

COMPANIES ACT, 2014

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM AND ARTICLES OF ASSOCIATION

of

**ABBEY THEATRE
AMHARCLANN NA MAINISTREACH**

Philip Lee Solicitors
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Dublin 2

Cert. No. 414400

COMPANIES ACT, 2014

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

**ABBAY THEATRE
AMHARCLANN NA MAINISTREACH**

(as amended by Special Resolution dated 28th November 2016)

1. The name of the Company is **Abbey Theatre Amharclann na Mainistreach**.
2. The Company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.
3. The main objects for which the Company is established are:-
 - (1) To continue the tradition of the Abbey Theatre as the national theatre of Ireland for the purpose of acting and producing plays in Irish and/or English, written by Irish authors or on Irish subjects, and such dramatic works of international authors as would tend to educate and interest the Irish public in the higher aspects of dramatic art.
 - (2) To act as successor to National Theatre Society, Limited by receiving a transfer from National Theatre Society, Limited of its assets, rights, undertakings and liabilities.
 - (3) To promote and encourage the staging, production and performance of dramatic art to the highest standards.
 - (4) To stage, produce, co-produce, direct, hold and otherwise organise plays, rehearsals, shows, concerts, exhibitions and all other forms of performances of dramatic art.
 - (5) To commission plays, works and all other forms of performances of dramatic art.
 - (6) To further and promote educational and public knowledge, awareness, appreciation and enjoyment of drama and similar arts.
 - (7) To maintain, uphold, provide and run a prestigious national theatre for the purposes and main objects contained herein.

- (8) To promote inclusiveness, diversity and equality in every endeavour.

PROVIDED ALWAYS that the Company shall not support with its funds, or endeavour to impose on, or procure the observance by its members or others of any regulation or restriction which, if an object of the Company, would make it a trade union.

PROVIDED ALSO THAT nothing hereinbefore contained shall be construed as including in the main objects of the Company any objects which are not charitable according to law.

4. The enabling powers of the Company are:

- (1) To conduct, hold or promote meetings, lectures, classes, workshops, shows and exhibitions to further the Company's main objects.
- (2) To carry out performances, researches, investigations and experimental work of every description in relation to any of the Company's main objects.
- (3) To promote and produce in any form of media and using all forms of technology, publications relating to dramatic art, including but not limited to the printing, production, manufacture, direction, broadcast, reproduction, publication and distribution of all forms of media including any literature, catalogues, programmes, music, periodicals, films, videos, television programmes, sound recordings, computer programs, books, posters or leaflets relating thereto as the Company thinks fit.
- (4) To adopt such means of promoting the work undertaken by or on behalf of the Company as may seem expedient and in particular by advertising in any form of media and using all forms of technology as the Company thinks fit, including advertising in the press, by circulars, by electronic mail, by publication of books and periodicals and by granting prizes, rewards and donations.
- (5) To admit the public or private groups or persons to plays and all forms of performances and to charge or collect such admission fees and to apply same in such manner as the Company may think fit.
- (6) To purchase, hire, design, make or manufacture stage scenery, costumes, stage fittings, lighting, sound appliances, electronic equipment, computer equipment, computer programmes, stage properties and effects and personal property of every description required for the purposes of the Company, and to sell, hire out or dispose of the same from time to time on such terms as the Company shall think fit.
- (7) To enter into arrangements, agreements, contracts and engagements with actors, artists, authors, composers, choreographers, designers, directors, dramatists, poets, playwrights, producers, drama companies, broadcasters, recording companies, audio visual companies, and all forms of media companies, and all types of individuals, administrators, managers, groups, unincorporated associations or societies, statutory or corporate bodies, State or

semi-State bodies or other persons or authorities necessary and proper for the carrying into effect of the Company's main objects, and subject to the terms of such arrangement, agreements, contracts and engagements, to sell any resulting rights acquired by the Company as it thinks fit.

- (8) To enter into any arrangements with any government or authority, municipal, local or otherwise, or company that may seem conducive to the Company's main objects, and to obtain from any such government authority or company, any charters, contracts, decrees, rights, privileges and concessions and to carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges and concessions.
- (9) To consult, advise and co-operate as appropriate with any relevant Government Departments or authorities on any matters concerned directly or indirectly with the main objects of the Company.
- (10) To effect all or any of the Company's main objects in any part of the world whether through touring or otherwise and as principals, agents, contractors, trustees or otherwise, and either by or through trustees, agents, sub-contractors or otherwise and either alone, in partnership or in conjunction with any person or company, and to contract for the carrying on of any operation connected with the Company's main objects by any person or company.
- (11) To sell, improve, manage, develop, lease, mortgage, dispose of, or otherwise deal with the Abbey Theatre premises or any other property of the Company, real or personal, or any part or parts thereof, and to purchase, take on lease or in exchange, hire or otherwise acquire any other houses, buildings, easements or corporeal or incorporeal hereditaments in Dublin either in addition to or in substitution for the said Abbey Theatre premises, in each case on such terms as the Company may think fit.
- (12) To purchase or otherwise acquire lands, buildings and premises of every nature and kind for any estate or interest therein and to hold, work, manage, maintain, mortgage, sell, lease or otherwise dispose of same as the Company may think fit, and to insure, repair, protect, renew and safeguard such property as the Company may think fit.
- (13) To develop and turn to account any land acquired by the Company or in which it is interested and to construct, erect, enlarge, build and maintain any buildings, premises, conveniences and works, whether of a permanent or temporary nature, which may seem directly or indirectly conducive to any of the Company's main objects, and to alter, pull down, fit out, decorate and improve the same, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others, and to furnish and provide any property acquired by the Company or in which it is interested with such equipment, furniture, machinery and property of every description as the Company may think desirable for its purposes, and in each case in such manner as the Company may think fit.

- (14) Generally to purchase, take on lease or in exchange, hire or otherwise acquire any personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its main objects.
- (15) To apply for or acquire licences of every description for the sale of intoxicating liquor, minerals, tobacco or sweets and to apply for or acquire restaurant certificates, refreshment house licences or other similar certificates or licences and to carry on such business as vintners, bar owners, publicans, refreshment house keepers or restaurateurs.
- (16) To purchase or otherwise acquire, develop and produce copyrights (of all descriptions including copyrights of plays, interludes, tragedies, comedies or other dramatic works), inventions, rights or productions, licences and privileges and other rights and interests in the publication, display, recording, presentation and reproduction of works or music, pictures, books, songs, art, films, videos, computer programmes, computer data and other works, to deal with such rights and interests, to grant licences or copyright in respect of any property of the Company, to buy, sell and deal in musical instruments, musical manuscripts, scores and/or parts published or otherwise, to make all necessary arrangements, agreements and contracts with the publishers and owners of the copyrights and to act as musical, educational and artistic agents.
- (17) To apply for, purchase or otherwise acquire any patents, brevets d'invention, licences, concessions and the like conferring any exclusive or non-exclusive or limited rights to use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired.
- (18) To raise or borrow money and to secure the payment of money in such manner as the Company may think fit, and in particular by the issue of debenture or debenture stock, perpetual or otherwise, charged or not charged, or by mortgage, hypothecation, lien or pledge, of or upon the whole or any of the Company's property, undertaking, assets and rights, both present and future.
- (19) To raise funds by appealing for and inviting contributions (whether periodical or otherwise, absolute or conditional) from any person or body by way of donation, sponsorship, covenant, grant, loan, legacy or subscription and to accept donations devises, bequests (whether of real or personal estate) and subscriptions upon any special trusts within the limits of the main objects for which the Company is established and to sell and dispose of, to lease and accept surrenders of leases of, and manage, all real estate (including leaseholds) so received and not required to be or capable of being occupied for the purposes of the Company and generally to manage, invest and expend all monies belonging to the Company in furtherance of its main objects.
- (20) To apply to any Government or any Minister or any other person or bodies for the advance of monies by way of grant to finance the work of the Company

and to apply such monies accordingly subject to any conditions or restrictions which may be attached to such grant.

- (21) To maintain and operate bank accounts and to make, draw, accept, endorse, execute, issue, discount, and otherwise deal with promissory notes, bills of exchange and other negotiable instruments, cheques, letters of credit, circular notes and other mercantile instruments.
- (22) To invest and deal with the monies of the Company not immediately required for the purposes of its main objects in or upon such investments, securities or property or otherwise in such manner as may be thought fit and to manage and deal in same as may be thought fit by the Company, including to accumulate capital for any purposes of the Company, and to appropriate any of the Company's assets to specific purposes, either conditionally or unconditionally, in each case subject to such conditions (if any) as may for the time being be imposed or required by law and PROVIDED THAT prior approval is obtained from the Revenue Commissioners where it is intended to accumulate capital for a period in excess of two (2) years.
- (23) Subject to the approval of the Minister for Culture, Heritage and the Gaeltacht, to guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) of the Company, or all such methods, the performance of the obligations of and the repayment or payment of the principal amounts and interest of any company which is a subsidiary of or associated with the Company.
- (24) To create, maintain, invest and deal with any reserve or sinking funds for redemption of obligations of the Company, or for depreciation of works or stock, or any other purpose to advance the main objects of the Company.
- (25) To pay all or any expenses of, incidental to or incurred in connection with the formation and incorporation of the Company and the raising of its loan capital, or to contract with any person or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any debentures of the Company.
- (26) To make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, or any other object whatsoever which the Company may think advisable.
- (27) To give and contribute towards prizes and other rewards for works of a dramatic nature.
- (28) Subject to Clause 8 hereof, to employ such persons to perform such duties on such terms as the Company may think fit including agents either within or outside the State and remunerate any person, firm or company rendering services to the Company either by payment or otherwise and to prepare and implement a scheme or schemes in respect of the granting of pensions, gratuities and other allowances on retirement to or in respect of the staff of the

Company and pay all or any of the expenses incurred in connection with the formation, promotion, incorporation or administration of the Company; the remuneration, tenure of office and other conditions of service of every person appointed or engaged by the Company shall be such as the Company shall determine.

- (29) 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 including forming and contributing to any person, provident and benefit funds or insurance schemes for the benefit of such persons.
- (30) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit directors and ex-directors, employees or ex-employees of the Company or the dependants or connections of such persons, and to grant pensions and allowances and to do any acts or things or make any arrangements or provisions enabling employees of the Company or other persons aforesaid to become shareholders in the Company, or otherwise to participate in the profits of the Company upon such terms and in such manner as the Company thinks fit, and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, or any other object whatsoever which the Company may think advisable.
- (31) To appoint and constitute such committees as the Board of Directors may think fit.
- (32) To acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of the Company.
- (33) Subject to the prior consent of the Minister for Culture, Heritage and the Gaeltacht, to incorporate any company or companies in any place in the world for the purpose of acquiring all or any of the property or liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company, including fundraising activities, or to enhance the value of or render more profitable any property, assets or business of the Company, or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (34) To take and hold shares and securities of any other company or companies having objects similar to the main objects of this Company or any of them, and to sell, hold, reissue with or without guarantee or otherwise deal with the same.
- (35) To become a non-shareholding member or a shareholding member of any body corporate (including a corporation), the members of which have limited liability, wheresoever incorporated where such is considered by the

Company's board of directors to be conducive to the achievement of the Company's main objects.

- (36) To procure the Company to be registered or recognised in any foreign country or place.
- (37) Subject to the prior consent of the Minister for Culture, Heritage and the Gaeltacht to establish and organise branches and subsidiaries of the Company, and to establish and regulate agencies for the purposes of the Company.
- (38) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture, reciprocal concession or otherwise with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which the Company is authorised to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company.
- (39) To co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the main objects of the Company or of similar charitable purposes and to exchange information and provide advice to them.
- (40) To make donations for charitable purposes either in cash or assets which the Company may deem expedient.
- (41) Subject to the prior consent of the Minister for Culture, Heritage and the Gaeltacht, to amalgamate with any other charitable company whose objects are similar to those of the Company.
- (42) To carry on any business which may seem to the Company capable of being conveniently carried on in connection with its main objects or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property, rights or interests.
- (43) To do all such other things and to enter into all such contracts as may be deemed incidental or conducive to the attainment of the above main objects or any of them.

And it is hereby declared that:

- (a) the word "company", except where used in reference to this Company, shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated and whether domiciled in Ireland or elsewhere;
- (b) words denoting the singular number only shall include the plural number and vice versa; and
- (c) references to Clauses and Paragraphs are to Clauses and Paragraphs of this Memorandum of Association.

5. The liability of the members is limited.

6. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he or she is a member or within one year afterwards, for payment of debts and liabilities of the Company contracted before he or she ceases to be a member and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding €1 (one euro).

WINDING UP

7. If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities, any property whatsoever, 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 main objects similar to the main objects 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 imposed on the Company under or by virtue of Clause 8 hereof, such institution or institutions to be determined, with the consent in writing of the Minister for Culture, Heritage and the Gaeltacht, 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 such charitable object as shall be approved by the Company and consented to by the Minister for Culture, Heritage and the Gaeltacht.

INCOME AND PROPERTY

8. The income and property of the Company shall be applied solely towards the promotion of its main 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. Save as provided in this Clause 8 no Director shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company. However nothing shall prevent any payment in good faith by the Company of:-
 - (1) such reasonable and proper remuneration as the Minister for Culture, Heritage and the Gaeltacht shall authorise to the Chair (as defined in the Articles of Association of the Company) for the performance of his or her duties;
 - (2) reasonable and proper remuneration to such employees of the Company as shall hold the position of Staff Director (as defined in the Articles of Association of the Company) from time to time for any services rendered to the Company in their capacity as employees of the Company;
 - (3) remuneration to any member of the Board of Directors in respect of artistic services (including without limitation services as an actor, a playwright or as theatre director) where in each case the remuneration in question is for services rendered to the Company (other than services rendered solely in the capacity as Director) provided that his or her salary, fees, royalties or other remuneration is commensurate with comparable positions in other similar

organisations or otherwise in accordance with theatre industry norms and provided that he or she is not present at the meetings of the Board of Directors when his or her remuneration is discussed and voted upon;

- (4) reasonable and proper remuneration to any member, officer or servant of the Company (not being a Director) for any services rendered to the Company;
- (5) 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;
- (6) reasonable and proper rent for premises demised and let by any Member or Director of the Company to the Company;
- (7) reasonable and proper out of pocket expenses incurred by any Director in connection with attendance to any matter affecting the Company;
- (8) 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; and
- (9) insurance premia in respect of any director's liability indemnity insurance policy or policies.

ADDITIONS, ALTERATIONS OR AMENDMENTS

9. No addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force unless the same shall have been previously approved in writing by the Minister for Culture, Heritage and the Gaeltacht and by the Charities Regulator.
10. No addition, alteration or amendment shall be made to the objects of the Company, such that there would be non-compliance with the requirements of section 1180(1) of the Act, as provided for in the provisions of this memorandum of association for the time being in force unless the same shall have been previously submitted and approved by the Registrar of Companies.
11. The Company must ensure that the Charities Regulator has a copy of its most recent Articles of Association. If it is proposed to make an amendment to the Articles of Association 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 ACCOUNTS

12. Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.

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

Names, Addresses and Descriptions of Subscribers

Bryan McMahon

No. 1, Blackarch Wood
Headfort Demesne
Kells
Co Meath

Judge

Seamus Given

77 Terenure Road East
Terenure
Dublin 6

Solicitor

Thomas Hickey

6 Priestfield Cottages
Off South Circular Road
Dublin 7

Actor

Declan Drislane

2 Rossmore Park
Templeogue
Dublin 6W

Solicitor

Suzanne Kelly

“Verelands”
Garden Vale
Athlone
Co Westmeath

Tax Lawyer

Jonathan Sheehan

Mont Agel
Ceanchor Road
Baily
Co Dublin

Solicitor

Anne Corrigan

42 Westfield Road
Harold’s Cross
Dublin 6W

Lawyer

Dated this 21st day of December 2005

Witness to the above Signatures:-

Declan Cantwell

28 Treesdale
Stillorgan
Mount Merrion
Co Dublin

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ARTICLES OF ASSOCIATION

OF

**ABBAY THEATRE
AMHARCLANN NA MAINISTREACH**

(as adopted by a Special Resolution dated 28th November 2016)

INTERPRETATION

1. The “optional provisions” as such term is defined in section 1177(2) of the Act (with the exception of sections 43(2), 144(3)(a), 144(3)(c), 148(2), 155(2),155(3), 160(2), 160(6), 160(8), 160(10), 160(12), 176(1)-(4), 182(2), 182(5), 184, 187(2) to 187(8), 218(3) to 218(5), 1196(2) to 1196(7), 1197(2), 1197(3), 1199(8)) shall apply save to the extent they are disapplied, modified or supplemented by these Articles.

2. In these Articles the following terms shall have the following meanings:-

“the Act” means the Companies Act 2014 and every statutory modification and re-enactment thereof for the time being in force;

“the Articles” means these Articles of Association;

“the Chair” means the person appointed for the time being by the Minister as the chair of the Board of Directors of the Company in accordance with Article 42(1);

“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;

“Member” means a person whose name is for the time being entered in the Register of Members of the Company;

“the Minister” means the Minister for Culture, Heritage and the Gaeltacht;

“the Ministerial Appointee to the Selection Committee” means that independent member of the Selection Committee appointed by the Minister from time to time in accordance with Article 38(2);

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

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

“Staff Director” means the Director for the time being of the Company appointed by the Board of Directors in accordance with Article 42(3);

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

Expressions referring to writing shall, unless the contrary intention appears, be construed as including reference to printing, lithography, photography and any other modes of representing or reproducing words in a visible form provided however that it shall not include writing in electronic form except as provided in these Articles and/or where it constitutes writing in electronic form sent to the Company, the Directors have approved its receipt in such form. Expressions in these Articles referring to execution of any document shall include any mode of execution under seal or under hand or any mode of electronic signature as shall be approved by the Directors. Expressions in these Articles referring to receipt of any electronic communications shall, unless the contrary intention appears, be limited to receipt in such manner as the Directors have approved.

Unless the contrary intention appears, the use of the word “address” in these Articles in relation to electronic communications includes any number or address used for the purpose of such communications.

References to the masculine shall include the feminine and vice versa.

Unless the contrary intention appears, words or expressions contained in these Articles shall bear the same meaning as in the Act.

MEMBERS

3. The number of Members with which the Company proposes to be registered is eleven (11).
4. The subscribers to the Memorandum of Association and the Directors shall be Members. An individual shall become a Member with effect from his or her appointment as a Director. Members shall cease to be members of the Company as soon as their term of office as Directors ceases for any of the reasons set out in Articles 42(1), 42(3)(b), 45, 46, 47 and 60 or is terminated by the happening of the events enumerated in Article 57. If as a result the number of Members falls below seven (7), the Board of Directors shall admit one or more persons to membership on a temporary basis until such time as there is a minimum of seven (7) Members who are Directors, on which date such temporary membership shall cease.

GENERAL MEETINGS

5. All general meetings of the Company shall be held in the State.
6. (1) Subject to Article 6(2), the Company shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meetings as such in the notices calling it; and not more

than 15 months shall elapse between the date of one Annual General Meeting of the Company and that of the next.

- (2) The Annual General Meeting shall be held at such time and at such place in the State as the Directors shall appoint.
7. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
8. Any two Directors may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings may also be convened in the manner provided by Section 177 of the Act.
9. An Extraordinary General Meeting shall also be convened on the requisition of the Members, as provided by section 178 and section 1203 of the Act or, in default by the Board of Directors, may be convened by such requisitionists.

NOTICE OF GENERAL MEETINGS

10. Subject to Section 175 and 176 of the Act an annual General Meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least and a meeting of the Company (other than an Annual General Meeting or a meeting for the passing of a special resolution) shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting and in the case of special business, the general nature of that business, and shall be given in manner hereinafter mentioned to such persons as are under the Articles of the company entitled to receive notices from the company.
11. The accidental omission to give notice of a meeting to or the non-receipt of notices of a meeting by any person entitled to receive the notice shall not invalidate the proceeding at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

12. 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 re-appointment of the retiring Auditors and the fixing of the remuneration of the Auditors.
13. 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, three (3) Members present in person shall be a quorum.
14. If within thirty (30) minutes from the time appointed for the meeting a quorum is not present, the meeting 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 thirty (30) minutes from the time appointed for the meeting, the members present shall be a quorum.

15. The Chair, if any, of the Board of Directors shall preside as chair at every general meeting of the Company, or if there is no such Chair, or if he or she is not present within thirty (30) 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 chair of the meeting.
16. The chair of any general meeting of the Company may, with the consent of any meeting at which a quorum is present (and shall, if so directed by a majority of those present in person or by proxy at such meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.
17. At any general meeting of the Company a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before being put to a show of hands or before or on the declaration of the result of the show of hands) demanded:-
 - (1) by the chair of the meeting, or
 - (2) by at least three (3) Members present in person or by proxy.Unless a poll is so demanded, a declaration by the chair of the meeting that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the minutes of proceedings of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.
18. Except as provided in Article 20 if a poll is duly demanded it shall be taken in such a manner as the chair of the meeting directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
19. Where there is an equality of votes, whether on a show of hands or on a poll, the chair 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.
20. A poll demanded on the election of a chair of the meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other questions shall be taken at such time as the chair of the meeting directs, and any business other than that upon which a poll has demanded may be proceeded with pending the taking of the poll.

VOTES OF MEMBERS

21. Subject to Section 193 of the Companies Act 2014, a resolution in writing signed by all Members for the time being entitled to attend and vote on such resolution at a general meeting of the Company 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.

22. Every Member shall have one vote.
23. 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.
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 chair of the meeting whose decision shall be final and conclusive.
25. Votes may be given either personally or by proxy, save that on a show of hands each individual present shall have only one vote on each resolution irrespective of how many proxies such individual may hold. The chair of the meeting may request such individual to specify on whose behalf a vote is being cast on a show of hands.
26. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his or her attorney duly authorised in writing. 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 24 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 24 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:-

Abbey Theatre
Amharclann na Mainistreach

I/We, _____ of _____
in the County of _____, being a member/members of the above named Company,
hereby appoint _____
of _____ or failing him or her
or _____ 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 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/she 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 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.

RESIGNATION, CESSATION AND EXPULSION OF MEMBERSHIP

31. (1) A Member may by notice in writing to the Secretary of the Company resign his or her membership of the Company.
- (2) Membership of the Company shall automatically cease on any Member's death or as soon as his or her term of office as Director ceases for any of the reasons set out in Articles 42(1), 42(3)(b), 45, 46, 47 and 60 or is terminated by the happening of the events enumerated in Article 57.
- (3) Membership of the Company shall automatically cease in respect of any Member who is a subscriber and not a Director, on the date on which there are seven (7) Members who are Directors.

Notice under this Article shall be deemed to have been served if it is sent by post in accordance with the provisions set out in Article 85 of these Articles whether or not it is actually received by the Member intended to be served with such notice.

SELECTION COMMITTEE

32. There shall be constituted an ad hoc committee which conforms with Article 38, to be known as the Selection Committee, as and when the Chair considers that it is necessary or desirable to submit to the Board of Directors a list of individuals for appointment as Directors to the Company and a Selection Committee so constituted shall meet from time to time as and when meetings are convened by the Chair.
33. The sole power, function and duty of the Selection Committee shall be to agree and submit to the Board of Directors through the Chair a recommended list of individuals to be appointed (in accordance with Article 42(2)) to the Board of Directors and to serve as Directors of the Company.
34. (1) Subject to Article 34(2), all decisions of the Selection Committee shall be unanimous and each member of the Selection Committee shall have one vote only.

- (2) In the event that the Selection Committee fails to agree upon a recommended list of individuals in accordance with Article 33 within 45 days from the date that the then Selection Committee is first convened, all decisions of that Selection Committee shall thereafter be by a majority vote, such majority to include the Chair. Notwithstanding the provisions of this Article 34(2), in the event that the Selection Committee fails to agree upon a recommended list of individuals within 60 days from the date that the then Selection Committee is first convened, that Selection Committee shall at the discretion of the Chair be dissolved and a new Selection Committee comprising the Chair and two new members appointed in accordance with Article 38(2) shall be convened.
35. In arriving at, and determining the recommended list of individuals in accordance with Article 33 the Selection Committee shall be obliged to consider and submit to the Board of Directors a list of individuals collectively having a broad range of skills and experience from various private and/or public sector occupations and endeavours including but not limited to as many as possible of the following:-
- Contemporary theatre practice (for example, a playwright, actor, director, designer, producer, theatre technician or other theatre artist or professional)
 - Irish language and culture
 - Finance / accounting
 - Business / management
 - Human resources / industrial relations
 - Education / community
 - Law / governance
 - Marketing, including audience development / sales / public relations
 - Sponsorship / fundraising
36. Without prejudice to Article 35, the Selection Committee shall be obliged to ensure that in arriving at a recommended list of individuals in accordance with Article 33 that the Board of Directors shall at all times comprise:
- (a) a Director having experience as and/or an understanding of the role of an actor, and;
 - (b) a Director having experience as and/or an understanding of the role of a playwright.

In the event that the Board of Directors at any time does not include such individual or individuals, then the Selection Committee shall include such individual or individuals in the recommended list of individuals that it submits to the Board of Directors in accordance with Article 33.

37. The Selection Committee shall be obliged to ensure that in arriving at a recommended list of individuals in accordance with Article 33 that a reasonable and fair selection process is conducted. The Selection Committee shall also be obliged to have regard to general public appointments requirements as may prevail from time to time, including considering the gender balance of the Board of Directors to ensure so far as possible that an equitable balance is maintained.

38. (1) The Selection Committee shall consist of three (3) persons.
- (2) The members of the Selection Committee shall be (i) the Chair, (ii) an independent person of standing in the artistic or cultural sector appointed by the Minister from time to time (the Ministerial Appointee to the Selection Committee), and (iii) such person (being either the chair of, or a member of, the Arts Council) as may be appointed by the Arts Council from time to time. The Minister may invite a member of the Advisory Council of National Theatre Society, Limited who does not wish to be considered for nomination to the Board of Directors, to be his or her appointee on the first Selection Committee to stand.
39. Subject to the provision of Article 40, the Ministerial Appointee to the Selection Committee shall be appointed to the Selection Committee for a single term not exceeding five (5) years¹.
40. An individual appointed to the Selection Committee shall vacate his or her office:-
- (1) If he or she becomes bankrupt, or suspends payment or compounds with his or her creditors; or
- (2) If he or she becomes of unsound mind; or
- (3) If, by notice in writing to the Company, he or she resigns his or her office; or
- (4) If the period for which he or she may have been appointed shall have expired.

In such event, the individual shall be replaced as a member of the Selection Committee by the person appointed Chair or by a person appointed by the Minister or by the Arts Council in accordance with Article 38(2), as the case may be.

DIRECTORS

41. Subject to such special resolutions of the Company as may be passed from time to time in accordance with Article 58, the number of Directors shall be not less than three (3) or more than eleven (11).
42. Subject to Article 41, the Board of Directors shall be constituted as follows:-
- (1) Three (3) Directors appointed by the Minister, one of whom shall also be designated by the Minister as the Chair. The Minister shall with reasonable cause be entitled at any time, by notice in writing served on the Company by an officer duly authorised by the Minister, to remove any of the Directors (including the Chair) appointed by the Minister and to appoint some other

¹ The M + A does not clearly define the appointment term of the members of the Selection Committee. It is clear that the Chair may only serve so long as that person is that Chair of the Board of Directors, the term of which is defined by Article 46(1). Likewise, the member appointed by the Arts Council (the Chair of the Arts Council) will have his or her tenure on the Selection Committee terminated in accordance with the terms of their appointment to the Arts Council. There is, however, no indication as to how long the Ministerial Appointee to the Selection Committee may serve – therefore, the tenure of this particular member should be restricted by reference to an express term in the M + A.

person to act as Director (and also Chair, as the case may be) in that Director's stead or in the event of such Director dying, resigning or otherwise ceasing to be a Director, to appoint a replacement; and

- (2) Up to seven (7) Directors nominated by the Selection Committee pursuant to Article 33 and subsequently appointed by the Board of Directors.
 - (3) One (1) Director (a Staff Director) being a person who is nominated by the Company's employees and subsequently appointed by the Board of Directors. The Company's employees shall be entitled:
 - (a) to nominate one of their number to be Staff Director, which nomination shall be communicated by notice in writing to the Board of Directors who shall at the next scheduled Board meeting appoint such nominee as Staff Director;
 - (b) at any time, to call for the Staff Director to resign and upon notice in writing being served on the Board of Directors, the Staff Director shall vacate the office of Director and shall have no recourse to the Company in respect of such removal.
43. In the event that the Board of Directors rejects any one or more of the individuals nominated by the Selection Committee in accordance with Article 33, it shall request the Selection Committee to submit to it within 30 days of such request alternative nominations for appointment to the Board of Directors. Unless such alternative nominations are rejected by a resolution of not less than 75% of the Directors within 30 days from the date the Selection Committee submits the alternative nominations, the individual or individuals, as the case may be, so nominated shall be deemed to be appointed by the Board of Directors with effect from the expiry of that 30 day period.
44. In exercising his or her power of appointment under Article 42(1), the Minister shall consider individuals having a broad range of skills and experience from various private and/or public sector occupations and endeavours including but not limited to those listed in Article 35.
45. A Director (other than the Chair to whom the provisions of Article 46 apply and a Staff Director to whom the provisions of Article 47 shall apply) shall hold office for a term of three (3) years and unless his or her office is vacated in accordance with Article 57 he or she shall retire on the third anniversary of his or her appointment. A Director so appointed shall be eligible for reappointment for a further single term of three (3) years PROVIDED ALWAYS that no Director so appointed shall serve for in excess of two (2) terms of office and that his or her reappointment as Director shall be subject to nomination by the Selection Committee in accordance with Article 33 and appointment by the Board of Directors, or appointment by the Minister in accordance with Article 42(1), as appropriate.
- 46.
- (1) The Chair shall hold office for a term of five (5) years and unless his or her office is vacated in accordance with Article 57 he or she shall retire on the fifth anniversary of his or her appointment. The Chair shall be eligible for

reappointment for a further single term of five (5) years PROVIDED ALWAYS that:

- (a) no Chair shall serve for in excess of two (2) terms of office;
 - (b) no Chair shall serve for in excess of eleven (11) years as a member of the Board of Directors (the “**Cumulative Service Period**”). For the avoidance of doubt, the Cumulative Service Period shall take into account time already served by a Director under Article 45;
 - (c) and that his or her reappointment as Chair shall be subject to appointment by the Minister in accordance with Article 42(1), as appropriate.
- (2) The term of office referred to in Article 46(1) shall commence on the date on which such appointment is made in accordance with these Articles.
 - (3) Notwithstanding the provision of Article 46(1), the Chair holding office for the term ending 24 January 2016 shall continue in office for a further period of one year.
47. The Staff Director shall hold office for a single term of four (4) years and unless his or her office is vacated in accordance with Article 57 or Article 42(3)(b) he or she shall retire on the fourth anniversary of his or her appointment.

BORROWING POWERS

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, 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

49. The Directors shall ensure that in performing their duties and responsibilities they shall have regard to best practice and good corporate governance, particularly in relation to financial management and control. In particular, without prejudice to the generality of the foregoing:-
- (1) the Directors shall ensure that the Board of Directors formally adopts and adheres to appropriate codes of business practice and conduct from time to time;
 - (2) the Directors shall have regard to any applicable ethical and other considerations specified in the Code of Practice for the Governance of State Bodies, as updated and revised from time to time;
 - (3) the Directors shall ensure that the Board of Directors reviews its policies, performance and practice from time to time; and
 - (4) the Directors shall ensure that the Board of Directors arranges for all newly appointed Directors to be briefed on their responsibilities as Directors and on

the appropriate codes of business practice and conduct that should govern and inform the discharge of their duties.

50. The Directors shall in each year prepare and provide to the Arts Council and the Minister a business plan setting out the proposed strategy, planned investments and targets of the Company for the forthcoming three (3) years.
51. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and exercise all such powers of the Company as are not by the Act or these Articles required to be exercised by the Company in general meeting subject nevertheless to the provision of the Act and 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 has not been given.
52. The Directors may in such manner as they deem fit appoint one or more individuals to comprise a senior management team and may delegate to such individual or individuals such of their powers (not being powers to borrow money) as they may deem expedient, and may remove and discharge any individual so appointed and appoint another in his or her place. The performance of the senior management team shall be monitored by the Directors on a regular basis.
53. The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors to be the attorney or attorneys of the Company for such purposes and with powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors 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 or her.
54. 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.
55. The Directors shall cause minutes to be made in books provided for the purpose:-
 - (1) of all appointments of officers made by the Directors;
 - (2) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
 - (3) of all resolutions and proceedings at all meetings of the Company, and the Directors and of committees of Directors.

POWERS AND DUTIES OF THE CHAIR

56. The duties and responsibilities of the Chair shall include (but not be limited to):-
- (1) providing an overview of the overall governance and performance of the Company, and the most senior leadership of the Company;
 - (2) in conjunction with the Board of Directors, ensuring that there are appropriate long term strategies in place to implement the policies of the Company; and with the other Directors, to monitor and assess performance of the senior management team of the Company against those strategies;
 - (3) chairing meetings of the Board of Directors and ensuring that it functions effectively and decisively;
 - (4) preparing and providing to the Minister an annual statement in respect of the accounts of the Company for the preceding financial year, such statement to comply with the recommendations of the Code of Practice for the Governance of State Bodies, as updated and revised from time to time; and
 - (5) implementing as far as possible, through participation in the Selection Committee, the principle that there be an appropriate broad range of skills and experience reflected in the composition of the Board of Directors.

DISQUALIFICATION / REMOVAL OF DIRECTORS

57. The office of Director shall be vacated in any of the following events namely:-
- (1) If the Director resigns by notice in writing under his or her hand left at the Office;
 - (2) If the Director is removed or retires under any of the provisions of the Act;
 - (3) If the Director is absent for three or more consecutive meetings of the Board of Directors, save by agreement of the Chair;
 - (4) If the Director is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his or her creditors generally;
 - (5) If the Director is the subject of a declaration under section 819 of the Act or an order under sections 839-842 of the Act;
 - (6) If the Director becomes of unsound mind;
 - (7) If the Director becomes incapable of discharging his or her duties as a member of the Board of Directors;
 - (8) If the Director is convicted of an indictable offence unless the Directors otherwise determine;

- (9) If the director is directly or indirectly interested in any contract with the Company and fails to declare the nature of his or her interest in manner required by section 231 of the Act; or
- (10) If the Director stands for election or is elected, nominated or otherwise selected to Dáil Éireann, Seanad Éireann or any national legislature or to the European Parliament.
58. The Company may from time to time by special resolution subject to the consent of the Minister increase or reduce the number of Directors on the Board of Directors (other than a vacancy in the position of Chair).
59. (1) In the event of a casual vacancy arising on the Board of Directors (other than a vacancy in the position of Chair or in respect of any of the other Directors appointed by the Minister pursuant to Article 42(1)) a list of recommended names shall be submitted by the Selection Committee to the Board of Directors in accordance with Article 33, and if approved by the Board of Directors, a replacement Director appointed, 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 (being the replacement Director) shall hold office only until the next Annual General Meeting at which the Director he or she replaced would otherwise have retired in accordance with Articles 45 or 47, as the case may be, PROVIDED THAT if the Director he or she replaced was in his or her second term of office as a Director and the replacement Director has not previously served as a Director, such replacement Director shall be eligible for reappointment as a Director provided always that such reappointment shall be subject to the approval of the Board of Directors.
- (2) In the event that the position of Chair is vacant, a replacement shall be appointed by the Minister in accordance with Article 42(1).
60. The Company may by special resolution of which extended notice is given in accordance with Section 146 of the Act, remove any Director before the expiration of his or her 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 or her and the Company.

DISCLOSURE OF INTERESTS

61. Each Director shall declare at a meeting of the Directors of the Company the nature of his or her interest in:-
- (1) any contract or proposed contract with the Company in which he or she is directly or indirectly involved;
- (2) any matter from which he or she might stand to benefit directly or indirectly from his or her position as a Director or from the operation of the Company;
- or

- (3) any other matter that would require disclosure in accordance with applicable legislation or the provisions of the Code of Practice for the Governance of State Bodies, as updated and revised from time to time.

The said Director shall be entitled to make a statement to the Board of Directors on the issue and shall answer any questions put to him or her on that issue by any of the other Directors. Following such declaration of interest, statement and answering any questions that may be put, the said Director shall leave the meeting of the Directors and shall not be entitled to vote on the matter in which he or she is interested. The other Directors shall make a decision regarding such contract, proposed contract or other matter in the absence of the said Director and such Director on his or her return to the meeting shall be informed of the decision of the Board of Directors by the chair of the meeting, following which no further discussion of the issue shall take place. In circumstances where a Director is unsure as to whether an interest constitutes an interest for the purposes of this Article 61, the Director may inform the Chair either orally or in writing and the Chair shall, at his or her own discretion and having regard to good governance and best practice, determine whether the interest constitutes an interest for the purposes of this Article 61.

62. A register of Members' / Directors' interests shall be maintained by the Directors and shall include such interests as may be declared in accordance with Article 61.
63. Nothing herein contained shall prevent the Directors from voting on (and being counted in the quorum at any meeting to pass) a resolution to purchase Directors' and Officers' Liability Insurance against any liability referred to in Section 235 of the Act for any Director or officer, past or present, of the Company.

PROCEEDINGS OF DIRECTORS

64. The Directors shall meet together regularly for the despatch of business, and may adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is any equality of votes, the Chair shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of Directors. If the Directors so resolve it shall not be necessary to give notice of a meeting of Directors to any Director who being resident in the State is for the time being absent from the State.
65. The quorum necessary for the transaction of the business of the Directors shall be three (3) Directors present in person provided that any director may participate in a meeting of the directors by means of telephonic or other similar communication whereby all persons participating in the meeting can hear each other speak; and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and any director may be situated in any part of the world for any such meeting.
66. The continuing Directors may act notwithstanding any vacancy in their number if and so long as their number is not reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of Directors.

67. If the Chair as appointed by the Minister pursuant to Article 42(1) is not present within thirty (30) minutes after the time appointed for holding of a meeting of the Board of Directors, the meeting shall be adjourned for twenty four (24) hours, and if, at the reconvened meeting the Chair is again not present the Directors present may choose one of their number to be chair of that meeting.
68. The Directors may delegate any of their powers to committees consisting of such member or members of the Board of Directors as they think fit; any committee so formed shall, in exercise of the powers so delegated, conform to any regulations, and operate within any written terms of reference, that may be imposed on it by the Directors from time to time. The Directors shall monitor and review the operation of such committees from time to time.
69. A committee may elect a chair of its meetings; if no such chair is elected, or if at any meeting the chair is not present within thirty (30) minutes after the time appointed for holding the same, the members present may choose one of their number to be chair of the meeting.
70. A committee may meet and adjourn as it thinks proper. Questions arising at any meetings shall be determined by a majority of votes of the members present, and when there is an equality of votes, the chair of the meeting shall have a second or casting vote.
71. 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.
72. 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 and may consist of several documents in like form each signed by one or more persons (whether under hand or by facsimile signature or by electronic signature (as defined in the Electronic Commerce Act, 2000)).

AUDIT COMMITTEE

73. The Directors shall form an Audit Committee consisting of the Chair and at least two other members of the Board of Directors as the Directors may determine. The Directors shall prescribe the terms of reference of the Audit Committee. The Chair of the Board of Directors shall not be the Chair of the Audit Committee.
74. The functions and duties of the Audit Committee shall include, without limitation:-
 - (1) reviewing and challenging, where necessary, the actions and judgements of the senior management team of the Company in relation to preparation of the financial statements, management reports and other related statements of the Company prior to their submission to, and approval by, the Board of Directors;

- (2) reviewing such procedures as may be put in place by the Company for the prevention and detection of fraud;
- (3) reviewing the reports of the senior management team of the Company and the Company's internal auditors on the effectiveness of the Company's system for internal financial control, financial reporting and risk management;
- (4) monitoring the integrity of the Company's internal financial controls;
- (5) reviewing the statement in the annual report and financial statements of the Company on the Company's internal financial controls;
- (6) reviewing the arrangements of the Company for maintaining its books of accounts and assessing these arrangements in the context of the requirements of the Act and company law;
- (7) assessing the scope and effectiveness of systems established by the senior management team of the Company to identify, assess, manage and monitor financial and non-financial risks to which the Company may be subject; and
- (8) such other functions and duties as may be assigned to the Audit Committee by the Board of Directors from time to time.

SECRETARY

75. The Secretary shall be appointed by the Directors for such term and upon such conditions as they think fit; and any Secretary so appointed may be removed by them.
76. A provision of the Act or 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

77. 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 that purpose.

SEAL FOR USE ABROAD

78. The Company may exercise all the powers given by Section 44 of the Act with regard to an official seal or seals for use abroad, and such powers shall be vested in the Directors.

ACCOUNTS

79. Subject to the Directors' obligations under the Act and general fiduciary obligations to the Company at law, the Directors shall at all times implement appropriate procedures and controls to ensure that the Company's financial affairs are managed in an exemplary manner. In particular, the Directors shall ensure that a comprehensive

internal audit function is undertaken to review and monitor the Company's systems of financial management and control.

80. The Directors shall cause proper books of accounts to be kept relating to:-
- (1) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
 - (2) all sales and purchases of goods by the Company; and
 - (3) the assets and liabilities of the company.

Proper books shall not be deemed to be kept if they fail to comply with Chapter 2 of Part 6 of the Act and 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.

81. The books shall be kept at the office or, subject to Chapter 2 of Part 6 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.
82. The Directors shall from time to time in accordance with the Act cause to be prepared and to be laid before the Annual General Meeting of the Company such profit and loss accounts, balance sheets, group accounts and reports as are required by the Act to be prepared and laid before the Annual General Meeting of the Company, and shall include with such documents the annual statement prepared by the Chair in accordance with Article 56(4).
83. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Annual General Meeting of the Company together with a copy of the Directors' report shall not less than twenty-one (21) days before the date of the Annual General Meeting, be sent to every person entitled under the provisions of the Act to receive them. A copy of such documents shall also be sent to the Minister on reasonable request.

AUDIT

84. Auditors shall be appointed and their duties regulated in accordance with the Act.

NOTICES

85. (1) Any notice required to be given by the Company to any person ("the recipient") under these Articles may be given by means of delivery, post, cable, telegram, telex, telefax, electronic mail or any other means of communication approved by the Directors, to the address or number of the recipient notified to the Company by the recipient for such purpose (or, if not so notified, then to the address or number of the recipient last known to the Company). Any notice so given shall be deemed, in the absence of any agreement to the contrary between the Company and the recipient, to have been served at the time of delivery (or, if delivery is refused, then when tendered) in the case of delivery, at the expiration of 24 hours after despatch in the case of post, cables and telegrams and at the expiration of 12 hours after

despatch in the case of telex, telefax, electronic mail or other method of communication approved by the Directors.

- (2) Any document (including, but not limited to, any notice, appointment, removal and resolution) required or authorised by these Articles to be sent to or served on the Company shall be in writing sent to or served on the Company at its registered office or its principal place of business in Ireland, and may be sent or served by means of delivery, post, cable, telegram, telex, telefax, electronic mail or any other means of communication approved by the Directors, and may bear a printed, facsimile signature or electronic signature (as defined in the Electronic Commerce Act, 2000) of the person or persons required by these Articles to sign such document. The communication of such a document by such means shall be confirmed as soon as possible by delivery to the Company at its registered office or principal place of business in Ireland of such document bearing an original signature of the person by whom it is required to be signed but (provided that the Directors are satisfied as to the authenticity of the document communicated as aforesaid) shall be acted upon by the Company and the Directors meanwhile; provided that any such document shall be valid and effective for all purposes notwithstanding that for any reason the document is not subsequently so confirmed. Any such document shall take effect, in the absence of any agreement to the contrary between the Company and the person by whom or on whose behalf the document was sent or served, at the time of receipt in the case of delivery and post, and at the expiration of 6 hours after receipt thereof at the Company's registered office or principal place of business in Ireland in any other case.

86. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

- (1) every member;
- (2) every person being a personal representative or the Official Assignee in bankruptcy of a member where the member but for his or her death or bankruptcy would be entitled to receive notice of the meeting; and
- (3) the Auditor for the time being of the Company.

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

INDEMNITY

87. (1) Subject to the provisions of section 235 of the Act but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him or her in the execution or discharge of his or her duties or in relation thereto including (without prejudice to the generality of the foregoing) any liability incurred by him or her in defending any proceedings, civil or criminal, which relate to anything done or omitted to be done or alleged to have been done or omitted by him or her as an officer or employee of the Company and in which judgment is given in his or her favour (or the proceedings are otherwise disposed of without any finding or admission

of any material breach of duty on his or her part) or in which he or she is acquitted or in connection with any application referred to in or under sections 233 or 234 of the Act for relief from liability in respect of any such act or omission in which relief is granted to him or her by the Court.

- (2) The Directors shall have power to purchase and maintain for any Director or officer, past or present, of the Company, insurance against any such liability as referred to in Section 235(4) of the Act.

Names, addresses, descriptions of Subscribers

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Kells
Co Meath

Judge

Seamus Given

77 Terenure Road East
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Solicitor

Thomas Hickey

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Dated this 21st day of December 2005

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