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COMPANIES ACT 1963 TO 1986

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL

MEMORANDUM OF ASSOCIATION

OF

BARKER ARTS CENTRE LIMITED

1. The name of the Company is Barker Arts Centre Limited.
2. The main object for which the Company is established are:

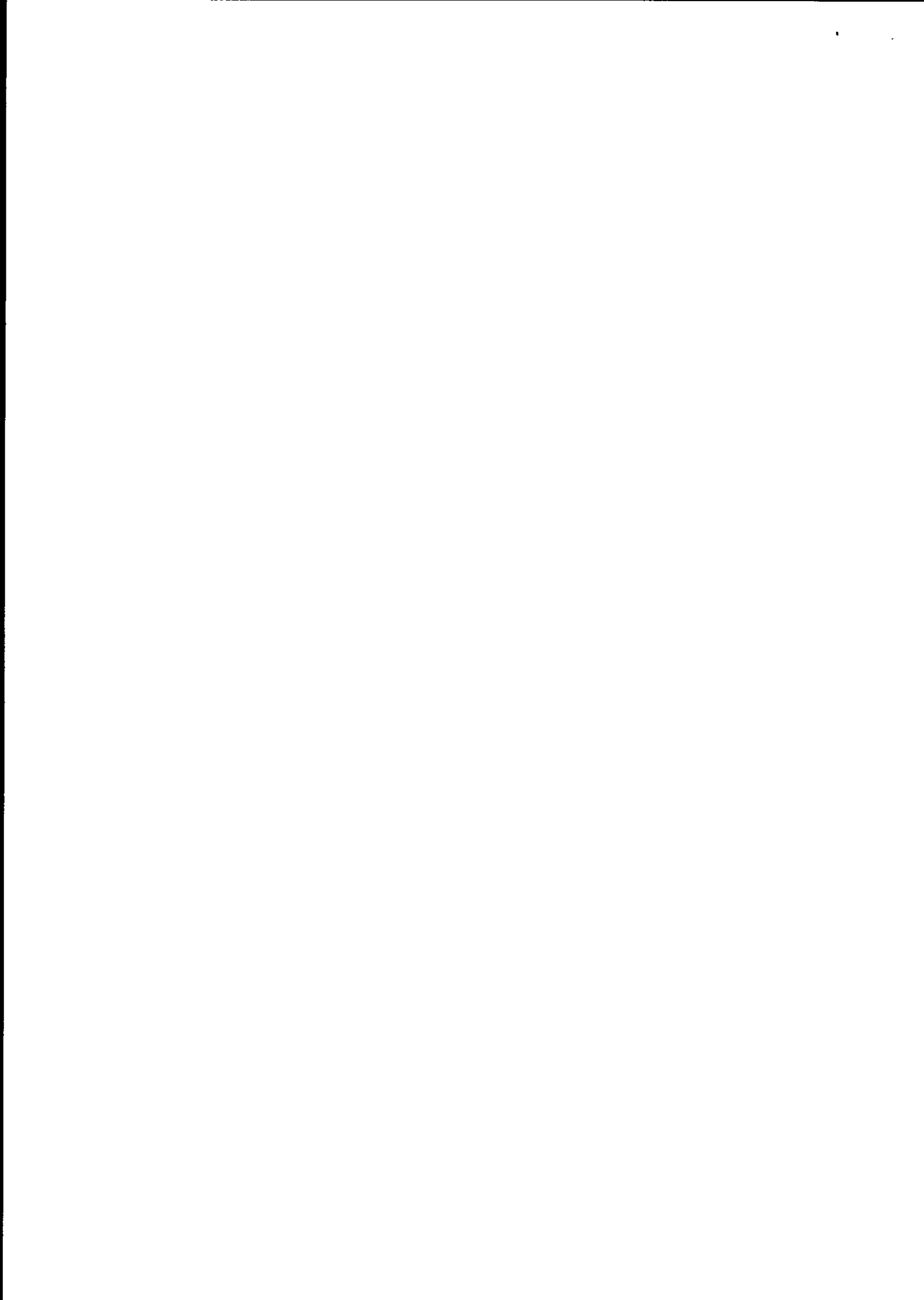
To benefit the local and wider community by promoting the study and improving the understanding of the fine arts and by carrying out a needs based programme of activities comprising of educational, recreational, cultural, social activities. To organise exhibitions of works of arts and to maintain a permanent centre where exhibitions of art can be held.

The word 'main' is to be inserted before the word 'object' throughout the Memorandum of Association.

3. The following are the powers of the company:
 - (A) 'To carry on any business which may seem to the Company capable of being conveniently carried on in connection with the above main object of calculated directly or indirectly to enhance the value of or render profitable any of the Company's property, rights or interests.
 - (B) To apply for all licences which may be required to further any of its main objects.
 - (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold any estate or interest in, any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant stock-in-trade, and any real or personal property of any kind for such consideration and on such terms as may be considered expedient.
 - (D) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's main objects and for the purposes of or in raising of money by the Company to become a member or any building society.



- (E) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future and all or any of the uncalled capital for the time being of the Company, and to issue at a premium or discount, and with the subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (F) To receive and acquire money by donation, gift, subscription or otherwise and to apply or expend such funds to or upon all or any main objects of the company, directly or indirectly.
- (G) To receive money on loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person or corporation.
- (H) To grant pension, 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 pension, 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 for the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the occupational pension scheme which 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.
- (I) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (J) To invest and deal with the moneys of the Company not immediately required for the purposes of its objects in or upon such investments of securities and in such manner as may from time to time be determined. Prior permission to be obtained from Revenue where it is intended to accumulate funds for a period in excess of two years.



- (K) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
 - (L) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
 - (M) To do all of any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
 - (N) So do all such things as are incidental or conducive to the above objects or any of them.
4. The liability of the members is limited.
5. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member or within one year after he ceases being a member, for payment of the debts and liabilities of the Company 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 among themselves, such amount as may be required not exceeding €1.
6. Winding-up

If upon the winding up or dissolution of the company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the 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 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 imposed on the company under or by virtue of Clause...7... hereof, such institution or institutions to be determined by the members of the company at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then to some charitable object.



7. Income and Property

The income and property of the company shall be applied solely towards the promotion of its main object(s) as set forth in the Memorandum of Association. No portion of the company's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to 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:

- a) reasonable and proper remuneration to any member, officer or servant of the company (not being a Director) for any services rendered to the company;
- b) interest at a rate not exceeding 5% per annum on money lent by Directors or other members of the company to the company;
- c) reasonable and proper rent for premises demised and let by any member of the company (including any Director) to the company;
- d) reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the company;
- e) 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;

8. Additions, alterations or amendments clause

No addition, alteration or amendment shall be made to or in the provisions of this Memorandum for the time being in force unless the same shall have been previously approved in writing by the Revenue Commissioners.

9. Keeping of Accounts

Annual account 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 of this Memorandum of Association.

NAMES, ADDRESS AND DESCRIPTIONS OF SUBSCRIBERS

Ian Francis Doolan, Comeragh, Johns Hill, Waterford
Company director

Francis Fergus Dillon, Trespan, 70 The Folly, Waterford Retired

Myles Patrick Shelly, 8 Rockfield Park, Waterford
Community Worker

Evelyn O'Riordan, 14 Grange Park, Waterford
Housewife

Lisa Gallagher, 12 Parnell Street, Waterford
Housewife RIP

Vincent Rogers, Vinbeth, Comeragh Estate, Waterford
Factory Manager

Laurence Dominick Fanning, 55 Marian Park, Waterford
Printing Manager RIP

Anne Maria O'Brien, 15 Thomond Green, Lismore Lawn, Waterford
Production Assistant/Printing

Michael Joseph Doody, 40 Summerville Avenue, Waterford
City Manager

Martin Quigley, Giantsgrave, Clonmel, Co. Tipperary
Regional Arts Officer

Dated the 7th day of April 1983

Witness to the above signatures:- Elizabeth M. Dowling
Nolan Farrell & Goff
Solicitors, Newtown
Waterford

COMPANIES ACTS, 1963 TO 1982

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

BARKER ARTS CENTRE LIMITED.

INTERPRETATION.

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 by whatever name called;

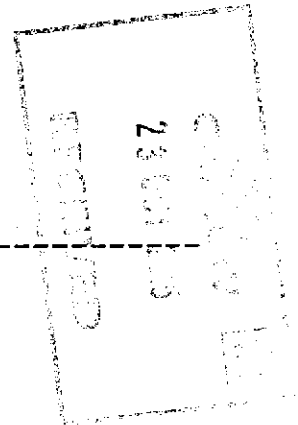
"Secretary" means any person appointed to perform the duties of the Secretary of the Company;

"the Office" means the Registered Office for the time being of the Company.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photographs 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 unlimited.
3. The subscribers to the Memorandum of Association and such other person as the Directors shall admit to membership





shall be members of the Company.

4. The membership of a member of the Company may be terminated by the Directors if any monies due by the member in respect of any subscription, levy or otherwise howsoever remains unpaid for more than sixty days after they become due.
5. If a member is guilty of any breach of these regulations or any bye-law of the Company or is guilty of any conduct which the Directors consider to be prejudicial to the interests of the Company or its reputation the Directors may:-
 - (1) Reprimand the member;
 - (2) Suspend the member from the enjoyment of all or any of the privileges of membership for such period not exceeding six months as the Directors think fit;
 - (3) Terminate the membership of the member.
6. The Directors may not take any action under Article 5 unless at least 14 days notice in writing is sent to the member at his last known address summoning him to a meeting of the Directors and informing him of the matters concerning him proposed to be considered at the meeting. The member shall be entitled to appear before the Directors at the meeting to make a statement and to offer evidence on his own behalf in answer to any allegations made against him. Any decision of the Directors shall be notified to the member within fourteen days of the decision.
7. A member (including a person whose membership has been suspended or terminated) aggrieved by a decision of the Directors taken under Article 5 may appeal against it to a general meeting of the members of the Company provided he gives written notice of appeal to the Secretary within 21 days of the date of the notice given under Article 6. On receipt of such notice of appeal the Secretary shall convene a general meeting of the members of the Company to be held within sixty days of the receipt by the Secretary of the Notice of Appeal. The member shall be entitled to appear and be heard at the meeting. The decision of the members at such meeting shall be final and binding.

FINANCE.

8. Applications for membership in and members of the Company shall pay such entrance fee, annual subscription and special levies as may be determined from time to time by the members of the Company in general meeting.
9. The entrance fee shall be paid by an applicant for membership within 21 days of his admission to membership. In default of such payment his membership in the Company shall automatically terminate.
10. The annual subscription shall be payable in respect of the calendar year and shall be payable on the 1st January in each such year.

11. A levy shall be payable within 14 days of the date of the meeting at which such levy is determined.

GENERAL MEETINGS.

12. All general meetings of the Company shall be held in the State.
13. (1) Subject to Paragraph (2), the Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it. Not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next.

(2) So long as the Company holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. Subject to Article 12, the annual general meeting shall be held at such time and at such place in the State as the Directors shall appoint.
14. All general meetings other than annual general meetings shall be called extraordinary general meetings.
15. The Directors may, whenever they think fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 132 of the Act. If at any time there are not within the State sufficient Directors capable of acting to form a quorum, any Director or any two members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

NOTICE OF GENERAL MEETINGS.

16. Subject to Sections 133 and 141 of the Act, an annual general meeting and a meeting call 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 manner hereinafter mentioned, to such persons as are, under the articles of the Company, entitled to receive such notices from the Company.
17. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the



proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETING.

18. 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 declaring a dividend, the consideration of the accounts, balance sheets and the reports of the Directors and Auditors, the election of Directors in the place of those retiring, the re-appointment of the retiring Auditors and the fixing of the remuneration of the Auditors.
19. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, three members present in persona shall be a quorum.
20. 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.
21. The Chairman, if any, of the board of Directors shall preside as Chairman at every general meeting of the Company, or if there is no such Chairman, or if he is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to be Chairman of the meeting.
22. If at any meeting no Director is willing to act as Chairman or if no Director is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairman of the meeting.
23. 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.
24. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the Declaration of the result of the show

of hands) demanded

- (a) by the Chairman; or
- (b) by at least three members present in person or by proxy; or
- (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at any meeting.

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

The demand for a poll may be withdrawn.

- 25. Except as provided in Article 27, if a poll is duly demanded it shall be taken in such manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 26. Where there is an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
- 27. A poll demanded on the election of a Chairman, or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
- 28. Subject to Section 141 of the Act, a resolution in writing signed by all the members for the time being entitled to attend and vote on such resolution at a general meeting (or being bodies corporate by their duly authorised representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held, and if described as a special resolution shall be deemed to be a special resolution with the meaning of the Act.

VOTES OF MEMBERS.

- 29. Every member shall have one vote.
- 30. A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction of lunacy, may vote, whether on a show of hands or on a poll, by his

committee, receiver, guardian, or other person appointed by that Court, and any such committee, receiver, guardian, or other person may vote by proxy on a show of hands or on a poll.

31. No member shall be entitled to vote at any general meeting unless all moneys immediately payable by him to the Company have been paid.
32. 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 Chairman of the meeting whose decision shall be final and conclusive.
33. Votes may be given either personally or by proxy.
34. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a body corporate, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.
35. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office or at such other place within the State as is specified for that purpose in the notice convening the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
36. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:-

BARKER ARTS CENTRE LIMITED

I/We
of
in the County of _____, being a member/members
of the above-named Company, hereby appoint
of _____ or failing him

of
as my/our proxy to vote for me/us on my/our behalf at the
(annual or extraordinary, as the case may be) general
meeting of the Company to be held on the _____ day of
19 _____ and at any adjournment thereof.

Signed this _____ day of _____ 19 .

This Form to be used *in favour of / *against the resolution.

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

*Strike out whichever is not desired.

37. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding, a poll.
38. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, if no intimation in writing of such death, insanity or revocation as aforesaid is received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

BODIES CORPORATE ACTING BY REPRESENTATIVES AT MEETINGS.

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

DIRECTORS.

40. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be more than 11. The Mayor Aldermen and Burgesses of Waterford and An Chomhairele Ealsion/The Arts Council shall each be entitled to appoint 2 persons as Directors and to remove and replace any persons so appointed.
41. No Director shall receive any remuneration, however in exceptional circumstances receipts out of pocket expenses incurred in attending meetings may be reimbursed in accordance with procedures decided by the Directors.

BORROWING POWERS.

42. 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.

POWERS AND DUTIES OF DIRECTORS.

43. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not by the Act or by these Articles required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Act and of these Articles and to such directions, being not inconsistent with the aforesaid provisions, as may be given by the Company in General Meeting. No direction given by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that direction had not been given.
44. 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 attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period, and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
45. 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. Such person or persons need not be a Director or Directors.
46. The Directors shall cause minutes to be made in books provided for the purpose:-
- (a) of all appointments of officers made by the Directors;
 - (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
 - (c) of all resolutions and proceedings at all meetings of the Company, and of the Directors and of committees of Directors.

DISQUALIFICATION OF DIRECTORS.

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

composition with his creditors generally; or

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

VOTING ON CONTRACTS

48. A Director may vote in respect of any contract in which he is interested or any matter arising thereout.

ROTATION OF DIRECTORS

49. At the first Annual General Meeting of the Company after the adoption of this Article and at the Annual General Meeting in every subsequent year two of the Directors for the time being, excluding any Directors appointed by The Mayor Aldermen & Burgesses of Waterford and by An Chomhairle Ealaion/The Arts Council shall retire from office. 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 require shall (unless they otherwise agree among themselves) be determined by lot. A Director resigning in any year shall be deemed to be a Director retiring in accordance with this Article. A retiring Director shall be eligible for re-election subject to the proviso that a Director shall not serve more than 5 consecutive years in office.
50. The Company at the meeting at which a Director retires in the manner aforesaid may fill the vacated office by electing a person thereto and in default the retiring Director shall, if offering himself for re-election, be deemed to have been re-elected unless at such meeting it is expressly resolved not to fill such vacated office or unless a Resolution for the re-election of such a Director has been put to the meeting and lost.
51. No person other than a Director retiring at the meeting shall, unless recommended by the Directors, be eligible for election to the office of Director at any General Meeting

unless, not less than 3 nor more than 21 days before the date appointed for the meeting, there has been left at the Office notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such a person for election and also notice in writing signed by that person of his willingness to be elected.

52. The Company may from time to time by ordinary resolution increase or reduce the number of Directors.
53. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.
54. The Company may by ordinary resolution of which extended notice has been given in accordance with Section 142 of the Act remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any Agreement between the Company and such Director. 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.
55. The Company may by ordinary resolution appoint another person in place of a Director removed from office under Article 54. Without prejudice to the powers of the Directors under Article 53, 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.

56. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. If the Directors so resolve it shall not be necessary to give notice of a meeting of Directors to any Director who being resident in the State is for the time being absent from the State.



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 two.
58. The continuing Directors may act notwithstanding any vacancy in their number, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of 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.
59. The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office. If no such Chairman is elected, or if at any meeting the Chairman is not present within 5 minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting.
60. The Directors may delegate any of their powers to committee consisting of such member or members of the board as they think fit. Any committee so formed shall, in the exercise of the powers to delegated, conform to any regulations that may be
61. 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 5 minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.
62. 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.
63. All acts done by any meeting of the Directors or of a Committee of Directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
64. 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.

SECRETARY.

65. The Secretary shall be appointed by the Directors for such term and upon such conditions as they think fit. Any

Secretary so appointed may be removed by them.

66. 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.

THE SEAL.

67. The seal shall be used only by the authority of the Director 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.
68. The Administrator shall be appointed by the Directors for such term and as such remuneration and upon such conditions as they may see fit. Any administration so appointed may be removed by them.

ACCOUNTS.

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

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 transaction.

70. 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.
71. 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.

72. The Directors shall from time to time in accordance with Section 148, 150, 157 and 158 of the Act, cause to be prepared and to be laid before the annual general meeting of the Company such profit and loss accounts, balance sheets, group accounts and reports as are required by those sections to be prepared and laid before the annual general meeting of the Company.
73. 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.

AUDIT.

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

BYE-LAWS.

75. The members in general meeting may make any amend bye-laws relating to
- (a) the admission of temporary members and fixing the conditions of temporary members and fixing the conditions of temporary membership
 - (b) regulating the use of any premises of the Company
 - (c) regulating the provision of works of art, their exhibition and display, instruction in such provision and exhibitions and the use of equipment therefor
 - (d) such other things as are considered conducive to the good management of the Company and its affairs.

No bye-law may rescind or vary any article. If any conflict exists between a bye-law and an article the article shall prevail.

NOTICES.

76. A notice may be given by the Company to any member either personally or by sending it by post to him to his registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, 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.

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

(a) every member;

(b) every person being a personal representative or the Official Assignee in Bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and

(c) the auditor for the time being of the Company.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Jim Jamie Doerflinger, Company John's Hill, Waterford
 Company Executive.
 Thomas James Sullivan, "resident" to the Valley
 Mrs. Patrick Shelly, 18 Rockfield Park, Waterford.
 Community member.
 Group on a number 14 from P.H. Ave. Waterford committee
 "Hilltop", 12, Parade Street, Waterford
 Mrs. Lyons "Kerith" George, 12 Hilltop, Waterford
 Purchase Property.
 Rosemary Dominic Jennings 55 Marion Park, Waterford
 Planning Manager.
 Argemiro O'Reilly 15 Thomas Green, home care, Waterford Production Assistant -
 Printing.
 Michael Joseph Darcy, 105 Sunnyside Ave Waterford City Manager.
 M. J. Quigley, Quigley - General Contractor, Waterford
 Regional Office.

DATED THE 7th DAY OF April 1983

Witness to the above Signatures - Elizabeth M. Seohy
 District Inspector (C) 11
 S. 11
 No. 11

24th January, 2011

PRIVATE & CONFIDENTIAL

The Companies Registration Office,
O'Brien Road,
Carlow.

YOUR REF: 101812
OUR REF: CMCC

RE: Barker Arts Centre Ltd

Dear Sir/Madam,

We enclose herewith the following:

1. Amended Memorandum of Association.
2. G1 Special Resolution.
3. Cheque for €30.

We trust you will find this in order.

Yours faithfully,

O'CONNELL MESKILL & CO.

Enc.

