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COMPANIES ACT 2014

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

**CONSTITUTION
OF
AN GRIANÁN THEATRE MANAGEMENT COMPANY LIMITED BY GUARANTEE**

MEMORANDUM OF ASSOCIATION

Name

1. The Name of the Company (hereinafter called the "company") is An Grianán Theatre Management Company Limited by Guarantee.

Company type

2. The company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.

Main object

3. The main object for which the Company is established is the promotion of education in the Theatre Arts as set out in Part 2 of Schedule 26A TCA 1997.

Subsidiary objects

4. The following objects set out hereafter are exclusively subsidiary and ancillary to the main object set out above and these objects are to be used only for the attainment of that main object and any income generated therefrom is to be applied for the main object only:-
 - (a) To manage and operate An Grianán Theatre (hereinafter called "the Theatre") on behalf of Donegal County Council.
 - (b) To develop the policy of An Grianán Theatre and to formalise strategies and plans to achieve such policies.
 - (c) To appoint an Artistic Director and other staff for the Theatre.
 - (d) To carry out fund-raising, net-working and where appropriate, lobbying on behalf of the Theatre.
 - (e) To develop and maintain an awareness of the Theatre's responsibilities to its stakeholders which will include audiences, the funding agencies, artists, paid staff and local voluntary staff, the local community of Letterkenny and County Donegal in general and any creditors and sponsors.

Powers

5. To the extent that the same are essential or ancillary to the promotion of the main object hereinbefore set out, the Company may exercise all or any of the following powers, that is to say:-
 - 1) To purchase or otherwise acquire plant and machinery including computer hardware and software, furniture, fixtures, fittings and all other effects of every description and to apply for registration of any patents, rights, copyrights, licences and the like.
 - 2) To borrow or raise money on such terms and on such security as may be thought fit with such consents as are required by law.
 - 3) To take and accept any gift of money, property or other assets whether subject to any special trust or not.
 - 4) To issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Company in the shape of donations, subscriptions or otherwise.

- 5) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts.
- 6) To invest 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.
- 7) To make any donations in cash or assets or establish or support or aid in the establishment of support of and to lend money (with or without security) to or for any charitable associations or institutions.
- 8) To undertake and execute charitable trusts.
- 9) To engage and pay any person or persons whether on a full-time or part-time basis or whether as consultant or employee to supervise, organise, carry on the work of and advise the Company and, subject to the provisions of clause 4 hereof, to make any reasonable and necessary provisions for the payment of pensions and superannuation to or on behalf of employees or former employees and their wives, husbands and other dependants 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.
- 10) To amalgamate with any companies, institutions, societies or associations which shall be charitable by law and have objects altogether or mainly similar to those of the Company and prohibit payment of any dividend or profit to and the distribution of any of their assets among their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company by this Memorandum of Association.
- 11) To pay out of funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company.
- 12) To do all such other lawful and charitable things as shall further the attainment of the objects of the Company or any of them.
- 13) To invest in such ways as shall seem desirable to the Directors any moneys of the Company not immediately required for the use in connection with its Main Object and to place any such moneys on deposit with bankers and others; subject nevertheless as regards the making of investments to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided; prior permission to be obtained from the Revenue Commissioners where the Company intends to accumulate funds over a period in excess of two years for any purposes.

6. Income and Property

- 6.1 The income and property of the Company shall be applied solely towards the promotion of Main Object 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.
- 6.2 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.
 - (f) 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).

Limited liability

7. The liability of the members is limited.

Undertaking to contribute

8. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while he or she is a member, or within one year after he or she ceases to be a member, for payment of debts and liabilities of the Company contracted before he or she ceases to be a member and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding €1.27.

Winding up

9. 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 6 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.

Additions, alterations or amendments

10. 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.
11. No amendments shall be made to the Memorandum and Articles of Association in any material respect without the consent in writing of Donegal County Council.
12. Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.

COMPANIES ACT 2014

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

**ARTICLES OF ASSOCIATION
OF
AN GRIANÁN THEATRE MANAGEMENT COMPANY LIMITED BY GUARANTEE**

PRELIMINARY

The Regulations contained in the Companies Act 2014 shall apply to the Company save insofar as they are excluded or verified hereby.

1. In these Articles:-

“the Act” means the Companies Act, 2014

“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 Common Seal of the Company.

“the office” means the registered office for the time being of the Company.

Expressions referring to writing shall, unless the contrary intention appears, be 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 expressions contained in these Articles shall bear the same meaning as in the Act, or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

MEMBERS

2. The number of Members of the Company is eleven (11) but the Directors may from time to time register a change in the number of Members. The Chairperson will have a casting vote.
3. The subscribers of the Memorandum of Association and such other persons as the Directors shall admit to membership shall be members of the Company.
4. The rights and liabilities attaching to any Members of the Company may be varied from time to time by a Special Resolution of the Company.

GENERAL MEETINGS

5. All general meetings of the Company shall be held in the State.
6. (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 or in the following year. Subject to Article 5, the Annual General Meeting shall be held at such time and at such place in the State as the Directors shall appoint.

GENERAL MEETINGS (Continued)

7. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
8. The Directors may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition or in default may be convened by such requisitionists as provided by Section 1203 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

9. Subject to Section 181 of the Act an Annual General Meeting and a meeting called for by 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 7 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 and the hour of meeting and in the case of special business the general nature of that business, and shall be given in manner hereinafter mentioned to such persons as are under the Articles of the Company entitled to receive notices from the Company.
10. The accidental omission to give notice of a meeting to or the non-receipt of notices of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

11. 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 (if applicable), the election of Directors in the place of those retiring, the reappointment of the retiring Auditors (if applicable) and the fixing of the remuneration of the Auditors (if applicable).
12. 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, four members present in person shall be a quorum.
13. 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.
14. 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.

PROCEEDINGS AT GENERAL MEETINGS (Continued)

15. If at any meeting no Director is willing to act as Chairman or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairman of the meeting.
16. 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 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 adjourned meeting or of the business to be transacted at an adjourned meeting.
17. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show 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 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 votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

18. Except as provided in Article 20 if a poll is duly demanded it shall be taken in such a manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded subject to Section 190.
19. 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.
20. 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 proceeded with pending the taking of the poll.
21. Subject to Sections 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 (or being bodies corporate by their duly authorised representatives) shall be 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

22. Every member shall have one vote.
23. A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may not, 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.
24. No member shall be entitled to vote at any general meeting unless all moneys immediately payable by him to the Company have been paid.

VOTES OF MEMBERS (Continued)

- 25. 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.
- 26. Votes may be given either personally or by proxy.
- 27. 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
- 28. 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, not less than 48 hours before the time appointed for taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- 29. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:-

I/We, _____ or _____
in the County of _____, being a member/members of the
above-named Company, hereby appoint
of _____ or failing him
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 any adjournment thereof.

Signed this _____ day of _____, 20____

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

*Strike out whichever is not desired.

- 30. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 31. A vote in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, if not 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

32. Any body corporate which is a member of the Company may by resolution of its directors or other governing body authorise such persons as it thinks fit to act as its representative at any meeting of the Company.

ANNUAL SUBSCRIPTIONS

33. The Directors shall be entitled from time to time to determine any Annual Subscription to be payable by any member of the Company. Such subscriptions shall be payable in advance on the 1st day of January in each year. A person becoming a member of the Company after the 1st day of January in any year may be required by the Directors to pay the entire Annual Subscription in respect of that year. In the event that any member shall cease to be a member prior to the 1st day of January in any year that member shall not be entitled to any rebate of this Annual Subscription paid for that year. The terms and conditions attaching to Life Subscriptions shall be determined by the Directors in their absolute discretion from time to time.

DIRECTORS

- 34.1 The Board of Management of the Company shall comprise twelve Directors, of which:-
- (a) Two (2) shall be nominated by Donegal County Council
 - (b) Two (2) shall be nominated by Letterkenny Municipal District Council
 - (c) Two (2) shall be nominated by Chief Executive of Donegal County Council*
 - (d) Two (2) shall be representatives of the Donegal Amateur Arts Community to be nominated by Board of management
 - (e) Four (4) shall be nominated by Board of management of An Grianán Theatre Management Company Limited by Guarantee.

*In relation to (c) above it is noted that in the Cultural Use Agreement that one of the County Manager's nominees is to be the County Librarian/Divisional Manager of Cultural Services of Donegal County Council.

- 34.2 In the case of Directors nominated (after the initial three year period) by the Chief Executive of Donegal County Council and the other nominating bodies referred to in Article 34.1 above he or she shall hold office for such period as may be fixed in the Order or Resolution nominating him or her.

RESIGNATION, CESSATION AND EXPULSION OF MEMBERSHIP

35. (a) A member of any class may be notice in writing to the Secretary of the Company resign his membership of the Company.
- (b) Membership of the Company shall automatically cease on any Member's death.
- (c) If any member shall refuse or wilfully neglect to comply with any of these Articles of Association or shall have been guilty of such conduct as in the opinion of the Directors either shall have rendered him unfit to remain a member of the Company or shall be injurious to the Company or if the Directors shall for any other good reason require that a member shall be expelled such member may by a Resolution of the Directors be expelled from membership provided that he shall have been given notice of the intended resolution for his expulsion and shall have been afforded an opportunity of giving orally or in writing to the Directors any explanation or defence as he may think fit.

Notice under this Article shall be deemed to be have been served if it is sent by post in accordance with the provisions set out in Article 64 of these articles whether or not it is actually received by the member intended to be served with such notice.

BORROWING POWERS

36. The Directors may exercise all powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

37. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and exercise all such powers of the Company as are not by the Act or Articles required to be exercised by the Company in general meeting subject nevertheless to the provisions of the Act and these Articles and to such directions, being not inconsistent with the aforesaid provisions, as may be given by the Company in general meeting, but no direction given by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that direction had not been given.
38. The Directors may from time to time and at any time by power of attorney appoint any company, firm or persons or body of persons, whether nominated directly or indirectly by the Directors to be the attorney or attorneys of the Company for such purposes and with powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors and 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 to delegate all or any of the powers, authorities and discretions vested in him.
39. 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 other person or persons and in such manner as the Directors shall from time to time by resolution determine.
40. The Directors shall cause minutes to be made in books provided for the purpose:-
- (a) of all appointments of officers made by the Directors;
 - (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
 - (c) of all resolutions and proceedings at all meetings of the Company, and of the Directors and or committees of Directors.

DISQUALIFICATION OF DIRECTORS

41. The office of Director shall be vacated if the Director:-
- (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 by reason of any order made under Chapter 4 of Part 14 of the Act; 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 unless the Directors otherwise determine; 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; or
 - (h) ceases to be qualified for the position of charity trustee under Section 55 of the Charities Act, 2009.

VOTING ON CONTRACTS

42. A Director may not vote in respect of any contract in which he is interested or any matter arising thereout.
43. 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 so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next Annual General Meeting.
44. The Company may by ordinary resolution of which notice is given in accordance with Section 146 of the Act remove any Director before the expiration of his or her period of office, notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him or her and the Company.
45. The Company may by ordinary resolution appoint another person in place of a Director removed from office under Article 44. Without prejudice to the powers of the Directors under Article 43 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

46. 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 or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of Directors. If the Directors so resolve it shall not be necessary to give notice of a meeting of Directors to any Director who being resident in the State is for the time being absent from the State.
47. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be four.
48. The continuing 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 the Articles of the Company as 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.
49. 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 five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.
50. 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 exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.
51. 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.
52. 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.
53. 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.
54. 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

55. The Secretary shall be appointed by the Directors for such term and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.
56. 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

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

ACCOUNTS

58. 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 such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

59. The books of account shall be kept at the office or, subject to Section 283 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.
60. 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 except as conferred by statute or authorised by the Directors or by the Company in general meeting.
61. The Directors shall from time to time in accordance with the Act cause to be prepared and to be laid before the Annual General Meeting of the Company such profit and loss accounts, balance sheets, group accounts and reports as are required by those Sections to be prepared and laid before the Annual General Meeting of the Company
62. 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 Director's report and Auditor's 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

63. Auditors shall be appointed and their duties regulated in accordance with Chapters 18 and 19 of Part 6 of the Act.

NOTICES

64. 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 the notice shall be deemed to be effected by properly addressing, preparing 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.
65. 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 (if any) for the time being of the Company.

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

66. On the winding up and dissolution of the Company the provisions of the Memorandum of Association shall have effect as if repeated in these Articles.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Seán Ó Colmáin, Dromore, Milford, Co. Donegal; College Lecturer
E. Lyons, 13 Dugan, Gortlee, Letterary, Librarian
Pádraig Ó Donnabháin, Bellefleur, Letterkenny, Teacher
Phil Dalton, Calwsmith, Letterkenny, Teacher
James Lynch, Dromore, Letterkenny, Teacher
Pádraig Knockan, Ballybofin, Farmer
Jean Leassan, Woodland, Letterkenny, Teacher
Tadhg Culbert, 5 Spackman Drive, Letterkenny, on Post
Bernard Mc Glinchey, Bluebank, Letterkenny, Company Director

DATED THIS 6th DAY OF July 1998

Witness to above signatures:-

Ria Clancy

Knockan,

Stewartstown, Co. Donegal