

**COMPANIES ACT, 2014**

**CONSTITUTION**

**OF**

**THE MILL THEATRE MANAGEMENT COMPANY LIMITED BY GUARANTEE**

As adopted by Special Resolution dated 20 December, 2016

***Company Number:*** 413655

***Charity Number:*** CH17019

***Charities Regulatory Authority Reference Number:*** 20062552

***Registered Office:-***

Civic Square,  
Dundrum Town Centre,  
Sandyford Road,  
Dublin D16 C5X6

## MEMORANDUM OF ASSOCIATION

### NAME

1. The name of the Company is **THE MILL THEATRE MANAGEMENT COMPANY LIMITED BY GUARANTEE** (the “Company”).

### COMPANY TYPE

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

### MAIN OBJECTS

3. The Main Objects for which the Company is established are:
  - 3.1 To manage and operate the Mill Theatre for the benefit of the public generally.
  - 3.2 In particular, to advance the education of the general public by promoting, fostering and encouraging cultural and artistic activities including performances of drama, musical compositions, arts, poetry reading, music, festivals and dance.

### SUBSIDIARY OBJECTS

4. As objects incidental and ancillary to the attainment of the Main Objects, the Company shall have the following subsidiary objects:
  - 4.1 To develop a national centre of excellence for amateur and community theatre, particularly those activities concerned with theatre training, library and archival collections, festivals, exhibitions and performances;
  - 4.2 To promote civic pride in the country, in the county of Dun Laoghaire Rathdown and in the Dundrum Town Centre in all areas of artistic and cultural activity particularly those activities concerned with the practice of theatre, drama, arts, music and other cultural events;

and the doing of all such other things as are incidental or conducive to the attainment of the above objects.

### POWERS

5. 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 Objects and which powers may only be exercised in promoting the main

object. Any income generated by the exercise of these powers is to be applied to the promotion of the Main Objects.

- 5.1 To operate a theatre and to carry on a business as proprietors, operators, promoters, producers, directors, performers, actors, editors and agents for all forms of theatrical productions and performances, and to act as financiers of all forms of stage, theatre, film, video and television productions and all forms of public entertainment and to act as owners, letters and hirers of theatres, audition rooms, rehearsal rooms and to permit any of the Company's premises to be used for all or any of such purposes of for such purposes as may be deemed to be incidental to the Company's main objects.
- 5.2 To provide amenities and facilities including the preservation development and maintenance of amenities and the carrying out of works of local improvement in the administrative area of Dun Laoghaire Rathdown County Council.
- 5.3 To develop and maintain an awareness of the Mill Theatre's responsibilities to its stakeholders which will include audiences, the amateur and community sector, the town centre development, the funding agencies, artists, arts and cultural groups, paid staff and voluntary staff, the community in general and any creditors and sponsors.
- 5.4 To develop the policies of the Mill Theatre and to formalize strategies and plans to achieve such policies.
- 5.5 To hold a Music and Singing Licence, Public Dance Licence, Theatre Licence, Excise Licence or any other licence required for the successful operation of the theatre.
- 5.6 To retail food and drink on the Company's premises.
- 5.7 To promote and further the main objects, purposes and aims of the Company by such means as may be deemed expedient including, where appropriate, conferences, public or private meetings, discussions, publications or lobbying on behalf of the Mill Theatre.
- 5.8 To adopt such means of making known the products and/or services of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and via the internet and by granting prizes, rewards and donations.
- 5.9 To apply, petition for or promote any Act of the Oireachtas or other legislation relating directly to the advancement of the Main Object.
- 5.10 To make application on behalf of the Company to any authority, whether governmental, local, philanthropic or otherwise, for financial funding of any kind.

- 5.11** To fundraise, issue appeals, solicit, receive and hold donations, subscription, gifts, and bequests of all kinds for any charitable purpose.
- 5.12** To insure any or all of the Directors against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, provided he or she acted in good faith and in the performance of his or her functions as charity trustee (as defined in the Charities Act, 2009).
- 5.13** To acquire by purchase, exchange, lease, fee farm grant or otherwise, either for an estate in fee simple or for any less estate or interest, whether immediately or reversionary, and whether vested or contingent: any lands, tenements or hereditaments of any tenure, whether subject or not to any charges or encumbrances and to hold and farm and work or manage or to sell, let, alienate, mortgage, lease or charge land, house property, shops, flats, maisonettes, reversions, interests, annuities, life policies and any other property real or personal, movable or immovable, either absolutely or conditionally and either subject to or not to any mortgage, charge, ground rent or other rents or encumbrances and to pay for any lands, tenements, hereditaments or assets acquired by the Company in cash or debentures or obligations of the Company, whether fully paid or otherwise, or in any other manner.
- 5.14** To acquire, erect, build or reconstruct, rent or purchase, sell, let, exchange, alienate, mortgage, charge or otherwise deal with or develop cinematograph theatres, film producing studios, music halls, theatres, picture palaces and other places of exhibition generally, and any other property, real or personal, moveable or immovable, either absolutely or conditionally, and either subject or not to any mortgage, ground rent or other rents or encumbrances.
- 5.15** To purchase, hire or otherwise acquire any photographic and other apparatus in connection with cinematograph shows and exhibitions, and radio and television, and to manufacture films and other appliances and machines in connection with mechanical reproduction or transmission of pictures, movement, music and sounds, and to organize and conduct theatrical productions of all kinds.
- 5.16** To furnish and provide the Company's property with such furniture implements, machinery and conveniences as the Company may think desirable.
- 5.17** To act as trustees of any property real or personal for any of the main objects of the Company, or for any other purpose that may seem conducive to the main objects of the Company.
- 5.18** To insure the property of the Company against any foreseeable risk in its full value and take out other insurance policies to protect the Company when required.

- 5.19** To raise or borrow money, and to secure the payment of money by the issue of or upon debentures or debenture stock, perpetual, terminable or otherwise, or bonds or other obligations, charged or not charged upon, or by mortgage, charge, hypothecation, lien or pledge of the whole or any part of the undertaking, property, assets and rights of the Company, both present and future, and generally in such other manner and on such terms as may seem expedient, and to issue any of the Company's securities, for such consideration and on such terms as may be thought fit, including the power to pay interest on any money so raised or borrowed: and also by a similar mortgage, charge, hypothecation, lien or pledge, to secure and guarantee the performance by the Company of any obligation or liability it may undertake, and to redeem or pay off any such securities.
- 5.20** To create, maintain, invest and deal with any reserves, property or sinking funds for redemption of obligations of the Company, or for depreciation of works or stock, or any other purpose to advance the main objects of the Company.
- 5.21** To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) of the Company, or all such methods, the performance of the obligations of and the repayment or payment of the principle amounts and interest of any person, firm or company or the dividends or interest of any securities, including (without prejudice to the generality of the foregoing) any company which is the Company's holding company or a subsidiary or associated company.
- 5.22** To make, draw, accept, endorse, issue, discount, and otherwise deal with promissory notes, bills of exchange, cheques, letters of credit, circular notes and other mercantile instruments.
- 5.23** To purchase or otherwise acquire and carry on the whole or any part of the business property, goodwill and assets of any company carrying on or proposing to carry on any business which the Company is authorised to carry on or which can be conveniently carried on in connection with the same, or may seem calculated directly or indirectly to benefit the Company, or possessed of property suitable for the purposes of the Company, and as part of the consideration for any of the acts or things aforesaid or property acquired to undertake all or any of the liabilities of such company or to acquire an interest therein, amalgamated with or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition or for mutual assistance with any such company and to give, issue or accept cash or any shares, debentures or other securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received.
- 5.24** To promote any company for the purpose of acquiring all or any of the property or liabilities of the Company, or if undertaking any business or operations which may appear likely to assist or benefit the Company or

to enhance the value of or render more profitable any property, assets or business of the Company, or for any other purpose which may see directly or indirectly calculated to benefit the Company.

- 5.25** To promote, establish, co-operate with, become a member of or assist by advice or by grant of loans, donations or gifts or otherwise, any association, institution or body whatsoever and whether established or incorporated in Ireland or elsewhere, having main objects or purposes wholly or partially similar to those of the Company.
- 5.26** To accumulate capital for any purposes of the Company, and to appropriate any of the Company's assets to specific purposes, either conditionally or unconditionally. Prior permission to be obtained from the Revenue Commissioners where it is intended to accumulate funds for a period in excess of two (2) years.
- 5.27** To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, or company that may seem conducive to the Company's main objects, and to obtain from any such government authority or company, any charters, contracts, decrees, rights, privileges and concessions and to carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges and concessions. In particular to co-operate with the Minister for Arts and The Arts Council, its successors and assigns and all other necessary parties on plans to provide facilities and opportunities for the organization of the artistic and cultural events and to maintain a centre for the holding of workshops, exhibitions, conferences and performances of all kinds, notable theatrical performances on the Company's premises.
- 5.28** To enter into agreements with authors, agents, or other persons for the dramatic, cinematographic or performing or other rights of operas, plays, films, film scenarios, revues, ballets, pantomimes, spectacular pieces, musical compositions, and other dramatic and cinematographic performances or for the production, representation or performance thereof either in Ireland or elsewhere in any part of the world and either into engagements of all kinds with artists and other persons.
- 5.29** To apply for, purchase or otherwise acquire any patents, brevets d'invention, licences, concessions and the like conferring any exclusive or non-exclusive or limited rights to use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired.
- 5.30** To appoint suitable and necessary staff to run the Mill Theatre and to engage and pay any person or person whether on a full time or part time basis or whether as a consultant or employee to supervise, organize, carry on the work of and advise the Company and, subject to

the provisions of Clause **5.31** hereof, to make reasonable and necessary provisions for the payment of pensions and retirement benefits to or on behalf of employees or former employees and their spouses and other dependents.

- 5.31** 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 an occupational pension scheme and provided that such occupational 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 occupational 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.
- 5.32** To promote freedom of contact and to resist, insure against, counteract and discourage interference therewith to join any lawful federation, union, association or party and to contribute to the funds thereof, or do any other lawful act or thing with a view to preventing or resisting directly or indirectly any interruption of or interference with the Company or any other trade or business or providing or safeguarding against the same, or resisting or opposing any strike movement or organisation which may be thought detrimental to the interest of the Company or its employees and to subscribe to any association or fund for any such purposes.
- 5.33** To procure the Company to be registered or recognised in any foreign country, colony, dependency or place.
- 5.34** To pay all or any expenses of, incidental to or incurred in connection with the formation and incorporation of the Company and the raising of its loan capital, or to contract with any person or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any debentures or securities of the Company.
- 5.35** To amalgamate with any other companies, institutions, societies or associations which shall be charitable by law and have objects similar to the main objects of the Company and which shall prohibit the distribution of its or their income and property amongst its members to an extent at least as great as is imposed on the Company under or by virtue of Clause **6** hereof.
- 5.36** To establish and maintain links with international and national organisations having similar objectives.

- 5.37** To apply for, acquire, hold or become the registered proprietor of, in the name of the Company any licence, copyright or trademark and any other form of intellectual property, which the Company shall require or consider desirable to acquire to give effect to the foregoing.
- 5.38** To do all or any of the above things on any part of the world, and as principals, agents, contractors, trustees or otherwise, and either by or through trustees, agents, sub-contractors or otherwise and either alone in partnership or conjunction with any person or company, and to contract for the carrying on of any operation connected with the Company's main objects by any person or company.
- 5.39** To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to the general business of the Company or further any of its main objects or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property, rights or interests.

**PROVIDED THAT**

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

And it is hereby declared that in the construction of this Clause, the word "company", except where used in reference to this Company, shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated and whether domiciled in Ireland or elsewhere, and words denoting the singular number only shall include the plural number and vice versa.

**INCOME AND PROPERTY**

- 6.1** The income and property of the Company shall be applied solely towards the promotion of its main objects as set forth in this Constitution. No portion of the Company's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Company. No Director shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company. However nothing shall prevent any payment in good faith by the Company of:
- 6.1.1** reasonable and proper remuneration to any member or servant of the Company (not being a Director) for any services rendered to the Company;

- 6.1.2** interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by Directors or other members of the Company to the Company;
  - 6.1.3** reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Company;
  - 6.1.4** fees, remuneration or other benefit in money or money's worth to any company of which a Director may be a member holding not more than one hundredth part of the issued capital of such company.
- 6.2** Nothing shall prevent any payment by the Company to a person pursuant to an agreement entered into in compliance with Section 89 of the Charities Act, 2009 (as for the time being amended, extended or replaced).

### **ADDITIONS, ALTERATIONS OR AMENDMENTS**

- 7.** The Company must ensure that the Charities Regulator has a copy of its most recent Constitution. If it is proposed to make an amendment to the Constitution of the Company which requires the prior approval of the Charities Regulator, advance notice in writing of the proposed changes must be given to the Charities Regulator for approval, and the amendment shall not take effect until such approval is received.

### **WINDING UP**

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

### **LIMITED LIABILITY**

- 9.** The liability of the members is limited.

## **UNDERTAKING TO CONTRIBUTE**

- 10.** Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year afterwards, for
  - 10.1** payment of debts and liabilities of the Company contracted before he ceases to be a member and the costs, charges and expenses of winding up and
  - 10.2** the adjustment of the rights of the contributories among themselvessuch amount as may be required not exceeding One Euro.

## **KEEPING ACCOUNTS**

- 11** Annual audited accounts shall be kept and made available to the Charities Regulator on request.

## ARTICLES OF ASSOCIATION

### PRELIMINARY

1. In these Articles, unless there is something in the subject or context inconsistent herewith:

The "**Act**" means the Companies Act, 2014.

The "**Company**" means the above named Company.

The "**Directors**" means the members for the time being of the board of directors of the Company and "Director" shall be construed accordingly.

The "**Secretary**" means any person appointed to perform the duties of the Secretary of the Company.

The "**Seal**" means the Common Seal of the Company.

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 visible form.

2. The provisions of the *Companies Act, 2014* are adopted, save for the following variations:

### MEMBERS

3. The number of members with which the Company proposes to be registered is 25 but the Directors may from time to time register an increase of members.
4. The subscribers to the Constitution and such other persons as the Directors shall admit to membership shall be members of the Company.
5. The Directors may from time to time determine the terms and conditions on which persons shall be admitted to membership of the Company and the classes (if more than one) of members and the privileges, rights and obligations of the member of each such class.
6. A member of the Company shall cease to be a member:
  - 6.1 If he resigns as a member by notice in writing sent to the Secretary at the Office;
  - 6.2 If he shall be in default for a period of three months in the payment of any subscription or other contribution payable by him to the Company;

- 6.3 On his death;
  - 6.4 If he should be expelled from membership in accordance with the provisions of Articles 7 and 8;
  - 6.5 If he ceases to be a holder of an office whereby he was a member by virtue of that holding that office.
7. The Directors shall, subject to the provisions of Article 8, have power by resolution approved by not less than two thirds of the Directors present and voting at a meeting specially convened for the purpose, to expel from membership of the Company, any member who refuses or wilfully neglects to comply with any of these Articles (or regulations or bye laws) or who have been guilty of such conduct as in the opinion of the Directors either has rendered him unfit to remain a member or whose continued membership would be injurious to the Company or where the Directors consider that expulsion would be in the best interest of the Company.
  8. A member whose expulsion is to be taken into consideration by the Directors under the provision of Article 7 shall receive not less than fourteen days' notice in writing of such proposed expulsion and short particulars of the grounds thereof and upon his giving notice in writing to the Secretary of his intention to appear shall be heard by the Directors either in person or through his duly authorised agent but shall not be present at the voting or take further part in the proceedings otherwise than as the Directors shall permit. Alternatively or in addition he may submit a written statement which shall be taken into consideration by the Directors.
  9. A former member of the Company shall remain liable for all subscriptions (if any) and contributions due or imposed on him up to the date on which he shall cease to be a member and for any sums due by him under Clause 6 of the Memorandum of Association of the Company and shall forfeit all claim to a return of any money paid by him to the Company on his admission as a member or by way of subscription or otherwise.
  10. Every member shall be bound to further to the best interests of the Company and shall observe all bye laws of the Company.

## **RIGHTS OF MEMBERS**

11. The rights and privileges of a member as such shall be personal and accordingly shall not be transferable and shall cease on his/her death.
12. The Directors shall be entitled from time to time to determine any Annual Subscription to be payable by any member of the Company. Such subscription shall be payable in advance on the 1<sup>st</sup> day of January in each year. A person becoming a member of the Company, after the first day of January in any year may be required by the Directors to pay the entire Annual Subscription in respect of that year. In the event that any member shall cease to be a member prior to the 31<sup>st</sup> day of December in any year that member shall not be entitled to any rebate of his Annual Subscription

paid for that year. The terms and conditions attaching to Life Subscriptions shall be determined by the Directors in their absolute discretion from time to time.

## GENERAL MEETINGS

13. All general meetings of the Company shall be held in the State.
14. The Company shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Directors and shall specify the meeting as such in the notices calling it provided that every annual general meeting except the first shall be held not more than fifteen months after the holding of the last preceding annual general meeting and that so long as the Company holds its first annual general meeting within eighteen months of the date of incorporation, it need not hold it in the year of its incorporation.
15. All general meetings other than annual general meetings shall be known as extraordinary general meetings.
16. Directors may, whenever they think fit, convene an extraordinary general meeting.
17. If, at any time, there are not sufficient directors capable of acting to form a quorum, any Director of the Company or any member of it 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.
18. The Directors of the Company shall, on the requisition of one or more members holding, or together holding, at the date of the deposit of the requisition, not less than 10% of the total voting rights of all the members having, at the date of the deposit, the right to vote at general meetings of the Company, forthwith proceed duly to convene an extraordinary general meeting of the Company.
19. The requisition shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the registered office of the Company and may consist of several documents in like form each signed by one or more requisitionists.
20. If the Directors do not within 21 days after the date of the deposit of the requisition proceed duly to convene a meeting to be held within 2 months after that date (the "requisition date"), the requisitionists, or any of them representing more than 50% of the total voting rights of all of them, may themselves convene a meeting but any meeting so convened shall not be held after the expiration of 3 months after the requisition date.
21. Any reasonable expenses incurred by the requisitionists by reason of the failure of directors duly to convene a meeting shall be repaid to the requisitionists by the Company and any sum so repaid shall be retained by the Company out of any sums due or to become due from the Company by

way of fees or other remuneration in respect of their services to such of the Directors as were in default.

22. For the purposes of Article 18 the Directors shall, in the case of a meeting at which a resolution is to be proposed as a special resolution, be deemed not to have duly convened a meeting if they do not give such notice of it as is required by Section 181 of the Act.
23. A meeting convened under Article 20 shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by directors.
24. The chairperson of the board of directors shall preside as chairperson at every general meeting of the Company, or if there is no such chairperson, or 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.
25. If at any meeting no director is willing to act as chairperson 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 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. However, 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 but, subject to that, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
27. Unless a poll is demanded in accordance with Article 44, at any general meeting:
  - 27.1 a resolution put to the vote of the meeting shall be decided on a show of hands; and
  - 27.2 a declaration by the chairperson 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 the 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.
28. Where there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
29. Subject to Section 193 of the Act (as modified by Section 1208 of the Act) a

resolution in writing signed by all the members of the Company for the time being entitled to attend and vote on such resolution at a general meeting (or being bodies corporate by their duly appointed 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. Any such resolution in writing may consist of several documents in like form each signed by one or more members. It shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign, and, where the resolution states a date as being the date of his or her signature thereof by any member, this statement shall be prima facie evidence that it was signed by him or her on that date.

## **NOTICE OF GENERAL MEETINGS**

- 30.** A meeting of the Company, other than an adjourned meeting, shall be called:
- 30.1** in the case of the annual general meeting or an extraordinary general meeting for the passing of a special resolution, by not less than 21 days' notice;
  - 30.2** in the case of any other extraordinary general meeting, by not less than 7 days' notice.
- 31.** A meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in Article 30, be deemed to have been duly called if it is so agreed by:
- 31.1** all the members entitled to attend and vote at the meeting; and
  - 31.2** unless no statutory auditors of the Company stand appointed in consequence of the Company availing itself of the audit exemption, the statutory auditors of the Company.
- 32.** Where notice of a meeting is given by posting it by ordinary prepaid post to the registered address of a member, then, for the purposes of any issue as to whether the correct period of notice for that meeting has been given, the giving of the notice shall be deemed to have been effected on the expiration of 24 hours following posting.
- 33.** In determining whether the correct period of notice has been given by a notice of a meeting, neither the day on which the notice is served nor the day of the meeting for which it is given shall be counted.
- 34.** The notice of a meeting shall specify:
- 34.1** the place, date and time of the meeting;
  - 34.2** the general nature of the business to be transacted at the meeting;
  - 34.3** in the case of a proposed special resolution, the text or substance of that proposed special resolution; and

**34.4** with reasonable prominence a statement that:

**34.4.1** a member entitled to attend and vote is entitled to appoint a proxy using the form set out in Section 184 of the Act or, where that is allowed, one or more proxies, to attend, speak and vote instead of him or her;

**34.4.2** a proxy need not be a member;

**34.4.3** the time by which the proxy must be received at the Company's registered office or some other place within the State as is specified in the statement for that purpose.

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

## **VOTES OF MEMBERS**

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

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

**38.** Votes may be given either personally or by proxy. Where there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

## **PROXIES**

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

**40.** The instrument appointing a proxy (the "Instrument of Proxy") shall be in writing –

**40.1** under the hand of the appointer or of his or her attorney duly authorised in writing; or

**40.2** if the appointer is a body corporate, either under seal of the body corporate or under the hand of an officer or attorney of it duly authorised in writing.

41. The Instrument of 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 registered office of the Company or at such other place within the State as is specified for that purpose in the notice convening the meeting, and shall be deposited not later than the following time:-
- 41.1 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- 41.2 in the case of a poll, 48 hours before the time appointed for the taking of the poll.
42. The depositing of the Instrument of Proxy may, rather than its being effected by sending or delivering the instrument, be effected by communicating the instrument to the Company by electronic means (as defined in Section 2 of the Act) and this Article likewise applies to the depositing of anything else referred to in the preceding Article.
43. An instrument appointing a proxy shall be in the following form or a form as near to it as circumstances permit –

**THE DUNDRUM THEATRE MANAGEMENT COMPANY LIMITED BY  
GUARANTEE (the “Company”)**

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

The proxy is to vote as follows:-

Voting instructions to proxy

(Choice to be marked with an “X”)

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

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

Signature of Member.....

Dated [date] .....

**VOTING ON A POLL**

- 44. At a meeting, a poll may be demanded in relation to a matter (whether before or on the declaration of the result of the show of hands in relation to it).
- 45. A demand for a poll may be made by:
  - 45.1 the chairperson of the meeting;
  - 45.2 at least three members present in person or by proxy;
  - 45.3 any member or members present in person or by proxy and representing not less than 10% of the total voting rights of all the members of the Company concerned having the right to vote at the meeting.
- 46. A demand for such a poll may be withdrawn by the person or persons who have made the demand. Subject to Article 45, if a poll is demanded it shall be taken in such manner as the chairperson of the meeting directs, and the result of the poll shall be deemed to be the resolution, in relation to the matter concerned, of the meeting at which the poll was demanded.
- 47. A poll demanded with regard to the election of a chairperson or on a question of adjournment shall be taken forthwith.
- 48. A poll demanded on any other question shall be taken at such time as the chairperson of the meeting directs, and any business other than that on which a poll is demanded may be proceeded with pending the taking of the poll.
- 49. The instrument appointing a proxy to vote at a meeting of the Company shall be deemed also to confer authority to demand or join in demanding a poll, and for the purposes of Articles 45 and 46, a demand by a person as proxy for a member shall be the same as a demand by the member.
- 50. On a poll taken at a meeting of the Company or a meeting of any class of members of the Company, a member, whether present in person or by proxy, entitled to more than one vote need not, if he or she votes:-
  - 50.1 use all his or her votes; or
  - 50.2 cast all the votes he or she uses in the same way.

## DIRECTORS

51. The number of Directors shall not be less than three or more than twelve. No person shall be qualified to be a Director unless he shall be a member of the Company entitled to attend and vote at general meetings of the Company, subject to Articles 52, 53 and 54 hereof. A minimum of three Directors shall be not related and must be independent of each other.
52. A majority of the Elected Members of the Dun Laoghaire Rathdown County Council shall have the right to nominate two Elected Members as ex officio Directors of the Company. Upon such nomination, the Elected Member shall be appointed for a period of two years subject to continuing to be an Elected Member of the Dun Laoghaire Rathdown County Council.
53. The Minister for Arts shall have the right to nominate a representative to the Board of Directors.
54. As the resource organisation for amateur drama, The Drama League of Ireland shall have the right to nominate an executive member as an ex officio Director of the Company. Upon such nomination, the nominee shall be appointed for a period of three years, subject to continuing to be an executive member of The Drama League of Ireland.
55. If a retiring Director is a nominee of any Government Department, the Minister shall have the right to fill the vacated office by nominating a person in the place of the retiring Director.
56. No remuneration shall be payable to the Directors. Directors may be paid all such reasonable expenses as may be properly incurred in their attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Company or in connection with the affairs of the Company provided same are properly vouched.
57. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be four, provided four persons are present personally or by electronic conference means. A meeting of the Directors at which a quorum is present shall be competent to exercise all powers and discretion for the time being exercisable by the Directors.
58. 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, not being inconsistent with the aforesaid provisions, as the Company in general meeting may (by special resolution) give. No such 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.

59. Without prejudice to Section 40 of the Act, the Directors may delegate any of their powers to such person or persons as they think fit, including committees; any such committee shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.
60. 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.
61. The Company shall cause minutes to be entered in books kept for the purpose:-
  - 61.1 of all appointments of officers made by the Directors;
  - 61.2 of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
  - 61.3 of all resolutions and proceedings at all meetings of the Company and, of the Directors and of committees of the Directors.

#### **POWERS OF ATTORNEY**

62. The Company may empower any person, either generally or in respect of any specified matters, as its attorney, to execute deeds or do any other matter on its behalf in any place whether inside or outside the State. A deed signed by such attorney on behalf of the Company shall bind the Company and have the same effect as if it were under its common seal.

#### **ROTATION OF DIRECTORS**

63. In addition to the circumstances set out in Section 148(2) of the Act, the office of Director shall be vacated if a Director ceases to be qualified for the position of charity trustee under Section 55 of the Charities Act, 2009.
64. At the first Annual General Meeting of the Company, all the Directors shall retire from office and at the Annual General Meeting in every subsequent year, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.
65. The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
66. A retiring Director shall be eligible for re-election.
67. The Company, at a meeting at which a Director retires in manner aforesaid, may fill the vacated office by electing a person thereto, and in default of the Company doing so, the retiring Director shall, if offering himself for re-election,

be deemed to have been re-elected, unless

- 67.1** at such meeting it is expressly resolved not to fill such vacated office;  
or
- 67.2** a resolution for the re-election of such Director has been put to the meeting and lost.
- 68.** 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 three nor more than twenty one days before the date appointed for the meeting, there has been left at the Company's registered office

  - 68.1** 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 a person for election, and
  - 68.2** notice in writing signed by the person concerned of his willingness to be elected.
- 69.** The Company may from time to time by ordinary resolution increase or reduce the number of Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles and may also determine in what rotation the increased or reduced number is to go out of office.
- 70.** The Directors may at any time appoint any person to be a Director of the Company, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors of the Company shall not at any time exceed the number, if any, provided for in 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 members who are to retire by rotation at such meeting.
- 71.** The Company may by ordinary resolution of which extended notice has been given in accordance with Section 146 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. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the Company.
- 72.** The Company may by ordinary resolution appoint another person in place of a Director removed from office under Article 75. Without prejudice to the powers of the Directors under Article 74, the Company in general meeting may appoint any person to be a Director, either to fill a casual vacancy or as an additional Director. A person appointed in place of a Director so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

## PROCEEDINGS OF DIRECTORS

73. The Directors may meet together for the dispatch 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. In case of equality of votes the chairperson shall have a second or casting vote.
74. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. If the Directors so resolve it shall not be necessary to give notice of a meeting of Directors to any Director who, being resident in the State, is for the time being absent from the State.
75. A meeting of the Directors or of a committee established by the Directors 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 and –
- 75.1 a Director or member of the committee taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly; and
- 75.2 such a meeting shall be deemed to take place
- 75.2.1 where the largest group of those participating in the conference is assembled;
- 75.2.2 if there is no such group, where the chairperson of the meeting then is;
- 75.2.3 if neither sub-paragraph 75.2.1 or 75.2.2 applies, in such location as the meeting itself decides.
76. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be four (4). A meeting of the Directors at which a quorum is present shall be competent to exercise all powers and discretion for the time being exercisable by the Directors.
77. 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 Act as the necessary quorum of Directors, the continuing Directors or director may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company, but for no other purpose.
78. If at any meeting the chairperson is not present within 15 minutes after the time appointed for holding it, the Directors present may choose one of their number to be chairperson of the meeting.
79. The Directors may delegate any of its powers to Committees consisting of

such member or members of the Directors and such other persons as they think fit, and any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Directors.

80. The Directors may appoint the chairperson of any Committee; if no such chairperson is elected, or if at any meeting of a Committee the chairperson is not present within fifteen 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. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members of the committee present, and when there is an equality of votes, the chairperson shall have a second or casting vote.
82. All acts done by any meeting of the Directors or by any person acting as a member of the Directors or any Committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such person acting as aforesaid, or that he or any of the Directors was disqualified, be as valid as if every such person had been duly appointed.
83. 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. Any such resolution in writing may consist of several documents in the like form, each signed by one or more of the Directors and for all purposes shall take effect from the time when it was signed by the last director.

## **SECRETARY**

84. The Secretary shall be appointed by the Directors for such term and at such remuneration (if any) and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.
85. 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.

## **SEAL**

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

## ACCOUNTS

87. The Directors shall cause adequate accounting records to be kept. Adequate accounting records shall be deemed to have been maintained if they comply with Section 282(1) to 282(3) of the Act and 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.
88. The accounting records shall be kept at the registered office or, subject to Section 283 of the Act, at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the officers of the Company and by other persons entitled pursuant to the Act.
89. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the financial statements and accounting records of the Company or any of them shall be open to the inspection of its members not being Directors. No member (not being a Director) shall have any right of inspecting any financial statement or accounting record of the Company except as conferred by statute, this Constitution or authorised by the Directors or by the Company in general meeting.
90. The Directors shall in accordance with the Act cause to be prepared and to be laid before the annual general meeting of the Company the statutory financial statements of the Company, the Directors' report in relation to it and the statutory auditor's report on those financial statements and Directors' report as are required by the Act to be prepared and laid before the annual general meeting of the Company.
91. A copy of the statutory financial statements of the Company, the Directors' report in relation to it and that statutory auditor's report on those financial statements and Directors' report shall, not less than twenty one days before the date of the annual general meeting, be sent to every person entitled under Section 338(1) of the Act to receive them.

## AUDIT

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

## NOTICES

93. A notice may be given by the Company to any member either personally or by sending it by post or electronic means (as defined in Section 2(1) of the Act) to the member at his or her registered address or email address (or, if not so registered, then to the address or email address of the member last known to the Company). Section 218(5) of the Act shall apply.

WE, the several persons whose name and addresses are subscribed, wish to be formed into a Company in pursuance of this constitution.

**NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS**

Karen Carleton, *Chairman, Drama League of Ireland*  
37 Dun Emer Drive, Dundrum, Dublin 16

Lorcan Cosgrave, *Sound Engineer*  
48 Ludford Drive, Ballinteer, Dublin 16

Myles Dungan, *Writer & Broadcaster*  
13 Sorrell Hall, Ticknock Hill, Sandyford, Dublin 18

Maria King, *Restaurateur*  
The Studio Café, Rathfarnham Village, Dublin 16

Pat Kinsley, *Managing Director*  
6 Greenmount Road, Terenure, Dublin 6

Mary Mullen, *Chartered Secretary*  
24 Glenbourne Green, Leopardstown Valley, Dublin 18

Tony McGettigan, *Business Systems Consultant*  
4 Dun Emer Drive, Dundrum, Dublin 16

Joe McPartlin, *Scientist*  
48 Lakelands Avenue, Stillorgan, Co. Dublin

Gary Wall, *I.T. Specialist*  
12 Castle Court, Dundrum, Dublin 14

Dated this 9<sup>th</sup> day of January, 2006

Witness to the above Signatures:-

James Reilly, 88 Harcourt Street, Dublin 2