COMPANIES ACT 2014

COMPANY LIMITED BY GUARANTEE
NOT HAVING A SHARE CAPITAL

CONSTITUTION

OF

THE ATHENRY FOUNDATION FOR ARTS
Company Limited by Guarantee

MEMORANDUM OF ASSOCIATION

1. The Company

1.1. The name of the company is: The Athenry Foundation for Arts Company Limited By Guarantee.

2. Company Type

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

3. Main Object

The main object for which the Company is established is:

to generate, implement, and manage projects in the arts, architecture, design and literature for the benefit of the public and which are intended in particular to enhance the cultural, social and economic climate in Athenry and its hinterland.

4. Subsidiary Object(s)

In furtherance exclusively of the foregoing main object, the Company shall have the following subsidiary objects:

(i) The foundation and operation of local art centres and other workshops for artists; the organisation of travelling exhibitions of artworks; the curation of exhibitions for institutes and art organisations; the adjudication of exhibition and of grants to artists and/or arts organisations;

(ii) The organisation of Fellowship Programmes for artists, architectural designers, and writers to travel to the Company's premises for the purpose of improving their skills and artistic vision;

(iii) The implementation of community arts programmes, including art workshops, arts classes and art appreciation classes;

(iv) The publishing of monographs and other works related to art, architecture and design;

(v) General consultation and advising in the fields of art, architecture, design, arts management, art gallery systems and artists' career management; and

(vi) The creation, endowment or establishment and granting of educational scholarships, exhibitions and prizes and to provide funds to conduct seminars, meetings, lectures, courses and other activities for the advancement of the foregoing objects.

5. Powers

To the extent that the same are essential or ancillary to the promotion of the main object of the Company as heretofore set out, the Company may exercise the following powers:

a. To solicit and accept grants, donations and any other form of voluntary contributions, and to administer, manage and expend such funds or other contributions in furtherance of the objects of the Company.

b. To purchase, lease or by any other means acquire any real or personal property and to sell, manage or otherwise deal with the same, in any lawful manner.

c. To borrow and raise money in such manner and upon such security as the Company shall think fit.

d. To invest the monies of the Company not immediately required for its purposes in such investments, securities or property as may be thought fit, subject to such conditions and consents as may be required by law.

e. To accumulate capital for any purpose of the Company and to appropriate any of the Company's assets to specific purposes, either conditionally or unconditionally SAVE HOWEVER that prior permission shall be obtained from the Revenue Commissioners when it is intended to accumulate funds for a period in excess of two years.

f. To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Company as an employee, or to any dependant of such person, provided that the same shall not exceed that provided by a pension scheme covered by Part 30 of the Taxes Consolidation Act 1997 ; that such pension scheme has been operated by the Company and the beneficiary has been a member of the pension scheme while employed by the Company;

g. To subscribe or guarantee money for charitable objects.

h. To undertake and execute any trusts which may seem directly or indirectly conducive to the attainment of the main object(s) of the Company.

i. To promote, arrange, organise and conduct seminars, conferences, lectures, meetings and discussions, and foster and undertake research into any aspect of the objects of the Company and its work and to disseminate the results of any such research.

j. To make grants by way of scholarships, bursaries or otherwise to students or others engaged in academic or other study or research whether or not it is at institutes of learning and to organise, arrange and subsidise training in the care and help of refugees.

k. To consult, co-operate and enter into arrangements with any authorities, organisations or bodies international, national, local or otherwise and to obtain from any such authorities, organisations or bodies any rights, privileges and concessions.

l. To provide advisory services and centres for information and documentation for the use of persons interested in the objects of the Company

m. To establish national and local branches (whether autonomous or not).

n. To prepare, edit, print, publish, issue, acquire, circulate and distribute books, pamphlets, papers, periodicals and other literary material, pictures, prints, photography, films, sound recordings and mechanical and other models and equipment and to establish, form, promote, conduct and maintain public collection, displays and exhibitions of literature, statistics, charts, information and other material.

o. Subject to such consents as may be required by law to construct, erect, alter, improve, demolish and maintain buildings which may from time to time be required for the purpose of the Company, and to manage, develop, sell, lease, let, mortgage, dispose of or otherwise deal with all or part of the same.

p. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.

q. To pay all expenses, preliminary or incidental to the formation of the Company and its registration.

r. To promote and incorporate or to join in the promotion or incorporation of any company with limited or unlimited liability for the purpose of carrying out any object which the Company itself could carry out and to subscribe for or otherwise acquire the shares stock or other securities of such company or to lend money to such company on such terms as may be thought fit.

6. Limited Liability

The liability of the members is limited.

7. Income and property

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

a) reasonable and proper remuneration to any member, officer or servant of the Company (not being a director) for any services rendered to the Company;

b) interest at a rate not exceeding 1% above the Euro Interbank Offered rate (Euribor) per annum on money lent by directors or other members of the Company to the Company;

c) reasonable and proper rent for premises demised and let by any member of the Company (including any director) to the Company;

d) reasonable and proper out-of-pocket expenses incurred by a director in connection with his or her attendance to any matter affecting the Company;

e) fees, remuneration or other benefit in money's worth to any Company of which a director may be a member holding not more than one hundredth part of the issued capital of such Company, and

f) 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).

8. Contribution by members on winding-up

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

9. Prohibition of distribution to members on winding-up

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 the Income and Property Clause above. 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.

10. Additions, alterations or amendments

No additions, alterations or amendments shall be made to or in the provisions of this constitution unless the same shall be approved by The Charities Regulatory Authority.

11. Keeping of accounts

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

THE ATHENRY FOUNDATION FOR ARTS

Company Limited by Guarantee

ARTICLES OF ASSOCIATION

INTERPRETATION

1. (a) In these articles:

"the Act"	means the Companies Act 2014, and any statutory amendment(s) thereof;
"the Company"	means The Athenry Foundation For Arts Company Limited by Guarantee;
"director"	means any director for the time being of the Company;
"the Board"	means the board of directors of the Company;
"member"	means a member of the Company, admitted in accordance with article 5 herein;
"the Registered Office"	means the registered office for the time being of the Company;
"the Secretary"	means any person(s) or body corporate appointed to perform the role of company secretary.

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

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

OPTIONAL PROVISIONS OF THE ACT

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

ALTERATION OF THE CONSTITUTION

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

MEMBERS

4. For the purposes of registration the number of members of the Company is taken to be 5 but the Company may from time to time register an increase of members.

5. The members of the Company shall be (i) the subscribers to the Memorandum of Association and (ii) such other persons as the Directors shall from time to time admit to membership and as shall sign a written consent to become a member.

TERMINATION OF MEMBERSHIP

6. A member may resign his or her membership by serving notice to that effect upon the Company at the Registered Office.

7. The Board may require a member to resign his or her membership by serving notice upon the member terminating his or her membership, such notice to expire no earlier than the date of service of the notice.

8. The death or bankruptcy of a member shall terminate his or her membership.

OBLIGATIONS OF MEMBERS

9. Every member shall, as a continuing condition of membership, be bound by the provisions of the constitution of the Company and any amendment thereof, and shall observe all (if any) any rules or regulations made from time to time by the Company in general meeting or by the Board.

GENERAL MEETINGS OF MEMBERS

10. The Company shall in each year hold a general meeting as its annual general meeting, in addition to any other meetings in that year and shall specify the meeting as such in the notice calling it and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next. 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.

11. The business of the annual general meeting shall include:
    (a) consideration of the Company's statutory financial statements and the report of the directors, together with the report of the statutory auditors on those statements and that report;
    (b) the review by the members of the Company's affairs;
    (c) the authorisation of the directors to approve the remuneration of the statutory auditors;
    (d) the election and re-election of directors;
    (e) the appointment or re-appointment of statutory auditors;
    (f) the remuneration of the directors

12. All general meetings of the Company, other than annual general meetings, shall be known as "extraordinary general meetings".

13. The Board may, whenever it thinks fit, convene an extraordinary general meeting and extraordinary general meetings may also be convened as provided by Section 1203 of the Act. If at any time there are not sufficient directors in Ireland capable of acting to form a quorum, any director or any member of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

14. General meetings of the Company shall be held in the State at such time and at such place as the Board shall appoint.

15. A meeting, other than an adjourned meeting, shall be called, in the case of an annual general meeting or an extraordinary general meeting for the passing of a special resolution, by not less than 21 days' notice, and in the case of any other extraordinary general meeting, by not less than 7 days' notice. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given. It shall be given in the manner specified in these articles to such persons as are under these articles entitled to receive such notices from the Company.

16. The notice of a general meeting shall specify —
    a) the place, the date and the time of the meeting;
    b) the general nature of the business to be transacted at the meeting;
    c) in the case of a proposed special resolution, the text or substance of the resolution.

17. The statutory auditors of the Company shall be entitled to:
    a) attend any general meeting of the Company;
    b) receive all notices of, and other communications relating to any general meeting which any member of the Company is entitled to receive;
    c) be heard at any general meeting which they attend, on any part of the business of the meeting which concerns them as statutory auditors.

18. A meeting of the Company, notwithstanding that it is called by shorter notice than that specified at article 15, shall be deemed to have been duly called if it is so agreed by all of the members entitled to attend and vote at the meeting, and the statutory auditors of the Company.

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. Three members present in person or by proxy shall be a quorum

20. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present in person or by proxy shall be a quorum.

21. The chairperson of the Board shall preside as chairperson at every general meeting of the Company. If he or she is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors present shall elect one of their number to be chairperson of the meeting.

22. The chairperson may with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting) adjourn the meeting from time to time and from place to place.

23. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.

PROXIES

VOTES OF MEMBERS

24. Where a matter is being decided (whether on a show of hands or on a poll) every member present shall have one vote.

25. A vote shall take place on a show of hands, unless a poll is demanded before or on the declaration of the result of a show of hands.

26. A demand for a poll may be made by –

a) the chairperson of the meeting;
or b) at least three members present in person; or
c) any members present in person representing not less than 10% of the voting rights of members entitled to vote at the meeting.

27. Unless a poll is demanded, a declaration by the chairperson that a resolution has on a show of hands been carried, or lost, an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against such resolution.

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

29. Where there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting shall be entitled to a second or casting vote.

30. No member shall be entitled to vote at a meeting of members of the Company if there are monies due and outstanding by such member to the Company.

31. No objection shall be raised to the qualification to vote of any voter except at the meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairperson of the meeting whose decision shall be final and conclusive.

RESOLUTIONS

32. Notwithstanding article 15, a special resolution may be proposed and passed as a special resolution at a meeting of which less than 21 days' notice has been given, if the conditions specified in section 191 of the Act are satisfied.

33. The terms of any resolution (whether special or otherwise) before a general meeting may be amended by ordinary resolution at the meeting, provided that the resolution, as amended, will still be such that adequate notice of the same can be deemed to have been duly given.

34. Subject to compliance with the conditions in section 193 of the Act, a resolution in writing signed by all the members for the time being entitled to attend and vote on such resolution at a general meeting shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held, and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act.
35. When a resolution is passed at an adjourned general meeting, it will be treated as having been passed on the date of that meeting and not on any earlier date.

MINUTES OF GENERAL MEETINGS

36. The Company shall, as soon as may be after the holding of a meeting, cause minutes of the proceedings of the meeting and the terms of all resolutions to be entered in books kept for the purpose. All such books shall be kept in the same place.
37. Any minute referred to in article 36, if purporting to be signed by the chairperson of the meeting at which the proceedings were had, or the chairperson of the next succeeding meeting, shall be evidence of what occurred at the meeting.

THE BOARD OF DIRECTORS

38. The Company shall have a minimum of three and a maximum of five directors. Within

this range, the Board may from time to time by ordinary resolution increase or reduce the number of directors.

39. Vacancies for the position of director shall be filled by election at the annual general meeting of the Company.38

40. No person shall be eligible for election as a director at a general meeting, unless not less than 3 nor more than 21 days before the day appointed for the meeting there shall have been left at the Registered Office

a) notice in writing signed by a member of the Company entitled to attend and vote at the meeting, of his or her intention to propose the person concerned for such election; and
b) notice in writing signed by the person concerned of his or her willingness to be elected.

41. No person may be a director of the Company unless he or she has attained the age of 18 years.

42. Any purported appointment of a director without that person's consent shall be void.

43. At a general meeting of the Company, a motion for the appointment of two or more persons as directors by a single resolution shall not be made, unless a resolution that it shall be so made has first been agreed to by the meeting without any vote being given against it.

44. The Board shall have the power at any time and from time to time, to co-opt a person to be a director to fill a casual vacancy arising in the number of elected directors. Any director so appointed shall hold office only until the next annual general meeting and shall be eligible for election thereat.

ROTATION OF DIRECTORS

45. At the annual general meeting of the Company in each year, one-third of the directors for the time being, or, if their number is not 3 or a multiple of 3, then the number nearest one third shall retire from office.

46. The directors to retire in every year shall be those persons who have been longest in office since their last election but as between persons who became directors on the same day, those to retire shall (unless they agree otherwise among themselves) be determined by lot.

47. A retiring director shall be eligible for re-election for a further term or terms of office which, when aggregated with the terms already served, shall not exceed six years, but not for any longer period. A "year" for this purpose shall mean the period from one annual general meeting of the Company to the next.

REMOVAL OF DIRECTORS

48. The Company may by ordinary resolution remove a director before the expiration of his or her period of office. Such a resolution shall not be effective unless the provisions of section 146 of the Act are observed.

49. A vacancy created by the removal of a director under this article may be filled at the meeting at which he or she is removed and, if not so filled, may be filled as a casual vacancy.

VACATION OF OFFICE

50. The office of director shall be vacated if the director:

a) is adjudicated bankrupt or, being a bankrupt, has not obtained a certificate of discharge in the relevant jurisdiction; or

b) becomes or is deemed to be subject to a disqualification order within the meaning of Chapter 4 of Part 14 of the Act; or

c) the director resigns his or her office by notice in writing to the Company; or

d) the health of the director is such that he or she can no longer be reasonably be regarded as possessing an adequate decision-making capacity; or

e) a declaration of restriction is made in relation to the director and the Board,

f) at any time during the currency of the declaration, resolves that his or her office be vacated; or

g) the director is sentenced to a term of imprisonment (including a term that is suspended) following conviction of an indictable offence; or

h) the director is absent from Board meetings held during a period of more than 6 months, without the permission of the directors;

SECRETARY

51. The Company shall have a Secretary, who may be one of the directors.

52. The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any Secretary so appointed may be removed by it.

53. Without derogating from the applicable statutory and other legal duties, the duties of the Secretary shall be those delegated to the Secretary from time to time by the Board.

54. The directors shall ensure that the Secretary has the skills or resources necessary to discharge the statutory and other duties associated with the position, including to maintain (or to procure the maintenance of) the Company records (other than accounting records) required to be kept in relation to the Company.

REGISTER OF DIRECTORS AND SECRETARIES

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

POWERS AND DUTIES OF DIRECTORS

56. The business of the Company shall be managed by the Board, which may exercise all such powers of the Company as are not by the Act or by these articles required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act and of these articles and to such directions, being not inconsistent with the aforesaid provisions as may, by special resolution, be given by the Company in general meeting but no direction given by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that direction had not been given.

57. Board may exercise all powers of the Company to borrow money and to mortgage or charge its undertaking, property and assets or any part thereof.

58. The Board may delegate any of its powers to such person or persons as it thinks fit, including committees; any such committee shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

59. The Board may from time to time and at any time by power of attorney appoint any Company, firm or person or body of persons, to be the attorney or attorneys of the Company for such purposes and with such powers authorities and discretions (not exceeding its own powers) and for such period and subject to such conditions as the Board thinks fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him or her.

60. All cheques and other negotiable instruments, and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed by such person or persons and in such manner as the Board shall from time to time determine.

PROCEEDINGS OF DIRECTORS

61. The directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.

62. Questions arising at any meeting of the directors shall be decided by a majority of votes and where there is an equality of votes, the chairperson shall have a second or casting vote.

63. A director may, and the Secretary on the requisition of a director shall, at any time, summon a meeting of the directors.

64. The quorum necessary for the transaction of the business of the Board may be fixed by the directors and, unless so fixed, shall be two.

65. The directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to these articles as the necessary quorum of directors, the continuing director or directors may act for the purpose of increasing the number of directors to that number of or summoning a general meeting of the Company, but for no other purpose.

66. The directors may elect a chairperson of the Board and determine the period for which he or she is to hold office, but if there is no such chairperson or, if at any meeting the chairperson is not present within 15 minutes after the time appointed for holding it, the directors present may choose one of their number to be chairperson of the meeting.

67. The directors may establish one or more committees consisting of such person or persons (whether members of the Board or not) as the directors may decide. A committee so established may elect a chairperson of its meetings; if no such chairperson is elected or, if at any meeting the chairman is not present within 15 minutes after the time appointed for holding it, the members of the committee present may choose one of their number to be chairperson of the meeting.

68. A committee may meet and adjourn as it thinks proper. Questions arising at a committee meeting shall be determined by a majority of votes of the members present, and when there is an equality of votes, the chairman shall have a second or casting vote.

69. A resolution in writing signed by all of the directors of the Company, or by all of the members of a committee of them, and who are for the time being entitled to receive notice of a meeting of the directors, or, as the case may be, of such a committee, shall be as valid as if it had been passed at a meeting of the directors or such a committee duly convened and held.

70. A meeting of the directors or of a committee referred to in article 75 may consist of a conference between some or all of the directors or, as the case may be, members of the committee, who are not all in one place but each of whom is able (directly or by means of telephonic, video or other electronic communication) to speak to each of the others and to be heard by each of the others. Such a meeting shall be deemed to take place where the chairperson of the meeting then is.

CONFLICT OF INTEREST

71. A director may not vote in respect of any contract, appointment, or arrangement in which he or she is interested and he or she shall not be counted in the quorum present at a meeting at which the matter is considered.

72. A director who is in any way, directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his or her interest at the Board meeting at which the question of entering into the contract is first raised, or at the next meeting held after he or she became so interested.

73. A copy of every declaration shall, within 3 days of making it, be entered into the register of disclosable interests maintained by the Company.

MINUTES OF MEETINGS

74. The Company shall cause minutes to be entered in books kept for that purpose of —
    a) all appointments of officers made by the directors;
    b) the names of the directors present at each meeting of its directors and of any committee of the directors;
    c) all resolutions and proceedings at all meetings of its directors and of committees of directors.

75. Such minutes shall be entered in the foregoing books as soon as may be after the appointment concerned is made, the meeting concerned has been held or the resolution concerned has been passed.

76. Any such minute, if purporting to be signed by the chairperson of the meeting at which the proceedings were had, or by the chairperson of the next succeeding meeting, shall be evidence of the proceedings.

77. Where minutes have been made in accordance with articles 82 to 84 inclusive, then, until the contrary is proved-
    a) the meeting shall be deemed to have been duly held and convened;
    b) all proceedings had at the meeting shall be deemed to have been duly had; and
    c) all appointments of officers made by its directors at the meeting shall be deemed to be valid.

AUDIT COMMITTEE

78. The Board may establish an audit committee, constituted as it shall think fit.

79. The responsibilities of an audit committee shall include:
    a) The monitoring of the financial reporting process;
    b) The monitoring of the effectiveness of the Company's systems of internal control, internal audit and risk management;
    c) The monitoring of the statutory audit of the Company's financial statements;
    d) The review and monitoring of the independence of the statutory auditors and the provision of additional services to the Company.

80. If an audit committee is established, any proposal of the Board with respect to the appointment of statutory auditors to the Company shall be based on a recommendation made to the Board by the audit committee.

REMUNERATION OF DIRECTORS

81. Directors shall not be remunerated for acting as such. A director may however be remunerated for other services rendered to the Company, provided the conditions of Section 89 of the Charities Act 2009 are fulfilled.

82. Subject to compliance with any rules or protocols laid down by the Board, directors may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board, any committee established by the Board, general meetings of the Company, or otherwise incurred in connection with attending to the business of the Company.

USE OF COMPANY PROPERTY BY DIRECTORS

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

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

84. Any director may act by himself or herself, or his or her firm, in a professional capacity for the Company, and shall be entitled to remuneration for professional services rendered, as if he or she were not a director.

ACCOUNTS

85. The Company shall keep or cause to be kept adequate accounting records in accordance with Chapter 2 of Part 6 of the Act.

86. The accounting records shall be kept on a continuous basis and shall be sufficient to explain the Company's transactions and facilitate the preparation of financial statements that give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company.

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

88 The Company's financial records shall be kept at the Registered Office or at such other place as the Board shall direct.

89. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the financial statements and accounting records of the Company shall be open to inspection of its members, not being directors of the Company.

90. The Board shall from time to time in accordance with the provisions of Part 6 of the Act cause to be prepared and to be laid before the annual general meeting of the Company such financial statements and reports of the directors and statutory auditors as are required by those provisions to be laid before the annual general meeting.

AUDIT

91. Statutory auditors shall be appointed by the Company and their duties regulated in accordance with Part 6 of the Act.

92. The Board shall arrange for the statutory financial statements of the Company for each financial year to be audited by the statutory auditors.

SEAL

93. The Company shall have a common seal that states the Company's name in legible characters.

94. The seal shall be used only on the authority of the Board, and every instrument to which the seal shall be affixed shall be signed by a director and shall be countersigned by the Secretary or by a second director or by some other person appointed by the Board for the purpose.

NOTICES

95. A notice convening a general meeting shall be delivered by the Company to every person entitled to attend the same by hand/courier, by sending it by post to him or her to his or her registered address, or, in the event that the intended recipient has authorised it in writing, by fax or e-mail to the fax number or e-mail address provided by the intended recipient.

96. A notice of any other description, including a notice convening a Board meeting may be delivered by hand/courier, by ordinary pre-paid post, by fax or by e-mail.

97. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been received at the expiration of 24 hours after the letter containing the same is posted. Where a notice is served by fax or e-mail, the service shall be deemed to have been effected at the expiration of 24 hours after the fax or e-mail has been sent, unless there is a notified failure or error in delivery in that period.

98. The accidental omission to give notice of any meeting convened pursuant to these articles, or the non-receipt of such notice by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

99. Notice of every general meeting shall be given in the manner herein before authorised to: every member, every director, the Patron if appointed, the Secretary and the statutory auditor for the time being of the Company.

INDEMNITY

100. The Company indemnifies each officer of the Company against any liability incurred in relation the Company, to the extent permitted by Section 235 of the Act.

INSURANCE

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