

COMPANIES ACTS, 1963 TO 1990

*Company Limited by Guarantee and
not having a Share Capital*

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
*IRISH MUSEUM OF MODERN ART COMPANY***

COMPANIES ACTS, 1963 TO 1990

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MEMORANDUM OF ASSOCIATION

OF

IRISH MUSEUM OF MODERN ART COMPANY

1. The name of the Company is **IRISH MUSEUM OF MODERN ART COMPANY.**
2. The main objects for which the Company is established are:-
 - (i) To develop and promote the practice of art , sculpture and design and in the fine arts and applied arts generally and to promote the Irish Museum of Modern Art (formerly known as the Royal Hospital Kilmainham) as an educational centre for the arts.
 - (ii) To develop and promote the Royal Hospital Kilmainham, as a major cultural and artistic centre (the Centre) and to establish therein a gallery of modern art to be called the Irish Museum of Modern Art subject to the right of the Minister for Arts, Culture and the Gaeltacht to determine and to so advise the Company that accommodation in the centre must be reserved for exhibition in its own right, and for State Protocol functions.
 - (ii) To provide on a fee basis, but free of charge if appropriate, facilities for cultural and artistic exhibitions, performances, displays, demonstrations, conferences, lectures, tours, visits, functions and related activities and to engage in the promotion of such cultural and artistic activities.

3. In furtherance exclusively of the foregoing main object(s) the Company shall have the following subsidiary objects. Any income arising from activities of Irish Museum of Modern Art will be used to further the main objectives of the Company:-
- (i) To provide on a fee basis, but free of charge if appropriate, facilities for exhibitions, demonstrations, displays, conferences, lectures, tours, visits, functions of an educational or scientific nature, social functions and other related activities, and to engage in such activities provided that the activities are not out of keeping with the cultural and artistic character of the centre or with the necessary pre-eminence of its cultural and artistic activities.
 - (ii) To promote and encourage public awareness and appreciation of culture and the arts generally and of the activities of the Centre particularly.
 - (iii) To purchase, manufacture, make, hire, borrow or accept any equipment, fittings, furnishings or effects and personal property of every description required for the purposes of the Company.
 - (iv) To enter into arrangements, agreements, contracts and engagements with individuals, administrators, managers, impresarios, artistic directors, cultural or artistic groups, unincorporated associations or societies, statutory or corporate bodies, State or semi-State bodies or other persons or authorities necessary and proper for the carrying into effect of the objects set out in this Memorandum and, subject to the terms of such arrangements, agreements, contracts and engagements to sell any resulting rights acquired by the Company as it thinks fit.
 - (v) To carry out research, investigations and experimental work of every description in relation to any of the objects herein mentioned.
 - (vi) To advise and co-operate as appropriate with Government Departments, the National Gallery of Ireland, the National Museum of Ireland, An Chomhairle Ealaíon, the Commissioners of Public Works in Ireland, Local Authorities and other bodies or persons on any matters concerned directly or indirectly with the main objects of the Company.

- (vii) To provide that any income derived by the Company from the operation of the Centre shall be used exclusively for its continued development as a major cultural and artistic centre.
- (viii) To provide administrative and secretarial services at the request of the Minister for Arts, Culture and the Gaeltacht, to any charitable or other trust or body which may exist or be established to raise finance for cultural and artistic purposes.
- (ix) To admit the public or private groups or persons to the Centre and to the activities of the Centre and to charge and collect admission fees of every description and to apply same towards the upkeep of the Centre or the payment of salaries of persons employed by the Company and to share with or donate same in whole or in part to any individual or body or otherwise as appropriate to the occasion.
- (x) To solicit, collect and receive subscriptions or gifts of all descriptions whether absolute or conditional for the purposes of the Company and to accept donations upon any special trusts within the limits of the objects for which the Company is established.
- (xi) To apply to the Minister for Arts, Culture and the Gaeltacht, the Government or to any Minister thereof or any other person or body for the advance of money by way of grant to finance the work of the Company and to apply such money accordingly subject to any conditions or restrictions which may be attached to such grant.
- (xii) To purchase, take on lease or letting, or in exchange, to hire or otherwise acquire any real or personal property which the Company may consider necessary for the promotion of its objects and to construct, maintain, erect and alter any lands, buildings or erections necessary or convenient for the purposes of the Company.
- (xiii) To enter into such policies of insurance, assurance or otherwise as shall adequately cover the buildings, undertakings, employees, patrons and all others in any way using the Centre or facilities of the Company in any

manner whatsoever against all and every description of risk, unless the risk involved is otherwise covered satisfactorily.

- (xiv) To sell, improve, manage, develop and exchange, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be thought expedient with a view to the promotion of its objects.
- (xv) To borrow or raise money, or secure the payment of money, in such manner as the Company shall think fit, and to mortgage or charge all or any of the property or rights of the Company, both present and future, and to repay and redeem any such securities. **PROVIDED ALWAYS** that the consent of the Minister for Arts, Culture and the Gaeltacht and the Minister for Finance shall be obtained before any money shall be borrowed or raised by the Company and provided further that no mortgage or charge may be created which is secured by the Royal Hospital Kilmainham.
- (xvi) To invest any part of the moneys of the Company not immediately required for its objects in Trustee Securities as provided under the Trustee Act, 1893 as extended by the Trustee (Authorised Investments) Act, 1958.
- (xvii) To apply for or acquire licenses of every description for the sale of intoxicating liquor, minerals, tobacco or sweets and to apply for or acquire restaurant certificates, refreshment house acquired restaurant certificates, refreshment house licences or other similar certificates or licences and to carry on such business as vintners, bar owners, publicans, refreshment house keepers or restaurateurs and to provide catering and refreshment facilities for persons attending the Centre and to engage in catering activities.
- (xviii) To acquire copyrights, inventions, rights of production, licences and privileges, and other rights and interests in the publication, display, sale, recording, presentation and reproduction of works of music, pictures, sculpture, books, art and other works, to deal with such rights and interests, to grant licences or copyrights in respect of any property of the Company, to buy, sell and deal in musical instruments, musical

manuscripts, scores and/or parts published or otherwise, to make all necessary arrangements, agreements and contracts with publishers and owners of copyrights and to act as musical and artistic agents.

- (xix) To engage in any kind of publicity for the purposes of fostering the objects of the Company, and to print, publish, distribute and sell and arrange the printing, publication, distribution and sale of any literature, catalogues, programmes, music, periodicals, books or leaflets as the Company may think fit.
- (xx) To engage, directly or indirectly, by concession or otherwise, in display, exhibition and sale of materials, goods and services as the Company may think appropriate having regard to the cultural and artistic character of the Centre and the necessary pre-eminence of its cultural and artistic activities.
- (xxi) To employ a chief executive and such other numbers and grades of personnel as the Company may, subject to the approval of the Minister for Arts, Culture and the Gaeltacht, given after consultation with the Minister for Finance, think fit including agents either within or outside the State and remunerate any person, firm or company rendering services to the Company either by payment or otherwise, and to prepare and implement with the approval of the Minister for Arts, Culture and the Gaeltacht, given after consultation with the Minister for Finance, a scheme or schemes for the granting of pensions, gratuities and other allowances on retirement to or in respect of the whole-time staff including the chief executive of the Company and to pay all or any of the expenses incurred in connection with the formation, promotion, incorporation or administration of the Company; the remuneration, tenure of office and other conditions of service of every officer and servant appointed or engaged by the Company shall be such as the Company, with the approval of the Minister for Arts, Culture and the Gaeltacht, given after consultation with the Minister for Finance, shall determine.

- (xxii) To remunerate the Chairman of the Company provided however that no such remuneration shall be paid without the approval of the Minister for Arts, Culture and the Gaeltacht, given after consultation with the Minister for Finance.
 - (xxiii) To maintain and operate banking accounts and to draw, accept, endorse and issue cheques and other negotiable or transferable instruments.
 - (xxiv) To do all or any of the above things as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others and to do all such other things as are incidental or conducive to the attainment of the objects of the Company.
 - (xxv) None of the foregoing sub-clauses or any objects specified therein or any power thereby conferred shall be deemed subsidiary or ancillary to any other sub-clause, object or power or in any way limited or restricted by reference to or inference from the terms of any other sub-clause, object or power or by the name of the Company.
 - (xxvi) Provided also that in case the Company shall take or hold any property upon or subject to any charitable or other trust the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent, as may be required by law, nor otherwise deal with the same save in accordance with the law for the time being applicable to such trusts.
 - (xxvii) Provided that the Company shall not support with any of its funds any object or endeavour to impose on or procure to be observed by its members or others any regulations, restrictions or conditions which if an object of the Company would make it a Trade Union.
4. 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 officer or servant of the Company nor prevent the payment of interest on money lent or reasonable and proper rent for premises demised or let by any member to the Company, but save as hereinafter appears so that no Director of the Company other than the Chairman of the Company 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 in money or moneys worth shall be given by the Company to any Director other than the Chairman of the Company in his or her capacity as such, except repayment of out-of-pocket expenses and payment in return for any services rendered to the Company in such other capacity and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company. Provided however any interest payable on any loans from members shall not exceed 5% per annum.

5. No addition, alteration, or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Minister for Arts, Culture and the Gaeltacht, the Minister for Enterprise and Employment ,the Minister for Finance , and the Revenue Commissioners.
6. 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 Directors' report and Auditors' report shall, not less than 21 days before the date of the Annual General meeting be sent to the Minister for Arts, Culture and the Gaeltacht and every Balance Sheet (including every document required by law to be annexed thereto) and every Directors' report and every Auditors' report shall be available for production to and inspection by the Comptroller and Auditor General who shall at all times have access to the books and records of the Company. A copy of the Annual Audited Accounts shall be made available to the Revenue Commissioners on request being made therefore.

7. The fourth and fifth clauses of this Memorandum contain conditions to which a licence granted by the Minister for Enterprise and Employment in pursuance of Section 24 of the Companies Act, 1963 is subject.
8. The liability of the members is limited.
9. 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 or she is a member, or within one year after he or she ceases to be a member, for payment of the debts and liabilities of the Company contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding two pounds (IR£2.00).
10. If upon winding up or the dissolution of the Company there remains , after the satisfaction of all its debts and liabilities , any property whatsoever , the same shall not be distributed among the members of the Company but shall be given or transferred to some other charitable institution(s) having main objects similar to the company.

COMPANIES ACTS, 1963 TO 1990

Company Limited by Guarantee and
not having a Share Capital

ARTICLES OF ASSOCIATION

OF

IRISH MUSEUM OF MODERN ART COMPANY

1. In these Articles:-

“the Act” means the Companies Act, 1963 (No. 33 of 1963).

“the Directors” means the Directors for the time being of the Company or the Directors present at a meeting of the Board of Directors and includes any person occupying the position of Director of whatever named called.

“the Secretary” means the person appointed to perform the duties of the Secretary to the Company.

“the Centre” means the premises known as the Royal Hospital Kilmainham and includes the Irish Museum of Modern Art.

“the Office” means the registered office for the time being 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 references 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 fifteen but the Directors may from time to time, with the consent of the Minister for Arts, Culture and the Gaeltacht, register an increase in members and shall, if so directed by the Minister for Arts, Culture and the Gaeltacht, register such increase. The subscribers to the Memorandum of Association and such other persons as the Minister for Arts, Culture and the Gaeltacht shall nominate shall be members.
3. Members shall cease to be members of the Company as soon as their term of office as Directors ceases for any of the reasons set out in Article 20 or Article 32 or is terminated by the happening of any of the events enumerated in Article 21.

GENERAL MEETINGS

4. All general meetings of the Company shall be held in the State.
5.
 - (i) Subject to paragraph 5 (ii) 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.
 - (ii) 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.
 - (iii) Subject to Article 4, the annual general meeting shall be held at such time and at such place in the State as the Directors shall appoint.

6. All general meetings, other than annual general meetings, shall be called extraordinary general meetings which may be convened by such requisition as is provided by Section 132 of the Act.

NOTICE OF GENERAL MEETINGS

7. 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 meeting, and, in the case of special business, the general nature of that business and shall be given in a manner hereinafter mentioned, to such persons as are under the Articles of the Company, entitled to receive such notices from the Company.
8. 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 MEETINGS

9. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting with the exception of the consideration of the accounts, balance sheets and the reports of the Directors in the place of those retiring, at the reappointment of the retiring auditors, and the fixing of the remuneration of the auditors.

No business shall be transacted at any meeting unless a quorum of members is present at the time when the meeting proceeds to business save as herein otherwise provided; five members present in person shall be a quorum.

10. If within half an hour from the time appointed for the meeting, a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
11. The Chairman of the Board of Directors shall preside as Chairman at every meeting of the Company, or if there is no such Chairman, or if he is not present within half an hour from the time appointed for the meeting, the Directors present shall elect one of their number to be Chairman of the meeting.
12. 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 an adjournment or of the business to be transacted at an adjourned meeting.
13. At any general meeting a resolution put to the vote of the meeting shall be decided by majority on a show of hands. Any resolution which concerns or is related to any of the objects set forth in clause 3 (xi), (xii), and (xiii) of the Memorandum of Association shall be declared carried by the Chairman only if there is a unanimous vote in favour of the resolution.

14. Where there is an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote.
15. Subject to Section 141 of the Act, a resolution in writing signed by all members shall be as valid and effective for all purposes as if the resolution had been passed at a meeting of the Company, duly convened and held.

VOTES OF MEMBERS

16. Every member of the Company shall have one vote.
17. Votes must be given personally.

DIRECTORS

18. The Minister for Arts, Culture and the Gaeltacht shall appoint the Board of Directors who shall be the same persons as the members for the time being and shall appoint one of their number to be Chairman. The number of Directors so appointed shall be fifteen.
19. The Chairman of the Company may receive such remuneration as the Minister for Arts, Culture and the Gaeltacht, after consultation with the Minister for Finance, shall determine. The other Directors of the Company are honorary officers and shall not be entitled to be remunerated. The Directors may be paid or refunded all travelling, hotel and other expenses properly incurred by them in attending and in the returning from meetings of the Directors, or in connection with the business of the Company.
20. Each Director shall hold office on such terms as the Minister for Arts, Culture and the Gaeltacht may from time to time decide. Each Director so appointed shall

hold office for a period of five years unless he is removed from office or retires in accordance with the provisions of these Articles. On the expiration of the said five year term he shall be eligible for re-appointment.

21. Each Director shall hold office until the happening of any of the following events, that is to say:-

- (i) receipt by the Minister for Arts, Culture and the Gaeltacht of his resignation in writing;
- (ii) his becoming bankrupt, or entering into any composition or arrangement, with his creditors;
- (iii) his being convicted of an indictable offence unless the Minister for Arts, Culture and the Gaeltacht otherwise determines;
- (iv) his becoming prohibited from being a Director by reason of any Order made under Section 184 of the Act;
- (v) his becoming of unsound mind;
- (vi) his being requested in writing by the Minister for Arts, Culture and the Gaeltacht to resign;
- (vii) his death;
- (viii) he is directly or indirectly interested in a contract or proposed contract with the Company and fails to declare the nature of his interest at a meeting of the Directors of the Company;
- (ix) he is nominated as a member of Seanad Eireann, or
- (x) he is nominated as a candidate for election to either House of the Oireachtas or to the Assembly of the European Communities, or
- (xi) he is regarded pursuant to Section 15 (inserted by the European Assembly Elections Act, 1984) of the European Assembly Elections, Act, 1977 as having been elected to such Assembly to fill a vacancy.

22. Whenever there is a vacancy on the Board of Directors the Minister for Arts, Culture and the Gaeltacht may appoint a Director to fill such vacancy and shall at the same time give notice to the Company of such appointment.

BORROWING POWERS

23. Subject to the provisions of Clause 3 (xiii) of the Memorandum of Association, 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 of any third party provided however that no mortgage or charge shall be created which is secured by the Royal Hospital, Kilmainham.

POWER AND DUTIES OF DIRECTORS

24. 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 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 directions 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.
25. The Directors shall appoint a Chief Executive who shall be known as the Director, Irish Museum of Modern Art, who shall not be a Director of the Company but who may act as Secretary of the Company. The remuneration, terms of office and other conditions of the office of the Chief Executive and of every officer and servant appointed or engaged by the Company shall be such as the Company with the approval of the Minister for Arts, Culture and the Gaeltacht, given after consultation with the Minister for Finance, shall determine. The Chief Executive

shall be subject to the Board of Directors and shall manage the day to day running of the Royal Hospital, Kilmainham in accordance with their directions.

26. The Chief Executive and staff of the Company shall provide, at the request of the Minister for Arts, Culture and the Gaeltacht, administrative and secretarial services to any charitable or other trust or body which may exist or be established to raise finance for cultural and artistic purposes.
27. Where a person employed by the Company is nominated as a member of Seanad Eireann, or nominated as a candidate for election to either house of the Oireachtas or to the Assembly of the European Union, or regarded pursuant to Section 15 (inserted by the European Assembly Elections Act, 1984) of the European Assembly Elections Act, 1977, as having been elected to such Assembly to fill a vacancy, he shall thereupon stand seconded from employment by the Company and shall not be paid by, or be entitled to receive from the Company any remuneration or allowances.
28. 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 such attorney as the Directors may think fit, and may also authorise any such authority to delegate all or any of the powers, authorities and discretions vested in him.
29. 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.

30. The Directors shall cause minutes to be made in books provided for the purpose:-
- (i) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors.
 - (ii) of all resolutions and proceedings at all meetings of the Company and of the Directors and of committees of Directors.
 - (iii) of all appointments of Officers made by the Directors.

DECLARATION OF INTEREST

31. A Director shall disclose any interest he may have in any contract into which the Company is about to enter. A Director may not vote in respect of any contract in which he is interested or any matter arising there out.
- 31A. A Director shall declare interest in any matter with which he or she has connections of a kind which might lead to a situation where they would stand to benefit, directly or indirectly, from their role as a Director or from the operations of the Company. Having had an opportunity to make a statement to the Board on the matter and to answer questions put (in order that the Board should not be deprived of the benefit of the Member's particular knowledge), a Director having declared such an interest shall withdraw from the discussion (whether at plenary session or in sub-committee) at the signal of the Chairman. The Director may be informed privately of the decision, once taken, but after the return of that Director to that meeting no further discussion of the item shall take place.

REMOVAL OF DIRECTORS

32. The Minister for Arts, Culture and the Gaeltacht may upon giving notice in writing, a copy of which shall be given to the Company, remove any Director from office.

PROCEEDINGS OF DIRECTORS

33. 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 the Directors 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.
34. The quorum necessary for the transaction of the business of the Directors shall be five.
35. The continuing Directors may act notwithstanding any vacancy in their numbers, 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 Directors, the continuing Directors or Director may act for the purpose of summoning a general meeting of the Company but for no other purpose provided however that the Directors shall forthwith inform the Minister for Arts, Culture and the Gaeltacht if their numbers become reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of Directors.

36. If at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their members to be Chairman of that meeting.
37. The Directors may delegate any of their powers to committees as they 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.
38. A committee may elect a chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their members to be Chairman of the meeting.
39. 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.
40. All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall withstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid be as valid as if every such person had been duly appointed.
41. 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.

THE SEAL

42. 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 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

43. The Directors shall cause proper books or accounts to be kept relating to:-
- (i) All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place.
 - (ii) All sales and purchase of goods by the Company, and the assets and liabilities of the Company.
 - (iii) Proper books shall not be deemed to be kept if there are not kept 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.
44. 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.
45. 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 Company except as conferred by Statute or authorised by the Directors or by the Company in general meeting.
46. 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 of the Act to be prepared and laid before the annual general meeting of the Company.

47. 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 Directors' 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 and also to the Minister for Arts, Culture and the Gaeltacht and every balance sheet (including every document required by law to be annexed thereto) and every Director's report and every Auditor's report shall be available for production to and inspection by the Comptroller and Auditor General who shall at all times have access to the books and records of the Company. A copy of the annual audited accounts shall be made available to the Revenue Commissioners on request being made therefore.

AUDIT

48. The consent of the Minister for Arts, Culture and the Gaeltacht, given after consultation with the Minister for Finance shall be required to the engagement of Auditors who shall be appointed and their duties regulated in accordance with Sections 160 to 163 of the Act.

NOTICES

49. A notice may be given by the Company to any Director either personally or by sending it by post to him/her to his/her registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been 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 any other case at the time at which the letter would be delivered in the ordinary course of post.

50. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

- (i) every member and every Director entitled to vote thereat;
- (ii) every person being a personal representative or the Official Assignees in bankruptcy of a member where the member but for his/her death or bankruptcy would be entitled to receive notice of the meeting;
- (iii) the Auditors for the time being of the Company.

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

INDEMNITY

51. Subject to Section 200 of the Act, the Directors of the Company and its employees shall be indemnified by the Company against, and it shall be the duty of the Company to pay, all costs, losses and expenses which any Director or employee may incur or become liable for by reason of any contract entered into or any act or thing done by him within the scope of his directorship or employment.

PROVISION OF INFORMATION TO THE MINISTER FOR ARTS, CULTURE AND THE GAELTACHT

52. The Company shall, on the written request of the Minister for Arts, Culture and the Gaeltacht, provide information on any or all of the Company's activities and shall provide access to the Minister for Arts, Culture and the Gaeltacht or to his authorised representative to all the books, ledgers, accounts and balance sheets of the Company.

WINDING UP

53. The provision of Clause 9 of the Memorandum of Association relating to the winding up or dissolution of the Company shall have effect and be observed as if the same were repeated in these Articles.