

**COMPANIES ACT 2014**

**CONSTITUTION**

**OF**

**PROJECT ARTS CENTRE**

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**MEMORANDUM OF ASSOCIATION**

**1. The Company**

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

**2. Objects**

The objects for which the Company is established are as follows:

- (a) To promote the study and improve the understanding of the Fine Arts in Ireland.
- (b) To organise exhibitions of works of art.
- (c) To maintain a permanent centre where exhibitions of works of art and performance of music, theatre and dance can be held.

**3. Powers**

To facilitate the attainment of the objects of the Company as set out above, the Company adopts the following powers:

- (a) To engage, whether or not for gain, in any lawful activity which is deemed necessary or advantageous to the attainment of the objects of the Company or for the purpose of generating capital or income to facilitate the attainment of such objects.
- (b) 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.

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- (c) To acquire, hold, assign, licence and sub-licence intellectual property rights, and otherwise use the same for the benefit of the Company.
- (d) To act as trustees of any property real or personal for the purpose of realising the objects of the Company, or for any other purpose that may seem conducive to those objects.
- (e) To purchase, take on lease, exchange, hire or otherwise acquire any real or personal property that may be legally held, and any rights or privileges which the Company may think necessary or convenient for the purposes of its undertaking.
- (f) To sell or dispose of the undertaking or property of the Company or any part thereof for such consideration as the company may think fit; to sell, improve, manage, develop, exchange, lease, mortgage, charge, dispose of, turn to account or otherwise deal with all or any of the property and rights of the Company.
- (g) 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.
- (h) 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.
- (i) To grant pensions and gratuities to any person who has served the Company as an employee, or to any dependent of such person, provided that the same shall not exceed that provided by a pension scheme covered by Part 30 of the Taxes Consolidation Act 1997 (as may be amended, extended or replaced from time to time); that such a pension scheme has been operated by the Company and that the beneficiary has been a member of the scheme while employed by the Company.
- (j) To defend and protect the property, interests and reputation of the Company in all appropriate ways, including by the prosecution or defence of any legal proceedings.
- (k) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit.
- (l) To draw, make, accept, endorse or issue promissory notes and other negotiable instruments.
- (m) To promote, form, establish, acquire or incorporate any association, institution company or body for a purpose compatible with the objects of the Company.

- (n) To join, amalgamate, merge, become associated with, or to enter into a partnership, joint venture or reciprocal concession with any organisation, authority, body or person calculated to be of benefit to the Company.
- (o) To do all of the above things in any part of the world as principal, agent or in any other capacity.
- (p) To procure the Company to be registered or recognised in any foreign country.

#### **4. Limited Liability**

The liability of the members is limited.

#### **5. Income and property**

The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association. 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 on 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) reasonable and proper out-of-pocket expenses incurred by an director in connection with their attendance to any matter affecting the Company;
- e) 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.
- f) payment by the Company to a person pursuant to an agreement entered into in compliance with section 89 of the Charities Act 2009 (before as well as after the commencement thereof and as for the time being amended, extended or replaced).

#### **6. Contribution by members on winding-up**

Every member of the Company undertakes to contribute to the assets of the Company, if the Company is wound up while they are a member or is wound up within one year after the date on which they cease to be a member, for the payment of the debts and liabilities of the Company contracted before they cease 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.

#### **7. Prohibition of distribution to members on winding-up**

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 but shall be given or transferred to some other charitable institution or institutions having objects similar to the principal object of the Company and which 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 5 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object with the agreement of the Charities Regulatory Authority. 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.

#### **8. Additions, alterations or amendments**

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

#### **9. Keeping of accounts**

Annual audited accounts shall be kept and made available to the Revenue Commissioners and/or the Charities Regulatory Authority, upon request.

## ARTICLES OF ASSOCIATION

### INTERPRETATION

1. (a) In these articles:

*“the Act”* means the Companies Act 2014, and any statutory amendment(s) thereof;

*“director”* means any director for the time being of the Company;

*“the Board”* means the board of directors of the Company;

*“member”* means a member of the Company, admitted in accordance with these articles;

*“the Registered Office”* means the registered office for the time being of the Company;

*“the Secretary”* means any person(s) or body corporate appointed to perform the role of company secretary.

(b) Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to every mode of representing words in visible form.

(c) Unless the contrary intention appears, words or expressions contained in these articles shall bear the same meaning as in the Act.

### OPTIONAL PROVISIONS OF THE ACT

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

## **ALTERATION OF THE CONSTITUTION**

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

## **MEMBERS**

4. The number of members of the Company shall be fifty but such number may be altered as provided for hereafter.
5. The members of the Company shall be those persons entered on the register of members of the Company at the date of adoption of these articles and such other persons as the Board shall subsequently admit to membership in accordance with these articles, and whose names are entered on the register of members.
6.
  - (a) Members shall be divided into two categories, namely council members and general members.
  - (b) Council members shall comprise all former Chairpersons, the present Chairperson and any future Chairperson of the Board (provided they shall have held such office for a period of not less than six months).
  - (c) General members shall comprise such persons as the Board shall from time to time admit to membership.
  - (d) The Board may admit a person to be a general member subject to such conditions and restrictions as the Board shall think fit.
  - (e) The Board may from time to time register an increase of members of the company but such members shall be general members only.

## **TERMINATION OF MEMBERSHIP**

7. A member may resign their membership by serving notice to that effect upon the Company at the Registered Office.
8. On the 29<sup>th</sup> February 1996 and on every subsequent 29<sup>th</sup> 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.

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9. If a general member does not adhere to the conditions and restrictions (if any) subject to which they were admitted to membership they shall thereupon cease to be a member of the company.
10. (a) A general member may be removed or expelled from membership of the company by a resolution of the Board 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 to the member concerned and at which meeting the member concerned shall have been allowed to address the meeting.  
  
(b) An appeal against a resolution of the Board under this article 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 at the Registered Office and shall state the grounds of appeal. The Secretary shall convene an extraordinary general meeting of the Company for the purpose of considering the appeal and a simple majority of those present and voting at such meeting shall decide if the resolution of the Board shall be either confirmed or quashed.
11. In the event that a member who is also a director shall be removed as a director pursuant to article 62, their membership shall terminate automatically upon such occurrence.
12. The death or bankruptcy of a member shall terminate their membership.

### **OBLIGATIONS OF MEMBERS**

13. 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 all (if any) any rules or regulations made from time to time by the Company in general meeting or by the Board.

### **GENERAL MEETINGS OF MEMBERS**

14. 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 notice 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.
15. The business of the annual general meeting shall include:
  - (a) consideration of the Company's statutory financial statements and the report of the directors, together with the report of the statutory auditors on those statements and that report;

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- (b) the review by the members of the Company's affairs;
  - (c) the authorisation of the directors to approve the remuneration of the statutory auditors;
  - (d) the election and re-election of directors;
  - (e) the appointment or re-appointment of statutory auditors;
16. All general meetings of the Company, other than annual general meetings, shall be known as "extraordinary general meetings".
17. 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.
18. General meetings of the Company shall be held in the State at such time and at such place as the Board shall appoint.
19. A meeting, other than an adjourned meeting shall be called, in the case of an annual general meeting or an extraordinary general meeting for the passing of a special resolution, by not less than 21 days' notice, and in the case of any other extraordinary general meeting, by not less than 7 days' notice. 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. It shall be given in the manner specified in these articles to such persons as are under these articles entitled to receive such notices from the Company.
20. The notice of a general meeting shall specify –
- a) the place, the date and the time of the meeting;
  - b) the general nature of the business to be transacted at the meeting;
  - c) in the case of a proposed special resolution, the text or substance of the resolution;
  - d) with reasonable prominence, a statement that –
    - a. a members entitled to attend and vote is entitled to appoint a proxy using the form set out in article 30;
    - b. a proxy need not be a member (provided a non-member is mandated as to how he or she should vote, as provided in the proxy form set out in article 30); and
    - c. the time by which the proxy form must be received at the Registered Office or such other place as may be specified in the notice.
21. The statutory auditors of the Company shall be entitled to:
- a) attend any general meeting of the Company;



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- 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.
22. A meeting of the Company, notwithstanding that it is called by shorter notice than that specified in article 19, 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.
23. 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. Seven members present in person, online via video call or by proxy shall be a quorum.
24. 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 another 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.
25. The Chairperson of the Board shall preside as chairperson at every general meeting of the Company. If they are 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.
26. 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.
27. 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.

## PROXIES

28. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint any other person as their proxy to attend the meeting and vote instead of them, provided that the appointment does not result in a conflict of interest. A proxy so appointed shall have the same right as the member to speak at the meeting and to vote on a show of hands, a ballot and a poll.

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- 29. The instrument of proxy in the form set out in article 30 herein, signed by the person appointing the proxy, shall be deposited at the Registered Office or presented at the venue for the meeting for which it is granted no later than the time fixed for commencement of the meeting or adjourned meeting for which the proxy is granted and shall not otherwise be valid.
- 30. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:

**PROJECT ARTS CENTRE (“the Company”)**

*I, [Name of member] of [address of member] hereby appoint [name and address of proxy] or failing him or her [name and address of alternative proxy] as my proxy to attend, speak and vote for me and on my behalf at the (annual or extraordinary, as the case may be) general meeting of the Company to be held on the [date of meeting] and any adjournment thereof.*

*This proxy shall only be valid for the specified meeting and any adjournment of that meeting.*

*The proxy is to vote as follows:*

*Voting instructions for proxy  
(choice to be marked with an “x”)*

<i>Resolution No</i>	<i>in favour</i>	<i>abstain</i>	<i>against</i>
<i>1.</i>			
<i>2.</i>			

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

*Signature of member*

*Dated*

**VOTES OF MEMBERS**

- 31. At a general meeting of the Company, every general member present in person or by proxy shall have one vote. A council member (or their proxy) shall only have a vote on a resolution ~~to~~ wind up the company.
- 32. A vote shall take place on a show of hands, unless a poll is demanded before or on the declaration of the result of a show of hands.
- 33. A demand for a poll may be made by –

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- a) the chairperson of the meeting; or
  - b) at least three members present in person; or
  - c) any members present in person representing not less than 10% of the voting rights of members entitled to vote at the meeting.
34. Unless a poll is demanded, a declaration by the chairperson that a resolution has on a show of hands been carried, or lost, an entry to that effect in the minutes of the meeting 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.
35. If a poll is 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, in relation to the matter concerned, of the meeting at which the poll was demanded.
36. Where there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting shall be entitled to a second or casting vote.
37. As an exception to the rules otherwise contained herein, voting for the election of directors of the Company shall be by proportional representation.
38. No member shall be entitled to vote at a meeting of members of the Company if there are monies due and outstanding by such member to the Company.
39. No objection shall be raised to the qualification to vote of any voter except at the 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.

## RESOLUTIONS

40. Notwithstanding article 19, 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.
41. 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.
42. Subject to compliance with the conditions in section 193 of the Act, a resolution in writing signed by all the members for the time being entitled to attend and vote on such resolution at a general meeting shall be as valid and effective for all purposes as if the resolution had been

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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.

43. When a resolution is passed at an adjourned general meeting, it will be treated as having been passed on the date of that meeting and not on any earlier date.

### **RESOLUTION TO WIND UP**

44. For as long as the Company is solvent, no resolution to wind up the Company shall be passed unless it is passed as a special resolution at a general meeting properly convened to which council members have been invited, having first been considered at a meeting of the Council of Former Directors referred to in article 71.

### **MINUTES OF GENERAL MEETINGS**

45. The Company shall, as soon as may be after the holding of a meeting, cause minutes of the proceedings of the meeting and the terms of all resolutions to be entered in books kept for the purpose. All such books shall be kept in the same place.
46. Any minute referred to in article 45, if purporting to be signed by the chairperson of the meeting at which the proceedings were had, or the chairperson of the next succeeding meeting, shall be evidence of what occurred at the meeting.

### **THE BOARD OF DIRECTORS**

47. The Company shall have a minimum of seven and a maximum of twelve directors. Within this range, the Board may from time to time by ordinary resolution increase or reduce the number of directors. At least two directors shall be general members of the Company.
48. Except as provided in articles 50 and 51, vacancies for the position of director shall be filled by election at the annual general meeting of the Company.
49. No person shall be eligible for election as a director at a 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 Registered Office –
- a) notice in writing signed by a member of the Company entitled to attend and vote at the meeting, of their intention to propose the person concerned for such election; and
  - b) notice in writing signed by the person concerned of their willingness to be elected.

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50. The Board shall be entitled at any time to co-opt up to three directors of the Company for specific terms of office, with a view either to ensuring balanced representation of the constituency of interests the Company seeks to reflect or to add specialist expertise to the Board.
51. The Board shall have the power at any time and from time to time, to co-opt a person to be a director to fill a casual vacancy arising in the number of elected directors 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 be eligible for election thereat but shall not be taken into account in determining the directors who are to retire by rotation at such meeting.
52. No person may be a director of the Company unless they have attained the age of 18 years.
53. Any purported appointment of a director without that person's consent shall be void.
54. At a general meeting of the Company, a motion for the appointment of two or more persons as directors by a single resolution shall not be made, unless a resolution that it shall be so made has first been agreed to by the meeting without any vote being given against it.

### **CHAIRPERSON AND VICE-CHAIRPERSON**

55. (a) There shall be a Chairperson and a Vice-Chairperson of the Board who shall be elected by the directors. The term of office for each of these positions shall be three years, renewable for one further term of two years.  
  
(b) in the event that the term of office of the Chairperson or Vice-Chairperson (as the case may be) as a director shall, pursuant to article 56, expire prior to the expiration of their term as Chairperson or Vice-Chairperson (as the case may be), their term as director shall be automatically extended, notwithstanding article 56, to coincide with the expiry of their term as Chairperson or Vice-Chairperson (as the case may be).

### **ROTATION OF DIRECTORS**

56. At every annual general meeting one third of the elected 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.

57. 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.
58. A retiring director shall be eligible for re-election except when eight years of consecutive office immediately precede retirement.
59. 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.
60. A director co-opted in accordance pursuant to article 50 shall retire on the expiry of the term for which they have been appointed. They may be co-opted afresh for such additional terms as the Board shall decide.
61. The company may from time to time in general meeting by ordinary resolution increase or reduce the maximum or minimum number of directors and may also determine in what rotation the increased or reduced number is to go out of office.

#### **REMOVAL OF DIRECTORS**

62. The Company may by ordinary resolution in general meeting remove a director before the expiration of their period of office. Such a resolution shall not be effective unless the provisions of section 146 of the Act are observed.
63. A vacancy created by the removal of a director under article may be filled at the meeting at which they are removed and, if not so filled, may be filled as a casual vacancy.

#### **VACATION OF OFFICE**

64. The office of director shall be vacated if the director:
  - a) is adjudicated bankrupt or, being a bankrupt, has not obtained a certificate of discharge in the relevant jurisdiction; or
  - b) becomes or is deemed to be subject to a disqualification order within the meaning of Chapter 4 of Part 14 of the Act; or
  - c) a declaration of restriction is made in relation to the director and the Board, at any time during the currency of the declaration, resolves that their office be vacated; or
  - d) the director resigns their office by notice in writing to the Company; or
  - e) the health of the director is such that, in the opinion of their fellow-directors, they are no longer able to fulfil the duties of a director; or

- f) is directly or indirectly interested in any contract with the Company and fails to declare the nature of this interest as required by section 231 of the Act; or
- g) the director is sentenced to a term of imprisonment (including a term that is suspended) following conviction of an indictable offence; or
- h) the director is absent from Board meetings held during a period of more than 6 months, without the permission of the directors.

## **SECRETARY**

- 65. The Company shall have a Secretary, who may be one of the directors.
- 66. The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any Secretary so appointed may be removed by it.
- 67. Without derogating from the applicable statutory and other legal duties, the duties of the Secretary shall be those delegated to the Secretary from time to time by the Board.
- 68. The directors shall ensure that the Secretary has the skills or resources necessary to discharge the statutory and other duties associated with the position, including to maintain (or to procure the maintenance of) the Company records (other than accounting records) required to be kept in relation to the Company.

## **REGISTER OF DIRECTORS AND SECRETARIES**

- 69. 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.

## **POWERS AND DUTIES OF DIRECTORS**

- 70. The business of the Company shall be managed by the Board, which 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, by special resolution, 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 Board which would have been valid if that direction had not been given.
- 71. The Board shall establish a register of former directors, and enter in it the data of such former directors as are available to it. The persons on the register shall comprise a Council of Former Directors. As long as the Company is solvent, no resolution or proposal to wind up the Company shall be put by the Board to a general meeting of the Company unless it shall first be approved

at a meeting of the Council of Former Directors convened by the Board on 21 days' written notice, which notice shall state clearly that the purpose of the meeting is to consider and approve the proposal that the Company should be wound up.

72. The Board may exercise all powers of the Company to borrow money and to mortgage or charge its undertaking, property and assets or any part thereof.
73. The Board may delegate any of its powers to such person or persons as it thinks fit, including committees; any such committee shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
74. The Board may from time to time and at any time by power of attorney appoint any Company, firm or person or body of persons, to be the attorney or attorneys of the Company for such purposes and with such powers authorities and discretions (not exceeding its own powers) and for such period and subject to such conditions as the Board thinks 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 Board may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him or her.
75. All cheques and other negotiable instruments, and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed by such person or persons and in such manner as the Board shall from time to time determine.

#### **PROCEEDINGS OF DIRECTORS**

76. The directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.
77. Questions arising at any meeting of the directors shall be decided by a majority of votes and where there is an equality of votes, the chairperson shall have a second or casting vote.
78. A director may, and the Secretary on the requisition of a director shall, at any time, summon a meeting of the directors.
79. The quorum necessary for the transaction of the business of the Board may be fixed by the directors and, unless so fixed, shall be five.
80. A representative of an Chomhairle Ealaion/The Arts Council may be invited by the Board to attend a Board meeting or Board meetings generally, as an observer.
81. The 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 these articles as the necessary



quorum of directors, the continuing director or directors may act for the purpose of increasing the number of directors to that number of or summoning a general meeting of the Company, but for no other purpose.

82. The Chairperson of the Board shall act as chairperson of meetings of the Board, but if there is no such chairperson or, if at any meeting the chairperson is not present within 15 minutes after the time appointed for holding it, the directors present may choose one of their number to be chairperson of the meeting.
83. The directors may establish one or more committees to assist in the work of the Board. The composition of committees shall be determined by the Board and may include members who are not directors. A committee member who is not a director shall, as a condition of membership of the committee, agree to be bound by the provisions of this Constitution. Committees shall, in the exercise of their powers, conform to any regulations that may be imposed on them by the Board.
84. A committee so established may elect a chairperson of its meetings; if no such chairperson is elected or, if at any meeting the chairman is not present within 15 minutes after the time appointed for holding it, the members of the committee present may choose one of their number to be chairperson of the meeting.
85. A committee may meet and adjourn as it thinks proper. Questions arising at a committee 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.
86. A resolution in writing signed by all of the directors of the Company, or by all of the members of a committee of them, and who are for the time being entitled to receive notice of a meeting of the directors, or, as the case may be, of such a committee, shall be as valid as if it had been passed at a meeting of the directors or such a committee duly convened and held.
87. A meeting of the directors or of a committee referred to in article 83 may consist of a conference between some or all of the directors or, as the case may be, members of the committee, who are not all in one place but each of whom is able (directly or by means of telephonic, video or other electronic communication) to speak to each of the others and to be heard by each of the others. Such a meeting shall be deemed to take place where the chairperson of the meeting then is.

## **CONFLICT OF INTEREST**

88. A director may not vote in respect of any contract, appointment, or arrangement in which they are interested but may be counted in the quorum present at a meeting at which the matter is considered.

89. A director who is in any way, directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of their interest at the Board meeting at which the question of entering into the contract is first raised, or at the next meeting held after they became so interested.
90. A copy of every declaration shall, within 3 days of making it, be entered into the register of disclosable interests maintained by the Company.

### **MINUTES OF MEETINGS**

91. The Company shall cause minutes to be entered in books kept for that purpose of –
- a) all appointments of officers made by the directors;
  - b) the names of the directors present at each meeting of its directors and of any committee of the directors;
  - c) all resolutions and proceedings at all meetings of its directors and of committees of directors.
92. Such minutes shall be entered in the foregoing books as soon as may be after the appointment concerned is made, the meeting concerned has been held or the resolution concerned has been passed.
93. Any such minute, if purporting 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 be evidence of the proceedings.
94. Where minutes have been made in accordance with articles 91 – 93 (inclusive), then, until the contrary is proved-
- a) the meeting shall be deemed to have been duly held and convened;
  - b) all proceedings had at the meeting shall be deemed to have been duly had; and
  - c) all appointments of officers made by its directors at the meeting shall be deemed to be valid.

### **FINANCE AND REMUNERATION COMMITTEE**

95. The Board may establish a finance and remuneration committee, constituted as it shall think fit.
96. The responsibilities of the committee shall include:
- a) The monitoring of the financial reporting process;

- b) The monitoring of the effectiveness of the Company's systems of internal control, internal audit and risk management;
  - c) The monitoring of the statutory audit of the Company's financial statements;
  - d) The review and monitoring of the independence of the statutory auditors and the provision of additional services to the Company.
97. If such a committee is established, any proposal of the Board with respect to the appointment of statutory auditors to the Company shall be based on a recommendation made to the Board by the committee.

#### **REMUNERATION OF DIRECTORS**

98. Directors shall not be remunerated for acting as such. A director may however be remunerated for other services rendered to the Company, provided the conditions of Section 89 of the Charities Act 2009 are fulfilled, that is to say that an agreement to provide services shall be in writing; that the sum or sums of money payable shall not exceed what is reasonable and proportionate having regard to the services provided; and that all of the remaining directors are satisfied that the agreement is in the best interests of the Company.
99. Subject to compliance with any rules or protocols laid down by the Board, directors may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board, any committee established by the Board, general meetings of the Company, or otherwise incurred in connection with attending to the business of the Company.

#### **USE OF COMPANY PROPERTY BY DIRECTORS**

100. No director shall use Company property for their own use or benefit unless to facilitate work being carried out by the director for the Company or at the Company premises in their capacity as artist and otherwise as may be specifically sanctioned by the Board.

#### **POWER OF DIRECTOR TO ACT IN A PROFESSIONAL CAPACITY FOR THE COMPANY**

101. Any director may act by themselves, or their firm, in a professional capacity for the Company, and, subject to compliance with the conditions of Section 89 of the Charities Act 2009, shall be entitled to remuneration for professional services rendered, as if they were not a director.

#### **ACCOUNTS**

102. The Company shall keep or cause to be kept adequate accounting records in accordance with Chapter 2 of Part 6 of the Act.

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103. The accounting records shall be kept on a continuous basis and shall be sufficient to explain the Company's transactions and facilitate the preparation of financial statements that give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company.
104. The accounting records shall include:
- a) entries from day to day of all monies received and expended by the Company;
  - b) a record of the assets and liabilities of the Company;
  - c) a record of all transactions whereby goods are purchased and sold;
  - d) a record of all transactions whereby services are provided or purchased by the Company.
105. The Company's financial records shall be kept at the Registered Office or at such other place as the Board shall direct.
106. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the financial statements and accounting records of the Company shall be open to inspection of its members, not being directors of the Company.
107. The Board shall from time to time in accordance with the provisions of Part 6 of the Act cause to be prepared and to be laid before the annual general meeting of the Company such financial statements and reports of the directors and statutory auditors as are required by those provisions to be laid before the annual general meeting.

### **AUDIT**

108. Statutory auditors shall be appointed by the Company and their duties regulated in accordance with Part 6 of the Act.
109. The Board shall arrange for the statutory financial statements of the Company for each financial year to be audited by the statutory auditors.

### **SEAL**

110. The Company shall have a common seal that states the Company's name in legible characters.
111. The seal shall be used only on the authority of the Board, and every instrument to which the seal shall be affixed shall be signed by a director and shall be countersigned by the Secretary or by a second director or by some other person appointed by the Board for the purpose.

## **NOTICES**

112. A notice convening a general meeting shall be delivered by the Company to every person entitled to attend the same by email to an e-mail address provided by the intended recipient, or in an alternative accessible format if required. This can be requested in writing by any member.
113. A notice of any other description, including a notice convening a Board meeting may be delivered by hand/courier, by ordinary pre-paid post, by fax or by e-mail.
114. 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 received at the expiration of 24 hours after the letter containing the same is posted. Where a notice is served by fax or e-mail, the service shall be deemed to have been effected at the expiration of 24 hours after the fax or e-mail has been sent, unless there is a notified failure or error in delivery in that period.
115. 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.
116. Notice of every general meeting shall be given in the manner hereinbefore authorised to: every member, every director, the Secretary and the statutory auditor for the time being of the Company.

## **INSURANCE**

117. The Company may discharge the cost of Directors' and Officers' insurance for its officers, on such terms as the Board shall decide.