

COMPANIES ACT 2014
CONSTITUTION
OF
IRISH CHAMBER ORCHESTRA
(COMPANY LIMITED BY GUARANTEE)
MEMORANDUM OF ASSOCIATION

1. Name

The name of the company is: IRISH CHAMBER ORCHESTRA (“the Company”).

2. Status

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

3. Main Object

The primary object for which the Company is established is the promotion of classical, modern and Irish music in Ireland and the promotion of music as a means of promoting personal development in community outreach programmes.

4. Subsidiary Object(s)

As objects incidental and ancillary to the attainment of the Main Object, the company shall have the following subsidiary objects set out in sub clauses (a) to (h) inclusive hereunder:

- (a) To establish, promote and maintain a professional Chamber Orchestra in Ireland, to provide and organize concerts, recitals, performances, productions and exhibitions of classical, modern and Irish music and to tour the orchestra abroad.
- (b) To promote and encourage the performance of music to the highest standards in all communications media and, through the orchestra's performance, to further and promote musical education and public knowledge, appreciation and enjoyment of music, drama, ballet and the like arts.
- (c) To encourage, facilitate and assist musicians and in particular composers and performers of music, to seek out talented performers and composers of music, to provide grants and scholarships for the training of suitable persons, and also to provide grants to enable suitable persons to purchase musical instruments, music scores and/or parts, music manuscript or manuscripts, records, tapes and audio-visual reproductions or musical performances, talks, lectures, training and educational material.
- (d) To enter into engagements with recording companies, film companies, audio—visual companies, television, broadcasting and other authorities and with festival, opera, ballet, theatrical and musical bodies and societies, impresarios and concert agents, for providing performances of music suitable for their programmes.

- (e) To enter into agreements with conductors, artistic directors, soloists, producers, orchestral players, singers, actors, dancers, choreographers, entertainers, administrators, designers, managers and other persons necessary and proper for the carrying into effect of the purposes mentioned in this Memorandum.
- (f) To enter into agreements with composers, choreographers, authors, playwrights, or any other persons for the musical performance or their works and, subject to the terms of such agreements, to sell the rights acquired by the Company as it thinks fit; to commission musical compositions, to act as promoters, impresarios and agents, and to provide all services by artistes.
- (g) To establish, promote and maintain programmes and events which are designed to use music as a community outreach intervention and a means of promoting personal development, particularly though not exclusively for children in disadvantaged socio-economic environments.
- (h) To enter into agreements and arrangements with schools, community and other relevant organisations in pursuit of the activities outlined at (g) above.

5. Powers

The company shall in addition to the powers conferred on it by law have the following powers conferred by sub clauses (i) to (r) 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.

To enable the Company to carry out the above objects to exercise the powers conferred by sub clauses (i) to (r) inclusive hereunder:-To carry out researches, investigations and experimental work of every description in relation to any of the objects herein mentioned.

- (i) To acquire copyrights, inventions, rights of production or presentation, licences and privileges conducive to the objects of the Company, to print or publish works of which the Company has a copyright to print or publish, to grant licences or copyrights in respect of any property of the Company, to buy, sell and deal in musical instruments, musical manuscripts, scores and/or parts published or otherwise, and other objets d'art of musical interest, and any property of the Company and to act as musical and artistic agents.
- (j) To carry on the business of music or exhibition hall proprietors, managers or agents, proprietors of theatres or places of public entertainment, to provide for exhibitions and for the production, presentation, management, conduct and performance of musical productions, events, shows, ballets, dramas and other musical artistic, or dramatic entertainment or performances, and generally to engage in any undertaking for public or private entertainment, instruction or amusement.

- (k) To engage in any kind of publicity for the purposes of fostering the objects of the Company and to print, publish and distribute, and arrange the printing, publication and distribution of any literature, catalogues, posters, programmes, periodicals, books or leaflets.
- (l) To solicit, collect and receive subscriptions of all kinds whether absolute or conditional for the purposes of the Company and to accept donations upon any special trusts within the limits of the objects for which the Company is established.
- (m) To purchase, take on lease or in exchange, hire or otherwise, any real or personal property and any rights or privileges anywhere and to construct, maintain and alter buildings and structures and to sell, improve, manage, lease, develop and exchange, mortgage or otherwise deal with any of the property or rights of the Company.
- (n) To borrow or raise money on banking account or otherwise or secure the payment of money by mortgage by issue of or upon bonds, debentures, bills of exchange, promissory notes or other securities of the Company and to charge all or any of the Company's property or assets present or future.
- (o) To invest any part of the monies of the Company not immediately required for its objects in or upon such investments, securities or property whatsoever as may be thought fit.
- (p) To undertake and execute any trusts for the advancement of the objects of the Company.
- (q) To do all such other things as are incidental to or are conducive to the attainment of the objects of the Company.
- (r) The Company shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation or restriction which if an object of the Company would make it a trade union.

6. Limited Liability

The liability of the members is limited

7. Income and Property

The income and property of the Company shall be applied solely towards the promotion of Main Object(s) as set forth in this Constitution. No portion of the Company's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Company.

No Director shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company. However, nothing shall prevent any payment in good faith by the Company of:

- (a) reasonable and proper remuneration to any member or servant of the Company (not being a Director) for any services rendered to the Company;

- (b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by Directors or other members of the Company to the Company;
- (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.
- (f) Nothing shall prevent any payment by the Company to a person pursuant to an agreement entered into in compliance with section 89 of the Charities Act, 2009 (as for the time being amended, extended or replaced).

8. Contribution by members on winding-up

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 the payment of the debts and liabilities of the Company contracted before he or she ceases to be a member; the costs, charges and expenses of winding up; and the adjustment of the rights of contributories among themselves, such amount as may be required, not exceeding €1.27.

9. Prohibition of distribution to members on 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, 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 company or companies (being a charitable institution or institutions) having main objects similar to the main objects of the company. The company or companies (being a charitable institution or institutions) to which the property is to be given or transferred shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 7 hereof. Members of the Company shall select the company or companies (being a charitable institution or institutions) at or before the time of dissolution. 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.

10. Additions, alterations or amendments

No additions, alterations or amendments shall be made to or in the provisions of this constitution unless the same shall be approved by the Charities Regulatory Authority.

No additions, alterations or amendments shall be made to or in the provisions of this constitution unless the same shall have been previously submitted to, and approved by the Minister for Industry and Commerce provided that in respect of clauses 7 and 9 of

the Memorandum of Association such approval shall be given only after consultation with the Minister for Finance.

The seventh and tenth clauses of this Memorandum contain conditions to which a licence granted by the Minister for Industry and Commerce in pursuance of Section 1180 of the Companies Act, 2014 is subject.

11. Keeping of accounts

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

ARTICLES OF ASSOCIATION

INTERPRETATION

1.

(a) In these Articles:-

"the Act"	means the Companies Act 2014, and any statutory amendment(s) thereof;
"Director"	means any Director for the time being of the Company;
"the Board"	means the board of Directors of the Company;
"member"	means a member of the Company, admitted in accordance with article 5 herein;
"the Registered Office"	means the registered office for the time being of the Company;
"the Secretary"	means any person(s) or body corporate appointed to perform the role of company secretary.
"the Seal"	means the Common Seal of the Company.
"the State"	means the Republic of Ireland.

(b) Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and any other modes of representing or reproducing words in a visible form.

(c) 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 on which these Articles become binding on the Company.

OPTIONAL PROVISIONS OF THE ACT

2. To the extent that they are omitted from or modified by these articles, the optional provisions of the Act, as defined in Section 1177(2) thereof, are hereby excluded or modified, as the case may be.

ALTERATION OF THE CONSTITUTION

3. Subject to the provisions of the Act, and the provisions of this constitution, the Company may by special resolution alter either or both its memorandum and articles of association. Any alteration or addition so made shall be as valid as if originally contained therein.

MEMBERS

4. The number of members which the Company shall have is 7, but the Board may from time to time register an increase or decrease of members. The minimum number of members the Company proposes to be registered is three.
 - (a) The Directors may make provision for the admission to the Company of life members and corporate members and may make provision as to the subscription to be paid by a corporate member.
 - (b) The Directors may also make provision for the admission to the Company of honorary members. Honorary membership shall be open to any person who appears to the Directors to have made a conspicuous contribution to the advancement of the objects of the Company. An honorary member shall be entitled to the privileges of ordinary membership except the right to vote or to be elected to the membership of the Board of Directors. Such member shall not be required to contribute to the funds of the Company.
 - (c) The Directors may from time to time and at any time by resolution of the Board at their absolute 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 resolution at the like discretion alter such regulations to such extent and in such manner as the Directors shall see fit. Without prejudice to the generality of the foregoing, such regulations may provide for different classes of membership of the Company, the different membership subscriptions (if any) payable by such classes, the rights (if any) of voting at general meetings of the Company of such members or classes of members, and the duration of membership of the Company or of any particular class of membership of the Company. Provided that no regulation shall be made under this power which would amount to such an addition to or alteration of these Articles as could only legally be made by Special Resolution of the Company passed in accordance with the Act.
 - (d) The Directors may from time to time and at any time by resolution of the Board at their absolute discretion remove any member from membership of the Company. Such member shall cease to be a member forthwith on the passing of such resolution. The Directors shall give written notice to such member of his removal, and the failure to give such notice shall not prejudice the removal of the member. A member so removed may at the absolute discretion of the Directors be re-admitted to membership upon such terms (if any) as the Directors at the like discretion see fit.
 - (e) Any member may at any time resign as a member of the Company by leaving at the office written notice to the Company to that effect. Such resignation shall be effective seven days after receipt of such notice at the office or after all moneys immediately

payable by such member to the Company shall have been paid, whichever shall be the later.

5. The members of the Company shall be the subscribers, Directors and such other persons as the Board shall admit to membership in accordance with these articles, and whose names are entered on the register of members of the Company.

TERMINATION OF MEMBERSHIP

6. A member may resign his or her membership by serving notice to that effect upon the Company at the Registered Office.
7. The Board may require a member to resign his or her membership by serving notice upon the member terminating his or her membership, such notice to expire no earlier than the date of service of the notice.
8. The death or bankruptcy of a member shall terminate his or her membership.

OBLIGATIONS OF MEMBERS

9. Every member shall, as a continuing condition of membership, be bound by the provisions of the constitution of the Company and any amendment thereof, and shall observe all (if any) any rules or regulations made from time to time by the Company in general meeting or by the Board.

GENERAL MEETINGS OF MEMBERS

10. 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 notice 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. 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 13, the annual general meeting shall be held at such time and at such place in the State as the Directors shall appoint.
11. The business of the annual general meeting shall include:
 - (a) consideration of the Company's statutory financial statements and the report of the Directors, together with the report of the statutory auditors on those statements and that report;
 - (b) the review by the members of the Company's affairs;
 - (c) the authorisation of the Directors to approve the remuneration of the statutory auditors;
 - (d) the election and re-election of Directors;
 - (e) the appointment or re-appointment of statutory auditors;
 - (f) the remuneration of the Directors

12. The Board may, whenever it thinks fit, convene an extraordinary general meeting and extraordinary general meetings may also be convened as provided by Section 1203 of the Act. If at any time there are not sufficient Directors in the State capable of acting to form a quorum, any Director or any member 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 Board.
13. General meetings of the Company shall be held in the State at such time and at such place as the Board shall appoint.
14. A meeting, other than an adjourned meeting shall be called, in the case of an annual general meeting or an extraordinary general meeting for the passing of a special resolution, by not less than 21 days' notice, and in the case of any other extraordinary general meeting, by not less than 7 days' notice. 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. It shall be given in the manner specified in these articles to such persons as are under these articles entitled to receive such notices from the Company.
15. 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.
16. The notice of a general meeting shall specify –
 - (a) the place, the date and the time of the meeting;
 - (b) the general nature of the business to be transacted at the meeting;
 - (c) in the case of a proposed special resolution, the text or substance of the resolution.
17. The statutory auditors of the Company shall be entitled to:
 - (a) attend any general meeting of the Company;
 - (b) receive all notices of, and other communications relating to any general meeting which any member of the Company is entitled to receive;
 - (c) be heard at any general meeting which they attend, on any part of the business of the meeting which concerns them as statutory auditors.
18. A meeting of the Company, notwithstanding that it is called by shorter notice than that specified at article 14, shall be deemed to have been duly called if it is so agreed by all of the members entitled to attend and vote at the meeting, and the statutory auditors of the Company.
19. 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.

20. 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 person shall be a quorum.
21. 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 Board 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.
22. The chairperson of the Board shall preside as chairperson at every general meeting of the Company. If he or she is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to be chairperson of the meeting.
23. 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.
24. 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 any adjourned meeting.

PROXIES

VOTE OF MEMBERS

25. Where a matter is being decided (whether on a show of hands or on a poll) every member present shall have one vote.
26. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in 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.
27. A vote shall take place on a show of hands, unless a poll is demanded before or on the declaration of the result of a show of hands.
28. A demand for a poll may be made by –
 - (a) the chairperson of the meeting; or
 - (b) at least three members present in person; or
 - (c) any members present in person representing not less than 10% of the voting rights of members entitled to vote at the meeting.

29. Unless a poll is demanded, a declaration by the chairperson that a resolution has on a show of hands been carried, or lost, an entry to that effect in the minutes of the meeting 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.
30. If a poll is 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, in relation to the matter concerned, of the meeting at which the poll was demanded.
31. Where there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting shall be entitled to a second or casting vote.
32. 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, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
33. No member shall be entitled to vote at a meeting of members of the Company if there are monies due and outstanding by such member to the Company.
34. No objection shall be raised to the qualification to vote of any voter except at the 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.
35. Votes may be given either personally or by proxy.
36. 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.
37. 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.
38. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:-

IRISH CHAMBER ORCHESTRA

"I / We of .
..... in the County of
..... being a member/members of the above-
amended Company, hereby appointof
..... 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 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** resolution.

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

* Strike out whichever is not desired."

- 39. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 40. 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.
- 41. Any body corporate which is a member of the Company may by resolution of its Directors or other governing body authorise each 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.

RESOLUTIONS

- 42. Notwithstanding article 14, a special resolution may be proposed and passed as a special resolution at a meeting of which less than 21 days' notice has been given, if the conditions specified in section 191 of the Act are satisfied.
- 43. The terms of any resolution (whether special or otherwise) before a general meeting may be amended by ordinary resolution at the meeting, provided that the resolution, as amended, will still be such that adequate notice of the same can be deemed to have been duly given.
- 44. Subject to compliance with the conditions in section 193 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 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.

45. When a resolution is passed at an adjourned general meeting, it will be treated as having been passed on the date of that meeting and not on any earlier date.

MINUTES OF GENERAL MEETINGS

46. The Company shall, as soon as may be after the holding of a meeting, cause minutes of the proceedings of the meeting and the terms of all resolutions to be entered in books kept for the purpose. All such books shall be kept in the same place.
47. Any minute referred to in article 46, if purporting to be signed by the chairperson of the meeting at which the proceedings were had, or the chairperson of the next succeeding meeting, shall be evidence of what occurred at the meeting.

THE BOARD OF DIRECTORS

48. The Company shall have 7 Directors. The Board may from time to time by ordinary resolution increase or reduce the number of Directors.
49. Vacancies for the position of Director shall be filled by election at the annual general meeting of the Company.
50. No person shall be eligible for election as a Director at a 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 Registered Office –
- (a) notice in writing signed by a member of the Company entitled to attend and vote at the meeting, of his or her intention to propose the person concerned for such election; and
 - (b) notice in writing signed by the person concerned of his or her willingness to be elected.
51. No person may be a Director of the Company unless he or she has attained the age of 18 years.
52. Any purported appointment of a Director without that person's consent shall be void.
53. At a general meeting of the Company, a motion for the appointment of two or more persons as Directors by a single resolution shall not be made, unless a resolution that it shall be so made has first been agreed to by the meeting without any vote being given against it.
54. The Board shall have the power at any time and from time to time, to co-opt a person to be a Director to fill a casual vacancy arising in the number of elected Directors. Any Director so appointed shall hold office only until the next annual general meeting and shall be eligible for election thereat.

ROTATION OF DIRECTORS

55. 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.
56. The Directors to retire in every year shall, subject to article 57, be those who have been longest in office since the last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
57. A retiring director shall be eligible for re-election for a further term or terms of office which, when aggregated with the terms already served, shall not exceed nine years. A "year" for this purpose shall mean the period from one annual general meeting of the Company to the next.

In exceptional circumstances, where a suitable successor for the office of Chairman cannot be identified, and the Chairman has already reached the limit of nine years as a director, the term of office for Chairman may be extended by a further period not exceeding two years, following a unanimous vote of all the members, to enable a successor to be identified and appointed.

58. 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.
59. The company may from time to time by ordinary resolution increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office.
60. 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.
61. 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.

62. The company may by ordinary resolution appoint another person in place of a Director removed from office under Article 61.
63. The Directors may be paid all travelling, hotel and other expenses properly incurred by them in 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 business of the Company.

REMOVAL OF DIRECTORS

64. The Company may by ordinary resolution remove a Director before the expiration of his or her period of office. Such a resolution shall not be effective unless the provisions of section 146 of the Act are observed.
65. A vacancy created by the removal of a Director under this article may be filled at the meeting at which he or she is removed and, if not so filled, may be filled as a casual vacancy

VACATION OF OFFICE

66. The office of Director shall be vacated if the Director:
 - (a) is adjudicated bankrupt or, being a bankrupt, has not obtained a certificate of discharge in the relevant jurisdiction; or
 - (b) becomes or is deemed to be subject to a disqualification order within the meaning of Chapter 4 of Part 14 of the Act; or
 - (c) the Director resigns his or her office by notice in writing to the Company; or
 - (d) the health of the Director is such that he or she can no longer be reasonably regarded as possessing an adequate decision-making capacity; or
 - (e) a declaration of restriction is made in relation to the Director and the Board,
 - (f) at any time during the currency of the declaration, resolves that his or her office be vacated; or
 - (g) the Director is sentenced to a term of imprisonment (including a term that is suspended) following conviction of an indictable offence; or
 - (h) the Director is absent from Board meetings held during a period of more than 6 months, without the permission of the Directors.
 - (i) 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 231 of the Act.

SECRETARY

67. The Company shall have a Secretary, who may be one of the Directors.
68. The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any Secretary so appointed may be removed by it.
69. Without derogating from the applicable statutory and other legal duties, the duties of the Secretary shall be those delegated to the Secretary from time to time by the Board.

70. The Directors shall ensure that the Secretary has the skills or resources necessary to discharge the statutory and other duties associated with the position, including to maintain (or to procure the maintenance of) the Company records (other than accounting records) required to be kept in relation to the Company.

REGISTER OF DIRECTORS AND SECRETARIES

71. The Company shall keep a register of its Directors and secretaries, and shall enter in the register the information specified in Section 149 of the Act.

POWERS AND DUTIES OF DIRECTORS

72. The business of the Company shall be managed by the Board, which 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, by special resolution, be given by the Company in general meeting but no direction given by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that direction had not been given.
73. The Board may exercise all powers of the Company to borrow money and to mortgage or charge its undertaking, property and assets or any part thereof.
74. The Board may delegate any of its powers to such person or persons as it thinks fit, including committees; any such committee shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
75. The Board may from time to time and at any time by power of attorney appoint any Company, firm or person or body of persons, to be the attorney or attorneys of the Company for such purposes and with such powers authorities and discretions (not exceeding its own powers) and for such period and subject to such conditions as the Board thinks 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 Board may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him or her.
76. All cheques and other negotiable instruments, and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed by such person or persons and in such manner as the Board shall from time to time determine.

PROCEEDINGS OF DIRECTORS

77. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.
78. Questions arising at any meeting of the Directors shall be decided by a majority of votes and where there is an equality of votes, the chairperson shall have a second or casting vote.

79. 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.
80. The quorum necessary for the transaction of the business of the Board may be fixed by the Directors and, unless so fixed, shall be 3.
81. The 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 these articles as the necessary quorum of Directors, the continuing Director or Directors may act for the purpose of increasing the number of Directors to that number of or summoning a general meeting of the Company, but for no other purpose.
82. The Directors may elect a chairperson of the Board and determine the period for which he or she is to hold office, but if there is no such chairperson or, if at any meeting the chairperson is not present within 15 minutes after the time appointed for holding it, the Directors present may choose one of their number to be chairperson of the meeting.
83. The Directors may delegate any of their powers to committees consisting of such member or members of the board as they think fit; any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.
84. The Directors may establish one or more committees consisting of members of the Board. A committee so established may elect a chairperson of its meetings; if no such chairperson is elected or, if at any meeting the chairman is not present within 15 minutes after the time appointed for holding it, the members of the committee present may choose one of their number to be chairperson of the meeting.
85. A committee may meet and adjourn as it thinks proper. Questions arising at a committee 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.
86. 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.
87. A resolution in writing signed by all of the Directors of the Company, or by all of the members of a committee of them, and who are for the time being entitled to receive notice of a meeting of the Directors, or, as the case may be, of such a committee, shall be as valid as if it had been passed at a meeting of the Directors or such a committee duly convened and held.
88. A meeting of the Directors or of a committee referred to in article 84 may consist of a conference between some or all of the Directors or, as the case may be, members of the committee, who are not all in one place but each of whom is able (directly or by means of

telephonic, video or other electronic communication) to speak to each of the others and to be heard by each of the others. Such a meeting shall be deemed to take place where the chairperson of the meeting then is.

CONFLICT OF INTEREST

89. 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 a meeting at which the matter is considered.
90. A Director who is in any way, directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his or her interest at the Board meeting at which the question of entering into the contract is first raised, or at the next meeting held after he or she became so interested.
91. A copy of every declaration shall, within 3 days of making it, be entered into the register of disclosable interests maintained by the Company.

MINUTES OF MEETINGS

92. The Company shall cause minutes to be entered in books kept for that purpose of –
 - (a) all appointments of officers made by the Directors;
 - (b) the names of the Directors present at each meeting of its Directors and of any committee of the Directors;
 - (c) all resolutions and proceedings at all meetings of its Directors and of committees of Directors.
93. Such minutes shall be entered in the foregoing books as soon as may be after the appointment concerned is made, the meeting concerned has been held or the resolution concerned has been passed.
94. Any such minute, if purporting 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 be evidence of the proceedings.
95. Where minutes have been made in accordance with articles 92 to 94 inclusive, then, until the contrary is proved-
 - (a) the meeting shall be deemed to have been duly held and convened;
 - (b) all proceedings had at the meeting shall be deemed to have been duly had; and
 - (c) all appointments of officers made by its Directors at the meeting shall be deemed to be valid.

AUDIT COMMITTEE

96. The Board may establish an audit committee, constituted as it shall think fit.

97. The responsibilities of an audit committee shall include:
- (a) The monitoring of the financial reporting process;
 - (b) The monitoring of the effectiveness of the Company's systems of internal control, internal audit and risk management;
 - (c) The monitoring of the statutory audit of the Company's financial statements;
 - (d) The review and monitoring of the independence of the statutory auditors and the provision of additional services to the Company.
98. If an audit committee is established, any proposal of the Board with respect to the appointment of statutory auditors to the Company shall be based on a recommendation made to the Board by the audit committee.

REMUNERATION OF DIRECTORS

99. Directors shall not be remunerated for acting as such. A Director may however be remunerated for other services rendered to the Company, provided the conditions of Section 89 of the Charities Act 2009 are fulfilled.
100. Subject to compliance with any rules or protocols laid down by the Board, Directors may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board, any committee established by the Board, general meetings of the Company, or otherwise incurred in connection with attending to the business of the Company.

USE OF COMPANY PROPERTY BY DIRECTORS

101. No Director shall use Company property for his or her own use or benefit SAVE HOWEVER that de minimis use of Company property may be made by a Director for the exclusive purpose of carrying out his or her duties as a Director, when such use is sanctioned at a meeting of the Board.

POWER OF DIRECTOR TO ACT IN A PROFESSIONAL CAPACITY FOR THE COMPANY

102. Any Director may act by himself or herself, or his or her firm, in a professional capacity for the Company, and, subject to compliance with the conditions of Section 89 of the Charities Act 2009, shall be entitled to remuneration for professional services rendered, as if he or she were not a Director.

ACCOUNTS

103. The Company shall keep or cause to be kept adequate accounting records in accordance with Chapter 2 of Part 6 of the Act.
104. The accounting records shall be kept on a continuous basis and shall be sufficient to explain the Company's transactions and facilitate the preparation of financial statements that give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company.

105. The accounting records shall include:
- (a) entries from day to day of all monies received and expended by the Company;
 - (b) a record of the assets and liabilities of the Company;
 - (c) a record of all transactions whereby goods are purchased and sold;
 - (d) a record of all transactions whereby services are provided or purchased by the Company.
106. The Company's financial records shall be kept at the Registered Office or at such other place as the Board shall direct.
107. 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.
108. The Board shall from time to time in accordance with the provisions of Part 6 of the Act cause to be prepared and to be laid before the annual general meeting of the Company such financial statements and reports of the Directors and statutory auditors as are required by those provisions to be laid before the annual general meeting.
109. 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

110. Statutory auditors shall be appointed by the Company and their duties regulated in accordance with Part 6 of the Act.
111. The Board shall arrange for the statutory financial statements of the Company for each financial year to be audited by the statutory auditors.

SEAL

112. The Company shall have a common seal that states the Company's name in legible characters.
113. 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.

NOTICES

114. A notice convening a general meeting shall be delivered by the Company to every person entitled to attend the same by hand/courier, by sending it by post to him or her to his or her registered address, or, in the event that the intended recipient has authorised it in writing, by fax or e-mail to the fax number or e-mail address provided by the intended recipient.
115. A notice of any other description, including a notice convening a Board meeting may be delivered by hand/courier, by ordinary pre-paid post, by fax or by e-mail.
116. 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 received at the expiration of 24 hours after the letter containing the same is posted. Where a notice is served by fax or e-mail, the service shall be deemed to have been effected at the expiration of 24 hours after the fax or e-mail has been sent, unless there is a notified failure or error in delivery in that period.
117. The accidental omission to give notice of any meeting convened pursuant to these articles, or the non-receipt of such notice by any person entitled to receive notice shall not invalidate the proceedings at that meeting.
118. Notice of every general meeting shall be given in the manner herein before authorised to: every member, every Director, the Secretary and the statutory auditor for the time being of the Company.

INDEMNITY

119. The Company indemnifies each officer of the Company against any liability incurred in relation the Company, to the extent permitted by Section 235 the Act.

INSURANCE

120. The Company may, as the Board may determine from time to time, purchase and maintain Directors' and Officers' insurance for its officers, on such terms as the Board shall decide.

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 Descriptions of Subscribers
--

James Lindsay Armstrong, 4 Templemore Avenue, Dublin 6.
Musician

Thomas Sheppard, Derrybawn, Ballybrack, Co. Dublin.
Pensioner

Rev. Jeremiah Threadgold, Holy Cross College, Clonliffe, Dublin 3.
Diocesan Director of Music

Charles Brennan, Ashgrove House, Highfield Road, Dublin 6.
Insurance Broker

Mary Gallagher, 118 Rathfarnham Road, Dublin 6.
Musician

Marion Freely, 193 Whitecliff, Whitechurch Road, Rathfarnham, Co. Dublin.
Music Officer, The Arts Council.

Brian Boydell, Derlamogue, Baily, Dublin.
University Professor.

Dated this 16th day of December 1980.

Witness to the above signatures:

William A. Young,
Solicitor
2 Charlestown Road
Dublin 6.