**THE COMPANIES ACTS 1963-2003**

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

**MEMORANDUM OF ASSOCIATION**

**OF**

 **IRISH FILM INSTITUTE**

**( As amended by Special Resolution passed on 6th February 1993, and 19th July 1994 and 14th September 1995 and 26th July 2003)**

1. The name of the company ( hereinafter called “the Institute”) is IRISH FILM INSTITUTE,
2. The charitable objects for which the company is established are to promote and improve the understanding of the arts as defined in the Arts Acts 1951 and 1973 and in particular to encourage and promote the advancement of the art of the cinema and film in all its forms in Ireland and in particular:
3. to assist encourage and promote the development of film culture in Ireland( the term “film” as used in this memorandum be deemed to include without prejudice to the generality thereof television, video, still images and the media generally)
4. to undertake encourage and promote the acquisition exhibition and distribution of films of an educational cultural and recreational value and to support the role in film and television culture of an active film and television production sector.
5. to promote and undertake the establishment of a National Film Archive
6. to pursue such objects by among other means the carrying on for the benefit of the Community of a Centre for the advancement of the Cinematographic Arts and for the development appreciation and understanding of film culture in Ireland and to provide facilities as follows:
7. for the acquisition exhibition distribution and production of films of educational cultural and recreational value,
8. for the establishment of a National Film Archive,
9. for research in film and related areas,
10. for conducting training in all or any of the areas of cinematographic film production and,
11. for conducting educational courses seminars workshops and lectures in the history of film and the related arts

and to support the provision of such facilities throughout Ireland.

1. to provide advice, courses of instruction lectures exhibitions and publications in relation to or in connection with the above objects or any of them and generally to do such other lawful things as are incidental or conducive to the objects of the Institute.

The primary objects of the Institute are as specified in subclauses 2.(a) to 2. ( e) above and the following subclauses are ancillary to the attainment of these objects.

1. to purchase, take on lease, exchange hire or otherwise acquire any real or personal property that may be legally held and such rights or privileges which the Institute may think necessary or convenient for the purpose of its undertakings.
2. to invest and deal with the monies and property of the Institute not immediately required in such manner as may from time to time be determined provided that prior notification will always be given to the Revenue Commissioners where it is intended to accumulate funds over a period in excess of two years for any purpose.
3. to borrow or raise or secure the payment of money in such a manner as the Institute shall think fit,
4. to draw make accept endorse or issue promissory notes and other negotiable instruments.
5. to sell or dispose of the undertakings or property of the Institute or any part thereof for such consideration as the Institute may think fit.
6. To sell improve manage develop exchange lease mortgage charge dispose of turn to account or otherwise deal with all or any of the property and rights of the Institute provided however that the Institute shall not be entitled to sell mortgage charge or dispose of its interest in the premises known as “The Irish Film Centre” at Eustace Street and Sycamore Street in the City of Dublin without the prior written consent of An Comhairle Ealaion ( The Arts Council) established by the Arts Acts 1951-1973 save however that the consent of An Comhairle Ealaion ( The Arts Council) shall not be required for the granting of leases of parts of the Irish Film Centre to organisations whose activities relate to film and the cinema.
7. to promote manage and conduct public entertainments and public exhibitions for reward and for the entertainment and education of the general public including providing for the production representation and performance of stage plays, operas, operettas, burlesques, vaudevilles, revues, ballets, pantomime, spectacular pieces, promenade, and other concert and other musical and dramatic performances and entertainments and cinematograph productions and exhibitions and to enter into agreements with authors or other persons for the dramatic or other rights of the said pieces, and to enter into engagements of all kinds with artists and other persons, and to permit the company’s premises to be used for such other purposes as may seem expedient.
8. to run, manage and operate any such public entertainments, cinematograph productions and exhibitions, entertainment productions, theatre productions, public music and singing events, public dancing and such other entertainments as may seem expedient to the company.
9. to hold all necessary Public Music and Singing and Public Entertainment and Public Dancing Licences and any other Licences for the purposes of lawfully conducting the aforesaid entertainments.
10. to provide supply and sell food and refreshments to the public including a full range of alcohol beverages and intoxicating liquors.
11. to apply for and hold all relevant Excise Licences, Theatre Licences, Liquor Licences, Restaurant Certificates, On-Licences, Off-Licences, Hotel Licences and any other Licences required for the sale and supply of all types of intoxicating liquors to the public.
12. to acquire and become registered proprietors of copyrights and trademarks and in particular to apply for, purchase or otherwise acquire, and patents, brevets, d’invention, licences, concessions and the like conferring any exclusive or non-exclusive or limited right 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 Institute or the acquisition of which may seem calculated directly or indirectly to benefit the Institute and to use, exercise , develop or grant licences in respect of, or otherwise turn to account the property rights or information so acquired.
13. to carry on any activity or business except the issuing of policies of insurance, which may seem to the Institute capable of being conveniently carried on , or calculated directly or indirectly to enhance the value of or render profitable any of the Institute’s property or rights.
14. to acquire and undertake the whole or any part of the business, property and liabilities of any person or company or society carrying on any activity or business which the Institute is authorised to carry on, or possessed of property suitable for the purposes of the Institute.
15. to provide lectures, film shows, dances, and similar functions.
16. to employ secretaries, managers and such administrative and technical staff as may be necessary to achieve the objects.
17. to manufacture, purchase, sell and deal in ties, flags and other items relating to the aims of the Institute including films, photographs, paintings, magazines, periodicals, postcards, posters, memorabilia and slides.
18. to acquire by gift, purchase, fee farm grant, lease or otherwise and to hold (unconditionally or subject to any conditions or restrictions) any real or personal property and any rights over or in such.
19. to construct, alter, restore, repair, maintain, take down or remove buildings, erections, walls, fences, railings, gates, seats or other structures on lands and property held by or under the care or management( whether jointly with any other person or not) of the Institute and generally to maintain, uphold, manage, improve and develop the property of the Institute.
20. to acquire in any manner (including acquisition by purchaser out of any funds of the Institute) and hold any lands, buildings and hereditaments and rights, easements or interest herein or thereover, and any chattels or other moveable property, which in the opinion of Council it may be desirable to hold as investments with a view to provision out of the rents and profits thereof of funds applicable for the maintenance or preservation of any other part of the Institute property or for any particular purpose of the Institute or for its general purposes.
21. to acquire in any manner ( including acquisition by purchase out of the funds of the Institute) and hold any investments ( being at the time of acquisition of a nature authorised by law for the investment of trust funds, or of a nature authorised by the trust of the funds out of which the same shall be acquired, or by the Donor of the same) for the preservation and maintenance of the property of the Institute or any part of parts thereof, or for any particular purpose of the Institute or for its general purposes.
22. to acquire, seek and collect grants, subscriptions and donations by any means whatsoever ( whether of real or personal estate) and devises and bequests for all or any of the purposes aforesaid and to sell and dispose of or ( so far as permitted by law) to lease and accept surrender or leases of and manage all real estate( including leaseholds) so received and not required to be or capable of being occupied for the purpose of the Institute and generally to manage, invest and expend all monies and property belonging to the Institute.
23. to borrow or raise or secure the payment of money in such manner as the Institute shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise charged upon all or any of the Institute ( both present and future) and to purchase, redeem or pay off any such securities.
24. to act in concert or make any arrangement with any Department of State, Corporation, County Council, Conservancy, Fishery or other Board, or other Local Authority or Body Public or Private, now or hereafter constituted, or with any residents in the neighbourhood or property of the Institute with reference to any of the objects aforesaid.
25. to grant pensions and allowances to any person who may have served the Company and to make payments towards insurance and to subscribe or guarantee money for charitable objects.
26. to guarantee, support or secure, whether by personal covenants or by mortgaging or charging all or any part of the undertaking, property and assets( present and future), or all such methods, the performance of the obligations of and the repayment of payment of principal amounts and interests of any person, firm or company or the dividends or interest on any securities including ( without prejudice to the generality of the foregoing) any company which is a subsidiary or associated company of the Institute.
27. to construct, improve, maintain, develop, work, manage, carry out or control any roads, ways, tramways, railways, branches or sidings, bridges, reservoirs, watercourses, wharves, manufactories, warehouses, electric works, shops, stores and other works and conveniences which may seem calculated directly or indirectly to advance the Institute’s interests and to contribute to, subsidise or otherwise assess or take part in the construction, improvement, maintenance, working, management, carrying out or control thereof.
28. to undertake and execute any trusts, the undertaking whereof may seem desirable, and either gratuitously or otherwise.
29. to adopt such means of making known the activities of the Institute as may seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, including films, any publication and making of books, periodicals, videos, films and similar other means, and any granting prizes, rewards and donations.
30. to do all such other lawful things as are incidental or conducive to the preservation and maintenance of the property of the Institute or to the attainment of the objects hereinbefore described.
31. to do all or any of the above things in any part of the world, and as principles, agents, contractors, trustees, or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunctions with others.
32. to promote any company or companies for any purpose which may seem directly or indirectly calculated to benefit the Institute.

It is hereby declared that in the interpretation of these presents the meaning of any of the Institute’s objects shall not be restricted by reference to any other object or by the juxtaposition of two or more objects, and that, in the event of any ambiguity this clause shall be construed in such a way as to widen, and not to restrict the powers of the Institute, provided that the Institute shall not support with its funds or endeavour to impose on or to procure to be observed by its members or others any regulation or restriction which , if an object of the Institute would make it a trade union.

1. The income and property of the Institute, whencesoever derived, shall be applied solely towards the promotion of the objects of the Institute as set forth in this Memorandum; 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 Institute Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Institute or to any member of the Institute in return for any services actually rendered to the Institute in promoting the objects specified in clause 2 hereof nor prevent the payment of interest at a rate not exceeding five (5%) percent per annum on money lent, or reasonable and proper rent for premises demised or let by any member of the Institute; but so that no member of the Council of the Institute shall be appointed to any salaried office of the Institute nor to any office of the Institute paid by fees and that no remuneration or other benefit in money or money’s worth shall be given by the Institute to any member of such Council except repayment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Institute; Provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Council may be a member and in which such member shall not hold more than one-hundredth part of the capital, and such members shall not be bound to account for any hare of profits he may receive in respect of anysuch payment.
2. 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 Trade Commerce and Tourism and the office of the Revenue Commissioners provided that in respect of clauses 3 and 8 of the Memorandum of Association such approval shall be given only after consultation with the Minister of Finance.
3. The third and fourth paragraphs of this Memorandum contain conditions on which a licence is granted by the Minister for Trade Commerce & Tourism to the Association in pursuance of Section 20 of the Companies ( Consolidation ) Act 1908 which has been replaced by Section 24 of the Companies Act 1963
4. The liability of the members is limited.
5. Every member of the Institute undertakes to contribute to the assets of the Institute in the event of its being wound up while he is a member or within one year after he ceases to be a member for payment of the debts and liabilities of the Institute contracted before he 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 amongst themselves such amount as may be required not exceeded €1.
6. If upon winding up or dissolution of the Institute 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 Institute but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Institute and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Institute under or by virtue of clause 3 in the Memorandum of Association such institution or institutions to be determined by the members of the Institute at or before the time of dissolution or in default thereof by a Judge of the High Court or Justice having jurisdiction in regard to charitable funds and if and so far as effects cannot be given to the aforesaid provisions, then to some charitable object.
7. Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.

We the several persons whose names addresses and descriptions are subscribed wish to be formed into a company in pursuance f this Memorandum of Association and we agree to take the number of shares in the capital of the company set out opposite our respective names.

**NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS**

Alfred O ‘Rahilly President University College Cork

President’s House

University College

Cork

Gabriel Fallon Civil Servant and Drama Critic

58 Whitworth Road

Glasnevin

Dublin

Padraig T. Breathnach Priomh Oide, Scoil Naisiunta

66 Iona Road Naomh Peadar, Baile Phib

Glasnevin

Dublin

Murcadh O’Sithigh Cigire, Roinn Oideachais

( Morgan Sheehy)

239 Bothar na Cabriaghe

Baile Atha Cliath

Sean Pigoid Ollamh, Colaiste Ollamhachain

( John J Pigot) Naomh Padraig, Dromconnrach

195 Ascal Griofa

Dromconnrach

Baile Atha Cliath

**NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS**

Joseph P. Murphy Public Official

“Cleggan”

Howth Road

Raheny

Dublin 5

James C. Fagan Solicitor

“Stella Mans”

Dollymount Avenue

Clontarf

Dublin

Dermot J. O ‘Flynn Assistant Director

“Loyola” Comhairle le Leas Oige

Churchtown Drive.

Milltown

County Dublin.

Patrick J. O’ Hagan Principal Teacher

21 Wellington Place

Clyde Road

Dublin

John D. Sheridan Editor “Irish School Weekly”

55 The Rise

Glasnevin

Dublin

Padraig O’Caoimh Secretary Gaelic Athletic Association

31 Straid Fheardorcha

Thuaidh

Baile Atha Cliath

A.B. Clery Surgeon

59 Fitzwilliam Square

Dublin

Dated on this 2nd day of June 1945

Witness to the above signatures:

S.O Sullivan

Secretary

29 Dame Street

DUBLIN.

**THE COMPANIES ACTS 1963 -2009**

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

**ARTICLES OF ASSOCIATION**

**OF IRISH FILM INSTITUTE**

**(As amended by Special Resolution passed on the 23rd day of June 2010**

1. In these Regulations, unless there be something in the subject or context inconsistent therewith:

**‘THE ACT’** The Act shall mean the Companies Act 1963

**‘THE ACTS’** means the Companies Acts (1963 – 2009)

**'THE INSTITUTE'** means the above named company.

**'THE BOARD OF DIRECTORS'** means the members for the time being of the Board of Directors hereby constituted.

**'IN WRITING'** means written or printed or partly written or partly printed.

The singular shall include the plural and the masculine the feminine and vice versa.

2. The Subscribers to the Memorandum of Association and such other persons as the Board of Directors shall admit to membership shall be members of the Institute.

3. There shall be two classes of members of the Institute namely:

(a) Ordinary Council Members; and

(b) Honorary Council Members.

(collectively “the Council Members”).

4. Subject to the provisions of these Regulations an Ordinary Council Member shall have the right to receive notice of all meetings of the Institute and to attend and vote thereat; an Honorary Council Member shall have all the rights of an Ordinary Council Member but shall not be under any obligation to pay a subscription.

5. The number of Council Members of the Institute is unlimited.

6. The privileges of Council Membership shall not be transferable and shall cease on the death of the Council Member or on his resignation or in the case an Ordinary Council Member on his failure to pay his annual subscription within the prescribed time. If an Ordinary Council Member shall not attend personally at two successive annual general meetings of the Institute and shall not have appointed a proxy to attend such meetings on his behalf then the Board of Directors may remove his name from the Register of Council Members.

7. No infant shall be registered as a Council Member of the Institute and if by any means the rights of membership become vested in an infant, they shall be suspended.

8. A person co-opted as a member of the Board of Directors under Article 12 shall upon co- option automatically become an Ordinary Council Member of the Institute.

9 Every Council Member shall be bound to further to the best of his ability the objects and interests of the Institute and shall observe all the Regulations and the Bye-Laws of the Institute made pursuant to the powers in that behalf hereinafter contained.

**PATRON**

10. The Board of Directors shall have power to elect one or more eminent persons to the Honorary Office of Patron. A Patron need not be a member of the Institute but a Patron attending any meeting or function of the Institute shall be invited and if willing to do so shall have the right to preside. If more than one Patron is present, the senior Patron shall take precedence. No person shall be elected a Patron who has not intimated in writing his willingness to accept the office. No person shall be elected Patron at a meeting unless at least one half of the members of the Board of Directors shall be present and unless the Resolution is supported by at least three-fourths of those present.

**ANNUAL SUBSCRIPTION**

11. The annual subscription, if any, payable by Ordinary Council Members shall be determined from time to time by the Board of Directors and shall be payable on election to Council Membership for the year in which the election takes place and thereafter shall be payable in advance on or before 1st January in each year or within one month thereafter. An Ordinary Council Member who is in arrears with his subscription shall not be entitled to exercise any of the privileges of Council Membership and the Board of Directors shall be at liberty to remove his name from the Register of Council Members and he shall thereupon cease to be a Council Member but he shall nevertheless continue liable to pay to the Institute the unpaid subscription and all other monies due or payable by him to the Institute whether under these Regulations or by the Bye-Laws or otherwise.

**THE BOARD OF DIRECTORS**

12. The Board of Directors shall consist of a minimum of nine (9) and a maximum of twelve (12) Council Members. The Board of Directors shall have the power to co-opt directors to fill a casual vacancy and to co-opt up to three (3) additional members as an addition to the Board of Directors but so that the total number on the Board of Directors shall never exceed sixteen (16) (including the nominee appointed under article 16) and so that every co-opted member shall hold office until the date of the next annual ordinary meeting of the Institute when he shall retire but shall not be taken into account in determining the directors who retire by rotation at such meeting.

13. Vacancies amongst the elected members of the Board of Directors shall be filled annually by election at the annual general meeting of the Council Members of the Institute - such election to be by ballot.

14, At the annual general meeting of the Institute 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.

15. The members of the Board of Directors to retire from office in any year shall be those who have been longest in office since their last election, but as between persons who became members of the Board of Directors on the same date, those to retire shall in the absence of agreement amongst themselves be determined by lot. A retiring elected member of the Board of Directors shall be eligible for re-election save that any elected member of the Board of Directors who has held office for a period which includes six (6) consecutive annual general meetings must retire from office at the sixth (6th) annual general meetings and such retiring member shall not be eligible for re-election until the second annual general meeting to be held after such sixth (6th) annual general meeting.

16. Temple Bar Cultural Trust Limited a limited company having registration number 165710 shall be entitled to nominate one member of the Board of Directors who shall then be co-opted by the Board of Directors as one of its members in addition to the directors co-opted under Articles 12 above and such member shall not be subject to the rotation provisions provided for in Article 14 above. On the retirement of such member of the Board of Directors, Temple Bar Cultural Trust Limited shall be entitled to nominate his successor who shall be co-opted on to the Board of Directors of the Institute and so on with the retirement of each such nominated member so that Temple Bar Cultural Trust Limited shall continue to have the nomination of one member of the Board of Directors of the Institute who shall be so co-opted.

17. Only Ordinary Council Members and Honorary Council Members who are appointed in accordance with Article 25 shall be eligible to be elected members of the Board of the Directors.

18. Ordinary Council Members and Honorary Council Members shall be entitled from time to time to nominate such persons as they may consider appropriate to become new Council Members of the Institute to reflect developments in the activities of the Institute and to draw new representatives from the film and broader cultural community. The Board of Directors shall then consider the appointment of such persons as Council Members in accordance with Article 25.

19. At the first meeting of the Board of Directors following the annual general meeting of the Institute where there is no chairman duly appointed or where the previous chairman has retired, the members of the Board of Directors then present shall choose one of their number as Chairman for the period to the third (3rd) annual general meeting after that annual general meeting and such Chairman shall not be subject to the rotation provisions provided for in Article 14 above during the period he holds such office. On vacating such office the rotation provisions provided for in Article 14 shall apply to the retiring Chairman as if his period in office as a member of the Board of Directors had not been interrupted by his term as Chairman. The office of Chairman may be filled at a meeting of the Board of Directors of which special notice shall be given to all the members of the Board of Directors. A retiring Chairman shall not be eligible for re-election to the Chair until the first meeting of the Board of Directors following the annual general meeting subsequent to the annual general meeting at which he retires

20. If the nominated Chairman cannot attend a meeting of the Board of Directors any member of the Board of Directors may be elected to chair the meeting.

21. The office of member of the Board of Directors shall be ipso facto vacated:

if he shall die or shall cease to be a Council Member or if having tendered his resignation in writing it is accepted by the Board of Directors.

if he shall be adjudicated a bankrupt or become of unsound mind

if he shall be convicted of a criminal offence involving moral turpitude.

if being a professional man, he is removed from the roll of his profession by the governing authority.

if he shall be absent from three consecutive meetings of the Board of Directors without leave of absence given by resolution of the Board of Directors.

22. All acts done by any person acting as a member of the Board of Directors or of any committee of the Board of Directors shall notwithstanding that it shall be afterwards discovered that there was some defect in the appointment of such member of the Board of Directors or person acting as aforesaid or that they or any of them were not qualified or had become disqualified be as valid as if every such person had been duly appointed and was qualified to act.

**POWERS OF THE BOARD OF DIRECTORS**

23. The management of the affairs of the Institute shall be vested in the Board of Directors who in addition to the powers and authorities by these presents or otherwise expressly conferred upon them may exercise all such powers and do such acts and things as may be exercised or done by the Institute that are not hereby or by statute expressly directed or required to be exercised or done by the Institute in general meeting but subject nevertheless to the provisions of the Acts and of these presents and to any other statutory provision for the time being in force and to any regulation being not inconsistent with the aforesaid provisions from time to time made by the Institute in general meeting provided that no regulation so made shall invalidate any prior act of the Board of Directors which would have been valid if such regulation had not been made.

24. The Board of Directors may from time to time make vary and repeal Bye Laws for the regulation of the affairs of the Institute and the conduct of its officers servants and Members and such Bye-Laws may prescribe the subscription to be paid by members and associates and the privileges to be enjoyed by any class of Members provided that no Bye-Law shall be made which is inconsistent with the provisions of the Acts or the Memorandum or Articles of Association for the time being of the Institute or which would amount to such an addition to or alteration of these Articles as could legally only be made by a Special Resolution passed and confirmed in accordance with Section 141 of the Act.

25. The Board of Directors may from time to time admit Council Members of the Institute as either Ordinary Council Members or Honorary Council Members.

26. The Board of Directors may from time to time delegate any of their powers to committees consisting of such persons as they see fit. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulation, concerning its powers, methods of operation, composition or any other matter, that may from time to time be imposed on it by the Board of Directors. The meetings and proceedings of any such committee shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board of Directors so far as same are applicable thereto and are not superseded by the proceedings of these Articles or any regulation made by the Board of Directors under this Article.

27. Any casual vacancy in a committee may be filled up by the Board of Directors. Unless otherwise ordered by the Board of Directors, the continuing members of a committee may act notwithstanding any vacancy in the Committee provided always that the number has not fallen below any minimum authorised number.

28. Every Committee appointed shall unless otherwise directed by the Board of Directors remain in office until the first meeting of the Board of Directors following the next annual general meeting of the Institute.

29. Any member of a Committee who shall be absent for three consecutive meetings of the committee without leave of absence having been granted to him by resolution of the Committee shall cease to be a member of that Committee.

30. The Board of Directors at any meeting at which any Committee goes out of the office may appoint a new committee or committees and may appoint all or any of the members of the previous committee. If no such appointments shall be made the committee shall unless otherwise determined by the Board of Directors remain in office until a new committee is appointed by the Board of Directors.

31. The number of members of any committee having power to authorise any expenditure shall be not less than four, of whom the majority will be members of the Board of Directors, and the quorum shall be three members personally present.

**MEETINGS OF BOARD OF DIRECTORS**

32. Meetings of the Board of Directors shall be held at such times and places as the members of the Board of Directors or Committees shall think fit.

33. A Board of Directors meeting shall be called by the Secretary at any time at the request of the Chairman or of three members of the Board of Directors and not less than forty eight (48) hours notice of meeting shall be given to other members of the Board of Directors unless the Board of Directors shall by a Bye-Law otherwise direct.

34. A Board of Directors meeting may be adjourned for such time and to such place as the members present may determine. Save where otherwise provided in these Articles questions arising at any meeting shall be decided by a majority of votes, and the Chairman shall have a second or casting vote in case of an equality of votes.

35. The quorum necessary for the transaction of business shall be five (5).

36. Subject as aforesaid, the meetings of the Board of Directors and of every Committee and the procedure shall be regulated as the members of the Board of Directors shall think fit.

**THE SECRETARY**

37. The Board of Directors shall have power from time to time to appoint or remove a secretary of the Institute and to determine the period of his appointment and to fix his remuneration. A Council Member shall be eligible for appointment to the office of secretary.

**THE AUDITOR**

38. The Institute at each annual general meeting shall elect an auditor or auditors (one of whom shall be a member of the Institute of Chartered Accountants of Ireland) who shall be appointed and whose duties shall be regulated in accordance with sections 160-163 of the Act.

39. The auditor or auditors shall retire from office at each annual general meeting and shall be eligible for re-election.

40. The remuneration of the auditor/auditors shall be fixed by the annual general meeting at which he/they is/are appointed.

41. The Board of Directors of the Institute may fill any casual vacancy in the office of auditor but while any such vacancy continues, the surviving or continuing auditor may act.

42. No person other than a retiring auditor shall be eligible for election as auditor unless notice in writing be given to the secretary not less than fourteen (14) days before the day of election, by some member qualified to vote for such election of his intention to propose such person for election.

**MEETINGS OF THE INSTITUTE**

43. The Company shall in each year hold a general meeting as its annual general meeting at such time and place as may be determined by the Board of Directors; and not more than fifteen (15) months shall elapse between the date of one annual general meeting of the company and that of the next.

44. General meetings other than annual general meetings shall be called extraordinary general meetings.

45. The business of an annual general meeting shall be to receive and consider the accounts and balance sheet and the reports of the Board of Directors and of the Auditors to fill the vacancies amongst the elected members of the Board of Directors to elect auditors and to transact any other business which under these presents ought to be transacted at an annual general meeting and all business transacted at an extraordinary general meeting shall be deemed special.

46. The Board of Directors may whenever they think fit convene an extraordinary general meeting and extraordinary general meetings may also be convened on such requisition or, in default, may be convened by such requisionists as provided by Section 132 of the Act. If at any time there are not within the State sufficient directors capable of acting to form a quorum, any director or any two Ordinary Council Members of the company may convene an extraordinary general meeting in the same manner as that in which meetings may be convened by directors.

47. 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 twenty one (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 fourteen (14 )days’ notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting and in the case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned to such persons as are under the articles of the company, entitled to receive such notice. The accidental omission to give notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

**PROCEEDINGS AT GENERAL MEETINGS**

48. At all meetings of the Institute the Chairman of the Board of Directors for the time being shall be the Chairman and in his absence the Chairman shall be one of the Board of Directors elected by the members of the Board of Directors present. In case none of the Board of Directors shall be present or willing to take the chair, the Chairman shall be elected from the members present.

49. If within thirty (30) minutes from the time appointed for the meeting a quorum is not present, it shall stand adjourned to the same day in the next week at the same time and place or to such other day time and place as the Board of Directors may by notice to the members appoint. If at such adjourned meeting a quorum is not present at the time appointed for the meeting, those members who are present shall be a quorum and may transact the business for which the meeting was called.

50. The quorum of an annual general meeting shall be ten (10) members personally present.

51. The Chairman of any meeting may with the consent of 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. No notice shall be given of any adjourned meeting unless it is so directed in the resolution of adjournment.

52. At any general meeting a resolution put to the vote of the meeting shall be decided by a show of hands, unless the Chairman demands a poll or unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least ten members and unless a poll is so demanded a declaration by the Chairman that a resolution has been carried or lost and an entry to that effect in the book of proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

53. If a poll is duly demanded, it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded. A poll demanded on the election of a Chairman or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such place and at such time either at once or after an interval or adjournment at such time either at once or after an interval or adjournment as the Chairman directs. On a poll, votes may be given either personally or by proxy. The demand of a poll may be withdrawn.

54. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

55. On a poll being demanded, the Chairman shall forthwith reduce the resolution or amendments on which a poll is to be taken into writing, and shall direct at which time and place such poll shall be taken.

56. In case of an equality of votes on a show of hands or on a poll the Chairman shall have a second or casting vote.

**VOTING AT GENERAL MEETINGS**

57. Every Council Member shall be entitled to vote at every general meeting of the Company.

58. No Ordinary Council Member shall be entitled to be present or to vote or to act as proxy at any annual general meeting who is in arrear with any subscription or sum payable by him to the Institute.

59. On a show of hands every Council Member present and entitled to vote shall have one vote. On a poll every Council Member present in person or represented by proxy shall have one vote. No Council Member not personally present shall vote on a show of hands.

60. The instrument appointing a proxy and the power of attorney (if any) under which it is signed shall be deposed at the registered office of the Institute not less than forty eight (48) hours before the time for holding the meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.

61. An instrument appointing a proxy will be in the common form adopted by public limited companies or in any other form of which the Board of Directors shall approve.

62. No objection shall be made as to the validity of any vote except at the meeting or poll at which such vote shall be tendered and every vote not disallowed at such meeting or poll shall be deemed valid. The Chairman of the meeting shall be the sole and absolute judge of the validity of every vote tendered at any meeting or poll.

**MINUTES**

63. The Board of Directors shall cause minutes to be kept of the proceedings of every meeting of the Institute and of the Board of Directors and of every committee and shall cause to be recorded therein:

 (a) all resolutions and proceedings of general meetings and of meetings of the Board of Directors and committees

 (b) all appointments of officers

(c) the names of the members of the Board of Directors present at each meeting of the Board of Directors and of any committee.

(d) all orders made by the Board of Directors and the committees of the Board of Directors.

The minutes of any meeting if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting shall be receivable as prima facie evidence of the matters therein stated.

**THE SEAL**

64. The Board of Directors shall provide a common seal for the purposes of the Institute. The seal for the time being of the Institute shall be kept under such custody and used for such purposes of the Institute as the Board of Directors shall from time to time decide.

65. The seal shall be used only by the authority of a resolution of the Board of Directors or of a committee authorised by the Board of Directors, and every instrument to which the seal shall be affixed shall be signed by a director and shall be countersigned by the secretary or by a second director or by some other person appointed in that behalf by the Board of Directors or such committee as the case may be.

**NOTICES**

66. All notices required by these presents or the Acts to be given to the Council Members shall unless personally served be given to the Council Members having registered addresses by sending letters through the ordinary post to such addresses.

67. Every Council Member shall from time to time notify the Secretary of a place of business or residence to be registered as his place of address and of all changes therein and the place from time to time so registered shall for the purposes of the State and those presents be deemed his place of residence.

68. If any Council Member shall fail to give a place of address he shall not be entitled to receive notice of any of the general meetings or other proceedings of the Institute and no meetings or other proceedings shall be invalidated by reason of his not having received such notice aforesaid.

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| **NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS** |
| Alfred O'RahillyPresident's House University College Cork | President University College Cork |
| Gabriel Fallon58 Whitworth RoadGiasnevinDublin | Civil Servant and Drama Critic |
| Padraig T. Breathnach 66 lona Road Giasnevin Dublin | Priomh Oide, Scoil Naisiunta Naomh Peadar, Bailie Phib. |
| Murcadh O'Sithigh (Morgan Sheehy) 239 Bothar na Cabriaghe Baile Atha Cliath | Cigire, Roinn Oideachais |
| Sean Pigoid (John J. Pigot) 195 Ascal Griofa Dromeonnrach Baile Atha Cliath | Ollamh, Colaiste Ollamhachain Naomh Padraig, Dromeonnrach |
| Joseph P. Murphy ‘Cleggan' Howth Road Raheny Dublin 5 | Public Official |
| James C. Fagan'Stella Mans'Dollymount AvenueClontarfDublin | Solicitor |
| Dermot J. O'Flynn 'Loyola'Churchtown Drive, Milltown, County Dublin. | Assistant Director Comhairle le Leas Oige |
| **NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS** |
| Patrick J. O'Hagan 21 Wellington Place Clyde Road Dublin | Principal Teacher |
| John D. Sheridan 55 The Rise Glasnevin Dublin | Editor 'Irish School Weekly' |
| Padraig O'Caoimh31 Siraid FheardorchaThuaidhBaile Atha Cliath | Secretary Gaelic Athletic Association |
| A.B. Cleary59 Fitzwilliam SquareDublin | Surgeon |

Dated this 2nd day of June 1945.

 Witness to the above signatures:

S. O'Sullivan

Secretary

29 Dame Street,

DUBLIN.