

COMPANIES ACT 2014

COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL

CONSTITUTION

-of-

KILKENNY ART GALLERY SOCIETY COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

1. **Name**

The name of the Company is Kilkenny Art Gallery Society Company Limited by Guarantee.

2. **Company type**

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

3. **Main Object**

The main object for which the Company is established (the “Main Object”) is;

- (a) To maintain a gallery for the permanent display of works of art to include without prejudice to the generality of the foregoing, paintings and sculpture.

4. **Subsidiary Objects**

As objects incidental and ancillary to the attainment of the Main Object, the Company shall have the following subsidiary objects:

- (a) To mount exhibitions of works of art and of crafts.
- (b) To further appreciation among the general public of the visual arts.
- (c) To engage in educational activities with a view to enhancing knowledge and understanding of the visual arts.
- (d) To protect and make accessible works of art in the care of the Gallery in a manner which conforms with professional curatorial practice.

5. Powers

To the extent that the same are essential or ancillary to the promotion of the main object of the Company as heretofore set out, the Company may exercise the following powers.

- 5.1 (a) To buy and sell works of art.
- (b) To organise lectures, seminars and discussions.
- (c) To act as curators of art galleries.
- (d) To raise funds and to help raise funds for any charitable purposes.
- (e) To give help and assistance to artists.
- (f) To carry on any business which may seem to the Company capable of being conveniently carried on in connection with the main objects calculated directly or indirectly to enhance the value of or render profitable any of the Company's property, rights or interests.
- 5.2 To solicit and accept grants, donations and any other form of voluntary contributions and to administer, manage and expend such funds or other contributions in furtherance of the objects of the Company.
- 5.3 To purchase, lease or by any other means acquire any real or personal property and to sell, manage or otherwise deal with the same, in any lawful manner.
- 5.4 To borrow and raise money in such manner and upon such security as the Company shall think fit.
- 5.5 To accumulate capital for any purpose of the Company and to appropriate any of the Company's assets to specific purposes, either conditionally or unconditionally SAVE HOWEVER that prior permission shall be obtained from the Revenue Commissioners when it is intended to accumulate funds for a period in excess of two years.

- 5.6 To grant pensions and gratuities to any person who has served the Company as an employee, or to any dependent of such person, provided that the same shall not exceed that provided by a pension scheme covered by Part 30 of the Taxes Consolidation Act 1997; that such a pension scheme has been operated by the Company and that the beneficiary has been a member of the scheme while employed by the Company.
- 5.7 To subscribe or guarantee money for charitable objects.
- 5.8 To undertake and execute any trusts which may seem directly or indirectly conducive to the attainment of the main object(s) of the Company.
- 5.9 To undertake, accept, execute and administer, without remuneration, any charitable trusts.
- 5.10 To establish and support or aid in the establishment and support of any charitable association or institution, trust or fund, and to subscribe or guarantee money for any charitable purpose which the Company shall consider calculated to promote its Main Object.
- 5.11 To make application on behalf of the Company to any authority, whether governmental, local, philanthropic or otherwise, for financial funding of any kind.
- 5.12 To apply, petition for or promote any Act of the Oireachtas or other legislation relating directly to the advancement of the Main Object.
- 5.13 Subject to clause 6, to employ such staff, and on such terms, as are necessary or desirable for the proper promotion of the Main Object.
- 5.14 To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Company as an employee, or to the wives, husbands, children or other dependents of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by a pension scheme covered by Part 30 of the Taxes Consolidation Act 1997 and provided that such pension scheme has been operated by the company and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the pension scheme while employed by the Company; and to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company and to subscribe or guarantee money for charitable objects.
- 5.15 To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, patents, copyrights, licences, rights and privileges or any estate or interest whatsoever and any rights, privileges and easements over or in respect of any property which may be considered necessary for the purposes of

the Company and to develop and turn to account any land acquired by the Company or in which it is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up and improving buildings and conveniences and by planting, paving, draining, farming, cultivating, letting or building leases or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.

- 5.16 To acquire, hold, sell, manage, lease, mortgage, exchange or dispose of all or any part of the property of the Company with a view to the promotion, protection or encouragement of its Main Object and to vary investments.
- 5.17 To co-operate with any other society or institution in carrying out any investments hereby authorised in furtherance of the Main Object.
- 5.18 To borrow and raise money in such manner as may be considered expedient, and to issue debentures, debenture stock and other securities, and for the purpose of securing any debt or other obligation of the Company to mortgage or charge all or any part of the property of the Company, present or future, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- 5.19 To invest and deal with monies and property of the Company not immediately required in such manner as will most effectively provide funds for the advancement and promotion of the purposes aforesaid and this power shall include power from time to time to vary any investments made thereunder.
- 5.20 To invest in such ways as shall seem desirable to the Directors any moneys of the Company not immediately required for the use in connection with its Main Object and to place any such moneys on deposit with bankers and others; subject nevertheless as regards the making of investments to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided; prior permission 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.
- 5.21 To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, 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 principal 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 a subsidiary or associated company.
- 5.22 To draw, accept, make, endorse, discount, execute, issue and negotiate bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.

- 5.23 To insure the property of the Company against any foreseeable risk in its full value and take out other insurance policies to protect the Company when required.
- 5.24 To insure any or all of the Directors against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, provided he or she acted in good faith and in the performance of his or her functions as charity trustee (as defined in the Charities Act, 2009).
- 5.25 To apply for, purchase or otherwise acquire any patents, brevets d'invention, licences, concessions and the like conferring any exclusive or non-exclusive or limited rights to use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired.
- 5.26 To adopt such means of making known the products and/or services of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and via the internet and by granting prizes, rewards and donations.
- 5.27 To maintain, improve or provide public amenities including recreational facilities, childcare, public health, home, welfare and youth facilities generally.
- 5.28 To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Main Object and to obtain from any such government or authority any rights, privileges and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- 5.29 To enter into a partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person, company, society, trust or other partnership whose objects are solely charitable, carrying on or engaged in, or are about to carry on or engage in, any business or transaction capable of being conducted so as directly or indirectly to benefit the Company and which prohibits the distribution of income and assets to at least as great a degree as the Company by virtue of Clause 6 hereof and to guarantee the contracts of, otherwise assist any such person, company, society, trust or other partnership, and to take over or otherwise acquire shares, stock, debentures, or debenture stock and securities of any such person, company society, trust or other partnership, and to sell, hold, reissue with or without guarantee or otherwise deal with same.

- 5.30 To procure the registration or incorporation of the Company in or under the laws of any place outside Ireland.
- 5.31 To pay all expenses of and incidental to the incorporation and establishment of the Company.
- 5.32 To carry on alone or in conjunction with others any other trade of business which may in the opinion of the Directors be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company in pursuance of the Main Object.
- 5.33 To found, subsidise, and assist any charitable funds, associations or institutions calculated to promote or assist the Main Object.
- 5.34 To establish and maintain links with international and national organisations having similar objectives.
- 5.35 To do all such other lawful things as the Company may think incidental and conducive to the foregoing Main Object.
- 5.36 To do all or any of the things and matters aforesaid in any part of the world and as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.

PROVIDED THAT:

- (a) in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law having regard to such trusts;
- (b) nothing hereinbefore contained shall be construed as including in the purposes for which the Company has been established any purposes which are not charitable according to law.

6. Income and Property

- 6.1 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.
- 6.2 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 5% per annum on money lent by directors or other members of the Company to the Company;
- (c) reasonable and proper rent for premises demised and let by any member of the Company (including any Director) to the Company;
- (d) reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Company;
- (e) fees, remuneration or other benefit in money or money's worth to any company of which a Director may be a member holding not more than one hundredth part of the issued capital of such company.
- (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).

7. Additions, alterations or amendments

The Company must ensure that the Charities Regulator has a copy of its most recent Constitution. If it is proposed to make an amendment to the Constitution 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. Winding Up

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 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 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 Clause 6 hereof. 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. **Limited Liability**

The liability of the members is limited.

10. **Undertaking to Contribute**

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

- (a) 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
- (b) the adjustment of the rights of the contributories among themselves,

such amount as may be required, not exceeding €1.

11. **Keeping of accounts**

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

ARTICLES OF ASSOCIATION

PRELIMINARY

1. In these Articles, unless there is something in the subject or context inconsistent herewith:

The “**Act**” means the Companies Act, 2014, and any statutory amendment(s) thereof;.

The "**Company**" means the above named Company.

The "**Directors**" means the members for the time being of the board of directors of the Company and “Director” shall be construed accordingly.

The “**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 appointed to perform the duties of the Secretary of the Company.

The "**Seal**" means the Common Seal of the Company.

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

Unless the contrary intention appears, words or expressions contained in these articles shall bear the same meaning as in the Act.

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, and 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. For the purposes of registration the number of members of the Company is taken to be one hundred but the Company may from time to time register an increase of members.
5. The members of the Company shall be the subscribers and such 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 MEMBERS

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 any rules or regulation 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 incorporation, it need not hold it in the year of its incorporation or in the following year.

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 of re-appointment of statutory auditors;
12. All general meetings other than annual general meetings shall be known as extraordinary general meetings.
13. Directors may, whenever they think 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 Ireland 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.
14. General meetings of the Company shall be held in the State at such time and at such place as the Board shall appoint.
15. A meeting of the Company, other than an adjourned meeting, shall be called, in the case of the 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.
16. The notice of a meeting shall specify:
 - (a) the place, date and 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 that proposed special resolution; and

- (d) with reasonable prominence a statement that:
 - (i) a member entitled to attend and vote is entitled to appoint a proxy using the form set out in Section 184 of the Act or, where that is allowed, one or more proxies, to attend, speak and vote instead of him or her;
 - (ii) a proxy need not be a member;
 - (iii) the time by which the proxy must be received at the Company's registered office or some other place within the State as is specified in the statement for that purpose.

- 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 in Article 15, 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. 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 or by proxy shall be a quorum.

- 20. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

- 21. The chairperson of the board of directors shall preside as chairperson at every general meeting of the Company, or if there is no such chairperson, or 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.

22. 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. However, no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
23. 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 but, subject to that, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

PROXIES

24. A member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (whether a member or not) as his or her proxy to attend and vote instead of him or her. A proxy so appointed shall have the same right as the member to speak at the meeting and to vote on a show of hands and on a poll.
25. The instrument appointing a proxy (the “**Instrument of Proxy**”) shall be in writing –
 - (a) under the hand of the appointer or of his or her attorney duly authorised in writing; or
 - (b) if the appointer is a body corporate, either under seal of the body corporate or under the hand of an officer or attorney of it duly authorised in writing.
26. The Instrument of Proxy and the power of attorney or other authority, if any, under which it is signed or a notarial certified copy of that power or authority, shall be deposited at the registered office of the Company or at such other place within the State as is specified for that purpose in the notice convening the meeting, and shall be deposited not later than the following time:-
 - (a) 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - (b) in the case of a poll, 48 hours before the time appointed for the taking of the poll.
27. The depositing of the Instrument of Proxy may, rather than its being effected by sending or delivering the instrument, be effected by communicating the instrument to the Company by electronic means (as defined in section 2 of the Act) and this Article

likewise applies to the depositing of anything else referred to in the preceding Article.

28. An instrument appointing a proxy shall be in the following form or a form as near to it as circumstances permit –

[*Name of Company*] (the “**Company**”)

[Name of member] (the “**Member**”) of [Address of Member] being a member of the Company hereby appoint/s [name and address of proxy] or failing him or her [name and address of alternative proxy] as the proxy of the Member to attend, speak and vote for the Member on behalf of the Member at the (annual or extraordinary, as the case may be) general meeting of the Company to be held on the [date of meeting] and at any adjournment of the meeting.

The proxy is to vote as follows:-

Voting instructions to proxy

(Choice to be marked with an “X”)

Number or description of resolution:	In Favour	Abstain	Against
1.			
2.			
3.			

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

Signature of Member.....

Dated [date]

VOTES OF MEMBERS

29. Where a matter is being decided (whether on a show of hands or on a poll), every member present in person and every proxy shall have one vote, but so that no individual member shall have more than one vote.
30. 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.
31. 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 or by proxy and representing not less than 10% of the total voting rights of all members of the Company entitled to vote at the meeting.
32. Votes may be given either personally or by proxy. 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.
33. 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.
34. 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.
35. 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.
36. The instrument appointing a proxy to vote at a meeting of the Company shall be deemed also to confer authority to demand or join in demanding a poll, and for the purposes of Articles 37 and 38, a demand by a person as proxy for a member shall be the same as a demand by the member.
37. 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.
38. 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.

RESOLUTIONS

39. Notwithstanding article 15, 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.

40. 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.
41. 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 attach and vote on such resolution at a general meeting shall be valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held, and if described as a special resolution shall be deemed to be a special resolution with the meaning of the Act.
42. 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

43. 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.
44. Any minute referred to in article 43, 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

45. The number of the Directors shall be not less than five (5) and unless and until determined by the Company in general meeting, not more than nine (9). The first Directors shall be the persons named in the statement delivered to the Registrar of Companies pursuant to Section 22 of the Act. Within this range, the Board may from time to time by ordinary resolution increase or reduce the number of directors.
46. Vacancies for the position of director shall be filled by election at the annual general meeting of the Company.
47. 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.
- 48. No person may be a director of the Company unless he or she has attained the age of 18 years.
 - 49. Any purported appointment of a director without that person's consent shall be void.
 - 50. 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.
 - 51. 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

- 52. 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.
- 53. One third of the Directors shall retire from office at the end of the annual general meeting in every year and 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 amongst themselves) be determined by lot.
- 54. 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 six years consecutively, unless the board exercise its discretion to nominate a Director for a third term in exceptional circumstances, as set out in Article 55. A "year" for this purpose shall mean the period from one annual general meeting of the company to the next. A "term" shall be 3 years.
- 55. Exceptional circumstances to allow a Board Member to serve a third term is when the BG requires, for particular reasons, a level of continuity amongst its board members in order to retain/maintain corporate memory and to ensure the smooth running of the organisation. These circumstances may include, inter alia:

- (a) Development cycle of the Butler Gallery;
- (b) Where the entire or 90% of the board membership may not be in a position to stay in post;
- (c) Where there has been no success in recruiting a replacement board member with an appropriate skill set.

REMOVAL OF DIRECTORS

- 56. 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.
- 57. 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

- 58. 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 resigned 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 reasonably be regarded as possessing an adequate decision-making capacity; or
 - (e) A declaration of restriction is made in relation to the director and the Board; or
 - (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.

DISQUALIFICATION OF DIRECTORS

59. In addition to the circumstances set out in section 148(2) of the Act, the office of Director shall be vacated if a Director ceases to be qualified for the position of charity trustee under section 55 of the Charities Act, 2009.

POWERS AND DUTIES OF DIRECTORS

60. 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 resolution⁴⁹, 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.
61. 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.
62. 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.
63. 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.
64. 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

65. The Directors may meet together for the dispatch of business, adjourn and otherwise

regulate their meetings as they think fit.

66. Questions arising at any meeting shall be decided by a majority of votes. In case of equality of votes the chairperson shall have a second or casting vote.
67. 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.
68. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be four (4).
69. 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 Act 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.
70. If at any meeting the chairperson is not present within five minutes after the time appointed for holding it, nor the vice-chairperson present, the Directors present may choose one of their number to be chairperson of the meeting.
71. The Directors may delegate any of its powers to Committees consisting of such member or members of the Directors and such other persons as they think fit, and any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Directors.
72. The Directors may appoint the chairperson of any Committee; if no such chairperson is elected, or if at any meeting of a Committee the chairperson is not present within five 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.
73. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members of the committee present, and when there is an equality of votes, the chairperson shall have a second or casting vote.
74. All acts done by any meeting of the Directors or by any person acting as a member of the Directors or any Committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such person acting as aforesaid, or that he or any of the Directors was disqualified, be as valid as if every such person had been duly appointed.
75. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid as if it had been passed at a meeting

of the Directors duly convened and held. Any such resolution in writing may consist of several documents in the like form, each signed by one or more of the Directors and for all purposes shall take effect from the time when it was signed by the last director.

76. A meeting of the Directors or of a committee established by the Directors 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 and –
- (a) a Director or member of the committee taking part in such a conference 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
 - (b) such a meeting shall be deemed to take place –
 - (i) where the largest group of those participating in the conference is assembled;
 - (ii) if there is no such group, where the chairperson of the meeting then is;
 - (iii) if neither sub-paragraph (i) or (ii) applies, in such location as the meeting itself decides.
77. Where an item is required to be agreed by the Board as a matter of urgency and a Board meeting cannot be scheduled – the following email protocol will be used:
- (a) The Director proposing the item for agreement will consult with the Chairperson to decide on using this procedure.
 - (b) Documentation pertinent to the matter will be circulated to all Board members and a deadline for response will be communicated to all Board members.
 - (c) The responses from the board members will be saved by the BG executive.
 - (d) The decision will be noted formally at the next board meeting.
 - (e) All Board members must unanimously agree via email, as stipulated by the Charities Regulator, or otherwise call a face-to-face or virtual meeting.

CONFLICT OF INTEREST

78. 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.

79. 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.
80. 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

81. 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 and directors and of any committee of the directors;
 - (c) All resolutions and proceedings at all meetings of its directors and of committees of directors.
82. 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.
83. 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.
84. Where minutes have been made in accordance with articles 84 to 85 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.

REMUNERATION OF DIRECTORS

85. Directors will 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.

86. 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

87. 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

88. 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.

CHAIRPERSON

89. The Directors may appoint a Chairperson who shall preside at all meetings of the Directors.
90. The Chairperson shall, unless s/he earlier resigns or becomes disqualified to act as a Director, hold office for a period of three years, expiring on the third anniversary of the date of their appointment to such office.
91. A Director retiring from the appointment of Chairperson shall be eligible for re-appointment as Chairperson for a further term. A Director will not be nominated by the Board as Chairperson for a third term, unless the Board exercise its discretion to nominate such Director as Chairperson for a third term in exceptional circumstances.
92. The Chairpersons term of office may be concurrent with or consecutive to their term of office as a Director.

VICE-CHAIRPERSON

93. The Directors may appoint a vice-Chairperson who shall preside at all meetings of the Directors in the absence of the Chairperson.
94. The Vice-Chairperson shall, unless s/he earlier resigns or becomes disqualified to act as a Director, hold office for a period of three years, expiring on the third anniversary of the date of their appointment to such office.
95. A Director retiring from the appointment of vice-Chairperson shall be eligible for re-appointment as vice-Chairperson for a further term. A Director will not be nominated by the Board as vice-Chairperson for a third term, unless the Board exercise its discretion to nominate such Director as vice-Chairperson for a third term in exceptional circumstances.
96. A vice-Chairperson's term of office may be concurrent with or consecutive to their term of office as a Director.

SECRETARY

97. The Company shall have a Secretary, who may be one of the directors.
98. The Secretary shall be appointed by the Directors for such term and at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.
99. 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.
100. 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

101. 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.

ACCOUNTS

102. The Directors shall cause adequate accounting records to be kept. Adequate accounting records shall be deemed to have been maintained if they comply with Section 282(1) to

282(3) of the Act and 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.

103. The accounting records shall be kept at the registered office or, subject to Section 283 of the Act, at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the officers of the Company and by other persons entitled pursuant to the Act.
104. 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 financial statements and accounting records of the Company or any of them shall be open to the inspection of its members not being Directors. No member (not being a Director) shall have any right of inspecting any financial statement or accounting record of the Company except as conferred by statute, this Constitution or authorised by the Directors or by the Company in general meeting.
105. The Directors shall in accordance with the Act cause to be prepared and to be laid before the annual general meeting of the Company the statutory financial statements of the Company, the Directors' report in relation to it and the statutory auditor's report on those financial statements and Directors' report as are required by the Act to be prepared and laid before the annual general meeting of the Company.
106. A copy of the statutory financial statements of the Company, the Directors' report in relation to it and that statutory auditor's report on those financial statements and Directors' report shall, not less than twenty one days before the date of the annual general meeting, be sent to every person entitled under Section 338(1) of the Act to receive them.

AUDIT

107. Auditors shall be appointed and their duties regulated in accordance with Chapters 18 and 19 of Part 6 of the Act.
108. The Board shall arrange for the statutory financial statements of the Company for each financial year to be audited by the statutory auditors.

SEAL

109. 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

- (a) signed by a Director of it or by some other person appointed for the purpose by its Directors or by a foregoing committee of them; and
- (b) be countersigned by the Secretary or by a second Director of it or by some other person appointed for the purpose by its Directors or by a foregoing committee of them.

NOTICES

- 110. 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.
- 111. 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.
- 112. 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.
- 113. 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.
- 114. 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

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

INSURANCE

- 116. The Company may discharge the costs of 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
--

P. Edmondson, 25 Vicar Street, Kilkenny	Teacher
Susan Butler, Maiden Hill, Bennettsbridge	House-Wife
Patricia Friel, Mallina Boola, Maddoxtown, Kilkenny	Curator
George Vaughan, Colmcille, Thomastown, Co. Kilkenny	Teacher
John Stanley Mosse, Bennettsbridge House, Co. Kilkenny	Company Director
Hubert Butler, Maiden Hall, Bennettsbridge, Co. Kilkenny	Writer

Dated the 24 Day of November 1983

Witness to the above signatures: -

John King
Solicitor
43 Parliament Street
KILKENNY