

COMPANIES ACTS 1963 TO 2013

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

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

- of -

THE IRISH ARCHITECTURAL ARCHIVE

(Incorporating all amendments up to 10 day of May 2016)

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Ref: LH

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MEMORANDUM OF ASSOCIATION

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THE IRISH ARCHITECTURAL ARCHIVE
(Incorporating all amendments up to 10 day of May 2016)

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- 1 The name of the Company is “**THE IRISH ARCHITECTURAL ARCHIVE**”.
 2. The main objects for which the Company is established are to act as a central and authoritative organisation or body for collecting, making, compiling, collating, classifying, indexing, reproducing, storing, preserving and making publicly accessible records (whether photographic, written, diagrammatic, literary, graphic, pictorial or of any other description) of buildings (which expression as herein used includes roads, paving, bridges, harbours, street and garden furniture, structures and artificial erections of all kinds, whether temporary or permanent, groups, arrangements and surroundings thereof, together with their relationship to each other and to the landscape) wheresoever situate within or outside the State or special features therein which are or may be considered to be buildings or features of architectural, artistic, historical or literary merit or interest or buildings or features of which records should for any other reason, be procured or obtained and preserved, in so far as this may be done by a body of persons established for charitable purposes and not otherwise PROVIDED HOWEVER that the Company will not seek systematically to collect three dimensional architectural artefacts except with the consent of the Minister for Arts, Heritage, Gaeltacht and the Islands.

The Company shall have the following powers for the purposes of attaining, in so far as they are consistent with, the main objects.:-

- (a) To prepare, establish and maintain or procure or assist the preparation, establishment and maintenance of a central register or index (with or without branch registers or indexes) of existing and future records of such buildings or features of buildings as hereinbefore mentioned.
- (b) To make, accept by way of gift or on loan, compile, preserve and store, or promote or assist the making, compilation, preservation and storage, of records of any such buildings as aforesaid or of any features of special interest therein and, if it is thought fit, to publish, or arrange for the publication by others, of such records and to take or promote the taking

by others of any necessary steps or action for preventing the demolition of any such buildings as aforesaid, until such records thereof as aforesaid shall have been obtained.

- (c) To make and compile, or promote or assist the making or compilation of, pictorial, photographic or other records of the destruction of or damage to buildings however caused and to use or permit the use thereof for such purposes as may be thought fit.
- (d) To afford the Oireachtas, Government Departments, public bodies and authorities, owners of buildings, architects, builders, students, historians, artists and all others whom it may concern, facilities for obtaining access to, inspecting, obtaining copies or re-productions of , and making use of any such records as aforesaid, either gratuitously or in consideration of payments to the funds of the Company.
- (e) To do all or any of the things or matters aforesaid either alone or in conjunction or co-operation with any government department, municipal or other local body, An Taisce - The National Trust for Ireland, The Royal Institute of Architects of Ireland and any other organisations or bodies, whether shareholders of the Company or not, which may for the time being be engaged in carrying out any of the objects of the Company or any objects cognate to or calculated to further the main objects of the Company.
- (f) To promote and make public the main objects of the Company by means of exhibitions, public lectures, articles, letters and communications in the public press and in any journal or magazine and by films, film slides, radio and television and by the publication and distribution, either gratuitously or by sale of illustrated and other books, pamphlets and other printed matter, and such other means as may seem expedient to the Directors.
- (g) To establish a trust fund or trust funds for any or all of the main objects of the Company.
- (h) To make all arrangements necessary to enable the Directors to obtain for the Company from the Department of Finance or other Department of State or from the Commissioners of Public Works or from any Corporation, County Council or other Local Authority or public body or from Bord Failte or any Tourist Organisation, or any private individual or private association or charitable trust, or under any statute or statutory instrument such financial, or other aid by way of grant, gift, loan or otherwise whatsoever for the furtherance of the main objects of the Company or any of them or for the promotion of any technical or other special education or towards any trust fund or income established by the Company for the promotion and furtherance of any of its main objects or purposes or for the provision by the Company of any award or prizes or in respect of the cost of making or obtaining any survey or of obtaining

or publishing any detailed or professional report (within the purposes of the Company) or for the provision of any buildings for the purposes of the Company - (which financial or other aid) as may at any time be available for, or open to, such trusts of a like nature to the Company and are beneficial to the community and to the public generally, or as may be granted, donated or loaned to the Company specifically. All financial and other aid which the Company may so receive shall, subject to the Rules and Regulations for the time being in force, be applied by them in accordance with the provisions of any Scheme relating thereto and accounted for accordingly.

- (i) To accept subscriptions and donations and to distribute and sell any objects or goods whether among the members of the Company or publicly, and to apply the said subscriptions and donations and the receipts and profits from the distribution and sale of the said objects and goods either generally for the purposes of the Company or for any specific purpose.
- (j) To accept a fee or fees from a Department of State, Semi-State Body, company, corporation or other firm, body or person for providing skilled information or advice and to apply the same either generally for the purposes of the Company or for any specific purpose.
- (k) To place or maintain on, or to lend for public exhibition, either permanently or for a limited time, any photographs documents, or other objects of national, historical, scientific or artistic interest the property of, or for the time being in the custody of the Company.
- (l) Subject to the provisions of the Companies Act, 1963 to purchase or otherwise acquire any lands or buildings to be used for any purpose of the Company and generally any property, real or personal or any estate or interest therein required for any purpose of the Company and to hold, sell, lease, deal with and dispose of the same in such manner as may be thought expedient with a view to the promotion of the main objects of the Company.
- (m) To borrow or raise money and to issue debentures or other securities and for the purpose of securing any debt or obligation of the Company to mortgage and charge all or any part of the property of the Company.
- (n) To invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, but so that moneys subject or representing property subject to the jurisdiction of the Commissioners of Charitable Donations and Bequests shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.
- (o) To promote Bills of the Oireachtas for the purpose of endowing the Company with any powers which the Directors may deem necessary or

desirable for the due execution of the objects of the Company or for any other purpose connected with the Company and the objects thereof.

- (p) To establish and support or aid in the establishment and support of any charitable associations or institutions provided that such associations or institutions shall prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 3 hereof and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects.
- (q) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

(as amended by Special Resolution dated 1st, March 1984)

- (r) To establish a Research Committee or a Research College or such other Research Organisation as may be suitable for the carrying out of research in relation to the primary objects of the Company.

Provided that the Company shall not support with its funds any objects, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which if an object of the Company would make it a trade Union.

Provided also that in case the Company shall take or hold any property subject to the jurisdiction of the Commissioners of Charitable Donations and Bequests, the Company shall, if required by the said Commissioners, vest the same in special trustees thereof, and provided that as regards any such property or any property acquired pursuant to Section 176 of the Finance Act 1995, the trust shall not sell, mortgage, charge, lease, dispose of, or otherwise deal with the same without such consent as may be required by law.

3. The income and property of the Company whencesoever derived shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Company.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any Professor, Lecturer, Agent, Officer or Servant of the Company or to any Member of the Company, in return for any services actually rendered to the Company, nor prevent the payment of interest at a rate not exceeding 5 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member of the Company; but so that no Director or member of a committee shall be appointed to any salaried office of the Company or any office of the Company paid by fees, and that no remuneration or other benefit of money or money's worth shall be given by the Company to any Director or member of a committee except payment of out of

pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company; provided that the provision last aforesaid shall not apply to any payment to any Company of which the Director or member of a committee may be a member, and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of such payment.

4. No addition, alteration or amendments shall be made to or in the provision of the Memorandum or Articles of Association for the time being in force unless the same shall have been previously submitted and approved by the office of the Revenue Commissioners; provided that, in respect of Clauses 3 and 8 of the Memorandum of Association, such approval shall be given only after consultation with the Minister for Finance.
5. The third and fourth paragraphs of this Memorandum contain condition to which a licence granted by the Minister for Industry & Commerce to the Company in pursuance of Section 24 of the Companies Act, 1963 is subject.
6. The liability of the members is limited.
7. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while he is a member or within one year after he ceased to be a member for payment of the debts and liabilities of the company contracted before he ceased to be a member and of the costs and charges and expenses of winding up and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1.00.
8. In the event of winding up or dissolution of the Company, any material or other property that the Company acquired pursuant to Section 176 of the Finance Act 1995 or Section 1003 of the Taxes Consolidation Act 1997 shall not be used to discharge any or all of the debts and liabilities of the Company and shall become the property of the State and shall be transferred to either the National Library of Ireland or the National Archives as decided by the Minister for Arts, Heritage, Gaeltacht and the Islands. If, upon winding up or dissolution of the Company, there remains after all the loan items and collections have been returned and after the satisfaction of all its debts and liabilities, any other property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall become the property of the State and shall be transferred to an appropriate institution as decided by the Minister for Arts, Heritage, Gaeltacht and the Islands.
9. The Company shall keep all proper and usual accounts of all monies received or expended by it, and, after the accounts have been audited, shall make copies of the accounts available to the Revenue Commissioners on request.

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ARTICLES OF ASSOCIATION

-of-

THE IRISH ARCHITECTURAL ARCHIVE

(Incorporating all amendments up to 10 May day of 2016)

INTERPRETATION

1. In these Articles “the Act” means the Companies Act, 1963 (No. 33 of 1963).

Expressions referring to writing shall, unless the contrary intention appears, be construed as including reference to printing, lithography, photography and any other modes of representing or reproducing words in a visible form.

Unless the contrary intention appears, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

MEMBERS

2. The number of members with which the Company proposes to be registered is 50 but the Directors may from time to time register an increase of members.
3. The subscribers to the memorandum of Association and such other persons as the Directors shall admit to membership shall be members of the Company.

GENERAL MEETING

4. All general meetings of the Company shall be held in Ireland.
5.
 - (1) Subject to Paragraph (2) the Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next.
 - (2) So long as the Company holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. Subject to Article 4, the annual general meeting shall be held at such time and at such place in Ireland as the Directors shall appoint.
6. All general meetings other than annual general meetings shall be called extraordinary general meetings.
7. The Directors may, whenever they think fit, convene an extraordinary meeting and extraordinary general meetings shall also be convened on such requisition or, in default, may be convened by such requisitionists, as provided by Section 132 of the Act. If at any time there are not in Ireland sufficient Directors capable of acting to form a quorum, any Director or any two Directors 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.
8. Subject to Sections 133 and 141 of the Act, an annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and a meeting of the company (other than an annual general meeting or a meeting for the passing of a special resolution) shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting, and in the case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned, to such persons as are, under the regulations of the company, entitled to receive such notices from the company. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting and in the case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned, to such persons as are under the Articles of the Company entitled to receive such notices from the Company.
9. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

10. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at the annual general meeting with the exception of the consideration of the accounts, balance sheets and the reports of the directors and auditors, the election of directors in the place of those retiring, the re-appointment of the retiring auditors, and the fixing of the remuneration of the auditors.
11. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business save as herein otherwise provided, three members present in person shall be a quorum.
12. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the time and place, or to such other day and at such other time and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
13. The chairman, if any, of the Directors shall preside as Chairman of every general meeting of the Company, or if there is no such chairman or if he is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to be chairman of the meeting.
14. If at any meeting no director is willing to act as chairman or if no Director is present within 15 minutes after the time appointed for holding the meeting the members present shall choose one of their number to be chairman of the meeting.
15. The chairman may with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of adjournment or of the business to be transacted at an adjourned meeting.
16. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
 - a) by the chairman; or
 - b) by at least three members present in person or by proxy
 - c) by any member or members present in person or by proxy and representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll is so demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the minutes of proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

17. Except as provided in Article 19, if a poll is duly demanded it shall be taken in such manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
18. Where there is an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
19. A poll demanded on the election of a chairman, or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
20. Subject to Section 141 of the Act, a resolution in writing signed by all the members for the time being entitled to attend and vote on such resolution at a general meeting (or being bodies corporate by their duly authorised representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held, and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act.

VOTES OF MEMBERS

21. Every member shall have one vote.
22. A member of unsound mind, or in respect of whom an Order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, guardian, or other person appointed by that court and any such committee, receiver, guardian or other person may vote by proxy on a show of hands or on a poll.
23. No member shall be entitled to vote at any general meeting unless all moneys immediately payable by him to the Company have been paid.
24. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes.

Any such objection and made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

- 25. Votes may be given either personally or by proxy.
- 26. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a body corporate, either under seal or under the hand of an officer or attorney duly authorised.
- 27. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office or at such other place in Ireland as is specified for that purpose in the notice convening the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- 28. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:-

THE IRISH ARCHITECTURAL ARCHIVE

I / We
of
in the County of
being a member of the above named Company hereby
appoint.....
of.....
or failing him
of
as my / our proxy to vote for me / us on my / our behalf at the (annual / extraordinary as the case may be) general meeting of the Company to be held on theday of20 and at any adjournment thereof.

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

Signed
this day of20

- 29. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 30. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or

revocation of the proxy or of the authority under which the proxy was executed, if no intimation in writing of such death, insanity or revocation as aforesaid is received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

BODIES CORPORATE ACTING BY REPRESENTATIVES AT MEETINGS

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

THE DIRECTORS

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

BORROWING POWERS

33. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt liability or obligation of the Company or any third party provided however that no financial borrowings are to be undertaken by the Company without the sanction of the Minister for Arts, Heritage, Gaeltacht and the Islands.

34. The Directors shall include the following:-

- (a) The Chairman of the Commissioners of Public Works or his/her appointee.
- (b) The President of the Royal Institute of the Architects of Ireland.
- (c) In addition to (a) and (b) above, the Minister for Department of Arts, Heritage and the Gaeltacht may appoint in a personal capacity, with the consent of the Directors, one person as Director for one three year term, renewable once.
- (d) In addition to the above up to nine other persons may be appointed as directors of the Company with the intention that their membership will enhance the competencies of the Board or further the objects of the Company. Such persons may be nominated by the Directors for election as Directors.

POWERS AND DUTIES OF THE DIRECTORS

35. The business of the Company shall be managed by the Directors who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company as are not by the Act or by these Articles required to be exercised 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 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.
36. The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
37. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be, by such person or persons and in such manner as the Directors shall from time to time by resolution determine.
38. The Directors shall cause minutes to be made in books provided for the purpose:-
- (a) of all appointments of officers made by the Directors;
 - (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
 - (c) of all resolutions and proceedings at all meetings of the Company and of the Directors and of committees of the Directors.

DISQUALIFICATION OF DIRECTORS

39. The office of Director shall be vacated if the Director:-
- (a) holds any other office or place of profit under the Company; or,
 - (b) is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally; or,

- (c) becomes prohibited from being a Director by reason of any Order made under Section 184 of the Act; or,
- (d) becomes of unsound mind; or,
- (e) resigns his office by notice in writing to the Company; or,
- (f) is convicted of an indictable offence unless the Directors otherwise determine; or,
- (g) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by Section 194 of the Act.

VOTING ON CONTRACTS

40. A Director may not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so his vote shall not be counted.

ROTATION OF DIRECTORS

- 41 (a) With effect from the Annual General Meeting (“AGM”) immediately following the adoption of this Article, and subject to the transitional arrangements outlined in Article 41(b i-iii) each director, except for those appointed under Article 34(a and b), shall serve for one three year term, the period to run from the date of the AGM at which they are elected as Director. The term for those appointed under Article 34(a and b) shall be co-terminus with their period as Chairman of the Commissioners of Public Works or President of the Royal Institute of the Architects of Ireland as the case may be and they shall automatically resign as a director of the Company upon no longer holding such position.
- (b) (i) At the AGM following the adoption of this Article the former ex-officio directors (i.e. the Director of the National Archives or his/her appointee, the Director of the National Library of Ireland or his/her appointee and the Chairperson of the Heritage Council or his/her appointee) and all ministerial appointees shall retire as shall one-third of the ordinary Directors, those retiring to be those who have been longest in office since the last election. As between persons who became directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. Should any of these Directors have served longer than three years they shall not be eligible for reappointment.
- (b) (ii) Remaining board members who have served three years or more shall be considered to have served one term and shall retire at the subsequent AGM to that referred to in Article 41(b) (i). Such directors may be reappointed subject to Articles 43 and 44.

(b) (iii) Remaining board members who have served less than three years shall be considered to have started their first term of office at the meeting at which this Article was adopted.

- 42 Save as otherwise provided herein, at the end of a three-year term a Director shall be eligible for reappointment as Director for one additional three year term.
- 43 A Director who immediately prior to retirement held the position of Chairman or Secretary of the Company shall be eligible for reappointment for one additional three year term provided they have not already served three such terms.
- 44 The Company at the meeting at which a Director retires in the manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Director shall, if offering himself for re-election be deemed to have been re-elected,
- unless at such meeting it is expressly resolved not to fill such vacated office or
 - unless the retiring Director is not immediately prior to retirement holding the position of Chairman or Secretary of the Company and was not appointed under Article 34(a) and has already served two three-year terms, or
 - unless the retiring Director, immediately prior to retirement having held the position of Chairman or Secretary of the Company, has already served three three-year terms or
 - unless a resolution for the re-election of such Director has been put to the meeting and lost.
45. No person other than a Director retiring at the meeting shall, unless recommended by the Directors, be eligible for election to the office of Director at any general meeting unless, not less than 3 nor more than 21 days before the date appointed for the meeting , there has been left at the office notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.
46. The Company may from time to time by ordinary resolution increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office.
47. The Directors shall have power at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles . Any Director so appointed shall hold office only until the next annual general meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.
48. The Company may by ordinary resolution of which extended notice has been given in accordance with Section 142 of the Act remove any Director before the expiration of his period of office, notwithstanding anything in these Articles or in any agreement between the Company and such Director.

49. The Company may by ordinary resolution appoint another person in place of a Director removed from office under Article 48.

Without prejudice to the powers of the Directors under Article 47, the Company in general meeting may appoint any person to be a Director, either to fill a casual vacancy or as an additional Director. A person appointed in place of a Director so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

PROCEEDINGS OF THE DIRECTORS

50. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the chairman shall have a second or casting vote. A Director may, and the secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. If the Directors so resolve it shall not be necessary to give notice of a meeting to any Director who being resident in Ireland is for the time being absent from Ireland.
51. The quorum necessary for the transaction of business of the Directors shall be four Directors.
52. The continuing Directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of the Directors the continuing Directors may act for the purpose of increasing the number of Directors to the number or of summoning a general meeting of the Company but for no other purpose.
53. The Directors may elect a chairman of their meeting and determine the period for which he is to hold office; but, if no such chairman is elected or if at any meeting the chairman is not present within 15 minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting.
54. The Directors may from time to time by agreement of a majority of them appoint individuals to the office of Honorary Presidents of the Company for such period and on such terms as the directors think fit and if no period or terms are fixed the Honorary Presidents shall comply with such directions as may be given to them by the directors from time to time. The appointment may be revoked at any time. The Honorary Presidents may be invited to attend Directors' Meetings but will not be entitled to vote thereat. The Honorary Presidents need not be members of the Company.
55. The Directors may delegate any of their powers to committees consisting of such person or persons as the Directors shall think fit; any committee so formed shall,

in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.

56. A committee may elect a chairman of its meeting; if no such chairman is elected, or if at any meeting the chairman is not present within 5 minutes after the time appointed for holding the same the members present may choose one of their number to be chairman of the meeting.
57. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and when there is an equality of votes, the chairman shall have a second or casting vote.
58. All acts done by any meeting of the Directors or of a committee of the Directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
59. A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors shall be as valid as if it had been passed at a meeting of the Directors duly convened and held.
60. The secretary shall be appointed by the Director for such term and at such remuneration and upon such conditions as they may think fit and any secretary so appointed may be removed by them.
61. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the secretary.

DISPUTES

62. The Company will accept the decision of the Minister for Arts, Heritage, Gaeltacht and the Islands in the event of a dispute between it and a cultural institution under the aegis of the said Minister over the issue of an acquisition.

THE SEAL

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

ACCOUNTS

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

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

65. The books of account shall be kept at the office or, subject to Section 147 of the Act, at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the Directors.
66. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors and no member (not being a Director) shall have any right of inspecting any account or book or document of the Directors except as conferred by statute or authorised by the Directors or by the Company in general meeting
67. The Directors shall from time to time in accordance with Section 148, 150, 157 and 158 of the Act cause to be prepared and to be laid before the annual general meeting of the Company such profit and loss accounts, balance sheets, group accounts and reports as are required by those Sections to be prepared and laid before the annual general meeting of the Company.
68. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the annual general meeting of the Company together with a copy of the Director's report and auditors' report shall, not less than 21 days' before the date of the annual general meeting be sent to every person entitled under the provisions of the Act to receive them.
69. The Directors will at any time allow a person appointed by the Minister for Arts, Heritage, Gaeltacht and the Islands or the Minister for the Environment and Local Government or the Commissioners of Public Works to have the right to seek estimates of Company income and expenditure, together with such supporting documentation as may be required, for whatever periods may be specified and also to grant to such a person the right to inspect the books, accounts and other records of the Company.

AUDIT

70. Auditors shall be appointed and their duties regulated in accordance with Sections 160 and 163 of the Act.

NOTICES

71. A notice may be given by the Company to any member either personally or by sending it by post to him to his registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted and in every other case at the time at which the letter would be delivered in the ordinary course of post.
72. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-
- (a) every member;
 - (b) every person being a personal representative or the official assignee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
 - (c) the auditor for the time being of the Company.

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

73. Upon the winding up of the Company the provisions of Clause 8 of the Memorandum of Association shall have effect and be observed as if the same were repeated herein.