

**COMPANIES ACT 2014**  
**CONSTITUTION**  
**OF**  
**BALLYMUN ARTS AND COMMUNITY RESOURCE CENTRE**  
**COMPANY LIMITED BY GUARANTEE**

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**MEMORANDUM OF ASSOCIATION**

1. **The Company**

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

2. **Main Object**

The main object for which the Company is established is to oversee, operate, manage and run an arts and community resource centre for the benefit of residents of the Ballymun area of Dublin, for the purpose of encouraging the future development of the social, artistic, educational and economic fabric of Ballymun life, and its place in the cultural life of Dublin.

3. **Powers**

The Company shall in addition to the powers conferred on it by law have the following powers which are exclusively subsidiary and ancillary to the Main Object and which powers may only be exercised in promoting the Main Object. Any income generated by the exercise of these powers is to be applied to the promotion of the Main Object:

- a. To solicit and accept grants, donations and other forms of voluntary contribution and to administer, manage and expend such funds and other contributions in order to achieve the main object of the Company.
- b. To operate, programme and manage theatre, crèche, canteen, rehearsal studios, office space, conference centre, bar and restaurant facilities, holding licenses of every nature and description to facilitate the foregoing.

- c. To purchase, take on lease or in exchange, hire or otherwise by any other means acquire and hold any real or personal property which may be deemed necessary or convenient for the main object of the Company.
- d. To sell manage, or otherwise deal with all or any part of the property of the company, and to lease mortgage, dispose of all or any part of that property, subject to such consents as may be required.
- e. To maintain, alter and renovate any buildings, or works necessary or convenient for the purposes of the company, subject where necessary to the approval of Ballymun Arts and Community Resource Development CLG.
- f. To supervise and protect the assets of the company and to take actions as may be necessary or desirable for such purpose for the benefit of the community served by the Company.
- g. To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of supporting the activities of the Company.
- h. To print and publish any periodicals, books or leaflet that the Company may think desirable for the promotion of the main object of the Company.
- i. To borrow and raise money in such manner, upon such terms, and upon such security as the Company may think fit.
- j. To invest the monies of the company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any, and such consents (if any) as may for the time being be imposed or required by law).
- k. To maintain a reserve fund for repairs, renovations and improvements required to the buildings and premises of the Company and to expend such sums as are necessary or advisable from time to time for such purposes.
- l. To accumulate capital for any purpose of the Company and to appropriate any of the Company's assets to specific purposes, either conditionally or unconditionally, save however that in circumstances other than those mentioned in the preceding clause 3k,

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

- m. To grant pensions and gratuities to any person who has served the Company as an employee, or to any dependent of such person, provided that the same shall not exceed that provided by a pension scheme covered by Part 30 of the Taxes Consolidation Act 1997; that such a pension scheme has been operated by the Company and that the beneficiary has been a member of the scheme while employed by the Company.
- n. To promote, form, establish, acquire or incorporate any association, institution company or body for a purpose compatible with the objects of the Company.
- o. To amalgamate with any companies, institutions, societies or associations having main objects altogether or in part similar to that of this Company.
- p. To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the company may amalgamate, and to transfer all or any part of the property, assets, liabilities and engagements of the Company to any one or more of such companies, institutions, societies or associations, subject always to such consents as may be required by law or by contract to which the Company is a party.
- q. To subscribe to any charity and to grant donations for any public or charitable cause, and to establish, support or aid in the establishment or support of any charitable or other non-profit institution, trust or fund.
- r. To undertake and execute any trusts or agency business which may seem directly or indirectly conducive to the main object of the Company.
- s. To carry on any trade or business which may, in the opinion of the directors, be advantageously carried on by the Company in connection with, or as ancillary to the general business of the Company.
- t. To do all such other lawful things as are incidental or conducive to the attainment of the main object of the Company or calculated directly or indirectly to enhance the value or render useful or profitable any of the Company's property, rights or interests.
- u. To do all of the above things in any part of the world as principal, agent, or in any other capacity.

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

The liability of the members is limited.

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

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

- a) reasonable and proper remuneration to any member, officer or servant of the Company (not being a director) for any services rendered to the Company;
- b) interest at a rate not exceeding 1% above the Euro Interbank Offered rate (Euribor) per annum on money lent by directors or other members of the Company to the Company;
- c) reasonable and proper rent for premises demised and let by any member of the Company (including any director) to the Company;
- d) reasonable and proper out-of-pocket expenses incurred by any director in connection with his or her attendance to any matter affecting the Company;
- e) fees, remuneration or other benefit in money's worth to any Company of which a director may be a member holding not more than one hundredth part of the issued capital of such Company.
- f) payment by the Company to a person pursuant to an agreement entered into in compliance with section 89 of the Charities Act 2009 (before as well as after commencement, and as for the time being amended, extended or replaced).

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

Every member of the Company undertakes to contribute to the assets of the Company, if the Company is wound up while he or she is a member or is wound up within one year after the date on which he or she ceases to be a member, for the payment of the debts and liabilities of the Company contracted before he or she ceases to be a member; the costs, charges and expenses of winding up; and the adjustment of the rights of contributories among themselves, such amount as may be required, not exceeding one euro.

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

If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other charitable institution or institutions having main objects similar to the principal object of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the company under or by virtue of clause 6 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object with the agreement of the Charities Regulatory Authority. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.

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

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

## **9. Keeping of accounts**

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

## ARTICLES OF ASSOCIATION

### INTERPRETATION

1. (a) In these articles:

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

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

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

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

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

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

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

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

## **OPTIONAL PROVISIONS OF THE ACT**

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

## **ALTERATION OF THE CONSTITUTION**

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

## **MEMBERS**

4. At the date of adoption of this constitution the Company has eight members. It shall have no fewer than seven and no more than nine members. The Board may from time to time register an increase or a decrease in the number of members, within the aforementioned range.
5. The members of the Company shall be such persons as the Board shall admit to membership in accordance with the following articles and whose names are entered on the register of members of the Company.
6. Members shall be appointed as follows:
  - (a) Subject to the making of the nominations specified in this sub-clause, five members (“nominee members”) shall be appointed in manner following:
    - i) One member shall be nominated by Dublin City Council.
    - ii) Three members shall be nominated by Dublin City Council from amongst North West Area City Councillors.
    - iii) One member shall be nominated by the members of the Company, acting in general meeting. If an election shall be necessary for this purpose, the Board shall determine the election procedure.
    - iv) Upon the lapse or expiry of a nomination made in the foregoing manner, a replacement nomination shall be made.
  - (b) Four members (“board appointments”) shall be appointed from time to time by the Board, as persons who represent the following interests and sectors:

- i) The local arts community, provided such person is resident in the Ballymun area;
  - ii) The voluntary and community sector, provided such person is resident in the Ballymun area;
  - iii) Business, social innovation and community development, provided such person is resident or working in the Ballymun area;
  - iv) Professional artists and arts administrators.
7. In the event at any time that a person is not available from the relevant constituency to fill a position described at article 6(a) or (b), the Board may appoint any person it considers suitable to act as a member until the position can be filled in the manner intended. Such substitute appointment shall automatically lapse upon the appointment of a member who fulfils the necessary criteria.

### **MEMBERS TO ACT AS DIRECTORS**

8. Each of the six members appointed pursuant to article 6 (a) (i) and (iii) and 6(b) (or as substitutes for such persons under article 7) shall act as a director of the Company while he or she is a member thereof. Upon the cessation for whatever reason of his or her term of office as a director, he or she shall retire (or shall be deemed to have retired) as a member of the Company and shall be removed from the register of members.

### **TERM OF MEMBERSHIP**

9. The term of membership of a person nominated pursuant to article 6 (a) (ii) shall be that period from the date upon which such person is admitted to membership by the Board until the date upon which he or she shall cease to be a North West Area Councillor. Following retirement on such date, the person may be nominated afresh by Dublin City Council if he or she shall be returned again as a North West Area City Councillor.
10. The term of membership of all other members of the Company shall be co-terminus with their respective positions as directors of the Company, as provided in article 49 below.
11. Subject to article 10, any term of membership may be renewed by a fresh nomination or appointment made in accordance with article 6.

### **TERMINATION OF MEMBERSHIP**

12. Any member may resign his or her membership by serving notice to that effect upon the Company at the Registered Office. Upon the resignation of a nominee member, the party entitled to make the nomination shall be invited to nominate a replacement member. Upon the resignation of a board appointment, the Board may appoint a replacement.



13. The Board may require a member to resign his or her membership by serving notice upon the member terminating his or her membership, such notice to expire no earlier than the date of service of the notice. Upon the expiry of the notice, the membership of such person shall automatically terminate.
14. Upon a member ceasing to be a director of the Company, his or her membership shall terminate.
15. The death or bankruptcy of a member shall terminate his or her membership.

### **OBLIGATIONS OF MEMBERS**

16. Every member shall, as a continuing condition of membership, be bound by the provisions of the constitution of the Company and any amendment thereof, and shall observe all (if any) any rules or regulations made from time to time by the Company in general meeting or by the Board.
17. It shall be a condition of membership of the Company that the member shall also be a member of Wambrook CLG and Ballymun Arts and Community Resource Development CLG., both companies registered in the State. Members of the Company consent to the making available to Wambrook CLG and Ballymun Arts and Community Resource Centre Development CLG of their details as entered in the register of members of the Company.

### **GENERAL MEETINGS OF MEMBERS**

18. The Company shall in each year hold a general meeting as its annual general meeting, in addition to any other meetings in that year and shall specify the meeting as such in the notice calling it and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next.
19. The business of the annual general meeting shall include:
  - (a) consideration of the Company's statutory financial statements and the report of the directors, together with the report of the statutory auditors on those statements and that report;
  - (b) the review by the members of the Company's affairs;
  - (c) the authorisation of the directors to approve the remuneration of the statutory auditors;
  - (d) the election and re-election of directors;
  - (e) the appointment or re-appointment of statutory auditors;

20. All general meetings of the Company, other than annual general meetings, shall be known as “extraordinary general meetings”.
21. The Board may, whenever it thinks fit, convene an extraordinary general meeting and extraordinary general meetings may also be convened as provided by Section 1203 of the Act. If at any time there are not sufficient directors in Ireland capable of acting to form a quorum, any director or any member of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.
22. General meetings of the Company shall be held in the State at such time and at such place as the Board shall appoint.
23. A meeting, other than an adjourned meeting shall be called, in the case of an annual general meeting or an extraordinary general meeting for the passing of a special resolution, by not less than 21 days’ notice, and in the case of any other extraordinary general meeting, by not less than 7 days’ notice. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given. It shall be given in the manner specified in these articles to such persons as are under these articles entitled to receive such notices from the Company.
24. The notice of a general meeting shall specify –
  - a) the place, the date and the time of the meeting;
  - b) the general nature of the business to be transacted at the meeting;
  - c) in the case of a proposed special resolution, the text or substance of the resolution.
  - d) With reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint the Secretary or another member as a proxy using the form set out in article 34.
25. The statutory auditors of the Company shall be entitled to:
  - a) attend any general meeting of the Company;
  - b) receive all notices of, and other communications relating to any general meeting which any member of the Company is entitled to receive;
  - c) be heard at any general meeting which they attend, on any part of the business of the meeting which concerns them as statutory auditors.
26. A meeting of the Company, notwithstanding that it is called by shorter notice than that specified at article 23, shall be deemed to have been duly called if it is so agreed by all of the members entitled to attend and vote at the meeting, and the statutory auditors of the Company.

27. 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. Five members present in person or by proxy shall be a quorum.
28. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
29. The Chairperson of the Board shall preside as chairperson at every general meeting of the Company. If he or she is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors present shall elect one of their number to be chairperson of the meeting.
30. The chairperson may with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting) adjourn the meeting from time to time and from place to place.
31. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.

## **PROXIES**

32. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint the Secretary or another member as his or her proxy to attend the meeting and vote instead of him or her, provided that the appointment does not result in a conflict of interests. A proxy so appointed shall have the same right as the member to speak at the meeting and to vote on a show of hands and on a poll.
33. The instrument of proxy in the form set out in article 34 herein, signed by the person appointing the proxy, shall be deposited at the Registered Office or presented at the venue for the meeting for which it is granted no later than the time fixed for commencement of the meeting or adjourned meeting for which the proxy is granted and shall not otherwise be valid.
34. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:

**BALLYMUN ARTS AND COMMUNITY RESOURCE CENTRE CLG (“the Company”)**

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

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

*The proxy is to vote as follows:*

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

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

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

*Signature of member*

*Dated*

**VOTES OF MEMBERS**

- 35. Where a matter is being decided (whether on a show of hands or on a poll) every member present shall have one vote.
- 36. A vote shall take place on a show of hands, unless a poll is demanded before or on the declaration of the result of a show of hands.
- 37. A demand for a poll may be made by –
  - a) the chairperson of the meeting; or
  - b) at least three members present in person; or
  - c) any members present in person representing not less than 10% of the voting rights of members entitled to vote at the meeting.
- 38. Unless a poll is demanded, a declaration by the chairperson that a resolution has on a show of hands been carried, or lost, an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against such resolution.

39. If a poll is demanded it shall be taken in such manner as the chairperson directs and the result of the poll shall be deemed to be the resolution, in relation to the matter concerned, of the meeting at which the poll was demanded.

## **RESOLUTIONS**

40. Notwithstanding article 23 a special resolution may be proposed and passed as a special resolution at a meeting of which less than 21 days' notice has been given, if the conditions specified in section 191 of the Act are satisfied.
41. The terms of any resolution (whether special or otherwise) before a general meeting may be amended by ordinary resolution at the meeting, provided that the resolution, as amended, will still be such that adequate notice of the same can be deemed to have been duly given.
42. Subject to compliance with the conditions in section 193 of the Act, a resolution in writing signed by all the members for the time being entitled to attend and vote on such resolution at a general meeting shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held, and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act.
43. When a resolution is passed at an adjourned general meeting, it will be treated as having been passed on the date of that meeting and not on any earlier date.

## **MINUTES OF GENERAL MEETINGS**

44. The Company shall, as soon as may be after the holding of a meeting, cause minutes of the proceedings of the meeting and the terms of all resolutions to be entered in books kept for the purpose. All such books shall be kept in the same place.
45. Any minute referred to in article 44, if purporting to be signed by the chairperson of the meeting at which the proceedings were had, or the chairperson of the next succeeding meeting, shall be evidence of what occurred at the meeting.

## **THE BOARD OF DIRECTORS**

46. There shall be seven directors, six of whom shall be members of the Company appointed pursuant to article 6, but excluding the three persons appointed pursuant to article 6(a)(ii), or as a temporary appointment pursuant to article 7. The seventh director ("the independent director") shall be appointed by the other directors as a person perceived to have the skills and judgment to act as an independent chairperson of the Board and who shall not be a member of

the Company. In the event that the number of members is at any time reduced owing to casual vacancy and there is no replacement appointed pursuant to article 7, the number of directors shall reduce accordingly for the period for which the situation pertains.

47. No person may be a director of the Company unless he or she has attained the age of 18 years.
48. Any purported appointment of a director without that person's consent shall be void.

#### **TERM OF OFFICE OF DIRECTORS**

49. (a) Subject to sub-article (b) of this article, the term of office of directors shall be two years from the date of their appointment, renewable for a term or terms which, when aggregated with the period already served, shall not exceed six years.  
  
(b) The term of office of directors in place at the date of adoption of this constitution shall be two years from the date of adoption of this constitution, renewable for a term of terms which, when aggregated with the period already served, shall not exceed six years from such date.
50. Subject to article 49, every retiring director who is a nominee member shall be eligible for re-nomination by the party who nominated him or her; every retiring board appointee shall be eligible for re-appointment by the Board; every person appointed by the members shall be eligible for re-appointment by them, and every retiring independent director shall be eligible for reappointment by the Board.

#### **REMOVAL OF DIRECTORS**

51. The Company may by ordinary resolution remove a director before the expiration of his or her period of office. Such a resolution shall not be effective unless the provisions of section 146 of the Act are observed.
52. A vacancy created by the removal of a director under this article may be filled at the meeting at which he or she is removed.

#### **VACATION OF OFFICE**

53. The office of director shall be vacated if the director:
  - a) is adjudicated bankrupt or, being a bankrupt, has not obtained a certificate of discharge in the relevant jurisdiction; or
  - b) becomes or is deemed to be subject to a disqualification order within the meaning of Chapter 4 of Part 14 of the Act; or

- c) the director resigns his or her office by notice in writing to the Company; or
- d) the director ceases to be a member of the Company (save in the case of the independent director); or
- e) the health of the director is such that he or she can no longer be reasonably be regarded as being in a position to discharge his or her duties as a director; or
- f) a declaration of restriction is made in relation to the director and the Board, at any time during the currency of the declaration, resolves that his or her office be vacated; or
- g) the director is sentenced to a term of imprisonment (including a term that is suspended) following conviction of an indictable offence; or
- h) the director is absent from Board meetings held during a period of more than 6 months, without the permission of the other directors.

## **SECRETARY**

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

## **REGISTER OF DIRECTORS AND SECRETARIES**

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

## **POWERS AND DUTIES OF DIRECTORS**

- 59. The business of the Company shall be managed by the Board, which may exercise all such powers of the Company as are not by the Act or by these articles required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act and of these articles and to such directions, being not inconsistent with the aforesaid provisions as may , by special resolution, be given by the Company in general meeting but no direction given by the

Company in general meeting shall invalidate any prior act of the Board which would have been valid if that direction had not been given.

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

## **PROCEEDINGS OF DIRECTORS**

64. The directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.
65. A director may, and the Secretary on the requisition of a director shall, at any time, summon a meeting of the directors.
66. The quorum necessary for the transaction of the business of the Board shall be four.
67. The directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to these articles as the necessary quorum of directors, the continuing director or directors may act for the purpose of increasing the number of directors to that number of or summoning a general meeting of the Company, but for no other purpose.
68. The independent director shall act as Chairperson of the Board.



69. If at any meeting the Chairperson of the Board is not present within 15 minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be chairperson of the meeting.
70. The directors may establish one or more committees consisting of members of the Board. A committee so established may elect a chairperson of its meetings; if no such chairperson is elected or, if at any meeting the chairperson is not present within 15 minutes after the time appointed for holding it, the members of the committee present may choose one of their number to be chairperson of the meeting.
71. A committee may meet and adjourn as it thinks proper. Questions arising at a committee meeting shall be determined by a majority of votes of the members present.
72. A resolution in writing signed by all of the directors of the Company, or by all of the members of a committee of them, and who are for the time being entitled to receive notice of a meeting of the directors, or, as the case may be, of such a committee, shall be as valid as if it had been passed at a meeting of the directors or such a committee duly convened and held.
73. A meeting of the directors or of a committee referred to in article 70 may consist of a conference between some or all of the directors or, as the case may be, members of the committee, who are not all in one place but each of whom is able (directly or by means of telephonic, video or other electronic communication) to speak to each of the others and to be heard by each of the others. Such a meeting shall be deemed to take place where the chairperson of the meeting then is.

## **CONFLICT OF INTEREST**

74. A director may not vote in respect of any contract, appointment, or arrangement in which he or she is interested and he or she shall not be counted in the quorum present at a meeting at which the matter is considered.
75. A director who is in any way, directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his or her interest at the Board meeting at which the question of entering into the contract is first raised, or at the next meeting held after he or she became so interested.
76. A copy of every declaration shall, within 3 days of making it, be entered into the register of disclosable interests maintained by the Company.

## **MINUTES OF MEETINGS**

77. The Company shall cause minutes to be entered in books kept for that purpose of –
- a) all appointments of officers made by the directors;
  - b) the names of the directors present at each meeting of its directors and of any committee of the directors;
  - c) all resolutions and proceedings at all meetings of its directors and of committees of directors.
78. Such minutes shall be entered in the foregoing books as soon as may be after the appointment concerned is made, the meeting concerned has been held or the resolution concerned has been passed.
79. Any such minute, if purporting to be signed by the chairperson of the meeting at which the proceedings were had, or by the chairperson of the next succeeding meeting, shall be evidence of the proceedings.
80. Where minutes have been made in accordance with articles 77 to 79 inclusive, then, until the contrary is proved-
- a) the meeting shall be deemed to have been duly held and convened;
  - b) all proceedings had at the meeting shall be deemed to have been duly had; and
  - c) all appointments of officers made by its directors at the meeting shall be deemed to be valid.

## **FINANCE COMMITTEE**

81. The Board may establish a finance committee, constituted as it shall think fit.
82. The responsibilities of the finance committee shall include:
- a) The monitoring of the financial reporting process;
  - b) The monitoring of the effectiveness of the Company's systems of internal control, internal audit and risk management;
  - c) The monitoring of the statutory audit of the Company's financial statements;
  - d) The review and monitoring of the independence of the statutory auditors and the provision of additional services to the Company.
83. If a finance committee is established, any proposal of the Board with respect to the appointment of statutory auditors to the Company shall be based on a recommendation made to the Board by the finance committee.

## **REMUNERATION OF DIRECTORS**

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

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

86. No director shall use Company property for his or her own use or benefit SAVE HOWEVER that de minimis use of Company property may be made by a director for the exclusive purpose of carrying out his or her duties as a director, when such use is sanctioned at a meeting of the Board.

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

87. Any director may act by himself or herself, or his or her firm, in a professional capacity for the Company, and, subject to compliance with the conditions of Section 89 of the Charities Act 2009, shall be entitled to remuneration for professional services rendered, as if he or she were not a director.

## **ACCOUNTS**

88. The Company shall keep or cause to be kept adequate accounting records in accordance with Chapter 2 of Part 6 of the Act.
89. The accounting records shall be kept on a continuous basis and shall be sufficient to explain the Company's transactions and facilitate the preparation of financial statements that give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company.
90. The accounting records shall include:

- a) entries from day to day of all monies received and expended by the Company;
- b) a record of the assets and liabilities of the Company;
- c) a record of all transactions whereby goods are purchased and sold;
- d) a record of all transactions whereby services are provided or purchased by the Company.

- 91. The Company's financial records shall be kept at the Registered Office or at such other place as the Board shall direct.
- 92. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the financial statements and accounting records of the Company shall be open to inspection of its members, not being directors of the Company.
- 93. The Board shall from time to time in accordance with the provisions of Part 6 of the Act cause to be prepared and to be laid before the annual general meeting of the Company such financial statements and reports of the directors and statutory auditors as are required by those provisions to be laid before the annual general meeting.

**AUDIT**

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

**SEAL**

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

**NOTICES**

- 98. A notice convening a general meeting shall be delivered by the Company to every person entitled to attend the same by hand/courier, by sending it by post to him or her to his or her

registered address, or, in the event that the intended recipient has authorised it in writing, by fax or e-mail to the fax number or e-mail address provided by the intended recipient.

99. A notice of any other description, including a notice convening a Board meeting may be delivered by hand/courier, by ordinary pre-paid post, by fax or by e-mail.
100. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been received at the expiration of 24 hours after the letter containing the same is posted. Where a notice is served by fax or e-mail, the service shall be deemed to have been effected at the expiration of 24 hours after the fax or e-mail has been sent, unless there is a notified failure or error in delivery in that period.
101. The accidental omission to give notice of any meeting convened pursuant to these articles, or the non-receipt of such notice by any person entitled to receive notice shall not invalidate the proceedings at that meeting.
102. Notice of every general meeting shall be given in the manner hereinbefore authorised to: every member, every director, the Secretary and the statutory auditor for the time being of the Company.

## **INDEMNITY**

103. The Company indemnifies the officers of the Company, jointly and severally, against any liability incurred in relation to the discharge by them of their the Company, to the extent permitted by Section 235 of the Act.

## **INSURANCE**

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