

THE COMPANIES ACTS, 1963 TO 2006

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COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

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MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION  
OF  
ASSOCIATION OF PROFESSIONAL DANCERS IN IRELAND LIMITED

Incorporated: 25 May 1992

Registered No.: 189346

THE COMPANIES ACTS, 1963 TO 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION  
OF  
ASSOCIATION OF PROFESSIONAL DANCERS IN IRELAND LIMITED

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1. The name of the company is ASSOCIATION OF PROFESSIONAL DANCERS IN IRELAND LIMITED.
2. (a) (i) The main objects for which the Company is established are to advance education by promoting the study of and improving the understanding of arts as defined in the Arts Acts 1951, 1973 and 2003.
3. With a view to the attainment of the above charitable objects to exercise the powers conferred by the following objects hereof.
  - (a) To provide for, develop, train, educate and encourage artistic expression, endeavours and production and performance of cultural, artistic and education value from all genres of dance in Ireland and abroad.
  - (b) To train, educate, promote and sponsor artists, dancers and students of all types of artistic endeavours and disciplines.
  - (c) To identify the needs and direction of development of dancers and choreographers resident in Ireland.
  - (d) To create the necessary structures so as to fulfil the needs and further the development of the dance community.
  - (e) To promote the creation and performance of dance works by dancers and choreographers resident in Ireland.
  - (f) To provide support and to encourage dancers and choreographers in their aims, careers and self-development.
  - (g) To facilitate communication amongst dancers and choreographers; between the dance community and the community at large and between dancers and choreographers and the other arts.
  - (h) To act as a medium of communication between people involved in dance and the legislature, government departments, governmental agencies, public and other bodies and persons in the whole of Ireland on all questions affecting the teaching or performance of dance with a view to a greater understanding of the potential of dance;
  - (i) To apply for, promote, and obtain any Act of Oireachtas, the European Parliament or other authority in relation to Ireland enabling the Company to carry its main objects into effect, 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 interests of the Company;
  - (j) To enter in to any arrangements with any governments or authorities (supreme, municipal, local or otherwise), or any corporations, associations or persons that may seem conducive to the Company's main objects and to obtain from any such government, authority, corporation, 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;
  - (k) To take, or defend, or contribute to, or assist in any proceedings by or against the Company, or any member of the Company in any lawful manner, provided as regards proceedings brought by or against any member of the Company that some question of principle affecting the rights or interests of dance is involved therein;
  - (l) To prepare, edit, print, publish, issue, circulate and acquire books, papers, periodicals, gazettes, circulars and other literary undertakings treating of or bearing upon dance, and to establish, form and maintain museums,

- collections, libraries and collections of literatures, statistics, scientific data and other information relating to dance or to matters of interest to the member thereof and to translate, compile, collect, publish, lend and sell, and endeavour to secure, or contribute to, the translation, compilation, collection and publication, by Oireachtas, governmental departments and other bodies or persons in any part of Ireland, of any such literature, statistics and information relating to dance in any part of the world and to render the same readily available to members of the Company, or to disseminate the same by means of the reading of papers, delivery of lectures, giving of advice, the appointment of advisory officers or otherwise;
- (m) To retain or employ skilled professional or technical advisers, instructors or workers, not being a Director with the main objects of the Company and to pay therefore such fees or remuneration as may be thought expedient, and to provide funds therefore and for the provision and use of buildings and of equipment for any form of scientific studies which may be considered to have some bearing, whether immediate or ultimate, on any questions involved in dance;
  - (n) To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Company as an employee, or to the wives, husbands, children or other dependents of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than provided by a pension scheme covered by Part 30 of the Taxes Consolidation Act 1997 and provided that such pension scheme has been operated by the company and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the pension scheme while employed by the company; and 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 and to subscribe or guarantee money for charitable objects;
  - (o) To apply to the Government of any part of Ireland, urban, local, municipal, county, public and other bodies, corporations, associations or person for, and to accept grants of money and of land, donations, gifts, subscriptions and other assistance with a view to, promoting the main objects of the Company and to discuss and negotiate with other government departments, public and other bodies, corporations, associations of persons, schemes or research and other work and matters within the main objects of the Company and to conform to any proper conditions upon which such grants and other payments or any concessions or privileges may be made;
  - (p) To establish, maintain, control and manage sections and other branches of the Company in Ireland and elsewhere as may seem expedient, and from time to time to determine the constitution, rights, privileges, obligations and duties of such branches, and, when thought fit, to dissolve and modify the same;
  - (q) To undertake and execute any trusts which may be conducive to the above main object;
  - (r) To borrow or raise any money that may be required by the Company upon such terms as may be deemed advisable, and in particular by the issue of bonds, debentures bills of exchange, promissory notes or other obligations or securities of the Company, or by mortgage or charge of all or any part of the property of the Company present and future;
  - (s) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments;
  - (t) Subject to the foregoing provisions, to invest the moneys of the Company not immediately required in any one or more of the modes of investment for the time being authorised by law for the investment of trust moneys and in such manner as may from time to time be determined and to realise the same as and when required for any of the purpose aforesaid. Prior permission to be obtained from Revenue where it is intended to accumulate capital for a period in excess of two (2) years;

- (u) To construct, build, maintain, enlarge, improve, equip, alter and repair buildings and equipment necessary or convenient for the purposes of the Company;
- (v) To purchase, take on lease or licence or in exchange, hire or otherwise acquire any real and personal property, or any interest therein, and in particular any land, buildings, workshops, factories, laboratories, machinery, plant, apparatus, appliances and any rights or privileges necessary or convenient for the purposes of the Company, or capable of being profitably dealt with in connection with any of the Company's property or rights for the time being, and to construct, manage, develop, sell, demise, let, mortgage, dispose of, turn to account or otherwise deal with all or part of the same with a view to the promotion of the objects of the Company or any of them;
- (w) To pay all expenses, preliminary or incidental to the formation of the Company and its registration;
- (x) To sell or dispose of the undertaking or property of the Company or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures, securities or other interests in any other company having objects altogether or in part similar to those of the Company;
- (y) To promote any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company;
- (z) To establish, maintain, develop, extend, subscribe to, subsidise or affiliate any association, institution or fund whose objects may seem directly or indirectly conducive to the main objects of the Company;
- (aa) To procure the Company to be registered or recognised in any foreign country or place;
- (bb) To do all such other lawful things as may be incidental to or conducive to the attainment of the above main objects;

The objects specified in each of the paragraphs of this clause shall be regarded as independent objects and accordingly shall in no way be limited by reference to any other paragraph or by the name of the Company.

4. The liability of the members is limited.
5. 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 is a member or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of contributories among themselves, such amount as may be required not exceeding €1.
6. The income and property of the Company shall be applied solely towards the promotion of its main object(s) 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 5% per annum on money lent by Directors or other members of the Company to the Company;
  - (c) reasonable and proper out of pocket expenses incurred by any Director in connection with attendance to any matter affecting the Company;

- (d) 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.
- 7. If upon 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 main objects similar to the main objects of the Company and which shall prohibit the distribution of its or their income and property among its or their members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then to some charitable object.
- 8. **ADDITIONS, ALTERATIONS OR AMENDMENTS**  
No addition, alteration or amendment shall be made to or in the provisions of this Memorandum of Association for the time being in force unless the same shall have been previously approved in writing by the Revenue Commissioners.
- 9. **KEEPING ACCOUNTS**  
Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.

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

COMPANIES ACTS 1963 to 1990

COMPANY LIMITED BY GUARANTEE AND NOT HAVING  
A SHARE CAPITAL

ARTICLES  
-OF-  
ASSOCIATION  
-OF-

ASSOCIATION OF PROFESSIONAL DANCERS IN IRELAND LIMITED

INTERPRETATION

In these articles:-

"the Act" means the Companies Act, 1963 (No. 33 of 1963);

"the Directors" means the directors for the time being of the company or the directors present at a meeting of the board of directors and includes any person occupying the position of director by whatever name called;

"secretary" means any person appointed to perform the duties of the secretary of the company;

"the seal" means the seal for the time being of the company;

"the registered office" means the registered office for the time being of the company;

Expressions referring to writing shall, unless the contrary intention appears, be construed 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 expression 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. (a) The number of members with which the Company proposes to be registered is seven but the Directors may from time to time register an increase in members;
  - (b) The subscribers to the Memorandum of Association and such other persons as the Directors shall admit to membership shall be the members of the Company;
  - (c) The Directors may from time to time determine the terms and conditions on which persons shall be admitted to membership of the Company and the classes (if more than one) of members and the privileges, rights and obligations of the members of each such class;
  - (d) No person shall be admitted a member of the Company in any class unless he is first approved of by the Directors and the Directors shall have full and absolute discretion as to the admission of any person to membership in any class;
  - (e) The rights and privileges of a member as such shall be personal and accordingly shall not be transferrable and shall cease on his death;
  - (f) A member of the Company shall cease to be a member –
    - I. if he resigns as a member by notice in writing sent to the Secretary at the Registered Office or
    - II. on his death or
    - III. if he should be expelled from membership in accordance with the provisions of sub-clause (g) hereof;
  - (g) The Directors shall, subject to the provisions of sub-clause (h) hereof, have power by resolution approved by not less than two-thirds of the members present and voting at a meeting specially convened for the purpose to expel from membership of the Company any person whose continued membership they do not consider to be in the best interests of the Company;
  - (h) A member whose expulsion is to be taken into consideration by the Directors under the provisions of sub-clause (g) hereof shall receive not less than 14 days' notice in writing of such proposed expulsion and short particulars of the grounds thereof and upon his giving notice in writing to the Secretary of his intention to appear shall be heard by the Directors either in person or through his duly authorised agent but shall not be present at the voting or take further part in the proceedings otherwise than as the Directors shall permit. Alternatively or in addition he may submit a written statement which shall be taken into consideration by the Directors.
3. Every member shall be bound to further to the best of his ability the objects and interest of the Company and shall observe all bye-laws of the Company.

## GENERAL MEETINGS

4. All general meetings of the Company shall be held in the State.
5. (1) Subject to paragraph (2), the Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the company and that of the next.
  - (2) So long as the Company holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation of in the following year. Subject to article 4, the annual general meeting shall be held at such time and at such place in the State as the Directors shall appoint.
6. All general meetings other than annual general meetings shall be called extraordinary general meetings.

7. The Directors may, whenever they think fit, convene an extraordinary general meeting and extraordinary general meetings may also be convened as provided by section 132 of the Act. If at any time there are not within the State sufficient Directors capable of acting to form a quorum, any Director or any two members 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 Directors.

#### NOTICE OF GENERAL MEETINGS

8. Subject to section 133 and 141 of the Act, an annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and a meeting of the Company (other than an annual general meeting or a meeting for the passing of a special resolution) shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting and, in the case of special business, the general nature of that business shall be given, in manner hereinafter mentioned, to such persons as are, under the articles of the Company, entitled to receive such notices from the Company.
9. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, or any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

10. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting with the exception of the consideration of the accounts, balance sheets and the reports of the directors and auditors, the election of directors in the place of those retiring, the re-appointment of the retiring auditors, and the fixing of the remuneration of the auditors.
11. No business shall be transacted at any general meeting unless a quorum of member is present at the time when the meeting proceeds to business; save as herein otherwise provided, seven members present in person shall be a full quorum.
12. 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 directors 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.
13. The chairman, if any, of the board of directors 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 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 chairman of the meeting.
14. If at any meeting no director is willing to act as chairman or if no director is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.
15. 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 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 an adjourned meeting.
16. At any general meeting a resolution put to 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 three members present in person or by proxy; or
- (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting.

Unless a poll is so 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 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.

The demand for a poll may be withdrawn.

- 17. Except as provided in article 19, 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.
- 18. 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.
- 19. A poll demanded on the election of a chairman, 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 chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be preceded with, pending the taking of the poll.
- 20. Subject to section 141 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 (or being bodies incorporated 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 meaning of the Act.

#### VOTES OF MEMBERS

- 21. Every member shall have one vote.
- 22. 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 may vote by proxy on a show of hands or on a poll.
- 23. No member shall be entitled to vote at any general meeting unless all money immediately payable by him 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 chairman 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 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.
- 27. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office or at such other place within the State as is specified for that purpose in the notice convening the meeting not less than 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, and in default the instrument of proxy shall not be treated as valid.

28. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit –

ASSOCIATION OF PROFESSIONAL DANCERS IN IRELAND LIMITED

I/We,

Of

In the County of \_\_\_\_\_, being a member/members of the above-named company, hereby appoint

Of

As my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the company to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_ and at any adjournment thereof

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_

This form is to be used against/in favour \* or the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.

\*Strike out whichever is not desired.

28. The instrument appointed a proxy shall be deemed to confer authority to demand or join in demanding a poll.

29. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, if no intimation in writing of such death, insanity or revocation as aforesaid is received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

BODIES CORPORATE ACTING BY REPRESENTATIVES AT MEETINGS

30. Any body corporate which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the body corporate which he represents as that body corporate could exercise if it were an individual member of the company.

DIRECTORS

31. The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the Memorandum of Association or a majority of them.

32. The Directors shall not receive remuneration for services rendered to 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 for any services rendered to the Company
- b. interest at a rate not exceeding 5% per annum on any money lent by Directors or other members of 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 share capital of such Company

BORROWING POWERS

33. The Directors may exercise all the power of the Company to borrow money and to mortgage or charge its undertaking and property of any part thereof, and to issue

debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

#### POWERS AND DUTIES OF DIRECTORS

34. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not by the Act or by these articles required to be exercised the Company in general meeting, subject nevertheless to the provisions of the Act and of these articles and to such direction, being not inconsistent with the aforesaid provisions, as may be given by the Company in general meeting; but no direction given by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that direction had been given.
35. The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
36. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person or persons and in such manner as the Directors shall from time to time by resolution determine.
37. The directors shall cause minutes to be made in books provided for the purpose –
- of all appointments of officers made by the Directors.
  - Of the names of the Directors present at each meeting of Directors and of any committee of the Directors;
  - Of all resolutions and proceedings at all meetings of the Company, and of the Directors and of committees of Directors.
38. The office of Director shall be vacated if the Director –
- without the consent of the Company in general meeting holds any other office or place of profit under the Company; or
  - absents him/herself from three consecutive meetings of the Board subject to Board resolution; or
  - is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally; or
  - becomes prohibited from being a Director by reason of any order made under section 184 of the Act; or
  - becomes of unsound mind; or
  - resigns his office by notice in writing to the Company; or
  - is convicted of an indictable offence unless the Directors otherwise determine; or
  - is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in the manner required by section 194 of the Act.

#### VOTING ON CONTRACTS

39. No Director may vote in respect of any contract in which he is interested or any matter arising thereout. A Director shall not be counted in the quorum (three)

present at a meeting in relation to a resolution on which he/she is not entitled to vote.

#### ROTATION OF DIRECTORS

40. At the first annual general meeting of the company next to be held by the Company, all the Directors shall retire from office and at the annual general meeting in every subsequent year 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.
41. The Directors to retire in every year shall be those who have been longest in office since the last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
42. A retiring Director shall be eligible for re-election.
43. After serving six consecutive years a Director shall not be eligible for re-election or co-option until a further year has elapsed.
44. The Company, at the meeting at which a Director retires in manner aforesaid, may fill the vacated office by electing a person thereto, and in default the retiring Director shall, if offering himself for re-election, be deemed to have re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director has been put to the meeting and lost.
45. No person other than a Director retiring at the meeting shall, unless recommended by the Directors, be eligible for the election to the office of Director at any general meeting unless, not less than 3 nor more than 21 days before the date appointed for the meeting, there has been left at the office 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 a person for election, and also notice in writing signed by that person of his willingness to be elected.
46. The Company may from time to time by ordinary resolution increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office.
47. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but that the total number of directors shall not at any time exceed the number fixed in accordance with these articles. Any director so appointed shall hold office only until the next annual general meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.
48. The Company may by ordinary resolution of which extended notice has been given in accordance with section 142 of the Act remove any director before the expiration of his period of office, notwithstanding anything in these articles or in any agreement between the company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the company.
49. The Company may by ordinary resolution appoint another person in place of a Director removed from office under article 48. Without prejudice to the powers of the Directors under article 47, the Company in general meeting may appoint any person to be a Director, either to fill a casual vacancy or as an additional director. A person appointed in place of a Director so removed or to fill such a vacancy shall be

subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

#### PROCEEDINGS OF DIRECTORS

50. The Directors may meet together for the despatch 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 vote or casting vote. A Director may, and the secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. If the Directors so resolve it shall not be necessary to give notice of a meeting of Directors to any Director who being resident in the State is for the time being absent from the State.
51. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be three.
52. The continuing Directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the company but for no other purpose.
53. The Directors 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 5 minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting.
54. The Directors may delegate any of their powers to committees consisting of such member or members of the board 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 Directors.
55. 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 5 minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.
56. 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.
57. All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
58. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid as if it had been passed at a meeting of the Directors duly convened and held.

#### SECRETARY

59. The secretary shall be appointed by the Directors for such term and at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

60. A provision of the Act or these articles requiring or authorising a thing to be done by or to a Director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

#### THE SEAL

61. The seal shall be used only by the authority of the Directors or of a committee of Directors authorised by the Directors in that behalf and every instrument to which the seal shall be affixed shall be signed by a Director or by some other person appointed by the Directors for that purpose.

#### ACCOUNTS

62. The Directors shall cause proper books of accounts to be kept relating to -
- a. all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
  - b. all sales and purchases of goods by the Company; and
  - c. the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept books of account as are necessary to give a true and fair view to the state of the Company's affairs and to explain its transactions.

63. The books of account shall be kept at the office or, subject to section 147 of the Act, at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the Directors.
64. 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 accounts and books of the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document of the company except as conferred by statute or authorised by the Directors or by the Company in general meeting.
65. The Directors shall from time to time in accordance with sections 148, 150 157 and 158 of the Act cause to be prepared and to be laid before the annual general meeting of the company such profit and loss accounts, balance sheets, group accounts and reports as are required by those sections to be prepared and laid before the annual general meeting of the Company.
66. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the annual general meeting of the Company together with a copy of the Directors' report and the auditors' report shall, not less than 21 days before the date of the annual general meeting, be sent to every person entitled under the provisions of the Act to receive them.

#### AUDIT

67. Auditors shall be appointed and their duties regulated in accordance with sections 160 to 163 of the Act.

#### NOTICES

68. 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. Where a notice is sent by post, service of this 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 a 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.
69. Notice of every general meeting shall be given in any manner hereinbefore authorised to -

- a. every member;
- b. every person being in 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 notice of general meetings.

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**NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS**

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Witness to the above signatures