



COMPANIES ACTS, 1963 TO 2014

CONSTITUTION OF
IMPROVISED MUSIC COMPANY CLG

11th March 2018

COMPANIES ACTS, 1963 to 2014

COMPANY LIMITED BY GUARANTEE (CLG) AND NOT HAVING A SHARE CAPITAL

CONSTITUTION OF THE IMPROVISED MUSIC COMPANY CLG

1. The name of the company is THE IMPROVISED MUSIC COMPANY CLG
2. The object for which the Company is established is:-
 - 2(i) to promote the development of music and music infrastructure in all parts of Ireland in order to maximise public access to, and participation in all forms of music making;
 - 2(ii) to promote the study and improve the understanding of music, to increase the availability of live musical performances to the general public;
 - 2(iii) to promote and encourage the performance of music, musical education and public appreciation, knowledge and enjoyment of music; to organise concerts, workshops, courses of tuition and related activities in the field of music and to encourage the presentation of music to the highest standards in all communications media.
 - 2(iv) to engage in research into the state of music and all matters and problems related thereto, to make available the results of such research, to prepare and promote methods and measures desirable or beneficial for the advancement of music and to give the legislature, public bodies and other facilities of conferring with and ascertaining the views of persons involved in matters directly or indirectly affecting music,
 - 2(vi) to enhance the status of musicians, composers and students of music
 - 2(vi) to commission new works of music, to enter into agreements with composers, musicians and others for the presentation of their works and the presentation of music generally, to act as agents for musicians, to act as promoters and impresarios and to provide services required by musicians; to acquire copyrights, rights of production, licenses and privileges conducive to the objects of the Company, to print or publish works of music, to grant licenses in respect of any property of the company and to act as musical and artistic agents;

2(vii) to purchase, take on lease or in exchange, hire or by any other means, acquire and protect, and freehold, leasehold, or other property, for any estate or interest, and lands, roads, railways, bridges, waterways, aircraft, vessels, vehicles, machinery, engines, plant, live and dead stock, easements, rights, patents, patent rights, trademarks, brevets d'invention, registered designs, protections and concessions, licenses, stock in trade and any real or personal property or rights whatsoever which may be considered necessary, advantageous or useful to the Company;

2(viii) to construct, build, erect, alter, enlarge, demolish, lay down, maintain any buildings, roads, railways, bridges, walls, fences, banks, reservoirs, waterways and waterworks and to carry out preliminary and associated works, or contract, sub contract, and join with others to carry out or complete any of the aforesaid and to work, manage and control the same or join with any person, firm or company in doing so;

2(ix) to borrow, raise or secure the payment of money in such manner as the company shall think fit and in particular to issue debentures, debenture stock, bonds, obligations and securities of all kinds and to charge and secure the same by Trust Deed or otherwise on the undertaking of the Company or upon any specific property and rights, present and future of the Company;

2(x) to guarantee, support or secure whether by mortgaging or charging all or any part of the undertaking, property and assets both present and future of the Company or both the performance and discharge of any contract obligation or liability of a company or of any person or corporation with whom or which the company has dealings or having a business or undertaking in which the company is concerned or interested whether directly or indirectly and in particular to give security for any debts, obligations or liabilities of any company;

2(xi) to pay or remunerate any person, firm or Company for rendering services for and on behalf of this company and to pay any costs, charges or expenses incurred or sustained by or in connection with the formation and incorporation of this company;

2(xii) to invest and deal with the monies of the company not immediately required for the purpose of its business in or upon such investments or securities and in such manner as may from time to time be determined;

2(xiii) to draw, make, accept, endorse, discount, negotiate and issue promissory notes, bill of exchange, warrants, Bills of Lading and other negotiable or transferrable instruments;

2 (xiv) to develop, improve, manage, cultivate exchange, let on lease or otherwise mortgage, charge, sell, dispose of, turn to account, grant

rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company;

2(xv) to lend and advance money or give credit to any person, firm or company and on such terms as may seem expedient;

2(xvi) to effect insurances and to take such other measures as may be considered necessary or expedient for the purposes of safe guarding and securing the Company and its Directors, Members, Employees and people using its premises and any property of which the Company may be a Trustee, Manager, Agent or Custodian, against liability, loss and damage of every description;

2(xvii) to enter into and carry into effect any arrangement with any person, firm, company or Government or Government body or authority that may seem conducive to the company's objects and to apply for, promote, and obtain from any person, firm, company, Government or Government body or authority any contracts, concessions, privileges, charters, decrees and rights which the company may think is desirable and to carry out and exercise and comply with same;

2(xviii) to act as Agents, Brokers and as Trustees for any person, firm or company and to establish agencies and branches and appoint Agents and others to assist in the conduct or extension of the Company's business;

2(xix) to provide for the welfare of persons employed or previously employed in or holding office under the company and to grant pensions, allowances, gratuities, bonuses or other payments to officers, ex-officers, employees and ex-employees or the dependents connections of such persons, to establish and contribute to pension or benefit funds or schemes for the benefit of persons aforesaid, to form, subscribe to or support any charitable, benevolent, religious or other institution and to institute and maintain any club or other officers, ex-officers, employees, ex-employees or dependents or connections;

2(xx) to purchase, or otherwise acquire and undertake all or any part of the business, property, goodwill, assets, liabilities and transactions of any person firm or company carrying on any business which this company is authorised to carry on;

2(xxi) to undertake and execute the office of nominee, trustee, executor, administrator, registrar, secretary, committee or attorney for any purpose and either solely or jointly with others and generally to undertake, perform and fulfill any office of trust or confidence;

2(xxii) to accept payment for any property or rights sold or otherwise disposed of or dealt with by the company in whatever form and on such terms as the company may determine;








- 2(xxiii) to establish, promote or otherwise assist any company and to promote or otherwise assist any person or firm for the purpose of acquiring all or any of the properties and / or liabilities or for furthering any of the object of this company or for the purpose of instigating or opposing any proceedings or applications which may be considered necessary advantageous or useful to the company;
- 2(xxiv) to enter into any partnership or joint arrangement or arrangement for sharing profit with any company having objects similar or in part similar to those of this company and to give whatever undertakings are considered necessary by this company;
- 2(xxv) to procure the company to be registered or recognised in any place outside Ireland;
- 2(xxvi) to do all such things as are incidental or conducive to the above objects or any of them;
- or 2(xxvii) to take over from existing trustees and hold either alone or jointly, all any existing charitable or benevolent funds, investments and burses established for or used in connection with these objects and objectives or the community or social services or allied undertakings;

3. And it is hereby declared that in the construction of this Clause the word 'company' except where used in reference to this Company, shall be deemed to include any person or partnership or otherwise body of persons, whether incorporated or not incorporated, and whether domiciled in Ireland or elsewhere, and words denoting the singular number only shall include the plural number and vice versa and the intention is that the objects specified in each paragraph of this Clause shall, except where otherwise expressed in such paragraph, be in nowise restricted by references to or inference from the terms of any other paragraph or the name of the Company.
4. Provided that the Company shall not support with its funds or endeavour to impose on or procure to be observed by its members or others and regulation or restriction which if an object of the company would make it a Trade Union.
5. The income and property, whencesoever derived, shall be applied solely towards the promotion of the objects of the company as set forth in this Constitution, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the company.
6. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the company, in return for any services actually rendered to the company, nor prevent the payment of interest at a rate not exceeding five per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the company: but so that no member of the council or Management or Board of Directors of the company shall be appointed to any salaried office of the company or any office of the company paid be fees, and that no

remuneration or other benefit in money or money's worth shall be given by the company to any member of such council or Board of Directors, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the company; provided that the provision last foresaid shall not apply to any payment to any Company of which a member of the Council of Management or Board of Directors may be a member, and in which such member shall not hold more than hundredth part of the capital, and such member shall not be bound except for any share of profits he/she may receive in respect of any such payment.

7. The liability of the members is limited.
8. Every member of the company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he/she is a member or within one year after he/she ceases being a member, for payment of the debts and liabilities of the company contracted before he / she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may required not exceeding one pound.
9. If upon the winding up or dissolution of the company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the company but shall be given or transferred to some other institution or institutions having objects similar to the 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 is imposed on to the company under or by virtue of Clause 3 hereof, such institution or institution 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.
10. We, the several persons whose names and addresses are subscribed wish to be formed into a Company in pursuance of this Constitution.

10(i) NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

1. 
2. 
3. 
4. 
5. 
6. 
7. 

10(ii) DATED THE 11th DAY OF MARCH, 2018

WITNESS TO THE ABOVE SIGNATURES

A handwritten signature in black ink, appearing to read "Kenneth L. Keller". The signature is written in a cursive style with a long horizontal stroke at the end.

COMPANIES ACTS, 1963 to 2014

COMPANY LIMITED BY GUARANTEE (CLG) AND NOT
HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

-OF-

THE IMPROVISED MUSIC COMPANY CLG

The regulations as contained in or incorporated in Table C in the First Schedule to the Companies Acts 1963 to 1986 (hereinafter called "Table C") shall apply to the Company and together with the regulations hereinafter contained shall constitute the regulations of the company save in so far as they are hereby varied or excluded.

1. In these Articles:-

"the Act" means the Companies Act, 1963, 2014

"the Directors" means the members of the Board of Directors of the Company by whatever name called

"Secretary" means any person appointed to perform the duties of the Secretary of the Company

"the Seal" means the Common Seal of the Company

"the Office" means the registered office for the time being of the Company

Expressions referring to writing shall, unless the contrary intention appears, be constructed as including references to printing, lithography, photography and any other modes of representing or reproducing words in a visible form.

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

MEMBERS

2. The number of members with which the Company proposes to be registered is 7 but the Directors may from time to time register an increase of members.
3. The subscribers to the Constitution and such other persons as the Board of Directors shall admit to membership shall be members of the Company.
4. The rights and liabilities attaching to any Members of the Company may be varied from time to time by a Special resolution of the Company.
5. Membership of the company shall cease:-
 - (a) On the member's death

- (b) If the member resigns by notice in writing to the Secretary at the registered office
- (c) If the Board of Directors resolve that he/she has ceased to be a member and notice in writing of such declaration is given to him/her or sent to his/her last known address.

GENERAL MEETINGS

6. All general meetings of the company shall be held in the State.
7. The Company shall hold a General Meeting in every calendar year as its Annual General Meeting at such time as may be determined by the Board of Directors and shall specify the meeting as such in the notices calling it provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting and that so long as the Company holds its first Annual General Meeting within eighteen months of the date of incorporation, it need not hold it in the year of its incorporation.
8. All general meetings, other than annual general meetings shall be called extraordinary general meetings.
9. The Board of Directors may, whenever they think fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on such requisition or in default may be convened by such requisitionists as provided by Section 132 of the Act. If at any time there are not within the State sufficient members of the Board of Directors capable of acting to form a quorum any Board of Directors member or any three members of the Company may convene an extraordinary general meeting in the same manner as nearly possible as that in which meetings may be convened by the Board of Directors.
10. In case of an extraordinary general meeting called in pursuance of a requisition no business other than that stated in the requisition as the object of the meeting shall be transacted.
11. Twenty-one (21) days notice in writing at least of every Annual General Meeting and of every meeting convened to pass a Special Resolution and seven (7) days notice in writing at the least of every other general meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day of which it is given) specifying the place, and day and the hour of the meeting, and in the case of special business the general nature of that business shall be given in manner hereinafter mentioned to such persons (including Auditors) as are under the presents or under the Act entitled to receive such Notices from the Company; but with the consent of the Auditors and of all the members having the right to attend the vote thereat, or of such proportion of them as in prescribed by the Act in the case of meeting other Annual General Meetings or meetings to pass a Special Resolution, a meeting may be convened by such Notice as those members may think fit.
12. Participation in meetings by electronic means
 - (a) A meeting may be held by suitable electronic means agreed by the Board of Directors in which each participant may communicate with all the other participants.

(b) Any Board member participating at a meeting by suitable electronic means agreed by the Board of Directors in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.

(c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

PROCEEDINGS AT GENERAL MEETINGS

12. All business shall be deemed to be special that is transacted at an Extraordinary General Meeting and all business that is transacted at an Annual General Meeting shall also be deemed to be special, with the exception of the consideration of the Income and Expenditure Accounts and Balance Sheet, and the Reports of the Board of Directors and the Auditors, the election of members of the Board of Directors and the appointment of, and fixing of the remuneration, of the Auditors.
13. No business shall be transacted at a general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided four members personally present shall constitute a quorum.
14. If, within half an hour from the present time appointed for the holding of a general meeting, a quorum is not present, the meeting, if convened on 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 at such other place as the board of directors may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding a meeting, the members present shall constitute a quorum.
15. The Chairperson, if any, of the Board of Directors shall preside at Chairperson at every general meeting of the Company, or if there is no such Chairperson, or if he/she is not present within fifteen minutes after the time appointed for holding of the meeting, the members present shall choose one of their number to be Chairperson of the meeting. The office of Chairperson will be held for a period of three years.
16. The Chairperson may, with the consent of any meeting at which a quorum is present and he/she shall if so directed at the meeting, adjourn the meeting from time to time, and from place to place, but no business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place. Whenever the meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting.
17. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before, or on the declaration of the result of the show if hands demanded by the Chairperson or by at least three members present, in person or by proxy, or by a member or members present in person or by proxy having the right to vote at the meeting, and unless a poll be so demanded a Declaration by the Chairperson at the meeting that a resolution has been carried, or carried

unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the Minute Book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against that resolution. The demand for the poll may be withdrawn.

18. Subject to the provisions of "Article 20", if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner as the Chairperson of the meeting shall direct, 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 Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
20. A poll demanded on the election of a Chairperson, or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairperson of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
21. A resolution in writing signed by all members for the time being entitled to attend and vote on such resolution at a general Meeting (or being bodies corporate by their duly authorised representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held, and if described as a special resolution shall be deemed to be a special resolution within the meanings of the Act.

VOTES OF MEMBERS

22. Subject as hereinafter provided 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/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 Chairperson of the meeting whose decision shall be final and conclusive.
25. Votes may be given either personally or by proxy.
26. The instrument appointing a proxy shall be in writing under the hand of the appointee or of his/her attorney duly authorised in writing, or, if the appointee is a body corporate, either under seal or under the hand or an officer or attorney duly authorised. A proxy need not be a member of the company.
27. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is assigned or a notarially certified copy of that power or authority shall be deposited at the Registered Office or, at such other place within the State as is

specified for that purpose in the notice convening the meeting not less than 48 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 48 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. The instrument appointing a proxy shall be deemed to confer authority to demand or join a demanding poll.

BODIES CORPORATE ACTING BY REPRESENTATIVES AT MEETINGS

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

BOARD OF DIRECTORS

30. The first Board of Directors shall be appointed by the Subscribers to the Constitution, and they shall hold office until the first Annual General Meeting of the Association at which they shall retire but shall be eligible for re-election. At every subsequent Annual General Meeting one third of the directors for the time being, or if their number is not three or a multiple of three, then the number nearest one third shall retire from office. A retiring director shall be eligible for re-election. The members at the first Annual General Meeting and each subsequent Annual General Meeting shall elect a Board of Directors. The Directors to retire each year shall be those who have been the 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 among themselves) be determined by lot. The company, at the meeting at which a director retires in the manner aforesaid, may fill the vacated office by electing a person thereto, and in default the retiring director shall, if offering himself / herself for reelection, be deemed to have been reelected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the reelection of such director has been put to the meeting and lost.
31. Members may occupy a position on the Board of Directors for a maximum of 2 concurrent terms of 3 years, if duly elected at each Annual General Meeting. After this period, they are obliged to step down and may be deemed eligible for re-election after a period of no less than 2 years.
32. The Board of Directors shall consist of not less than three and not more than nine members including a Chairperson. The first Board of Directors shall elect the aforementioned chairperson and the chairperson shall hold this position until the first Annual General Meeting at which he/she shall retire but shall be eligible for reelection.

33. The business of the Company shall be managed by the Board of 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 by these Articles required to be exercised by the Company in general meeting subject nevertheless to the provisions of the Act and of these Articles and to such directions, being not inconsistent with the aforesaid provisions, as may be given by the Company in a general meeting, but no direction given by the Company in general meeting shall invalidate any prior act of the Board of Directors which would have been valid if that direction had not been given.
34. The Board of Directors may not meet together for the dispatch of business adjourn and otherwise regulate their meetings at they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of equality of votes the Chairperson shall have a further casting vote. Two Board of Directors members may and the Secretary shall on the requisition of two Board of Directors members summon a meeting of the Board of Directors. Any member not present in the Irish Republic shall not be entitled to receive notice.
35. The Board of Directors may from time to time make, vary and repeal by-laws for the regulation of the affairs of the Company and the conduct of its officers, servants and members and such by-laws may prescribe the subscription to be paid by members and associates and the privileges to be enjoyed by any class of members provided that no by-law shall be made which is inconsistent with the provisions of the Companies Act or the Constitution for the time being of the Association to which could amount to such an addition to or alteration of these articles as could legally only be made by Special Resolution passed and confirmed in accordance with the Companies Act 1963.
36. The Board of Directors may delegate any of its powers to Committees consisting of such members of the Board of Directors as they think fit, and any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board of Directors. The meetings and proceedings of any such Committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board of Directors so far as applicable and so far as the same shall not be superseded by and Regulations made by the Board of Directors.
37. The quorum necessary for the transaction of the business of the Board of Directors may be fixed by the Board of Directors and unless so fixed shall be three (3).
38. The continuing Board of Directors may act notwithstanding any vacancy in their body, but if and so long as their number is below the number fixed by the Regulations of the Association as the necessary quorum of the members of the Board of Directors the continuing members of the Board of Directors may act for the purpose of summoning a General Meeting of the Association but for no other purpose.
39. All acts done by any meeting of the Board of Directors or by any person acting as a member of the Board of Directors or any Sub-Committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such person acting as aforesaid, or that he/she or any of the Board of Directors was disqualified be as valid as if every such person had been duly appointed.

40. The Board of 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, authorise 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 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.
41. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be, by such person or persons and in such manner as the Board of Directors shall from time to time by resolution determine.
42. The Board of 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.
43. The Board of Directors shall cause proper Minutes to be made of all appointments of officers made by the Board of Directors and of the proceedings of all meetings of the company and of the Board of Directors and of Committees of the Board of Directors and all business transacted at such meetings, and any such Minutes of any meeting, if purporting to be signed by the Chairperson of such meeting, or by the Chairperson of the next succeeding meeting shall be sufficient evidence without further proof of the facts therein stated.
44. A resolution in writing signed by all the members for the time being of the Board of Directors or any Committee of the Board of Directors who are entitled to receive notice of a meeting of the Board of Directors or of such Committee shall be as valid and effectual as if it had been passed at a meeting of the Board of Directors or of such Committee duly convened and constituted.
45. No remuneration shall be payable under any circumstances to any members of the Board of Directors in respect of their service on the Board of Directors, or on any Committee of members of the Board of Directors to which the Board of Directors may delegate powers under Article 35.
46. The Directors may be paid all travelling, hotel or other expenses properly incurred by them in attending and returning from meetings as the Directors or any committee of the Directors or general meetings of the Company or in connection with the business of the Company.
47. The Board of Directors may at any time appoint any member of the Company to be a member of the Board of Directors but only to fill a casual vacancy and provided that the prescribed maximum is not thereby exceeded. Any member so appointed shall retain his/her office only until the next Annual General Meeting but shall be eligible for re-election.

48. No person who is not a member of the Company shall in any circumstances be eligible to hold office as member of the Board of Directors.

DISQUALIFICATION OF MEMBERS OF Board of Directors

The office of a member of the Board of Directors shall be vacated if such member:-

- 47.1 Hold any other office or place of profit under the company.
- 47.2 Is adjudged bankrupt in the State or in Northern Ireland or in Great Britain or makes any arrangement or composition with his/her creditors generally or
- 47.3 Becomes prohibited from being a member of the Board of Directors by reason of any order made under section 184 of the Act or
- 47.4 Becomes of unsound mind or
- 47.5 Resigns his/her office, by notice in writing to the Company or
- 47.6 Is convicted of an indictable offense unless the members of the Board of Directors otherwise determine or
- 47.7 Is directly or indirectly interested in a contract with the Company and fails to declare the nature of his interest in manner required by Section 194 of the Act.

THE SECRETARY

The Secretary shall be appointed by the Board of Directors of the Company.

THE SEAL

The seal of the Company shall not be affixed to any instrument except by the Authority of a resolution of the Board of Directors and in the presence of at least two members of the Board of Directors and of the Secretary or in the absence of the Secretary to such other person as shall be appointed for the purpose by the Board of Directors and the said members and the Secretary or other person as aforesaid shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bonafide dealing with the Company such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

ACCOUNTS

The Board of Directors shall cause proper books of account to be kept relating to:

- 50.1 All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
 - 50.2 All sales and purchase of goods by the Company;
 - 50.3 The assets and liabilities of the Company;
- Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

The books of account shall be kept at the office, or subject to section 147 of the Act, at such other place as the Board of Directors think fit, and shall at all reasonable times be open to the inspection of any member of the Board of Directors.

51. The Board of Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company or any of them should be opened to the inspection of members, not being members, not being members of the Board of Directors and no member (not being a Member of the Board of Directors) shall have any right of inspecting and account or book or document of the company except as conferred by statute or authorised by the members of the Board of Directors or by the Company in General Meeting.
52. At the Annual General Meeting in every year the Board of Directors shall lay before the Company a proper Income and Expenditure Account for the period since the last preceding Account (or in case of the first account since the incorporation of the Company) made up to a date not more than four months before such meeting together with proper Balance Sheet made up to the same date. Every such Balance Sheet shall be accompanied by proper Reports of the Board of Directors and the Auditors, and copies of such Account, Balance Sheet and Reports (all of which shall be framed in accordance with the Statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereon or to accompany the same shall not less than 21 clear days before the date of the meeting, be sent to the Auditors and to all persons entitled to receive notice of General Meetings in the manner in which Notices are hereinafter directed to be served. The Auditor's Report shall be open to inspection and to be read before the meeting.

AUDIT

53. Auditors shall be appointed and their duties regulated in accordance with Section 160-163 of the Act, members of the Board of Directors being treated as the Directors mentioned in those Sections, the members of the company being treated as the shareholders mentioned therein.

NOTICES

54. A notice may be given by the Company to any member either personally or by sending it by post to him/her to his/her registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of the notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
55. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-
 - (a) every member

- (b) every person being a personal representative or the Official Assignee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting, and
 - (c) the Auditor for the time being of the Company.
- No other person shall be entitled to receive notices of general meetings.

56. And Notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the Notice was properly addressed and put into the Post Office as a prepaid Letter.

DISSOLUTION

57. Clause 8 of the Constitution relating to the winding up and dissolution of the company shall have effect as if the provisions thereof were repeated in these Articles.
58. The Company is a Company limited by guarantee (CLG) and without share capital and the regulations contained in Table C in the First Schedule of the Companies Act, 1963, shall apply to the Company save as hereinbefore modified or excluded.