

# COMPANIES ACT 2014

## CONSTITUTION

### OF

## IRISH FILM INSTITUTE

---

### MEMORANDUM OF ASSOCIATION

#### 1. The Company

- (a) The name of the company is Irish Film Institute (“the Company”).
- (b) The Company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014 (“the Act”).
- (c) The Company is entitled to dispense with the use of the suffix “company limited by guarantee” as part its name, by virtue of section 1180(9) of the Act.

#### 2. Main Objects

The main objects for which the Company is established are:

- (a) To operate for the benefit of the community a Centre(s) for the Advancement of the Cinematographic Arts and for the development, appreciation and understanding of film culture in Ireland, for people of all ages and backgrounds, by the following:
  - i. undertaking encouraging and promoting the acquisition, exhibition and distribution of films of cultural, educational and recreational value and supporting the development of an active film, television and screen media production sector;
  - ii. promoting and undertaking the establishment of a National Film Archive.

#### 3. Subsidiary Objects

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

(a) To support the development throughout Ireland of facilities as follows:

- (i) for the acquisition, exhibition, distribution and production of films of cultural, educational and recreational value;
- (ii) for the running of a National Film Archive;
- (iii) for research in film and related areas;
- (iv) for conducting training in all or any of the areas of cinematographic film production and
- (v) for conducting educational courses, seminars, workshops and lectures in the history of film and the related arts.

To operate, programme and manage an arthouse cinema; and to conduct film festivals, events and entertainments associated with screen media.

(b) To provide advice, courses of instruction, lectures, exhibitions and publications in relation to or in connection with the above objects or any of them.

#### **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 objects. Any income generated by the exercise of these powers is to be applied to the promotion of the main objects

- a. To solicit and accept grants, donations and other forms of voluntary contribution and to administer, manage and expend such funds and other contributions in order to achieve the main objects of the Company.
- b. To purchase, take on lease or in exchange, hire or otherwise by any other means acquire and hold any real or personal property which may be deemed necessary or convenient for the main objects of the Company.
- c. To sell manage, or otherwise deal with all or any part of the property of the company, and to lease mortgage, dispose of all or any part of that property, subject to such consents as may be required.
- d. To maintain, alter and renovate any buildings, or works necessary or convenient for the purposes of the Company.
- e. To supervise and protect the assets of the company and to take actions as may be necessary or desirable for such purpose.

- f. To print and publish any periodicals, books or leaflet that the Company may think desirable for the promotion of the main objects of the Company.
- g. To borrow and raise money in such manner and upon such security as the Company may think fit.
- h. To invest the 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), prior permission to be obtained from the Revenue Commissioners where the Company intends to accumulate funds over a period in excess of two years.
- i. To maintain a reserve fund for repairs, renovations and improvements required to the buildings and premises of the Company and to expend such sums as are necessary or advisable from time to time for such purposes.
- j. To accumulate capital for any purpose of the Company and to appropriate any of the Company's assets to specific projects and purposes, including for the purpose mentioned in the preceding clause 3i.
- k. 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.
- l. To promote, form, establish, acquire or incorporate any association, institution company or body for a purpose compatible with the objects of the Company.
- m. To amalgamate with any companies, institutions, societies or associations having main objects altogether or in part similar to that of this Company.
- n. To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies

or associations with which the Company may amalgamate, and to transfer all or any part of the property, assets, liabilities and engagements of the Company to any one or more of such companies, institutions, societies or associations, subject always to such consents as may be required by law or by contract to which the Company is a party.

- o. To subscribe to any charity and to grant donations for any public or charitable cause, and to establish, support or aid in the establishment or support of any charitable or other non-profit institution, trust or fund.
- p. To undertake and execute any trusts or agency business which may seem directly or indirectly conducive to the main objects of the Company.
- q. To carry on any trade or business which may, in the opinion of the directors, be advantageously carried on by the Company in connection with, or as ancillary to the general business of the Company.
- r. To do all such other lawful things as are incidental or conducive to the attainment of the main objects of the Company or calculated directly or indirectly to enhance the value or render useful or profitable any of the Company's property, rights or interests.
- s. To do all of the above things in any part of the world as principal, agent, or in any other capacity.

## **5. Limited Liability**

The liability of the Council Members is limited.

## **6. Income and property**

The income and property of the Company shall be applied solely towards the promotion of its main objects 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 Council 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 Council 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 Council Members of the Company to the Company;

- c) reasonable and proper rent for premises demised and let by any Council Member of the Company (including any director) to the Company;
- d) reasonable and proper out-of-pocket expenses incurred by an 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 Council Member holding not more than one hundredth part of the issued capital of such Company.
- f) payment by the Company to a person pursuant to an agreement entered into in compliance with section 89 of the Charities Act 2009 (before as well as after commencement, and as for the time being amended, extended or replaced).

## **7. Contribution by Council Members on winding-up**

Every Council 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 Council Member or is wound up within one year after the date on which he or she ceases to be a Council Member, for the payment of the debts and liabilities of the Company contracted before he or she ceases to be a Council 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 Council 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 Council 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 Council 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 Council 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 shall ensure that the Charities Regulatory Authority has a copy of its most recent governing instrument. If it is proposed to make an amendment to the same which requires the prior approval of the Charities Regulatory Authority, advance notice in writing of the proposed amendment must be given to the Charities Regulatory Authority 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

### INTERPRETATION

1. (a) In these articles:

*“the Act”* means the Companies Act 2014, and any statutory amendment(s) thereof;

*“director”* means any director for the time being of the Company;

*“the Board”* means the board of directors of the Company;

*“Council Member”* means a member of the Company, admitted in accordance with these articles;

*“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.

## **COUNCIL MEMBERS**

4. Members of the Company shall be known as “Council Members”.
5. At the date of adoption of this constitution the Company has 158 Council Members. The Board may from time to time register an increase or a decrease in their number.
6. Council Members shall be those persons who are entered on the register of members at the date of adoption of this constitution, together with such additional persons as shall be subsequently admitted by the Board and entered on the register of members.
7. Admittance as a Council Member shall be by invitation by the Board, in accordance with criteria reflecting the mission of the Company laid down from time to time by the Board.
8. A Council Member may be admitted in his or her capacity as the representative of a company or organisation. In such event, this fact shall be noted in the register of members of the Company. In the event that the Council Member shall cease to represent the company or organisation, his or her Council Membership shall cease and a replacement representative may, at the discretion of the Board, be admitted to Council Membership.
9. A person co-opted as a director pursuant to article 45 may, upon such co-option, be admitted by the Board as a Council Member of the Company.

## **TERMINATION OF COUNCIL MEMBERSHIP**

10. A Council Member may resign his or her Council Membership by serving notice to that effect upon the Company at the Registered Office.
11. The Board may terminate the membership of a Council Member (including for failure to attend, personally or by proxy, two successive general meetings of the Company) by serving notice upon the Council Member terminating his or her Council Membership, such notice to expire no earlier than the date of service of the notice. This power shall not be exercised by the Board unless the directors have considered carefully whether it is in the best interests of the Company to terminate the membership.



12. The death or bankruptcy of a Council Member shall terminate his or her Council Membership.

### **OBLIGATIONS OF COUNCIL MEMBERS**

13. Every Council Member shall, as a continuing condition of Council 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 COUNCIL MEMBERS**

14. 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.
15. 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 Council 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;
16. All general meetings of the Company, other than annual general meetings, shall be known as "extraordinary general meetings".
17. 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 Council 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.
18. General meetings of the Company shall be held in the State at such time and at such place as the Board shall appoint.

19. 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.
20. 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; and
  - d) with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint the Secretary or another member as a proxy using the form set out in article 30.
21. 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 Council 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.
22. A meeting of the Company, notwithstanding that it is called by shorter notice than that specified at article 19, shall be deemed to have been duly called if it is so agreed by all of the Council Members entitled to attend and vote at the meeting, and the statutory auditors of the Company.
23. No business shall be transacted at any general meeting unless a quorum of Council Members is present at the time when the meeting proceeds to business. Ten Council Members present in person or by proxy shall be a quorum.
24. 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 Council 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 Council Members present shall be a quorum.
25. 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.

26. 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.
27. 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**

28. Any Council Member entitled to attend and vote at a meeting of the Company shall be entitled to appoint any other Council Member as his or her proxy to attend the meeting and vote instead of him or her, provided that the appointment does not result in a conflict of interests. 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 of proxy in the form set out in article 30 herein, signed by the person appointing the proxy, shall be deposited at the Registered Office or presented at the venue for the meeting for which it is granted no later than the time fixed for commencement of the meeting or adjourned meeting for which the proxy is granted and shall not otherwise be valid.
30. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:

### ***IRISH FILM INSTITUTE ("the Company")***

*[Name of Council Member] of [address of Council Member] hereby appoints [name and address of proxy] or failing him or her [name and address of alternative proxy] as the proxy of the Council Member to attend, speak and vote for the Council Member on his or her behalf at the (annual or extraordinary, as the case may be) general meeting of the Company to be held on the [date of meeting] and any adjournment thereof.*

*This proxy shall only be valid for the specified meeting and any adjournment of that meeting.*

*The proxy is to vote as follows:*

*Voting instructions for proxy  
(choice to be marked with an "x")*

<i>Resolution No</i>	<i>in favour</i>	<i>abstain</i>	<i>against</i>
1.			
2.			

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

*Signature of Council Member:*

*Dated*

## **VOTES OF COUNCIL MEMBERS**

31. Where a matter is being decided (whether on a show of hands or on a poll) every Council Member present shall have one vote.
32. 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.
33. A demand for a poll may be made by –
  - a) the chairperson of the meeting; or
  - b) at least three Council Members present in person; or
  - c) any Council Member present in person representing not less than 10% of the voting rights of Council Members entitled to vote at the meeting.
34. 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.
35. If a poll is demanded it shall be taken in such manner as the chairperson 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. 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.

## **RESOLUTIONS**

37. Notwithstanding article 19, 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.
38. 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.
39. 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**

40. 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.
41. Any minute referred to in article 40, 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**

42. The Company shall have a minimum of nine and a maximum of sixteen directors. Within this range, the Board may from time to time by ordinary resolution increase or reduce the number of directors.
43. With exception of directors appointed pursuant to articles 44 and 45, vacancies for the position of director shall be filled by election at the annual general meeting of the Company in accordance with procedures laid down from time to time by the Board.
44. If at any time the Board perceives the need to appoint an additional director to provide expertise not adequately represented on the Board at the time in question, the Board shall have the power to co-opt a person (who may or may not be a Council Member) to act as such director for a defined period of time, provided that the appointment will not cause the maximum number of directors specified in article 42 to be exceeded. This power may be exercised by the Board more than once, but provided the number of co-opted directors on the Board shall not any time exceed three.
45. The Board shall have the power at any time and from time to time, to co-opt a Council Member 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.

46. No person shall be eligible for election as a director at a general meeting unless he or she shall be a Council Member of the Company unless not less than 2 full days before the day appointed for the meeting there shall have been left at the Registered Office –
  - a) notice in writing signed by a Council 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.
47. No person may be a director of the Company unless he or she has attained the age of 18 years.
48. Any purported appointment of a director without that person's consent shall be void.
49. 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.

#### **TERM OF OFFICE OF DIRECTORS**

50. The provisions of article 51 shall apply to all directors of the Company holding office at the date of adoption of this constitution. The term of office of directors elected for the first time thereafter shall be calculated in accordance with article 52.
51. (a) At the first annual general meeting following the adoption of this constitution, any existing director who has held office for a period of twelve years or more shall retire from office and shall not be eligible for re-election.
  - (b) Any existing director who has held office for a period which is nine years or more (but less than twelve years) shall not retire by rotation under the terms of the articles of association applicable prior to the adoption of this constitution, but may continue in office until he or she has served twelve years. He or she shall then retire and shall not be eligible for re-election except pursuant to the provisions of article 52(b).
  - (c) Any existing director who has served more than six years in office shall not retire by rotation, but may continue in office until he or she has served nine years in office. He or she shall then retire and shall not be eligible for re-election except pursuant to the provisions of article 52(b).

- (d) Any existing director who has served more than three years in office shall not retire by rotation but on the expiry of six years in office may be re-elected for one further term of three years. He or she shall then retire and shall not be eligible for re-election, except pursuant to the provisions of article 52(b).
- (e) Any existing director who has served less than three years in office shall not retire by rotation but upon the expiry of three years in office may be re-elected for up to two further terms of three years each. He or she shall then retire and shall not be eligible for re-election, except pursuant to the provisions of article 52(b).
52. (a) The term of office of elected directors shall be three years. Upon the expiry of such term, retiring directors shall be eligible for re-election for a maximum of two further terms of office of three years each.
- (b) Once an elected director who has served the maximum term of nine years has been out of office for a period of one year, he or she shall be eligible afresh for election as a director, for one only period of three years.
53. A “year” for the purposes of articles 51 and 52 shall mean the period from one annual general meeting to the next.
54. The term of office of a director co-opted pursuant to article 44 shall be the term for which such director has been co-opted. Upon the expiry of such term, a director so appointed may be co-opted afresh by the Board for such further term of terms of office as the Board shall determine.
55. Notwithstanding articles 50 to 52 (inclusive), if at any time the Board shall consider that exceptional circumstances pertain to the contribution of an individual elected director, it may co-opt such person under the provisions of article 44, subject to the terms of that article. The term limits specified in article 51 and 52 shall not apply to such co-option.

## **REMOVAL OF DIRECTORS**

56. 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.
57. 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**

58. 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) a declaration of restriction is made in relation to the director and the Board, at any time during the currency of the declaration, resolves that his or her office be vacated; or
- d) the director resigns his or her office by notice in writing to the Company; or
- e) the director ceases, for whatever reason, to be a Council Member of the Company; or
- f) the health of the director is such that, in the opinion of a majority of the other directors, he or she can no longer be reasonably be regarded as being able to discharge his or her role as a director; 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 three consecutive Board meetings or of any committee of the Board without leave of absence given by resolution of the Board.

## **PATRON**

59. The Board of Directors shall have the power to elect one or more eminent persons to the Honorary Office of Patron. No person shall be elected a Patron who has not intimated in writing his or her willingness to accept the position. No person shall be elected Patron at a meeting unless at least one half of the members of the Board of Directors shall be present and unless the resolution to make the appointment is supported by at least three-fourths of those present and voting.

## **SECRETARY**

60. The Company shall have a Secretary, who may be one of the directors.
61. 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.
62. 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.
63. 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**

64. 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**

65. 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.
66. The 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.
67. 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. The proceedings of committees shall be in accordance with articles 77 to 83 (inclusive).
68. 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.
69. 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 AND COMMITTEES**

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

71. 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.
72. Any three directors may, and the Secretary shall on the requisition of the Chairperson of the Board or three directors summon a meeting of the directors. Not less than 48 hours' notice of meetings shall be given, except in the case of emergency.
73. The quorum necessary for the transaction of the business of the Board shall be five.
74. 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.
75. The directors may elect a Chairperson of the Board and determine the period for which he or she is to hold office. In the event that the term of office of the Chairperson as a director shall expire prior his or her term of office as Chairperson, notwithstanding the provisions of articles 51 and 52, his or her term as director shall be extended so as to be coterminous with his or her term as Chairperson.
76. The Chairperson of the Board shall preside at all meetings of the directors but if at any meeting the Chairperson has advised his or her inability to attend or is not present within 15 minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be chairperson of the meeting.
77. The directors shall establish the committee referred to in article 91, and may establish one or more other committees in accordance with article 67. In the case of all committees, the Board shall establish the terms of reference thereof. The members of committees shall consist of Council Members and such other persons as the Board may appoint, provided that any person nominated to a committee who is not a Council Member shall acknowledge that he or she will at all times act in accordance with the provisions of this constitution and any other rules and regulations made by the Board or by the Company from time to time.
78. Any committee appointed by the Board may be dissolved or reconstituted by it from time to time. Subject thereto, and unless the committee shall have been appointed for a specific period of time, every committee shall continue in office until the first Board meeting following the next annual general meeting after its appointment, when it may be re-appointed or reconstituted with the same or different members. If the Board shall not re-appoint, reconstitute or dissolve the committee at such Board meeting, it shall stand reappointed until the Board meeting following the next annual general meeting of the Company.

79. Any member of a committee who shall be absent for three consecutive meetings of the committee shall be deemed to have offered his or her resignation to the Board as a member of the committee.
80. A committee established in accordance with article 67 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.
81. Subject to these articles and to directions (if any) of the Board, 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.
82. A resolution in writing signed by all of the directors of the Company, or by the members of a committee, 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.
83. A meeting of the directors or of a committee 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**

84. 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.
85. 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.
86. A copy of every declaration shall, within 3 days of making it, be entered into a register of disclosable interests which shall be maintained by the Company.

## **MINUTES OF MEETINGS**

87. 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 committees ;
  - c) all resolutions and proceedings at all meetings of its directors and committees.
88. 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.
89. 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.
90. Where minutes have been made in accordance with articles 87 to 89 (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.

#### **COMMITTEE RESPONSIBLE FOR FINANCE AND AUDIT**

91. There shall be at all times a committee of the Board responsible for matters associated with finance and audit (at the date of adoption of this constitution, the Enterprise and Governance Committee). The committee shall be constituted as the Board shall think fit.
92. The responsibilities of the 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.
93. 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 committee.

#### **REMUNERATION OF DIRECTORS**

94. 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, that is to say that an agreement to provide services shall be in writing; that the sum or sums of money payable shall not exceed what is reasonable and proportionate having regard to the services provided; and that all of the remaining directors are satisfied that the agreement is in the best interests of the Company.

95. 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**

96. 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**

97. Any director may act by himself or herself, or his or her firm, in a professional capacity for the Company, and, subject to compliance with the conditions of Section 89 of the Charities Act 2009 (as summarised in article 94), shall be entitled to remuneration for professional services rendered, as if he or she were not a director.

#### **ACCOUNTS**

98. The Company shall keep or cause to be kept adequate accounting records in accordance with Chapter 2 of Part 6 of the Act.
99. 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.
100. 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.

101. The Company's financial records shall be kept at the Registered Office or at such other place as the Board shall direct.
102. 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**

103. Statutory auditors shall be appointed by the Company and their duties regulated in accordance with Part 6 of the Act.
104. The Board shall arrange for the statutory financial statements of the Company for each financial year to be audited by the statutory auditors.

#### **SEAL**

105. The Company shall have a common seal that states the Company's name in legible characters.
106. Every instrument to which the seal is affixed shall be signed by a director and shall be countersigned by one other person appointed by the Board for the purpose.

#### **NOTICES**

107. 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 provided it to the Company by e-mail or fax to the email address or fax number provided by the intended recipient.
108. 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.
109. 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.

110. 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.
111. Notice of every general meeting shall be given in the manner hereinbefore authorised to: every Council Member, every director, the Secretary and the statutory auditor for the time being of the Company.

## **INSURANCE**

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