children’s books ireland

constitution of Children’s Books Ireland CLG

children’s books ireland
every child a reader

Children's Books Ireland/Leabhair Pháistí Éireann
receives financial assistance from
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COMPANIES ACT 2014

CONSTITUTION

OF

CHILDREN'S BOOKS IRELAND COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

1. The name of the Company is: Children's Books Ireland Company Limited by Guarantee.

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

3. The Main Object for which the company is established is to promote the study and improve the understanding of arts as defined in the Arts Acts 1951 and 1973. With a view to the attainment of the above charitable object, the Company is authorised to exercise the powers conferred by sub-regulation 3.1 to sub-regulation 3.6:

   3.1. To promote the reading and enjoyment of children's books in homes, schools and libraries and in the wider community, and to develop the imaginations and enrich the minds of children through literature and the visual arts.

   3.2. To provide information for parents, teachers, librarians and all others interested in children's books while ensuring an independent voice.

   3.3. To provide a forum for discussion on children's books using seminars, lectures, exhibitions, workshops, awards and an annual children's literature conference.

   3.4. To encourage, develop and maintain links with corporate bodies and individuals in the field of children's literature and in particular with educationalists, librarians, writers, artists and illustrators, book sellers and publishers and to foster links with international activity in this area.

   3.5. To promote the study of and research into children's literature at all academic levels making use of all modern research facilities.

   3.6. To promote the writing and illustration of children's books and to involve children in the process.

4. **Powers**

   The Company shall in addition to the powers conferred on it by law have the following powers which are exclusively subsidiary and ancillary to the Main Object and which powers may only be exercised in promoting the Main Object. Any income generated by the exercise of these powers is to be applied to the promotion of the Main Object.

4.1. To enter into any arrangements with any Government or other authorities, supreme, municipal, local arts supporting or otherwise, that may seem conducive to the Company's objects.

4.2. To sell, improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account or otherwise deal with all or any of the property and in the rights of the Company.

4.3. To sell, or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this Company.

4.4. To raise funds and to help raise funds for any charitable purpose.

4.5. To carry on any business which may seem to the Company capable of being conveniently carried on in connection with the above objects or any of them or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property, rights or interests.

4.6. To carry on the business of a trust company and to invest funds of the Company in or upon or otherwise acquire, hold and deal in securities and investments of every kind.

4.7. To make, draw, accept, endorse, issue, discount and otherwise deal with promissory notes, bills of exchange, cheques, letters of credit, circular notes and other mercantile instruments.

4.8. To acquire by purchase, exchange, lease, fee farm grant or otherwise, either for an estate in fee simple or for any less estate or other estate or interest, whether immediate or reversionary, and whether vested or contingent, any lands, tenements or hereditaments of any tenure, whether subject or not to any changes or encumbrances and to hold and farm and work or manage or to sell, let, alienate, mortgage, lease or charge land, house property, shops, flats, maisonettes, reversions, interests, annuities, life policies and any other property real or personal, movable or immovable, either absolutely or conditionally and either subject to or not to any mortgage, charge, ground rent or other rents or encumbrances, and to pay for any lands, tenements, hereditaments or assets acquired by the Company in cash or debentures or obligations of the Company, whether fully paid or otherwise, or in any other manner.

4.9. To undertake the office of trustee, executor, administer, committee, manager, secretary, registrar, attorney, delegate, substitute or treasurer and any other offices or situations of trust or confidence and to perform and discharge the duties and functions incident thereto, and generally to transact all kinds of trust and agency business either gratuitously or otherwise.

4.10. To facilitate and encourage the creation, issue or conversion of debentures, debenture stock, bonds, obligations and to act as trustees in connection with any such securities and to take part in the conversion of business concerns and undertakings into companies.

4.11. To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertakings property and assets (present and future) of the Company, or all such methods, the performance of the obligations of and the repayment or payment of the principle amounts and interest of any person, firm or company, or the dividends or interest of any securities, including (without prejudice to the generality of the foregoing) any company which is the Company's holding company or subsidiary or associated company.

4.12. To apply for purchase or otherwise acquire, and protect, prolong and renew, whether in Ireland or elsewhere, any patents, patent rights, brevets d'invention, licences, protections, 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, process or privilege which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, manufacture under grant or licences or privileges in respect thereof or otherwise turn to account the property, rights and information so acquired, and to carry on any business in any way connected therewith and to expend money in experimenting upon and testing, and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.

4.13. To accumulate capital for any of the purposes of the Company, and to appropriate any of the Company's assets to specific purposes, either conditionally or unconditionally. Prior permission is to be obtained from the Revenue Commissioners where the Company intends to accumulate funds over a period in excess of two years for any purposes.

4.14. To apply for and obtain legislative, municipal or other acts or authorisations for enabling the Company to carry any of its objects into effect or for any extensions or alterations of its powers or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient and to oppose any proceedings, or applications which may seem calculated directly or indirectly to prejudice the Company's interest.

4.15. To raise or borrow money, and to secure the payment of money by the issue of or upon debentures or debenture stock, perpetual, terminable or otherwise, or bonds or other obligations, charged or not charged upon, or by mortgage, charge, hypothecation, lien or pledge of the whole or any part of the undertaking, property, assets and rights of the Company, both present and future, and generally in such other manner and on such terms as may seem expedient, and to issue any of the Company's securities, for such consideration and on such terms as may be thought fit, including the power to pay a proportion of the profits of the Company by way of interest on any money so raised or borrowed, and also by similar mortgage, charge, hypothecation, lien or pledge, to secure and guarantee the performance by the Company of any obligation or liability it may undertake, and to redeem or pay off any such securities.

4.16. To create, maintain, invest and deal with any reserve or sinking funds for redemption of obligations of the Company, or for depreciation of works or stock, or any other purpose of the Company.

4.17. To establish, join, support and subscribe to, or to aid in the establishment and support of associations, institutions, societies, co-operatives, clubs, funds, trusts or conveniences calculated to benefit the Company or employees or ex-employees of the Company or the dependants or connections of such persons or connected with any town or place where the Company carries on business, and to grant pensions, gratuities, allowances or charitable aid to any person who may have served the Company, or to the spouses, children or other relatives of such person 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 or benevolent objects or for any exhibition or for any public general or useful object.

4.18. To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, to join any lawful federation, union, association or party and to contribute to the funds thereof, or do any other lawful act or thing with a view to preventing or resisting directly or indirectly any interruption of or interference with the Company's or any other trade or business or providing or safeguarding against the same, or resisting or opposing any movement or organisation which may be thought detrimental to the interests of the Company or its employees, and to subscribe to any association or fund for any such purposes.

4.19. To procure the Company to be registered or recognised in any foreign country, colony, dependency or place.

4.20. To pay all or any expenses of, incidental to or incurred in connection with the formation and incorporation of the Company and the raising of its loan capital, or to contract with any person or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any debentures or securities of the Company.

And it is hereby declared that in the construction of these regulations the word "company", except where used in reference to this Company, shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Ireland or elsewhere, and words denoting the singular number only shall include the plural number and vice versa and the intention is that the objects specified in each paragraph of these regulations shall except where otherwise expressed in such paragraph be in no way restricted by reference to or interference from the terms of any other paragraph or the name of the Company.

Income and Property

5. The income and property of the Company shall be applied solely towards the promotion of the Main Object as set forth in this constitution. No portion of the Company's income and property shall be paid or transferred, directly or indirectly, by way of

dividend, bonus or otherwise howsoever by way of profit to the members of the Company. No charity trustee 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 herein shall prevent any payment in good faith by the Company of:

5.1. reasonable and proper remuneration to any member or servant of the Company (not being a charity trustee) in return for any services rendered to the Company;

5.2. interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by charity trustees or other members of the Company to the Company;

5.3. reasonable and proper rent for premises demised or let by any member of the Company (including any charity trustee) to the Company;

5.4. reasonable and proper out-of-pocket expenses incurred by any charity trustee in connection with their attendance to any matter affecting the Company;

5.5. fees, remuneration or other benefit in money or money's worth to any Company of which a charity trustee may be a member holding not more than one hundredth part of the issued capital of such Company;

5.6. payment by the Company to a person pursuant to an agreement entered into in compliance with section 89 of the Charities Act 2009 (as for the time being amended, extended or replaced).

Keeping of Accounts

6. Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.

Additions, Alterations or Amendments

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

8. The liability of the members is limited.

9. Every member of the company undertakes to contribute to the assets of the company, if the company is wound up while he or she is a member or is wound up within one year after the date on which he or she ceases to be a member, for –

9.1. the payment of the debts and liabilities of the company contracted before he or she ceases to be a member, and the costs, charges and expenses of winding up;

and

9.2. the adjustment of the rights of contributories among themselves,

such amount as may be required, not exceeding €1.27.

Winding Up

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

ARTICLES OF ASSOCIATION

Interpretation

1. These Articles shall be read subject to the provisions of the Act.

2. The optional provisions (as that term is defined by Section 1177(2) of the Act shall not apply to the Constitution of the Company.

3. In these Articles the following terms shall have the following meanings:

	Term	Meaning
3.1	“**Act**”	the Companies Act 2014
3.2	“**Articles**”	these Articles of Association as from time to time altered by resolution of the Company
3.3	“**Auditors**”	the Auditors for the time being of the Company
3.4	“**clear days**”	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
3.5	“**Company**”	Children’s Books Ireland Company Limited by Guarantee
3.6	**“Constitution”**	means the constitution of the Company
3.7	“**Directors**”	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
3.8	**“Executed”**	includes any mode of execution
3.9	“**Office**”	the registered office for the time being of the Company
3.10	“**Register**”	the register of members to be kept as required by the Act
3.11	"**Seal**"	the common seal of the Company
3.12	"**Secretary**”	any person appointed to perform the duties of the secretary of the Company, including an assistant or deputy secretary
3.13	“**State**”	the Republic of Ireland

4. In the Constitution:

4.1 subject to Article 4.2, any reference in the Constitution to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it;

4.2 unless the context otherwise requires, words or expressions contained in the Constitution bear the same meaning as in the Act as in force on the date when the Constitution became binding on the Company;

4.3 expressions which refer to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, digitalised and any other modes of representing or reproducing words in a visible form. The expression “execution”, "executed" or similar expressions shall include any mode of execution whether under seal or under hand;

4.4 the headings and captions included in the Constitution are inserted for convenience of reference only and shall not be considered a part of or affect the construction or interpretation of these Articles;

4.5 in the Constitution, unless the context otherwise requires, words importing any gender shall include all genders, and the singular number shall include the plural, and vice versa, and words importing persons shall include firms or companies.

Membership

5. The number of members with which the Company proposes to be registered is seven, but the Directors may from time to time register an increase or decrease in members provided such membership does not fall below three members.

6. The subscribers to the Constitution and such other persons as the Directors in their absolute discretion shall admit shall be members of the Company.

7. The Directors may from time to time and at any time by resolution at their discretion make such regulations as they see fit relating to membership of the Company, and may from time to time and at any time by like resolutions at the like discretion alter such regulations to such extent and in such manner as they see fit. Without prejudice to the generality of the foregoing, such regulations may provide for different classes of membership of the Company, the membership subscriptions (if any) payable by a member or a particular class of members (which may vary from member to member or, if there is more than one class, any class of members, by reference to such criteria as the Directors so provide in such regulations), the rights (if any) of voting at general meetings of the Company of such members or of any particular class of members, the duration of membership of any members or of any particular class of members provided that no regulation shall be made under the powers conferred by this Article which would amount to such an amendment of or an addition to these Articles as could lawfully be made only by special resolution.

8. The entry of a member's name in the Register shall be evidence of membership but no member shall be entitled to request the Company to issue a certificate of membership. A member's name shall be entered into the Register upon the payment and acceptance of the annual subscription to the Company.

9. Subscriptions are payable in advance for each year, and may be applied for at any time. The Secretary shall notify members of the need to renew their membership at least one month in advance of the date of renewal. Members must pay their subscriptions in advance and up to the renewal date of their membership. The rate of subscription for annual membership shall be determined from time to time by the Directors.

10. Any member whose subscription remains unpaid at the date of renewal shall be removed from the Register, with consequent loss of all privileges. Such member may be reinstated upon full payment of the subscription for the year in which application for reinstatement shall be made.

11. The name of the Company shall not be used by individual members for the purposes of advertising or personal benefit. Violations shall be reported to the Directors who shall study them and recommend action, if any (including, without limitation, any of the sanctions referred to in Article 14).

12. The rights and privileges of a member as such shall be personal and accordingly shall not be transferrable and shall cease on death.

13. A member of the Company shall cease to be a member:

 13.1 if he or she resigns as a member by notice in writing sent to the Secretary at the Office;

 13.2 if he or she shall be in default for a period of twelve months in the payment of any subscription or other contribution payable by him or her to the Company;

 13.3 on his or her death; or

 13.4 if he or she should be expelled from membership in accordance with the provisions of Articles 14 and 15.

14. The Directors shall, subject to the provisions of Article 15, have power by resolution approved by not less than two-thirds of the Directors present and voting at a meeting specially convened for the purpose to expel from the membership of the Company any member who refuses or wilfully neglects to comply with the Constitution (or regulations or bye laws) or who have been guilty of such conduct as in the opinion of the Directors either has rendered him or her unfit to remain as a member or whose continued membership would be injurious to the Company or where the Directors consider that expulsion would be in the best interests of the Company.

15. A member whose expulsion is to be taken into consideration by the Directors under the provisions of Article 10 shall receive not less than 14 clear days' notice in writing of such proposed expulsion and short particulars of the grounds thereof and upon his or her giving notice in writing to the Secretary of his or her intention to appear shall be heard by the Directors either in person or through his or her duly authorised agent but shall not be present at the voting or take further part in the proceedings otherwise than

as the Directors shall permit. Alternatively or in addition he or she may submit a written statement which shall be taken into consideration by the Directors.

16. A former member of the Company shall remain liable for all subscriptions (if any) and contributions due or imposed on him or her up to the date on which he or she shall cease to be a member and for any sums due by him or her under Clause 8 of the Memorandum of Association of the Company and shall forfeit all claim to a return of any money paid by him or her to the Company on his or her admission as a member or by way of a subscription or otherwise.

17. Every member shall be bound to further to the best of his or her ability the objects and interests of the Company, and shall observe all regulations of the Company.

18. The Directors may provide for the admission of such persons as they may think fit to be associate or honorary members of the Company, and for the rights, duties and liabilities (if any) of such associate or honorary members, but so that such persons shall not by virtue of having become associate or honorary members be members of the Company for the purposes of the Act or this constitution, and that such rights shall not include the right to notice of, to speak or vote at general meetings of the Company. Particulars in relation to associate or honorary members shall not be entered in the Register but the Secretary shall nevertheless keep an accurate record of associate or honorary members.

General Meetings

19.

19.1 Subject to Article 19.2, the Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting 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.

19.2 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.

20. All general meetings other than annual general meetings shall be called extraordinary general meetings.

21. 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 178 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 in accordance with Section 1203 of the Act.

Notice of General Meetings

22. Subject to the provisions of the Act, an annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 clear 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 clear days' notice in writing at the least. The notice 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 the manner hereinafter mentioned, to such persons as are, under these Articles, entitled to receive such notices from the Company.

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

Proceedings at General Meetings

24. 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 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.

25. No business shall be transacted at any general meeting unless a quorum of members is present. Ten members present in person, or by proxy, or (being corporations) present by a representative shall be a quorum for all purposes.

26. 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 members 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.

27. The Chairperson, if any, of the Directors, shall preside as Chairperson at every general meeting of the Company, or if there is no such chairman, or if at any meeting he or she is not present within 15 minutes after the time appointed for holding the meeting, or is unwilling to act as Chairperson, the Vice Chairperson, if any, of the Directors if he or she is present and willing to act shall be Chairperson of the meeting, failing which the members present shall choose one of their number to be Chairperson of the meeting.

28. A Director shall, notwithstanding that he or she is not a member, be entitled to attend and speak at any general meeting.

29. The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, 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 14 days or more or is adjourned sine die, at least seven clear days' notice of the adjourned meeting shall be given, which notice shall specify the time and place of the adjourned meeting and the general nature of the

business to be transacted. Save as aforesaid, it shall not be necessary to give any notice of an adjournment.

30. 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:

30.1 by the Chairperson;

30.2 by at least two members present in person or by proxy; or

30.3 by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

and a demand by a person as proxy for a member shall be the same as a demand by the member.

31. Unless a poll is so demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of 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.

32. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairperson and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

33. Except as provided in Article 35, if a poll is duly demanded it shall be taken in such manner as the Chairperson directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

34. Where there is an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

35. A poll demanded on the election of a Chairperson 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 Chairperson of the meeting directs, and any business other than that on which a poll is demanded may be proceeded with pending the taking of the poll.

36. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days notice shall be given specifying the time and place at which the poll is to be taken.

37. A resolution in writing (other than one in respect of which extended notice is required by the Act to be given) 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 appointed representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held and, if described as a special resolution, shall be deemed to be a special resolution

within the meaning of the Act. Any such resolution may consist of several documents in the like form each signed by one or more members for the time being entitled to attend and vote on such resolution at general meeting (or being bodies corporate by their duly appointed representatives).

Votes of Members

38. Subject to any rights or restrictions for the time being attached to any class or classes of members pursuant to regulations made under Article 6, every member shall have one vote.

39. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in capacity, may vote, whether on a show of hands or on a poll, by his attorney, committee, receiver, guardian or other person appointed by that court, and any such attorney, committee, receiver, guardian or other person may vote by proxy on a show of hands or on a poll.

40. No member shall be entitled to vote at any general meeting unless all moneys immediately payable by him or her to the Company have been paid.

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

42. Every member entitled to attend and vote at a general meeting may appoint a proxy to attend, speak and vote on his or her behalf. A proxy need not be a member of the Company. A person entitled to more than one vote need not use all his or her votes or cast all the votes he or she uses in the same way.

43. The instrument appointing a proxy shall be in writing and shall be executed by or on behalf of the appointor. The signature on such instrument need not be witnessed. A body corporate may execute a form of proxy under its common seal or under the hand of a duly authorised officer thereof.

44. The instrument appointing a proxy and any authority, if any, under which it is executed or a notarially certified copy of such authority shall be deposited at the Office or (at the option of the member) at such other place or one of such other places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting or any other instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time appointed for the holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used, and in default, shall not be treated as valid.

Provided that:

44.1 in the case of a meeting which is adjourned to, or a poll which is to be taken on, a date which is less than seven days after the date of the meeting which was adjourned or at which the poll was demanded, it shall be sufficient if the instrument of proxy and any such authority and certification thereof as aforesaid is lodged with the Secretary at the commencement of the adjourned meeting or the taking of the poll; and

44.2 an instrument of proxy relating to more than one meeting (including any adjournment thereof) having once been so delivered for the purposes of any meeting shall not require to be delivered again for the purposes of any subsequent meeting to which it relates.

45. An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

46. An instrument appointing a proxy shall be in the following form or in any other form which the Directors may accept:

"[NAME]

I/We of being a member/members of the above-named Company hereby appoint

of or failing him or her 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 20[ ] and at any adjournment thereof.

Signed this day of 20[ ]

This form is 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."

47. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

48. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or incapacity 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, incapacity 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

49. 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

50. The Board of Directors shall consist of ten members but the Company may from time to time by ordinary resolution increase or reduce the number of Directors, provided that the number is not reduced below three directors, and may also determine in what rotation the increased or reduced number is to go out of office. All Directors have the right to vote at meetings of the Board.

51. The business of the Company shall be managed by the Directors, who may exercise all the powers of the Company as are not required by the Act or this constitution required to be exercised by the Company in general meeting subject nevertheless to the provisions of the Act and the constitution and to such directions, being not inconsistent with the aforesaid provisions, as may be given by the Company in general meeting, but no such direction or alteration in the constitution shall invalidate any prior act of the Directors which would have been valid if that direction had not been given or that alteration had not been made.

52. The Directors may, by power of attorney or otherwise, appoint any company, firm or person or body of persons to be the attorney of the Company for such purposes and on such conditions as they determine, including authority for the attorney to delegate all or any of the powers vested in that attorney.

53. Without affecting the generality of Regulation 51, the Directors may engage such staff as they consider appropriate and may manage and dismiss such staff.

54. 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.

55. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, whether in hard copy or electronic form, and all receipts for monies 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.

56. No remuneration shall be payable to the Directors but Directors may be paid all such reasonable expenses as may be properly incurred in their attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Company or in connection with the affairs of the Company and provided same are properly vouched.

Appointment and Rotation of Directors

57. At the first annual general meeting of the Company all the Directors shall retire from office, and at the annual general meeting in every subsequent year, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third shall retire from office.

58. The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.

59. A retiring Director shall be eligible for re-election.

60. The Company, at the meeting at which a Director retires in 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 Director has been put to the meeting and lost.

61. 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 day appointed for the meeting, there shall have been left at the office notice in writing signed by two members duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

62. If a Director resigns from the Board he or she will be deemed to have resigned from any working group or committee to which he or she has been appointed but he or she may be elected or re-elected to any working group or committee at the express invitation of the Board.

63. 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.

Disqualification and Removal of Directors

64. 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.

65. The Company may, by ordinary resolution, appoint another person in place of a Director removed from office under Article 62. Without prejudice to the powers of the Directors under Article 61 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.

66. No person may be appointed as a Director:

66.1 unless he or she has attained the age of 18 years; or

66.2 in circumstances such that, had he or she already been a Director, he or she would have been disqualified from acting under the provisions of the Articles.

67. The office of a Director shall be vacated if:

67.1 without the consent of the Company in general meeting he or she holds any other office or place of profit under the Company;

67.2 he or she ceases to be a Director by virtue of any provision of the Act or becomes prohibited by law from being a Director;

67.3 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally;

67.4 he or she becomes the subject of a Restriction Order made under section 819 of the Act;

67.5 he or she becomes the subject of a Disqualification Order made under Part 14 of the Act;

67.6 the Directors reasonably believe he or she is suffering from mental disorder and incapable of acting and they resolve that he or she be removed from office;

67.7 he or she resigns by notice in writing to the Company (but only if at least three Directors will remain in office when the notice of resignation is to take effect);

67.8 he or she fails to attend three consecutive meetings of the Directors and the Directors resolve that he or she be removed for this reason;

67.9 he or she is removed by the members in accordance with Article 54; or

67.10 he or she is directly or indirectly interested in any contract with the Company and fails to declare the nature of his or her interest in a manner required by section 231 of the Act.

Powers of Directors

68. The Directors shall elect a Chairperson and a Vice Chairperson from among their own number and may determine the period for which each is to hold office. The Chairperson, or if he or she is not present, the Vice Chairperson, shall chair meetings of the Directors but if neither is present within five minutes after the time appointed

for holding the same, the Directors present shall choose one of their number to be the Chairperson of the meeting.

69. Subject to the Act, the Constitution and to any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Constitution shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Directors by the Articles and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.

70. The quorum for the transaction of the business at meetings of the Directors may be fixed by the Directors and unless so fixed at any other number shall be three.

71. The continuing Directors or a sole continuing Director may act despite any vacancies in their number but while there are fewer Directors than required for a quorum the Directors may only act for the purpose of increasing the number of Directors or of summoning a general meeting of the Company.

72. All acts done by a person acting as a Director shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office be as valid as if such person had been duly appointed and was qualified and had continued to be a Director.

73. A resolution in writing signed by all the Directors entitled to receive notice of a meeting of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held and may consist of several documents in the like form each signed by one or more Directors.

74. If a question arises at a meeting of the Directors as to the right of a Director to vote, the question may, before the conclusion of the meeting be referred to the Chairperson of the meeting and their ruling in relation to any Director other then himself or herself shall be final and conclusive.

75. Subject to the Constitution the Directors may regulate their proceedings as they think fit.

Delegation of Directors' powers

76. The Directors may by power of attorney or otherwise appoint any person to be the agent of the Company for such purposes and on such conditions as they determine.

77. The Directors may delegate any of their powers or functions to any committee or the implementation of any of their resolutions and day to day management of the affairs of the Company to any person or committee in accordance with the conditions set out in these Articles.

Delegation to committees

78. In the case of delegation to committees:

  78.1 the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (although the resolution may allow the committee to make co-options up to a specified number);

  78.2 the composition of any such committee shall be entirely in the discretion of the Directors and may comprise such of their number (if any) as the resolution may specify;

  78.3 the deliberations of any such committee shall be reported regularly to the Directors and any resolution passed or decision taken by any such committee shall be reported promptly to the Directors and for that purpose every committee shall appoint a secretary;

  78.4 all delegations under this Article shall be variable or revocable at any time;

  78.5 the Directors may make such regulations and impose such terms and conditions and give such mandates to any such committee as they may from time to time think fit; and

  78.6 no committee shall knowingly incur expenditure or liability on behalf of the Company except where authorised by the Directors or in accordance with a budget which has been approved by the Directors.

79. For the avoidance of doubt, the Directors may delegate all financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Director.

80. The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Directors so far as applicable and not superseded by any regulations made by the Directors.

Delegation of day to day management powers

81. In the case of delegation of the day to day management of the Company to a chief executive or other manager or managers:

  81.1 the delegated power shall be to manage the Company by implementing the policy and strategy adopted by and within a budget approved by the Directors and if applicable to advise the Directors in relation to such policy, strategy and budget;

  81.2 the Directors shall provide each such chief executive or manager with a description of his or her role and the extent of his or her authority and shall require that he or she shall report regularly to the Directors on the activities undertaken in managing the Company and, as appropriate, shall provide them regularly with management accounts sufficient to explain the financial position of the Company.

Directors' meetings

Notice

82. Any Director may (and the Secretary shall at the request of any Director) call a Directors' meeting.

83. All directors shall be entitled to reasonable notice of any meeting of the directors but, 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.

84. Every notice calling a meeting shall specify the place, day and time of the meeting and the general particulars of all business to be considered at such meeting.

Conflicts of interest

85. A Director who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his or her interest at the meeting of the Directors at which the question of entering into the contract or arrangement is first taken into consideration, if his or her interest then exists, or in any other case at the first meeting of the Directors after he or she becomes so interested. A general notice given by a Director to the effect that:

    85.1 he or she is a member of a specified Company or firm and is to be regarded as interested in all transaction with such Company or firm; or

    85.2 he or she is to be regarded as interested in any transaction which may be made after the date of notice with a specified person who is connected with him or her (within the meaning of section 220 of the Act),

    shall be sufficient declaration of interest under this Article, and after such general notice is given it shall not be necessary to give any special notice relating to any subsequent transaction with such Company or firm, provided that either the notice is given at a meeting of the Directors or the Director giving the notice takes reasonable steps to secure that it is brought up and read at the next meeting of the Directors after it is given.

86. A Director may not vote in respect of any contract, appointment or arrangement in which he or she is interested and he or she shall not be counted in the quorum present at the meeting.

Virtual meetings

87. Any Director or alternate Director may participate in a meeting of the Directors or any committee of the Directors by means of conference telephone or other telecommunications equipment by means of which all persons participating in the meeting can hear each other speak and such participation in a meeting shall constitute presence in person at the meeting.

88. Alternate Directors

88.1 Any Director may by writing under his or her hand appoint:

88.1.1 any other Director; or

88.1.2 any other person who is approved by the Directors as hereinafter provided;

to be his or her alternate provided always that no such appointment of a person other than a Director shall be operative unless and until such appointment shall have been approved by resolution of the Board of Directors.

88.2 An alternate Director shall be entitled to receive notices of all meetings of the Directors and of all meetings of committees of Directors of which his or her appointor is a member, to attend and vote at any such meeting at which the Director appointing him or her is not personally present and, in the absence of his or her appointor, to exercise all the powers, rights, duties and authorities of his or her appointor as a Director (other than the right to appoint an alternate hereunder).

88.3 Save as otherwise provided in these Articles, an alternate Director shall be deemed for all purposes to be a Director and shall alone be responsible for his or her own acts and defaults and he or she shall not be deemed to be the agent of the Director appointing him or her. The remuneration of any such alternate Director shall be payable out of the remuneration paid to the Director appointing him or her and shall consist of such portion of the last mentioned remuneration as shall be agreed between the alternate and the Director appointing him or her.

88.4 A Director may at any time revoke the appointment of any alternate appointed by him or her. If a Director shall die or cease to hold the office of Director the appointment of his or her alternate shall thereupon cease and determine but if a Director retires by rotation or otherwise but is re-appointed or deemed to have been re-appointed at the meeting at which he or she retires, any appointment of an alternate Director made by him or her which was in force immediately prior to his or her retirement shall continue after his or her re-appointment.

88.5 Any appointment or revocation by a Director under this Article shall be effected by notice in writing given under his or her hand to the Secretary or deposited at the registered office of the Company or in any other manner approved by the Directors.

Irregularities

89. The proceedings at any meeting or on the taking of any poll shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice unless such specification is a requirement of the Act.

Minutes

90. The Directors shall cause minutes to be made in books kept for the purpose:

    90.1 of all appointments of officers made by the Directors;

    90.2 of all resolutions of the Company and of the Directors; and

    90.3 of all proceedings at meetings of the Company and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting,

    and any such minute, if purported to be signed by the Chairperson of the meeting at which the proceedings were had, or by the Chairperson of the next succeeding meeting, shall, as against any member or Director of the Company, be sufficient evidence of the proceedings.

Secretary

91. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them.

92. The Directors may appoint an assistant or deputy secretary and any provision in these Articles requiring or authorising a thing to be done by or to the Secretary shall be satisfied by it being done by or to the assistant or deputy secretary.

Auditors

93. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

94. Subject to the provisions of the Act, all acts done by any person acting as an auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his or her appointment or that he or she was at the time of his or her appointment not qualified for appointment.

Seal

95. 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.

Records and accounts

96. The Directors shall cause to be kept such books of accounts as are necessary to comply with the provisions of the Act and the Charities Act 2009. Proper books of account 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 explain its transactions.

97. The books of account shall be kept at the Office or subject to the provisions of the Act and in particular section 283 of the Act at such other place or places as the Directors think fit, and shall be open to the inspection of the Directors at all reasonable times.

98. The Directors shall from time to time determine whether and if so 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.

99. The Directors shall in accordance with the provisions 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 (if any) and reports as may be necessary.

100. A copy of every balance sheet and profit and loss account which is to be laid before the annual general meeting of the Company (including every document required by law to be appended thereto) together with a copy of every report of the Auditors relating thereto and the Directors' report shall, not less than twenty-one days before the date of the meeting, be sent to every member of, and every holder of debentures of, the Company and to every other person who is entitled to receive notices from the Company under the provisions of the Act or of these Articles.

Notices

101. Subject to Article 95, any document or information (including any notice) to be given to or by any person pursuant to the Articles shall be in writing or shall be given in electronic form to an address for the time being notified for that purpose to the person giving the notice. A notice calling a meeting of the Directors need not be in writing.

102. The Company may give any document or information (including any notice) to any member either personally or by sending it by post in a prepaid envelope addressed to the member at his or her registered address or by leaving it at that address or in electronic form to an address provided for that purpose or posted on a website where the recipient has agreed (generally or specifically) that the document or information may be sent or supplied in that manner, or (in the case of a website) if the member is deemed to have so agreed in accordance with the Act.

103. Proof that an envelope containing a notice was properly addressed, stamped and posted or proof that an electronic communication has been transmitted to the proper address shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or in the case of a notice contained in an electronic communication, the notice is treated as being delivered at the time it was delivered.

Indemnity

104. Without prejudice to any indemnity to which a Director may otherwise be entitled, every Director of the Company shall be indemnified out of the assets of the Company in relation to any liability incurred by him or her in that capacity but only to the extent permitted by the Act; and every other officer of the Company may be indemnified out of the assets of the Company in relation to any liability incurred by him or her in that capacity, but only to the extent permitted by the Acts.

Winding-up

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

Regulations

106. The Directors shall have power from time to time to make, repeal or alter regulations as to the management of the Company and its affairs, as to the duties of any officers or employees of the Company, as to the conduct of business of the Directors or any

committee and as to any of the matters or things within the powers or under the control of the Directors provided that such regulations shall not be inconsistent with the Act, the Constitution or any rule of law. The Directors shall adopt such means as they deem sufficient to bring to the notice of the members all such regulations and variations and repeals thereof and all such regulations so long as they are in force shall be binding upon all the members of the Company.

We, the several persons whose names and addresses are subscribed, wish to be formed into a company in pursuance of this constitution.

Names, addresses and description of subscribers
Eilís Dillon, 7 Templemore Avenue, Dublin 6, Author Clodagh Corcoran, 22 Pimlico, Dublin 8, Bookseller Michael O'Brien, 20 Victoria Road, Dublin 6, Publisher Gabriel Rosenstock, 37 Garran Arnold, Gleann na gCaorach, Co Dublin, Author Alex Miller, 35 Finsbury Park, Dublin 14, Publisher Tony Hickey, 2 The Lodge, Kensington Park Gardens, London W11 3HA, Author Tom McCaughren, 137 Whitehall Road, Terenure, Dublin 6, Author/Journalist Deirdre Ellis King, 61 Grange Wood, Rathfarnham, Dublin 16, Librarian

As appropriate: -

Signatures in writing of the above subscribers, attested by witness as provided for below; or
Authentication in the manner referred to in s. 888 of the Act

Dated this 29 day of May 1989

Witness to the above signatures:

Name: James Hickey
Address: 1 Fitzwilliam Square, Dublin 2

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