person at the meeting.

82. Alternate Directors

82.1 Any Director may by writing under his or her hand appoint:

82.1.1 any other Director; or

82.1.2 any other person who is approved by the Directors as hereinafter provided;

to be his or her alternate provided always that no such appointment of a person other than a Director shall be operative unless and until such appointment shall have been approved by resolution of the Board of Directors.

82.2 An alternate Director shall be entitled to receive notices of all meetings of the Directors and of all meetings of committees of Directors of which his or her appointor is a member, to attend and vote at any such meeting at which the Director appointing him or her is not personally present and, in the absence of his or her appointor, to exercise all the powers, rights, duties and authorities of his or her appointor as a Director (other than the right to appoint an alternate hereunder).

82.3 Save as otherwise provided in these Articles, an alternate Director shall be deemed for all purposes to be a Director and shall alone be responsible for his or her own acts and defaults and he or she shall not be deemed to be the agent of the Director appointing him or her.

82.4 A Director may at any time revoke the appointment of any alternate appointed by him or her. If a Director shall die or cease to hold the office of Director the appointment of his or her alternate shall thereupon cease and determine but if a Director retires by rotation or otherwise but is re-appointed or deemed to have been re-appointed at the meeting at which he or she retires, any appointment of an alternate Director made by him or her which was in force immediately prior to his or her retirement shall continue after his or her re-appointment.

82.5 Any appointment or revocation by a Director under this Article shall be effected by notice in writing given under his or her hand to the Secretary or deposited at the registered office of the Company or in any other manner approved by the Directors.

Irregularities

83. The proceedings at any meeting or on the taking of any poll shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice unless such specification is a requirement of the Act.

Minutes

84. The Directors shall cause minutes to be made in books kept for the purpose:

84.1 of all appointments of officers made by the Directors;

84.2 of all resolutions of the Company and of the Directors; and

84.3 of all proceedings at meetings of the Company and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting,

and any such minute, if purported to be signed by the Chairperson of the meeting at which the proceedings were had, or by the Chairperson of the next succeeding meeting, shall, as against any member or Director of the Company, be sufficient evidence of the proceedings.

Secretary

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

86. The Directors may appoint an assistant or deputy secretary and any provision in these Articles requiring or authorising a thing to be done by or to the Secretary shall be satisfied by it being done by or to the assistant or deputy secretary.

Register of Directors and Secretaries

87. The Company shall keep a register of its directors and secretaries, and shall enter in the register the information specified in Section 149 of the Act.

Auditors

88. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.
89. Subject to the provisions of the Act, all acts done by any person acting as an auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his or her appointment or that he or she was at the time of his or her appointment not qualified for appointment.

Seal

90. The Seal shall be used only by the authority of the Directors or of a committee of Directors authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

Records and accounts.

91. The Directors shall cause to be kept such books of accounts as are necessary to comply with the provisions of the Act and the Charities Act 2009. Proper books of account 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 explain its transactions.
92. The books of account shall be kept at the Office or subject to the provisions of the Act and in particular section 283 of the Act at such other place or places as the Directors think fit, and shall be open to the inspection of the Directors at all reasonable times.
93. The Directors shall from time to time determine whether and if so 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 of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting.

94. The Directors shall in accordance with the provisions of the Act cause to be prepared and to be laid before the annual general meeting of the Company such profit and loss accounts, balance sheets, group accounts (if any) and reports as may be necessary.
95. A copy of every balance sheet and profit and loss account which is to be laid before the annual general meeting of the Company (including every document required by law to be appended thereto) together with a copy of every report of the Auditors relating thereto and the Directors' report shall, not less than twenty-one days before the date of the meeting, be sent to every member of the Company and to every other person who is entitled to receive notices from the Company under the provisions of the Act or of these Articles.

Notices.

96. Subject to Article 97, any document or information (including any notice) to be given to or by any person pursuant to the Articles shall be in writing or shall be given in electronic form to an address for the time being notified for that purpose to the person giving the notice. A notice calling a meeting of the Directors need not be in writing.
97. The Company may give any document or information (including any notice) to any member either personally or by sending it by post in a prepaid envelope addressed to the member at his or her registered address or by leaving it at that address or in electronic form to an address provided for that purpose or posted on a website where the recipient has agreed (generally or specifically) that the document or information may be sent or supplied in that manner, or (in the case of a website) if the member is deemed to have so agreed in accordance with the Act.
98. Proof that an envelope containing a notice was properly addressed, stamped and posted or proof that an electronic communication has been transmitted to the proper address shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or in the case of a notice contained in an electronic communication, the notice is treated as being delivered at the time it was delivered.

99. Notice of every general meeting shall be given in the manner herein before authorised to: every member, every director, the Secretary and the statutory auditor for the time being of the Company.
100. The accidental omission to give notice of any meeting convened pursuant to these articles, or the non-receipt of such notice by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Indemnity

101. Without prejudice to any indemnity to which a Director may otherwise be entitled, every Director of the Company shall be indemnified out of the assets of the Company in relation to any liability incurred by him or her in that capacity but only to the extent permitted by the Act; and every other officer of the Company may be indemnified out of the assets of the Company in relation to any liability incurred by him or her in that capacity, but only to the extent permitted by the Act. The Company may, as the Board may determine from time to time, purchase and maintain Directors' and Officers' insurance for its officers, on such terms as the Board shall decide.

Winding-up

102. The provisions of Clauses 8 and 9 of the Constitution of the Company relating to the winding-up or dissolution of the Company shall have effect and be observed as if the same were repeated in the Articles.

Regulations

103. The Directors shall have power from time to time to make, repeal or alter regulations as to the management of the Company and its affairs, as to the duties of any officers or employees of the Company, as to the conduct of business of the Directors or any committee and as to any of the matters or things within the powers or under the control of the Directors provided that such regulations shall not be inconsistent with the Act, the Constitution or any rule of law. The Directors shall adopt such means as they deem sufficient to bring to the notice of the members all such regulations and variations and repeals thereof and all such regulations so long as they are in force shall be binding upon all the members of the Company.

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

.19.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Seven people to sign, now done

Paul Hickey

1 Priestfield Cottages Actor.
Dublin 8

Kathy Dones
journalist

18 Warrington Place Actor
Blackpitts D. 8.
156, Willow Park Avenue, Actor/director.
Dublin 11.

Fergus Dineen
Sales Bulletin

19 Angelsea Ave.,
Blackrock,
Co. DUBLIN Theatre Manager

106, Willow Park Ave,
Dublin 11. Secretary

Evanna Linehan

19 Angelsea Ave Teacher.
Blackrock
Co. Dublin

Jessie Dineen

1 Fitzwilliam Square Solicitor
Dublin 2

Dated the 2nd day of May 1970.

Witness to the above signatures:

Name:

Address:

Brenda Dacy

Legal Assistant

1, Fitzwilliam Square

Dublin 2

and
as to
witness