

COMPANIES ACT 2014

Company Limited by Guarantee and not having a share capital

CONSTITUTION
of
THE IRISH WRITERS CENTRE
(ÁRAS SCRÍBHNEOIRÍ NA HÉIREANN CUIDEACHTA FAOI THEORAINN
RÁTHAÍOCHTA)

Memorandum of Association

1. The name of the Company is THE IRISH WRITERS CENTRE (ÁRAS SCRÍBHNEOIRÍ NA HÉIREANN CUIDEACHTA FAOI THEORAINN RÁTHAÍOCHTA).
2. The primary objectives of the Company are to promote the study and improve the understanding of the arts, as defined in the Arts Act 2003.
3. The ancillary objectives of the Company, set out in order to achieve the primary objectives, are as follows:
 - 3.1. To promote and support cultural activities and endeavours, and in particular those of a literary nature.
 - 3.2. To promote the exchange of cultural interests between Ireland and other countries pertaining to literature.
 - 3.3. To organise, promote and participate in public literary activities and other cultural and educational events, including festivals, seminars, readings, lectures, performances, professional development initiatives and workshops.
 - 3.4. To develop information resources for the use of writers and the general public.
 - 3.5. To promote, encourage and facilitate the participation of the disabled and socially disadvantaged in writing and literature.
 - 3.6. To provide practical support for selected literary and related organisations.
 - 3.7. To cultivate interest, in Ireland and elsewhere, in the work of contemporary Irish writers.
 - 3.8. To publish books, newsletters, information sheets and whatever other publications may be deemed appropriate from time to time.

- 3.9. To establish and maintain a website to promote the aims and objectives of the Company.
 - 3.10. To conduct and to fund research and surveys, to compile information databases and to grant access to or to license the use of the same on such terms as the Company shall consider fit.
 - 3.11. To raise funds and generate sponsorship and support for any cultural or literary purpose.
 - 3.12. To make awards and grants and give scholarships for purposes associated with literature and the arts.
 - 3.13. To establish and maintain collections of literature, paintings, sculpture, music, film, electronic media, and other works associated with culture and the arts.
4. 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 arrangements with any third parties that may seem conducive to the attainment of the objectives of the Company, or any of them, whether or not for valuable consideration, and to grant and accept any right, privilege, concession, donation or grant which the Company considers desirable.
 - 4.2. To make, draw, accept, endorse, issue, discount and otherwise deal with promissory notes, bills of exchange, cheques, letters of credit and other commercial instruments.
 - 4.3. To acquire by purchase or other means any estate or interest in land or other property, whether real or personal, and any rights easements or privileges, and to hold, sell, manage, let, mortgage and otherwise deal freely in the same.
 - 4.4. To take part in the management supervision or control of the business or operations of any company or undertaking, and for that purpose to appoint accountants or other experts or agents.
 - 4.5. To acquire, develop and protect any copyrights, patents, trademarks and licences and any other form of intellectual property which may seem capable of being used to further the purposes of the Company.
 - 4.6. To defend and protect the property, interests and reputation of the Company in all appropriate ways, including by the prosecution or defence of any legal proceedings.

- 4.7. To constitute any trust, act as trustee and generally to transact all kinds of trust and agency business, either gratuitously or otherwise.
 - 4.8. To raise and borrow money, to provide security for monies borrowed over any property of the Company, and to guarantee, support or secure the performance of any obligation by the Company.
 - 4.9. To accumulate capital for any of the purposes of the Company and to appropriate any of the assets of the Company to specific purposes either conditionally or unconditionally. Prior permission to be obtained from the Revenue Commissioners where it is intended to accumulate funds for a period in excess of two (2) years.
 - 4.10. To apply for and obtain legislative, regulatory and other authorisations for enabling the Company to carry on its business or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may directly or indirectly prejudice the interests of the Company.
 - 4.11. To establish, join, support and subscribe to, or to aid in the establishment and support of associations, institutions, societies, co-operatives, clubs or other bodies, in a manner which is calculated to benefit the Company.
 - 4.12. To do all such other things (whether or not for gain), and to carry on any business incidental or conducive to the attainment of the within objectives, or any of them, or calculated directly or indirectly to enhance the value or render profitable any of the Company's property, rights or interests.
 - 4.13. To do all of the above things in any part of the world as principal, agent, or in any other capacity.
 - 4.14. To procure the Company to be registered or recognized in any foreign country.
5. The liability of the members is limited to five euro.
 6. The income and property of the Company shall be applied solely towards the promotion of main objects as set forth in this Constitution, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to 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 shall prevent any payment in good faith by the company of:
 - 6.1. Reasonable and proper remuneration to any member or servant of the company (not being a charity trustee) for any services rendered to the company;

- 6.2. 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;
 - 6.3. Reasonable and proper rent for premises demised and let by any member of the company (including any charity trustee) to the company;
 - 6.4. Reasonable and proper out-of-pocket expenses incurred by any charity trustee in connection with their attendance to any matter affecting the company;
 - 6.5. 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 1/100th part of the issued capital of such company;
 - 6.6. 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).
7. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he or she is a member, or within one year after he or she ceases to be a member, such amount as may be required, not exceeding five euro.
8. If upon the winding up or dissolution of the company there remains, after satisfaction of all debts and liabilities, any property whatsoever, it shall not be paid to or distributed amongst 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 objects 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 Clause. 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.
9. Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.
 - 9.1. 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.

COMPANIES ACT 2014
Company Limited by Guarantee and not having a share capital
Articles of Association
of
THE IRISH WRITERS CENTRE
(ÁRAS SCRÍBHNEOIRÍ NA HÉIREANN CUIDEACHTA FAOI THEORAINN
RÁTHAÍOCHTA)

1. INTERPRETATION

In these articles:

- 1.1. "the Act" means the Companies Act 2014, as amended;
- 1.2. "the directors" means the directors for the time being of the Company,
- 1.3. "The Board" means the directors of the Company, Acting collectively;
- 1.4. "the secretary" means any person appointed to perform the duties of the secretary of the Company;
- 1.5. "the seal" means the seal for the time being of the Company;
- 1.6. "the registered office" means the registered office for the time being of the Company.
- 1.7. Unless the contrary intention appears, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

2. MEMBERS

- 2.1. The Company shall have a minimum of seven members, but the Board may from time to time register an increase in such number.
- 2.2. Such persons as the Board shall admit to membership shall be members of the Company.
- 2.3. Every member of the Company shall act as a director thereof.
- 2.4. When a person ceases to be a director, his or her membership of the Company shall lapse contemporaneously with such cessation.

3. PATRONS

- 3.1. The directors may appoint a person or persons to be "Patron" of the Company.
- 3.2. Patrons may be invited to attend General Meetings and to speak at such Meetings. They shall not however be members of the Company, and may not therefore vote or exercise any of the other prerogatives of membership.

4. GENERAL MEETINGS

- 4.1. All General Meetings of the Company shall be held in Ireland.
- 4.2. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other Meetings in that year and shall specify the Meeting as such in the notices calling it and not more than 15 months shall elapse between the date of one Annual General Meeting of the Company and that of the next.
- 4.3. Subject to Article 4.1., the Annual General Meeting shall be held at such time and at such place in the State as the Board shall appoint.
- 4.4. All General Meetings other than Annual General Meetings shall be called extraordinary General Meetings.
- 4.5. The Board may, whenever it thinks fit, convene an extraordinary General Meeting and extraordinary General Meetings may also be convened as provided by Section 178 of the Act at a place and time to be decided by the Board.
- 4.6. If at any time there are not sufficient directors in Ireland 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 Board.

5. NOTICE OF GENERAL MEETINGS

- 5.1. Subject to Sections 181 and 191 of the Act, an Annual General Meeting and a Meeting called for the passing of a special resolution shall be called by 21 days' notice writing at the least, and a Meeting of the Company (other than an Annual General Meeting or a Meeting for the passing of a special resolution) shall be called by 14 days' notice in writing at the least.
- 5.2. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of Meeting and, in the case of special business, the General nature of that business and shall be given, in the manner specified in Article 19, to such persons as are, under these Articles, entitled to receive such notices from the Company.
- 5.3. 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.

6. PROCEEDINGS AT GENERAL MEETINGS

- 6.1. 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 exception of the consideration of the accounts, the balance sheets and the reports of the directors and auditors, the appointment of the auditors, and the fixing of the remuneration of the auditors.
- 6.2. 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. Five members present in person shall be a quorum.
- 6.3. 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.
- 6.4. The chairperson, if any, of the Board shall preside as chairperson at every General Meeting of the Company, or if there is no such chairperson, or if he/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.

- 6.5. 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.
- 6.6. When a Meeting is adjourned for 30 days or more, notice of the adjourned Meeting shall be given as in the case of an original Meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned Meeting.
- 6.7. At any General Meeting, a resolution put to the vote of the Meeting shall be decided by a show of hands unless a poll is demanded (before or on the declaration of the result of the show of hands):
 - 6.7.1. by the chairperson or by at least three members present in person or
 - 6.7.2. by proxy.
- 6.8. 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, 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.
- 6.9. The demand for a poll may be withdrawn.
- 6.10. Except as provided in Article 6.12, if a poll is duly demanded it shall be taken in such manner as the chairperson directs.
- 6.11. 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 takes place, shall be entitled to a second or casting vote.
- 6.12. A poll demanded on the election of a chairperson, or on a question of adjournment shall be taken forthwith.
- 6.13. 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 upon which a poll has been demanded may be proceeded with pending the taking of the poll.
- 6.14. Subject to Section 171 of the Act, a resolution in writing signed by all the members for the time being entitled to attend and vote on such resolution at a General Meeting (or being bodies corporate by their duly authorized 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.

7. VOTES OF MEMBERS

- 7.1. Every member shall have one vote.
- 7.2. No objection shall be raised to the qualification to vote 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.
- 7.3. Any such objection made in due time shall be referred to the chairperson of the Meeting whose decision shall be final and conclusive.
- 7.4. Votes may be given either personally or by proxy.
- 7.5. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her 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.
- 7.6. A proxy need not be a member of the Company.
- 7.7. 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, and in default the instrument of proxy shall not be treated as valid.
- 7.8. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:

of
in the County of
being a member of THE IRISH WRITERS CENTRE /ÁRAS SCRÍBHNEOIRÍ NA
HÉIREANN CUIDEACHTA FAOI THEORAINN RÁTHAÍOCHTA, hereby
appoint
of
or failing him/her,

of
*as my proxy to vote for me on my behalf at the Annual/extraordinary**
General Meeting of THE IRISH WRITERS CENTRE /ÁRAS SCRÍBHNEOIRÍ NA
HÉIREANN CUIDEACHTA FAOI THEORAINN RÁTHAÍOCHTA to be held on the
day of 20_
and at any adjournment thereof.
Signed:

Dated: this day of 20_

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

*Strike out whichever is not desired.

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

7.10. 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.

8. APPOINTMENT OF DIRECTORS

8.1. The number of directors of the Company shall not be fewer than three and shall not exceed eleven. This number may be increased or reduced by the vote of at least 80% of the members of the Board.

8.2. Directors shall be appointed by the Board, subject as follows:

8.2.1. To qualify for appointment, a director must be nominated and seconded for the position by existing directors.

8.2.2. Nominations must be in writing, received at the registered office at least two weeks before the Board Meeting at which the appointment is to be made.

8.2.3. Subject to clause 8.2.5. below, a minimum of six directors at any given time shall be persons who are engaged in some Active capacity in the areas of writing, literature or allied fields, and whose contribution to the Company would, in the opinion of the Board, be beneficial to the Company and in the interests of writing and literature in Ireland;

- 8.2.4. Subject to clause 8.2.5. below, up to five directors may be appointed from the fields of business, the professions, academia or the arts, whose appointment would, in the opinion of the Board, contribute to the vision and expertise of the Board.
- 8.2.5. Directors holding office at the date of adoption of these Articles shall remain in office until the expiry of the term for which they have been appointed or elected.
- 8.2.5.1. Those who have already served one term of office shall be eligible for re-appointment for up to one further three-year term, and shall then retire.
- 8.2.5.2. Those who have already served two terms of three years of office shall then retire.
- 8.2.5.3. In exceptional circumstances, and where a Board member performs a particular and vital function on the Board, that person may be re-elected for one final three-year term. Under no circumstances shall a Board member exceed nine consecutive years.
- 8.2.6. Directors shall, from the date of adoption of these Articles, be appointed for a term of three years, and shall thereafter be eligible for re-appointment for a further period of three years, but shall then retire.
- 8.2.7. A director who has retired (including directors holding office at the date of adoption of these Articles) may be appointed afresh, but not until after the expiry of a period of two years from the date of his/her retirement as aforesaid provided however that the Board may ask a retiring director to stay in office for a maximum period of six months until his/her replacement has been appointed.
- 8.2.8. For the purpose of this Article, a year shall mean the period from one Annual General Meeting of the Company to the next, and the period (if any) from the date of appointment of a director until the next following Annual General Meeting shall be discounted.
- 8.2.9. This Article, number 8, may not be altered save by a resolution passed by a majority of 80% of those present and voting at a General Meeting of the Company.
- 8.2.10. A person who retires as a director of the Company shall be deemed to have retired also as a member of the Company.

9. OBSERVERS

- 9.1. The Board may invite any public funding agency or other sponsor which supports the Company with grant aid (and shall issue such invitation in the case of such an agency or sponsor which provides grant aid in excess of 50,000 euro per annum) to appoint an observer to the Board.
- 9.2. An observer shall be entitled to attend and contribute to Board Meetings, and the Annual General Meeting, but shall not vote or enjoy any of the other prerogatives of members or directors.

10. POWERS AND DUTIES OF DIRECTORS

- 10.1. 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 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 been given.
- 10.2. 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, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him/her.
- 10.3. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person or persons and in such manner as the Board shall from time to time by resolution determine.
- 10.4. The Board shall cause minutes to be made in books provided for the purpose: of all appointments of officers made by the Board, of the names of the directors present at each Meeting of the Board, and of any committee of the Board; of all resolutions and proceedings at all Meetings of the Company, and of the Board and of committees of the Board.
- 10.5. The directors may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from Meetings of the Board or any

committee of the Board or General Meetings of the Company or in connection with the business of the Company.

11. BORROWING POWERS

11.1. The Board may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof.

12. VOTING ON CONTRACTS

12.1. A director shall disclose any interest he/she may have in any contract or other arrangement which the Company may wish to enter into.

12.2. A director may not vote in respect of any contract in which he/she is interested or any matter arising thereout.

13. PROCEEDINGS OF DIRECTORS

13.1. The Board may meet together for the despatch of business, adjourn and otherwise regulate their Meetings as they think fit.

13.2. Questions arising at any Meeting shall be decided by a majority of votes.

13.3. Where there is an equality of votes, the chairperson shall have a second or casting vote.

13.4. A director may, and the secretary on the requisition of a director shall, at any time summon a Meeting of the Board.

13.5. If the Board so resolves, it shall not be necessary to give notice of a Board Meeting to any director who being resident in the State is for the time being absent from the State.

13.6. The quorum necessary for the transaction of the business of the Board may be fixed by the Board and unless so fixed shall be five.

13.7. The continuing directors may Act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of directors, the continuing directors or director may Act for the purpose of increasing the number of directors to that number or of summoning a General Meeting of the Company, but for no other purpose.

13.8. The Board may elect a chairperson of its Meetings and determine the period for which he/she is to hold office; but, if no such chairperson is elected, or if at any Meeting the chairperson is not present within 15 minutes after the time appointed for holding the

same, the directors present may choose one of their number to be chairperson of the Meeting.

- 13.9. The Board may delegate any of its powers to committees consisting of such member or members of the Board and such other persons as it thinks 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 Board.
- 13.10. A committee may elect a chairperson of its Meetings; if no such chairperson is elected, or if at any Meeting the chairperson is not present within 15 minutes after the time appointed for holding the same, the members present may choose one of their number to be chairperson of the Meeting.
- 13.11. A committee may meet and adjourn as it thinks proper.
- 13.12. Questions arising at a committee Meeting shall be determined by a majority of votes of the members present, or members of the board who if 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 and a director taking part in such a meeting shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly and that such a meeting shall be deemed to take place where the largest group of those participating in the meeting is assembled and when there is an equality of votes, the chairperson shall have a second or casting vote.
- 13.13. All acts done by the Board or of a committee of the Board 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.
- 13.14. A resolution in writing, signed by all the directors for the time being entitled to receive notice of a Meeting of the Board, shall be as valid as if it had been passed at a Meeting of the Board duly convened and held.

14. REMOVAL OF DIRECTORS

- 14.1. The board shall have the option to deem, and the director shall be deemed to have resigned, if the director:
 - 14.1.1. is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his/her creditors generally; or
 - 14.1.2. becomes prohibited from acting as a director by reason of any order made under any Act of the Oireachtas; or

- 14.1.3. becomes, in the unanimous opinion of his/her fellow directors, unable to act effectively because of illness; or
 - 14.1.4. resigns his/her office by notice in writing to the Company or by notice verbally delivered, recorded in the Board minutes and confirmed subsequently in writing by the Board; or
 - 14.1.5. is convicted of an indictable offence unless the Board otherwise determines; or
 - 14.1.6. is directly or indirectly interested in any contract with the Company and fails to declare the nature of his/her interest in manner required by Section 194 of the Act; or
 - 14.1.7. is absent from four consecutive Meetings of the Board, unless the Board shall otherwise determine.
- 14.2. 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/her period of office, notwithstanding anything in these Articles or in any agreement between the Company and such director.

14.2.1. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him/her and the Company.

15. SECRETARY

- 15.1. The secretary shall be appointed by the Board for such term and at such remuneration and upon such conditions as it considers fit and any secretary so appointed may be removed by them.

16. SEAL

- 16.1. The seal shall be used only by the authority of the Board, 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 Board for the purpose.

17. ACCOUNTS

- 17.1. The Board shall cause proper books of accounts to be kept relating to
- 17.1.1. all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;

- 17.1.2. all sales and purchases of goods by the Company;
- 17.1.3. the assets and liabilities of the Company.
- 17.2. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.
- 17.3. The books of account shall be kept at the office or, subject to Section 147 of the Act, at such other place as the Board considers fit, and shall at all reasonable times be open to the inspection of the directors.
- 17.4. The Board 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.
- 17.5. The Board shall from time to time in accordance with Part 6 of the Act cause to be prepared and to be laid before the Annual General Meeting of the Company such profit and loss accounts, balance sheets, group accounts and reports as are required by those Sections to be prepared and laid before the Annual General Meeting of the Company.
- 17.6. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Annual General Meeting of the Company together with a copy of the directors' report and auditors' report shall, not less than 21 days before the date of the Annual General Meeting, be sent to every person entitled under the provisions of the Act to receive them.

18. AUDITORS

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

19. NOTICES

- 19.1. A notice convening a General Meeting shall be delivered by the Company to any member either by hand/courier or by sending it in writing, including by electronic means.
- 19.2. A notice of any other description, including a notice convening a Board Meeting may be delivered by hand/courier, by ordinary prepaid post, or by e-mail.
- 19.3. 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, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

19.4. Notice of every General Meeting shall be given in the manner hereinbefore authorised to every member of the Company, the auditor for the time being of the Company; and in the case of the Annual General Meeting only, to patrons and observers (if any).

20. INDEMNITY

20.1. Every Board member, officer or servant of the Company shall be indemnified by the Company against claim, and it shall be the duty of the Company to pay all costs, to cover all losses and expenses which any such person shall properly incur, or become liable for, by reason of any duly authorised contract properly entered into or transaction done in good faith in discharge of duties.