

COMPANIES ACT 2014

COMPANY LIMITED BY GUARANTEE

CONSTITUTION

OF

EVERYMAN PALACE

COMPANY LIMITED BY GUARANTEE

COMPANIES ACT 2014

**COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

CONSTITUTION OF

EVERYMAN PALACE COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

1. The name of the Company is EVERYMAN PALACE COMPANY LIMITED BY GUARANTEE. The company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.
2. The objects for which the company is established are:
 - (a) To regularly present, produce, manage, conduct and represent in both the Irish and English language and from time to time in any other language, at any theatre music hall or place of amusement or entertainment, such plays, dramas, comedies, operas, burlesques, pantomimes, ballets, shows, exhibitions, festivals, opera and other entertainments to advance arts and culture as the company may from time to time think fit.

In pursuance of the above objects the company shall have the power, inter alia: -

- (b) To carry on at any place or places in the Republic of Ireland, or elsewhere, all or any of the businesses of theatre, music hall, concert hall, ballroom, cinema and circus proprietors or agents, box office keepers, showmen, exhibitors, song, music, play programme and general publishers and printers, scene, proscenium and general painters and decorators, theatrical and musical agents, caterers for public and private amusements and entertainments of every description.
- (c) To purchase or otherwise acquire lands and premises theatres, playhouses, cinemas, dancehalls, halls and all places suitable for public entertainment together with all or any part of the furniture, fixtures, fittings, scenery and effects belonging to or in connection therewith and to alter, rebuild, reconstruct, refurbish, work, maintain and carry on the said establishments and any other theatre, music hall, cinema or place of amusement or entertainment for the time being owned, leased, taken on licence or otherwise acquired or in the occupation of the company.
- (d) To purchase or otherwise acquire and obtain exclusive and other interests in copyright and rights of representation, and any other rights of or in plays, music, songs, cinematograph and other films, words, operas, comedies, burlesques, composition, and other media.

- (e) To carry on at any place or places in the Republic of Ireland or elsewhere, the business of wine, spirit, beer, mineral water, tobacco, cigar, and cigarette merchants and retailers, confectioners, florists and restaurant and refreshment-room keepers or proprietors or any of such businesses.
- (f) To carry on any other business (whether manufacturing or otherwise) which may seem to the company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly, to enhance the value of, or render more profitable any of the company's property.
- (g) To purchase, take on lease or in exchange, hire or by any other means acquire any freehold, leasehold or other property for any estate or interest whatever and any rights, privileges or easements over or in respect of any property and any buildings, offices, factories, mills, works wharves, roads, railways, tramways, machinery, engines, rolling stock, plant, live and dead stock, barges, vessels or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the company.
- (h) To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls fences, banks, dams, sluices, or watercourses, and to clear sites for the same, or to join with any person, firm or company in doing any of the things aforesaid, and to work, manage and control the same, or join with others in so doing.
- (i) To apply for, purchase or by other means acquire and protect, prolong and renew, whether in Ireland or elsewhere, any patents, patent rights, brevets d'invention licences, protections and concessions, which may appear likely to be advantageous or useful to the company, and to use and turn to account and to manufacture under, or grant rights or privileges in respect of the same, and to expend money in experimenting upon the testing, and in improving or seeking to improve any patents, inventions or rights which the company may acquire or propose to acquire.
- (j) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which this company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with or enter into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- (k) To improve, manage, cultivate, develop, 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.
- (l) To invest and deal with the moneys of the company not immediately required in such shares and upon such securities and in such manner as may from time to time be determined.

- (m) To lend and advance or give credit to such persons, firms or companies, and on such terms as may seem expedient, and in particular to customers of and others having dealings with the company, and to give guarantees or become surety for any such persons, firms or companies.
- (n) To borrow or raise money in such manner as the company shall think fit, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the company's property or assets, (whether present or future), and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company of any obligation or liability it may undertake.
- (o) To draw, make accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (p) To apply for promote and obtain any Act of the Oireachtas, provisional order or licence of the Minister for Industry and Commerce or other authority for enabling the company to carry any of its objects into effect, or for effecting any modification of the company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly, to prejudice the company's interests.
- (q) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise), or any corporations companies or persons that may seem conducive to the attainment of the company's objects, or any of them, and to obtain from any such government, authority, corporation, company, or person any charters, contract, decrees, rights, privileges and concessions which the company may think desirable, and to carry out, exercise and, comply with any such charters, contracts, decrees, rights privileges and concessions.
- (r) To subscribe for, take, purchase or otherwise acquire and hold shares or other interest in, or securities of any other company having objects altogether or in part similar to those of this company directly or indirectly, to benefit this company.
- (s) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the company through or by means of agents, brokers, sub-contractors or others.
- (t) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the company, or to contract with any person, firm or company to pay the same.
- (u) To support and subscribe to any charitable or public object, and any institution, society or club which may be for the benefit of the company or its employees, or may be connected with any town or place in which the company carries on business; to give pensions, gratuities or charitable aid to any person or persons who may have served the company, or to the wives, children or other relatives of such persons, to make payments towards insurance, and to form

and contribute to provident and benefit funds for the benefit of any persons employed by the company.

- (v) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this company, or undertaking any business or operations which may appear likely to assist or benefit this company, or to enhance the value of any property or business of this company, and to place or guarantee the placing of, underwrite, or subscribe for or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (w) To sell or otherwise dispose of the whole or of any part of the business or property of the company either together or in portions, for such consideration as the company may think fit, and in particular for shares, debentures or securities of any company purchasing the same.
- (x) To procure the company to be registered or recognised in Northern Ireland and in any foreign country or place.
- (y) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects, or any of them.

Provided always that the provisions of this clause shall be subject to the company obtaining, where necessary, for the purpose of carrying any of its objects into effect, such licence, permit or authority as may be required by law.

The company has an exemption from using the words "company limited by guarantee" in the use of its name in accordance with Section 1180 of Companies Act 2014.

3. The liability of the members is limited.
4. Every member of the company undertakes to contribute to the assets of the company in the event of its being wound up, while he is a member, or within one year afterwards, for payments of the debts and liabilities of the company, contracted before he ceases to be a member, and the cost, 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 €1.27.
5. The income and property of the Company shall be applied solely towards the promotion of main object(s) as set forth in this Constitution. 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 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 their attendance to any matter affecting the Company;
- (e) fees, remuneration or other benefit in money or 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;

Nothing shall prevent any payment by the Company to a person pursuant to an agreement entered into in compliance with section 89 of the Charities Act, 2009 (as for the time being amended, extended or replaced).

6. The Company must ensure that the Charities Regulator has a copy of its most recent Constitution. If it is proposed to make an amendment to the Constitution 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.
7. If upon the winding up or dissolution of the Company there remains, after satisfaction of all debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Company. Instead, such property shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the Company. The institution or institutions to which the property is to be given or transferred shall prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 5 hereof. Members of the Company shall select the relevant institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object with the agreement of the Charities Regulator. 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.

Note that should a company wish to make an application to the Companies Registration Office to dispense with "company limited by guarantee" or Irish equivalent in the name of the charitable company — an alternative winding up provision is required by the Companies Registration Office pursuant to section 1180 of the Companies Act, 2014

WE, the several persons whose names, addresses and descriptions are subscribed, which to be formed into a company in pursuance of the Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Raymond Casey, 3 Carrigcourt, Carrigaline, Co Cork

Sean O Se, "The Shrubberies", Monkstown, Co Chorcai.

Anthony Meany, 33 Frankfield, Grange, Douglas, Cork

Daniel C. Donovan, Glendon, Curragh Road, Cork

Aodan O Se, 8 Ascal Tracton, Montenotte, Corcaigh.

Brian Bolingbroke, 3 Barnstead Drive, Blackrock, Cork

Leachlain O Cathain, Eisc Thuaidh, Gleann Maghair, Co Chorcai.

Dated this 3rd day of December, 1987.

Witness to the above signatures:

Caitlin Aghas,
9 South Mall,
Cork

Secretary.

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ARTICLES OF ASSOCIATION

1. The Regulations contained in the Companies Act, 2014 shall apply to the Company save in so far as they are excluded or varied hereby or in accordance with Section 1173 of the Companies Act 2014.

2. In these Articles:

“The Act”	The Companies Act, 2014.
“The Articles of Association”	The Articles of the Company for the time being in force.
“Board”	The Board members for the time being of the Company or the Board Members present at the meeting of the Board.
“Board Members”	Any person appointed as such pursuant to these Articles.
“Special Board Members”	Any person appointed a Board Member pursuant to these Articles by the Cork Corporation.
“The Company”	The above named Company.
“Secretary”	any person appointed to perform the duties of the Secretary of the Company
“Electronic address”	any address or number used for the purposes of sending and/or receiving electronic mail, documents, or information by electronic means;
“Electronic means”	the use of electronic equipment for the processing, storage and transmission of data, employing wires, radio, optical technologies, or any other electromagnetic means;

"Electronic mail" the transmission and distribution of e0mail messages, including attachments and other information, from one computer terminal to another via Electronic means using Electronic addresses.

"In Writing" Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning

Words importing the singular number only shall include the plural number and vice versa.

Words importing persons shall not include corporations or associations or firms of any type.

MEMBERS

3. (a) The maximum number of Members which the Company proposes to be registered is twenty five and the minimum is three but the board may from time to time register changes to this number.

(b) The members of the Company shall be members for the time being of the Board of Directors of Everyman Theatre Limited and the Founder Members.

(c) The Founder Members shall be Daniel C. Donovan, Sean O'Se and Leachlain O'Cathain.
4. Other persons shall be admitted to membership on an annual basis in accordance with these Articles and shall be Members of the Company and shall be entered in the Register of Members accordingly.
5. Where any person desires to be a member of the Company he must sign and deliver to the company an application for admission framed in such terms as the Board shall require.
6. The election of members shall be in the hands of the Board and the Board shall have full discretion as to the admission of any person to membership.
7. On election of any person as a Member, the Secretary shall notify the same to him and thereupon he shall be deemed to have agreed to and shall be subject to the Memorandum and Articles of Association of the Company.
8. With the exception of the Founder Members the rights and privileges of a Member shall not be transferable and shall cease, ipso facto, on the occurrence of any of the following events:
 - (a) The death of the member; or

- (b) The resignation in writing of the member when lodged at the Registered Office of the Company; or
- (c) The expiration of annual membership

GENERAL MEETINGS

9. The Company shall for each financial year hold a General Meeting as its Annual General Meeting in addition to any other Meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual General Meeting of the Company and that of the next.
10. The Annual General Meeting shall be held at such time and place as the Board shall appoint. All General meetings other than Annual General Meetings shall be called Extraordinary General Meeting.
11. The Board may, whenever it thinks 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 representing at the date of the deposit of the requisition, not less than one tenth of the total voting rights of all members having at that date a right to vote at general meetings of the company. The provisions of Section 178(3) to (7) of the Companies Act 2014 apply irrespective of any statement to the contrary in this constitution.

NOTICE OF GENERAL MEETINGS

12. Subject to Sections 181 & 218 and Sections 191 to 193 of the Companies Act 2014 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 house 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 received notices from the Company.
13. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.
14. A notice may be given by the Company to any member either personally or by sending it by post to him to his registered address or by any electronic means. Where a notice is sent by post or electronic means, 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.
15. 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

16. No other person shall be entitled to notices of General Meetings.

17. 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 and shall be given in the manner hereafter mentioned or in such other manner, if any, as may be prescribed by the company in General Meetings, to such persons as are, under the Articles of the Company entitled to received such notices from the Company.

PROCEEDINGS AT GENERAL MEETINGS

18. 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 board, the election of Board members in place of those retiring, the re-appointment of the retiring auditors, and the fixing of the remuneration of the Auditors.

19. 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, five Members present in person shall be a quorum.

20. If within half an hour from the time appointed for the Meeting, a quorum is not present, the Meeting 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.

21. The Chairman, if any, of the Board shall preside as Chairman at every General Meeting of the Company, or if there is no such Chairman or if he is not present within fifteen minutes after the time appointed for the holding of the Meeting or he is unwilling to act, the Board Members present shall elect one of their number to be Chairman of the Meeting.

22. If at any Meeting no Board Member is willing to act as Chairman, the members present shall choose one of their number to be Chairman of the Meeting.

23. The Chairman may, with the consent of any Meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place.

When a Meeting is adjourned for thirty days or more, notice of the adjourned Meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of adjournment or of the business to be transacted at the adjourned Meeting.

24. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
- a. By the Chairman, or
 - b. By at least two members present in person or by proxy, or
 - c. By any member or members present in person and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll is demanded a declaration by the Chairman that a Resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the Minutes of the proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

25. Except as provided in Article 24 if a poll is duly demanded it shall be taken in such manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
26. Where there is an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote and the Resolution shall be declared carried or lost.
27. Subject to the provisions of Sections 191 to 193 and Sections 198 to 199 of the Companies Act 2014, a resolution in writing signed by all the members for the time being entitled to attend and vote on such resolution at a General Meeting (or being bodies corporate by their duly authorised representatives, pursuant to Section 185 of the Act) 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. The provisions of Sections 194 and 195 of the Act do not apply to the company.
28. Every Member shall have one vote.
29. A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, guardian, or other person appointed by that Court, and any such committee, receiver, guardian, or other person may vote by proxy on a show of hands or on a poll.
30. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.
31. Votes may be given either personally or by proxy.

32. The instrument appointing a proxy, pursuant to Section 183 of the Companies Act 2014, shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a body corporate, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.
33. The instrument appointing a proxy, pursuant to Section 183 of the Companies Act 2014, and the power of attorney or other authority, if any, under which it is signed or a notary certified copy of that power or authority shall be, pursuant to Section 183 of the Act, 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 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.
34. An instrument appointing a proxy shall be, pursuant to Section 184 of the Act, in the following form or a form as near thereto as circumstances permit:-

EVERYMAN PALACE

I, _____ (the member)
of _____,
in the County of _____ (address)
being a member of _____
the above named Company,
hereby appoint _____
_____ (name & address of proxy) or failing
him _____
_____ (name & address of alternative proxy
as my proxy to attend, speak and vote for me at the annual or extraordinary general meeting
(as the case may be) of the Company to be held
on _____ (date of meeting) and at any adjournment of the
meeting.

The proxy is to vote as follows – choice to be marked by an "x":

Resolution 1: _____ (description of resolution)

— In favour ___ Abstain ___ Against ___

Resolution 2: _____ (description of resolution)

— In favour ___ Abstain ___ Against ___

_____ Signature of member signed this _____ Day of
_____ 20 _____

Board Member does not within that period obtain his qualification or if he ceases at any time to hold is qualification.

(b) The Corporation of Cork shall be entitled to nominate, after every Annual General Meeting of the Company, one director/Special Board member each until the next following Annual General Meeting.

(c) The Board of Directors of Everyman Theatre Limited shall be entitled to nominate, after every Annual General Meeting of the Company, two directors/Board Members until the next following Annual General Meeting.

43. The directors/Board members shall be paid all reasonable travelling, hotel and other expenses properly incurred by them in attending and returning from Board meetings or any committee of Board Members or General Meetings of the company or in connection with the business.

BORROWING POWERS

44. The Board may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof, whether outright or as security for any debt, liability or obligation of the Company.

POWERS AND DUTIES OF THE BOARD

45. 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 Companies Act 2014 or by these Articles required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Act and of these Articles and to such directions, being not inconsistent with the aforesaid provisions, as may be given by the Company in General Meeting: but no direction given by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that direction had not been given.

46. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money 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 shall from time to time by resolution determine.

47. The board shall cause Minutes to be made in books provided for the purpose

(a) Of all appointments of officers made by the directors/Board;

(b) Of the names of the directors/Board Members present at each Meeting of the directors/Board;

(c) Of all Resolutions and proceedings at all Meetings of the Company, and of the directors/Board and of committees of directors/Board Members.

DISQUALIFICATION OF DIRECTORS/BOARD MEMBERS

48. The office of Director/Board Member shall be vacated pursuant to Section 849 of the Companies Act 2014 and if the director/Board Member:-
- (a) holds any office or place of profit under the Company; or
 - (b) is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally; or
 - (c) becomes prohibited from being a director/Board Member by reason of Section 819 of the Companies Act 2014; or
 - (d) becomes of unsound mind; or (e) resigns his office by notice in writing to the Company; or (f) is convicted of an indictable offence; or
 - (g) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by Section 231 of the Act.
 - (h) Fails to become a Member of the Company within the time limit prescribed by these Articles or at any time ceases to hold such qualification.
 - (i) is for more than 6 months absent without permission of the Directors from meetings of the Directors held during that period.
49. A Board Member shall not vote in respect of any contract in which he is interested or any matter arising therefrom, and if he does so his vote shall not be counted.

ROTATION OF DIRECTORS/BOARD MEMBERS

50. At every Annual General Meeting, subject to the provisions of Article 42, one-third of the directors/Board Members for the time being, or if their number is not three or a multiple of three, then the number nearest above one third, shall retire from office.
51. The directors/Board Members to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Board Members on the same day those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
52. A retiring director/Board Member shall be eligible for re-election or re-nomination, subject to the following provisions:-
- (a) a director may continue in office for a period of five years with the option of continuing in office for a further three years, after which he/she must resign permanently from the board.
53. The Company, at the Meeting of which a Board Member retires in the manner aforesaid, may fill the vacated office by electing a person thereto, and in default the retiring Board Member shall, if offering himself for re-election, be deemed to have been re-elected unless at such Meeting it is expressly resolved not to fill such vacated office or unless a Resolution for the re-election of such Board member shall have been put to the Meeting and lost.

54. No person other than a Board member retiring at the Meeting shall unless recommended by the Board be eligible for election to the office of Board Member at any General meeting unless, not less than seven nor more than twenty-one days before the date appointed for the Meeting, there shall have been left at the Registered Office of the company notice in writing signed by a Member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election and also notice in writing signed by that person of his willingness to be elected.
55. The Company may from time to time by Ordinary Resolution increase or reduce the number of directors/Board Members, and may also determine in what rotation the increased or reduced number is to out of office.
56. The Board shall have power at any time and from time to time to appoint any person to be a Board Member, either to fill a casual vacancy or as an addition to the existing Board Members, so that the total number of Board Members shall not any time exceed any maximum number fixed in accordance with these Articles. Any Board member so appointed shall hold office until the next Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Board Members who are to retire by rotation at such Meeting.

REMOVAL OF DIRECTORS/BOARD MEMBERS

57. The Company may by ordinary resolution of which extended notice has been given in accordance with Section 146 of the Companies Act 2014 remove any director/Board Member before the expiration of his period of office, notwithstanding anything in these Articles or in any agreement between the Company and such director/Board Member. Such removal shall be without prejudice to any claim such director/Board Member may have for damages for breach of any contract of service between him and the Company.
58. The Company may by ordinary resolution appoint another person in place of a director/Board Member removed from office under Article 57. Without prejudice to the powers of the Board of Directors under Article 56 the Company in general meeting may appoint any person to be an director/Board Member, either to fill a casual vacancy or as an additional director/Board Member. A person appointed in place of an director/Board Member so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become an director/Board Member on the day on which the director/Board Member in whose place he is appointed was last elected a director/Board Member.

PROCEEDINGS OF THE DIRECTORS/ BOARD

59. The directors/Board may meet together for the dispatch of business, 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 an equality of votes, the Chairman shall have a second or casting vote and the resolution shall be declared carried lost. A Board Member may, and the Secretary on the requisition of a Board Member shall, at any time summon a Meeting of the Board. It shall not be necessary to give notice of a meeting of the Board to any Board Member for the time being absent from Ireland.

60. The quorum necessary for the transaction of the business of the Board may be fixed by the Board Members, and unless so fixed shall be three.
61. The continuing Board Members may act notwithstanding any vacancy in their number but if so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary minimum number of Board Members, the continuing Board Members or Board Member may act for the purposes of increasing the number of Board Member to that number or of summoning a General Meeting of the Company, but for no other purpose.
62. The Board may elect a Chairman of their meetings and determine the period for which he is to hold office; but if no such Chairman is elected or if at any meeting, the Chairman is not present within five minutes of the time appointed for the holding of the Meeting, the Board Members present shall choose one of their number to be Chairman of the Meeting.
63. The Board may delegate any of their power to committees consisting such Board Member or Board Members as they think fit; any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
64. A committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any Meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Members present may choose one of their number to be Chairman of the Meeting.
65. A Committee may meet and adjourn as it thinks proper. Questions arising at any Meeting shall be determined by a majority of votes of the Members present, and when there is an equality of votes, the Chairman shall have a second or casting vote and the resolution shall be declared carried or lost.
66. All acts done by any Board Meeting or of a committee of Board Members or by any person acting as a Board Member shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Board Member or person acting 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 Board Member.
67. A Resolution in writing, signed by all the Board Members for the time being entitled to receive notice of a Meeting of the Board, shall be as valid as if it had been passed at a Board meeting duly convened and held.
68. The Board shall have the power to appoint a committee of Patrons/Trustees numbering not more than six and not less than two, two of whom shall retire annually and shall be eligible for reappointment. The Patrons/Trustees shall be appointed by the Board at the first Board Meeting after the Annual General Meeting in every year. The Patrons/Trustees shall be honorary members of the company and shall have the right to attend at all meetings of the company (including Board Meetings but as non-voting members) and on request to be informed of the activities of the company. The Board shall have a formal report of the activities and financial state of the company prepared and presented to the Patrons/Trustees at six monthly intervals. Subject only to these Articles of Association the Patrons/Trustees shall elect their own Chairperson and decide their own standing orders and modus operandi.

SECRETARY

69. The company shall have a secretary, who may not be one of the directors.
70. The Secretary shall be appointed by the Board for such term and at such remuneration and upon such conditions as they think fit; and any Secretary so appointed may be removed by the Board.
71. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Board Member and the Secretary shall not be satisfied by its being done by or to the same person acting both as Board Member and as, or in the place of, the Secretary.
72. The directors/Board Members of the company shall have a duty to ensure that the person appointed as secretary has the skills and resources necessary to discharge his or her statutory and other duties in accordance with Companies Act 2014.

THE SEAL

73. The seal shall be used only with the authority of the Board or a committee of Board Members authorised by the Board in that behalf and every instrument to which the Seal shall be affixed shall be signed by a Board Member and shall be counter signed by the secretary or by a second Board Member or by some other person appointed by the Board for the purpose.

ACCOUNTS AND FINANCIAL STATEMENTS

74. The Company in accordance with Section 281 of the Companies Act 2014 shall keep or cause to be kept adequate accounting records, which are those that are sufficient to:-
 - a) correctly record and explain the transactions of the company;
 - b) enable at any time, the assets, liabilities, financial position and profit or loss of the company to be determined with reasonable accuracy;
 - c) enable the directors to ensure that any financial statements of the company, required to be prepared under Section 290 or 293 of the Act, and any directors' report required to be prepared under Section 325 of the Act, comply with the requirements of the Act and, where applicable, Article 4 of the IAS Regulation; and
 - d) enable the financial statements of the company so prepared to be audited.
75. The accounting records shall be kept on a continuous and consistent basis, which is to say, the entries in them shall be made in a timely manner and be consistent from one financial period to the next.

If those records are not kept by making entries in a bound book but by some other means, adequate precautions shall be taken for guarding against falsification and facilitating discovery of such falsification, should it occur.

76. The accounting records shall be kept at the offices of the company or, at such other place as the directors think fit, and shall pursuant to Section 283(3) of the Companies Act 2014, at all reasonable times be open to the inspection of the Directors/Board Members.

77. The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the financial statements or accounting records of the company shall be open to the inspection of members not being directors/Board Members, and no member (not being a director) shall have any right of inspecting any financial statement or accounting record or document except as conferred by statute or authorised by the directors/Board Members or by the Company in general meeting.
78. The directors of the company shall, in respect of each financial year, lay before the company in annual general meeting copies of:-
- (a) the statutory financial statements of the company for the year, (b) the directors' report for the financial year,
 - (c) the statutory auditors' report on those financial statements and that directors' report.
79. Those financial statements and those reports of the directors and the statutory auditors for a financial year shall be so laid not 9 months after the financial year end date.
80. A copy of each of the documents specified in Section 338(2) of the Act concerning the company there referred shall be sent to:-
- (a) every member of the company (but only if that person is entitled to receive notices of general meetings of the company), and
 - (b) all persons, other than members, who are so entitled,

not less than 21 days before the date of the meeting of the company at which copies of those documents are to be laid in accordance with Section 341 of the Act.

81. If the copies of the documents referred to Section 338(1) of the Act are sent less than 21 days before the date of the meeting referred to in that sub-section, they shall, notwithstanding that fact, be deemed to have been duly sent if it is so agreed by all the members entitled to attend and vote at the meeting.

AUDIT

82. The directors/Board Members of the company shall arrange for the statutory financial statements for a financial year to be audited by the statutory auditors unless the company is entitled to, and chooses to avail itself of, audit exemption.

INDEMNITY

83. Every officer of the Company :

- (a) shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he or she may sustain or incur in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour in which he or she is acquitted or in connection with any proceedings or application referred to in or under Sections 233 or 234 of the Act in which relief is granted to him or her by the court.

(b) shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he or she may sustain or incur in or about the execution of the duties of his or her office or otherwise in relation thereto and no officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his or her office in relation thereto. This regulation shall have effect only in so far as its provisions are not void under Section 235 of the Act.

WINDING-UP

84. The provisions of Clause 6 of the Memorandum of Association of the Company relating to the winding-up or dissolution of the Company shall have effect and be observed as if the same were repeated in full in these Articles.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Raymond Carey 3 Carrigrohane Carrigrohane Doonbeg
Co Cork

Paul O'Leary, 'The Strubberies', Monkstown, Co. Dublin (Muirhead)

Arthur O'Leary, 33 Froystfield, George O'Leary, Carrigrohane
Bank Manager

Daniel L. Donovan Teacher, Glendalough
Kilnashbeg Rd. Leix

Godwin O'Leary of Ascel Tractor Montemorelle CURRIGH
Ratigear

Brian Bolmibrow 3 Barnstead Dr. Blackrock
Retired Sales Director CURR

David O'Leary, Linc. Thurwell, Glendalough
Kilnashbeg Rd. Leix

Dated this 3-d day of December 1987.

Witness to the above signatures:

Caithlin O'Leary
9, South Mall,