

**COMPANIES ACTS, 1963 to 1990
COMPANY LIMITED BY GUARANTEE**

**MEMORANDUM OF ASSOCIATION
-OF-
PROJECT ARTS CENTRE**

(Adopted by Special Resolution passed the 17th July 1984)

1. The name of the Company is "Project Arts Centre."
2.
 - (i) the objects for which the Project Arts Centre is established are to promote the study and improve the understanding of the arts as defined in the Arts Acts 1951, 1973 and 2003.
 - (ii)
 - (a) with a view to the attainment of the above charitable objects to exercise the powers conferred by sub-paragraphs (b) to (e) inclusive hereof.
 - (b) to promote the study and improve the understanding of the Fine Arts in Ireland.
 - (c) to organise exhibitions of works of art.
 - (d) to maintain a permanent centre where exhibitions of works of Art and performance of music, theatre and dance can be held.
 - (e) to promote such other activities as are consistent with the above objects, and for the purposes of attaining those objects:-
 - (i) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges anywhere and to construct, maintain and alter buildings and structures and to sell, manage, lease, mortgage or otherwise deal with, any of the property or rights of Project Arts Centre.
 - (ii) To borrow or raise money on banking account or otherwise, by the issue of, or upon bonds, debentures, bills of exchange, promissory notes, mortgages or other securities of Project Gallery.
 - (iii) To buy, sell and deal in paintings and other works of art.
 - (iv) To undertake and execute any trusts for the advancement of the objects of Project Arts Centre.
 - (v) To do all such other things as are incidental to or are conducive to the attainment of the objects of Project Arts Centre.
3. Project Arts Centre shall not support with its funds any object or endeavour to impose on, or procure to be observed by its members or others any regulation or restriction which, it an object of Project Arts Centre, would make it a trade union.
4. The income and property of Project Arts Centre whence so ever derived shall be applied solely towards the promotion of the objects of Project Arts Centre as set forth in this Memorandum of Association and no portion thereof shall be: paid or transferred directly or indirectly by way of dividend, gift, division, bonus in money or otherwise howsoever by way of profit unto or between any of the members of Project Arts Centre: Provided that nothing herein shall prevent the payment in good faith of reasonable and

proper remuneration to any officer or servant of Project Arts Centre or to any member of Project Arts Centre in return for any services actually rendered to Project Arts Centre, nor prevent the payment of interest at a rate not exceeding 5 per cent per annum on money lent, or reasonable and proper rent for premises demised or let by any member to Project Arts Centre; but so that no member of the Directorate of Project Arts Centre shall be appointed to any salaried office of Project Arts Centre or to any office of Project Arts Centre paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by Project Arts Centre to any member of such. Directorate except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to Project Arts Centre; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Directorate may be a member, and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. No addition, alteration or amendment shall be made to or in the provisions of the provisions of the Memorandum and Articles of Association of Project Arts Centre for the time being in force unless the same shall have been previously submitted to and approved by the Minister for Industry and Commerce.
6. The fourth and fifth paragraphs of this Memorandum contain conditions to which a Licence granted by the Minister for Industry and Commerce in pursuance of Section 24 of the: Companies Act 1963 is subject.
7. The liability of the members is limited.
8. Every member of Project Arts Centre undertakes to contribute to the assets of Project Arts Centre in the event of same being wound up whilst he is a member or within one year after he ceased to be a member for payment of the debts and liabilities of Project Arts Centre contracted before he ceases to be a member and of the costs, charges and expenses of the winding up, and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding IR£1.00.
9. If upon the winding up or dissolution of Project Arts Centre there remains after the satisfaction of its debts and liabilities, any property whatsoever, the same shall not be paid to, or distributed among the members of Project Arts Centre but shall be given or transferred to some other institution or institutions having objects similar to the objects of Project Arts Centre and which shall prohibit the distribution of its or their property and income among its or their members to an extent at least as great as is imposed on Project Arts Centre under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of Project Arts Centre at or before the time of the dissolution and if and so far as effect cannot be given to the aforesaid provisions then to such charitable object as shall be approved by Project Arts Centre.

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

Michael Kane, 7 Waterloo Road, Dublin 4, Artist.

John Behan, 13a Herbert Lane, Dublin 2, Sculptor.

Michael Byrne, 9 Offaly Road, Dublin 7, Artist.

John Kelly, 11 Blessington Place, Dublin 7, Artist.

Matthew Paul Funge, 17 Main Street, Gorey, Co. Wexford, Artist.

Colm O'Briain, 25 Lower Abbey Street, Dublin 1, Producer.

Jonathan Wade, Knockmena Road, Clondalkin, Co. Dublin, Artist.

Dated the 9th day of November, 1971

Witness to the above Signatories:-
William A. Young,
Solicitor,
67 Lower Baggot Street,
Dublin 2.

**COMPANIES ACTS, 1963 TO 1990
COMPANY LIMITED BY GUARANTEE**

**ARTICLES OF ASSOCIATION
-OF-
PROJECT ARTS CENTRE**

(Adopted by Special Resolution passed the 9th day of November 1991)

GENERAL

1. In these Articles:-

"the Act" means the Companies Act, 1963 (No. 33 of 1963);

"the company" means the 'Project Arts Centre;

"the directors" means the directors for the time being of the company or the directors present at a meeting of the board of directors and includes any person occupying the position of director by whatever name called;

"secretary" means any person appointed to perform, the duties of the secretary of the company;

"the seal" 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 references to printing, lithography, photography, and any other modes of representing or reproducing words in a visible form.

References to any provision of the Act shall include references to any amendment or replacement thereof.

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

MEMBERS

2. The number of members shall be fifty but such number may be increased as provided for hereinafter.

3. (a) Members shall be divided into two categories, namely a council member and a general member.

(b) A council members shall comprise all former chairmen, the present chairman and any future chairman (provided he shall have held such office for a period of not less than six months) of the board of directors of the company.

(i) The general membership shall comprise such persons, as the directors may from time to time admit to membership.

(ii) The directors may admit persons to be a general member subject to such conditions and restrictions as to the directors may seem fit.

- (iii) If a general member does not adhere to the conditions and restrictions (if any) subject to which he was admitted to membership he shall thereupon cease to be a member of the company.
- (c) The directors may from time to time register an increase of members of the company but such members shall be a general member only.
- (d)
 - (i) A general member may be removed or expelled from membership of the company by a resolution of the board of directors passed by a majority of not less than three fourths of those present when voting at a meeting at which not less than twenty one days notice specifying the intention to propose such resolution and the grounds therefore have been sent to members of the board of directors and to the member concerned and at which meeting the member concerned shall have been allowed to address the meeting.
 - (ii) An appeal against a resolution of the board of directors under this clause may be made by the member concerned within twenty one days of receipt of a notice in writing of the passing of such resolution. Such appeal shall be by notice in writing to the Secretary of the company at the registered office of the company and shall state the grounds of appeal. The Secretary shall convene an extra ordinary general meeting of the company for the purposes of considering the appeal and a simple majority of those present and voting at such meeting shall decide if the resolution of the board of directors shall be either confirmed or quashed.
- (e) On the 29th February 1996 and on every subsequent 29th February thereafter (that is to say, after a period of four years) all general members of the company shall be deemed to have resigned from membership of the company but each such general member shall be entitled to apply on a maximum of two occasions by notice in writing for readmission as a general member of the company but so as no general membership shall exceed more than a total of ten years.

GENERAL MEETINGS

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

NOTICE OF GENERAL MEETINGS

8. Subject to Sections 133 and 141 of the Act, an annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty one days notice in writing at the least, and a meeting of the company (other than an annual general meeting or a meeting for the passing of a special resolution) shall be called by fourteen days notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting and, in the case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned, to such persons as are, under the articles of the company, entitled to receive such notices from the company.
9. 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 proceeding at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

10. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting with the exception of the consideration of the accounts, balance sheets and the reports of the directors and auditors, the election of directors in the place of those retiring, the reappointment of the retiring auditors, and the fixing of the remuneration of the auditors.
11. 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, seven members present in person shall be a quorum.
12. 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.
13. 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 fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors present shall elect one of their number to be chairman of the meeting.
14. If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.
15. The chairman may with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

16. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- (a) by the chairman; or
 - (b) by at least three members present in person or by proxy; or
 - (c) by any member or members present in person 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.

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 the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

17. Except as provided in Article 19, if a poll is duly demanded it shall be taken in such manner as the chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
18. 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.
19. A poll demanded on the election of a chairman, or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
20. Subject to Section 141 of the Act, a resolution in writing signed by all the members for the time being entitled to attend and vote on such resolution at a general meeting (or being bodies corporate by their 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.

VOTES OF MEMBERS

21. (i) Every general member will have one vote, and a council member shall only have a vote on a resolution to wind up the company.
(ii) Voting for the election of Directors shall be by proportional representation using the single transferable vote.
22. A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, guardian, or other person appointed by that Court, and any such committee, receiver, guardian, or other person may vote by proxy on a show of hands or on a poll.
23. No member shall be entitled to vote at any general meeting unless all moneys immediately payable by him to the company have been paid.
24. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection

made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

- 25. Votes may be given either personally or by proxy.
- 26. The instrument appointing a proxy shall be in writing under the hand of the appointee or of his attorney duly authorised in writing, or, if the appointee is a body corporate, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the company.
- 27. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office or at such other place within the State as is specified for that purpose in the notice convening the meeting not less than forty eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than forty eight hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- 28. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:

PROJECT ARTS CENTRE

.....of

in the County of being a member/members of the above named company, hereby appoint

of

or failing him

of

as my/our proxy to vote for me/us an 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 19 and at any adjournment thereof.

Signed this day of 19

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.'

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

BODIES CORPORATE ACTING BY REPRESENTATIVES AT MEETINGS

31. 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

32. (i) The number of the directors shall be not less seven members and not more than twelve members. At least two of the directors shall be General Members.
(ii) AN CHOMHAIRLE EALAION/THE ARTS COUNCIL shall be entitled at any time and from time to time to attend or select a representative to attend scheduled Board of Directors Meetings of the company.
33. The directors may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from the meetings of the directors or any committee of the directors or general meetings of the company or in connection with the business of the company.

BORROWING POWERS

34. 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, (other than capital assets which may only be mortgaged or charged on the resolution of General Members in General Meeting) 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

35. The business of the company shall be managed by the Directors who shall set up and maintain a Council of Former Directors and as long as the company is solvent no resolution to wind up the company shall be passed unless the resolution required by the Act is passed, having first been approved by the Council of Former Directors.
- The directors may pay all expenses incurred in promoting and registering the company, and may exercise all such powers of the company as are not by the Act or by these articles required to be exercised by the company in general meeting, subject nevertheless to the provisions of the Act and of these Articles and to such directions being not inconsistent with the aforesaid provisions, as may be given by the company in general meeting: but no direction given by the company in general meeting shall invalidate any prior act of the directors which would have been valid if that direction had not been given.
36. 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 such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these articles) and for such period and subject to such conditions as they 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, provided always that the provisions of this article shall not apply to matters relating to any

capital assets of the company and in particular, any dealings of any nature relating to lands or buildings.

37. 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.
38. The directors shall cause minutes to be made in books provided for the purpose:
 - (a) of all appointments of officers made by the directors;
 - (b) of the names of the directors present at each meeting of the directors and of any committee of the directors;
 - (c) of all resolutions and proceedings at all meetings of the company, and of the directors and of committees of directors.

DISQUALIFICATION OF DIRECTORS

39. The office of director shall be vacated if the director:
 - (a) is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally, or
 - (b) becomes prohibited from being a director by reason of any order made Under Section 184 of the Act, or
 - (c) becomes of unsound mind, or
 - (d) resigns his office by notice in writing to the company, or
 - (e) is convicted of an indictable offence other than an offence under the Road Traffic Acts, 1961 - 1984 or any Act amending or extending the same, unless the directors otherwise determine, or
 - (f) if he is directly or indirectly interested in any contract with the company and fails to declare the nature of this interest in the manner required by Section 194 of the Act (as amended), or
 - (g) holds any office or place of profit under the company.
 - (h) if he is precluded at law from holding the office of director.

VOTING ON CONTRACTS

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

ROTATION OF DIRECTORS

41. 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.

- 42 . 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.
43. A retiring director shall be eligible for re-election except when eight years of consecutive office immediately precede retirement.
44. 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.
45. 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 three nor more than twenty one days before the date appointed for the meeting, there has been left at the office notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such 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.
46. 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.
47. Subject to Article 32 (ii) 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.
48. The company may by ordinary resolution of which extended notice has been given in accordance with Section 142 of the Act remove any director before the expiration of 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.
49. Subject to Article 32 (ii) the company may by ordinary resolution appoint another person in place of a director removed from office under Article 48. Without prejudice to the powers of the directors under Article 47, the company in general meeting may appoint any person to be a director, either to fill a casual vacancy or as an additional director. A person appointed in place of a director so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected director.

PROCEEDINGS OF DIRECTORS

50. The directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Any director or alternative director may participate in a meeting of the directors or any committee of the directors by means of a conference telephone or other telecommunications equipment (including SKYPE and similar VOIP systems) by means of which all persons participating in the meeting can hear each other and such participants in a meeting shall constitute presence in person at the meeting and the director has an entitlement to vote as though he or she were present at the meeting in person. Questions arising at any meeting shall be decided by

a majority of votes- Where there is an equality of votes, the chairman shall have a second or casting vote. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors. If the directors so resolve it shall not be necessary to give notice of a meeting of the directors to any director who being resident in the State is for the time being absent from the State.

51. 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.
52. The continuing directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the company as the necessary quorum of directors, the continuing directors or director may act for the purpose of increasing the number of directors to that number or of summoning a general meeting of the company, but for no other purpose.
53. 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.
54. The directors may delegate any of their powers to committees consisting of such member or members of the board as they think fit; any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the directors.
55. A committee may elect a chairman of its 'meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.
56. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and when there is an equality of votes, the chairman shall have a second or casting vote.
57. 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.
58. A resolution in writing, signed by all the directors for the time being entitled to receive notice of a meeting of the directors, shall be as valid as if it had been passed at a meeting of the directors duly convened and held.

SECRETARY

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

THE SEAL

61. 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.

ACCOUNTS

62. The directors shall cause proper books of account to be kept relating to:
- (a) all sums of money received and expended by the company and the 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.

63. The books of account shall be kept at the office or, subject to Section 147 of the Act, at such other place as the directors think fit, and shall at all reasonable times be open to the inspection of the directors.
64. 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 of the company except as conferred by statute or authorised by the directors or by the company in general meeting.
65. The directors shall from time to time in accordance with Section 148, 150, 157, and 158 of the Act cause to be prepared and to be laid before the annual general meeting of the company such profit and loss accounts, balance sheets, group accounts and reports as are required by those Sections to be prepared and laid before the annual general meeting of the company.
66. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the annual general meeting of the company together with a copy of the directors' report and auditors' report shall, not less than twenty one days before the date of the annual general meeting, be sent to every person entitled under the provisions of the Act to receive them.

AUDIT

67. Auditors shall be appointed and their duties regulated in accordance with Sections 160 to 163 of the Act.

NOTICES

68. A notice may be given by the company to any member either personally or by sending it by post to him to his registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of twenty four hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.
69. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

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

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

WINDING UP

70. The provisions of Clause 9 of the Memorandum of Association in relating to winding up or dissolution shall have effect and be observed as if the same were repeated in full in these presents.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Michael Kane, 7 Waterloo Road, Dublin 4, Artist.

John Behan, 13a Herbert Lane, Dublin 2, Sculptor.

Michael Byrne, 9 Offaly Road, Dublin 7, Artist.

John Kelly, 11 Blessington Place, Dublin 7, Artist.

Matthew Paul Funge, 17 Main Street, Gorey, Co. Wexford, Artist.

Colm O'Briain, 25 Lower Abbey Street, Dublin 1, Producer.

Jonathan Wade, Knockmena Road, Clondalkin, Co. Dublin, Artist.

Dated the 9th day of November 1971

Witness to the above signatures:-
WILLIAM A. YOUNG
SOLICITOR
67 LOWER BAGGOT STREET
DUBLIN 2.