

# **COMPANIES ACT 2014**

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

### **CONSTITUTION**

#### **OF**

### **BLUE TEAPOT THEATRE COMPANY**

### **MEMORANDUM OF ASSOCIATION**

#### **1. THE COMPANY**

The name of the company is: Blue Teapot Theatre Company (“the Company”). The Company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.

#### **2. MAIN OBJECT**

The main object for which the Company is established is:

To benefit and advance education and participation in the arts as defined in the Arts Acts 1951, 1973, and 2003. We do this through the operation of a Theatre Company and Performing Arts School to promote the artistic expression of people with intellectual disabilities, inclusion and social development.

#### **3. SUBSIDIARY OBJECT(S)**

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

- (i) To create and present high quality theatre.
- (ii) To research and develop ways of using the performing arts and theatre that will support people with intellectual disabilities to explore and develop their creative ideas and enrich their lives.
- (iii) To enable members of the core theatre company who show an interest to become educators and use drama as an educational tool.
- (iv) To bring the work of the company to a broad range of audiences.

- (v) To facilitate integration and inclusion by supporting the development and promotion of work on both disability and mainstream arts platforms such as venues and festivals and by advertising publicly in relevant media outlets to attract mixed audiences.
- (vi) To continue to create theatrical work and develop creative avenues that aim to generate income for a core company of actors.
- (vii) To partner and create links with other arts organisations and theatre companies that will progress the work and development of the company.
- (viii) To provide quality arts programmes delivered in a professional manner, coming from an ethos of respect and empowerment.
- (ix) To promote a positive image of people with intellectual disabilities and raise awareness of the issues facing them.
- (x) To use the theatre as a vehicle to raise awareness and demonstrate what people with intellectual disabilities can offer society.
- (xi) To run outreach projects for people with intellectual disabilities that are creative and fun, working in a participative way where the process is considered as important as the end result.
- (xii) To run a performing art's educational programme that enables its learners to acquire performance skills and develop their artistry.

#### **4. POWERS**

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

- 4.1 To solicit and procure by any lawful means and to accept and receive any donation of property of any nature and any devise, legacy or annuity, subscription, gift, contribution or fund, including by means of payroll giving or other similar arrangements, and including (but so as not to restrict the generality of the foregoing) the holding of lotteries in accordance with the law for the purpose of promoting the Main Object, and to apply to such purpose the capital as well as the income of any such legacy, donation or fund.
- 4.2 To undertake, accept, execute and administer, without remuneration, any charitable trusts.
- 4.3 To establish and support or aid in the establishment and support of any charitable association or institution, trust or fund, and to subscribe or guarantee money for any charitable purpose which the Company shall consider calculated to promote its Main Object.
- 4.4 To collect and to receive voluntary contributions, donations or bequests or money for any of the purposes aforesaid.
- 4.5 To make application on behalf of the Company to any authority, whether governmental, local, philanthropic or otherwise, for financial funding of any kind.
- 4.6 To apply, petition for or promote any Act of the Oireachtas or other legislation relating directly to the advancement of the Main Object.
- 4.7 Subject to clause 6, to employ such staff, and on such terms, as are necessary or desirable for the proper promotion of the Main Object.
- 4.8 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 that 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.

- 4.9 To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, patents, copyrights, licences, rights and privileges or any estate or interest whatsoever and any rights, privileges and easements over or in respect of any property which may be considered necessary for the purposes of the Company and to develop and turn to account any land acquired by the Company or in which it is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up and improving buildings and conveniences and by planting, paving, draining, farming, cultivating, letting or building leases or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
- 4.10 To acquire, hold, sell, manage, lease, mortgage, exchange or dispose of all or any part of the property of the Company with a view to the promotion, protection or encouragement of its Main Object and to vary investments.
- 4.11 To co-operate with any other society or institution in carrying out any investments hereby authorised in furtherance of the Main Object.
- 4.12 To borrow and raise money in such manner as may be considered expedient, and to issue debentures, debenture stock and other securities, and for the purpose of securing any debt or other obligation of the Company to mortgage or charge all or any part of the property of the Company, present or future, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- 4.13 To invest and deal with monies and property of the Company not immediately required in such manner as will most effectively provide funds for the advancement and promotion of the purposes aforesaid and this power shall include power from time to time to vary any investments made thereunder.
- 4.14 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.
- 4.15 To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) of the Company, or all such methods, the performance of the obligations of and the repayment or payment of the principal amounts and interest of any person, firm or company or the dividends or interest of any securities, including (without prejudice to the generality of the foregoing) any company which is the Company's holding company or a subsidiary or associated company.
- 4.16 To draw, accept, make, endorse, discount, execute, issue and negotiate bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.

- 4.17 To insure the property of the Company against any foreseeable risk in its full value and take out other insurance policies to protect the Company when required.
- 4.18 To insure any or all of the Directors against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, provided he or she acted in good faith and in the performance of his or her functions as charity trustee (as defined in the Charities Act, 2009).
- 4.19 To apply for, purchase or otherwise acquire any patents, brevets d'invention, licences, concessions and the like conferring any exclusive or non-exclusive or limited rights to use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired.
- 4.20 To adopt such means of making known the products and/or services of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and via the internet and by granting prizes, rewards and donations.
- 4.21 To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Main Object and to obtain from any such government or authority any rights, privileges and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- 4.22 To enter into a partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person, company, society, trust or other partnership whose objects are solely charitable, carrying on or engaged in, or are about to carry on or engage in, any business or transaction capable of being conducted so as directly or indirectly to benefit the Company and which prohibits the distribution of income and assets to at least as great a degree as the Company by virtue of Clause 6 hereof and to guarantee the contracts of, otherwise assist any such person, company, society, trust or other partnership, and to take over or otherwise acquire shares, stock, debentures, or debenture stock and securities of any such person, company society, trust or other partnership, and to sell, hold, reissue with or without guarantee or otherwise deal with same.
- 4.23 To procure the registration or incorporation of the Company in or under the laws of any place outside Ireland.
- 4.24 To pay all expenses of and incidental to the incorporation and establishment of the Company.
- 4.25 To carry on alone or in conjunction with others any other business which may in the opinion of the Directors be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company in pursuance of the Main Object.
- 4.26 To found, subsidise, and assist any charitable funds, associations or institutions calculated to promote or assist the Main Object.
- 4.27 To establish and maintain links with international and national organisations having similar objectives.
- 4.28 To do all such other lawful things as the Company may think incidental and conducive to the foregoing Main Object.

- 4.29 To do all or any of the things and matters aforesaid in any part of the world and as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- 4.30 To raise funds and to help raise funds for any charitable purpose for the advancement of the objects of the company.

**PROVIDED THAT:**

- (a) in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law having regard to such trusts;
- (b) nothing hereinbefore contained shall be construed as including in the purposes for which the Company has been established any purposes which are not charitable according to law.

## **5. LIMITED LIABILITY**

The liability of the members is limited.

## **6. INCOME AND PROPERTY**

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

- I. reasonable and proper remuneration to any member, officer or servant of the Company (not being a Director) for any services rendered to the Company;
- II. 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;
- III. reasonable and proper rent for premises demised and let by any member of the Company (including any Director) to the Company;
- IV. reasonable and proper out-of-pocket expenses incurred by any Director in connection with his or her attendance to any matter affecting the Company;
- V. fees, remuneration or other benefit in money or money's worth to any company of which a Director may be a members holding not more than one hundredth part of the issued capital of such Company.
- VI. 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).

## **7. 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.

## **8. PROHIBITION OF DISTRIBUTION TO MEMBERS ON WINDING-UP**

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

## **9. ADDITIONS, ALTERATIONS OR AMENDMENTS**

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.

## **10. KEEPING OF ACCOUNTS**

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

# **ARTICLES OF ASSOCIATION**

## **OPTIONAL PROVISIONS OF THE ACT**

1. 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**

2. 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**

3. The Directors may from time to time register an increase or a decrease in the number of members.

4. The members of the Company shall be the subscribers to the Memorandum of Association and such persons as the Directors shall admit to membership in accordance with these articles, and whose names are entered on the register of members of the Company.

## **TERMINATION OF MEMBERSHIP**

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

6. The Directors 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.

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

## **OBLIGATIONS OF MEMBERS**

8. 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 Directors.

9. 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 1<sup>st</sup> day of January in each year. A person becoming a member of the company after the 1<sup>st</sup> 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 1<sup>st</sup> day of January in any year that member shall not be entitled to any rebate of his Annual Subscription paid for that year. The terms and conditions attaching to Life Subscriptions shall be determined by the directors in the absolute discretion from time to time.

## **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;

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

13. The Directors 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 Directors.

14. General meetings of the Company shall be held in the State at such time and at such place as the Directors 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.
- d) with reasonable prominence a statement that:
  - I. a member entitled to attend and vote is entitled to appoint a proxy using the form set out in the Section 184 of the Act or where that is allowed, one or more proxies, to attend, speak and vote instead of him or her.
  - II. A proxy need not be a member;
  - III. The time by which the proxy must be received at the Company's registered office or some other place within the State as is specified in the statement for that purpose.



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. The Accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

20. 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 (3) members present in person [or by proxy] shall be a quorum.

21. 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.

22. The Chairperson of the Directors 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.

23. 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.

24. 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.

## **VOTES OF MEMBERS**

25. Where a matter is being decided (whether on a show of hands or on a poll), every member present in person and every proxy shall have one vote, but so that no individual member shall have more than one vote.

26. 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 chairperson of the meeting, whose decision shall be final and conclusive.

27. Votes may be given either personally or by proxy. Where there is an equality of votes, whether on a show of hands or on a poll, the chairperson 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.

## PROXIES

28. A member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (whether a member or not) as his or her proxy to attend and vote instead of him or her. A proxy so appointed shall have the same right as the member to speak at the meeting and to vote on a show of hands and on a poll.

29. The instrument appointing a proxy (the “**Instrument of Proxy**”) shall be in writing:

- I. under the hand of the appointer or of his or her attorney duly authorised in writing; or
- II. if the appointer is a body corporate, either under seal of the body corporate or under the hand of an officer or attorney of it duly authorised in writing.

30. The Instrument of Proxy and the power of attorney or other authority, if any, under which it is signed or a notarial certified copy of that power or authority, shall be deposited at the registered office of the Company or at such other place within the State as is specified for that purpose in the notice convening the meeting, and shall be deposited not later than the following time: -

- I. 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- II. in the case of a poll, 48 hours before the time appointed for the taking of the poll.

31. The depositing of the Instrument of Proxy may, rather than its being effected by sending or delivering the instrument, be effected by communicating the instrument to the Company by electronic means (as defined in section 2 of the Act) and this Article likewise applies to the depositing of anything else referred to in the preceding Article.

32. An instrument appointing a proxy shall be in the following form or a form as near to it as circumstances permit:

Blue Teapot Theatre Company (the “**Company**”)

[Name of member] (the “**Member**”) of [Address of Member] being a member of the Company hereby appoint/s [name and address of proxy] or failing him or her [name and address of alternative proxy] as the proxy of the Member to attend, speak and vote for the Member on behalf of the Member at the (annual or extraordinary, as the case may be) general meeting of the Company to be held on the [date of meeting] and at any adjournment of the meeting.

The proxy is to vote as follows: -

Voting instructions to proxy

(Choice to be marked with an “X”)

Number or description of resolution:	In Favour	Abstain	Against
1.			
2.			
3.			

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

Signature of Member.....

Dated [date] .....

## **VOTING ON A POLL**

33. At a meeting, a poll may be demanded in relation to a matter (whether before or on the declaration of the result of the show of hands in relation to it).

34. A demand for a poll may be made by:

- I. the chairperson of the meeting;
- II. at least three members present in person or by proxy;
- III. any member or members present in person or by proxy and representing not less than 10% of the total voting rights of all the members of the Company concerned having the right to vote at the meeting.

35. A demand for such a poll may be withdrawn by the person or persons who have made the demand. Subject to Article 33 if a poll is demanded it shall be taken in such manner as the chairperson of the meeting directs, and the result of the poll shall be deemed to be the resolution, in relation to the matter concerned, of the meeting at which the poll was demanded.

36. A poll demanded with regard to the election of a chairperson or on a question of adjournment shall be taken forthwith.

37. A poll demanded on any other question shall be taken at such time as the chairperson of the meeting directs, and any business other than that on which a poll is demanded may be proceeded with pending the taking of the poll.

38. The instrument appointing a proxy to vote at a meeting of the Company shall be deemed also to confer authority to demand or join in demanding a poll, and for the purposes of Articles 35 and 36, a demand by a person as proxy for a member shall be the same as a demand by the member.

39. On a poll taken at a meeting of the Company or a meeting of any class of members of the Company, a member, whether present in person or by proxy, entitled to more than one vote need not, if he or she votes: -

- I. use all his or her votes; or
- II. cast all the votes he or she uses in the same way.

40. 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.

41. 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.

42. 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**

43. 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.

44. 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.

45. 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.

46. 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**

47. 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.

48. Any minute referred to in article 48, 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. 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.

## **THE DIRECTORS**

49. The Company shall have a minimum of three (3) and a maximum of 9 Directors. Within this range, the Directors may from time to time by ordinary resolution increase or reduce the number of Directors.

50. Vacancies for the position of Director shall be filled by election at the annual general meeting of the Company.

51. 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:

- I. 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
- II. 24-hour notice in writing signed by the person concerned of his or her willingness to be elected.

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

53. Any purported appointment of a Director without that person's consent shall be void.

54. 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.

55. The Directors 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**

56. 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.

57. The Directors to retire in every year shall, subject to article 57 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.

58. A retiring Director shall be eligible for re-election for a further term or terms of office.

## **REMOVAL OF DIRECTORS**

59. 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.

60. 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**

61. The office of Director shall be vacated if the Director:

- I. is adjudicated bankrupt or, being a bankrupt, has not obtained a certificate of discharge in the relevant jurisdiction; or
- II. becomes or is deemed to be subject to a disqualification order within the meaning of Chapter 4 of Part 14 of the Act; or
- III. the Director resigns his or her office by notice in writing to the Company; or
- IV. 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
- V. a declaration of restriction is made in relation to the Director and the Directors,
- VI. the Director is sentenced to a term of imprisonment (including a term that is suspended) following conviction of an indictable offence or;
- VII. the Director is absent from Directors meetings held during a period of more than 9 months or miss 3 out of 4 meetings in a 12-month period, without the permission of the Directors.

## **SECRETARY**

62. The Company shall have a Secretary, who may be one of the Directors.

63. The Secretary shall be appointed by the Directors 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.

64. 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 Directors.

65. 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**

66. 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**

67. The business of the Company shall be managed by the Directors, 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 Directors which would have been valid if that direction had not been given.

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

69. The Directors 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 Directors.

70. 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, 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 Directors 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 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 or her.

71. 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 Directors shall from time to time determine.

## **PROCEEDINGS OF DIRECTORS**

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

73. 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.

74. A Director may, and the Secretary on the requisition of a Director shall, at any time, summon a meeting of the Directors.

75. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and, unless so fixed, shall be 3.

76. 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.

77. The Directors may elect a chairperson of the Directors 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.

78. The Directors may establish one or more committees consisting of members of the Directors. 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.

79. 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.

80. 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.

81. A meeting of the Directors or of a committee referred to in article 79 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**

82. 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.

83. 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 Directors 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.

84. 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**

85. The Company shall cause minutes to be entered in books kept for that purpose of –

- I. all appointments of officers made by the Directors;
- II. the names of the Directors present at each meeting of its Directors and of any committee of the Directors;
- III. all resolutions and proceedings at all meetings of its Directors and of committees of Directors.

86. 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.

87. 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.

88. Where minutes have been made in accordance with articles 74 to 76 inclusive, then, until the contrary is proved

- I. the meeting shall be deemed to have been duly held and convened;
- II. all proceedings had at the meeting shall be deemed to have been duly had; and
- III. all appointments of officers made by its Directors at the meeting shall be deemed to be valid.

## **REMUNERATION OF DIRECTORS**

89. 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.

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

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

91. No Director shall use Company property for his or her own use or benefit save however for the exclusive purpose of carrying out his or her duties as a Director, when such use is sanctioned at a meeting of the Directors.

## **ACCOUNTS**

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



93. 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.

94. The accounting records shall include:

- I. entries from day to day of all monies received and expended by the Company;
- II. a record of the assets and liabilities of the Company;
- III. a record of all transactions whereby goods are purchased and sold;
- IV. a record of all transactions whereby services are provided or purchased by the Company.

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

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

97. The Directors 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**

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

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

## **SEAL**

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

101. The seal shall be used only on the authority of the Directors, 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 Directors for the purpose.

## **NOTICES**

102. 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.

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

104. 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.

105. 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.

106. Notice of every general meeting shall be given in the manner herein before authorised to: every member, every Director, the Secretary and the statutory auditor for the time being of the Company.

## **INDEMNITY**

107. 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**

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