

COMPANIES ACTS 1963 to 2005

Company Limited by Guarantee not having a Share Capital

MEMORANDUM OF ASSOCIATION
OF

Cumann Náisiúnta na gCór

FEE PAID IN FULL	RECEIPT No.
13 AUG 2007 5 06	
COMPANIES REGISTRATION OFFICE	

2179

1. The name of the Company is, Cumann Náisiúnta na gCór.
2. (a) The main objects for which the Company is established are:-

To encourage and promote the formation and development of amateur choirs and choral groups, the composition of choral music, and to advise upon and otherwise assist (whether by the provision of courses, demonstrations, lectures, concerts, competitions or otherwise) in the raising of the standards of the performance and composition of choral music both in Ireland and elsewhere; to foster an appreciation of choral music in particular and music and the arts in general and in particular but without prejudice to the generality of the foregoing, to encourage and promote the performance and composition by Irish singers and musicians of Irish choral and other music.
- (b) The ancillary and subsidiary objects for which the Company is established are:-

To promote and encourage the performance of choral music in particular and music in general to the highest standards in all communications media and, 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 choirs, composers, musicians and in particular composers and performers of choral music, to seek out talented young performers and composers of music in this country and provide grants, courses, lectures and scholarships for the professional training of suitable candidates.
- (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, impressarios and concert agents, for providing performances of music suitable for their programmes.
- (e) To enter into agreements with conductors, artistic directors, 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 presentation of 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, impressarios and agents, and to provide all services by artistes.
- (g) To carry out researches, investigations and experimental work of every description in relation to any of the objects herein mentioned.
- (h) 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.

- (f) 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.
- (j) 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.
- (k) 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.
- (l) 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.
- (m) 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.

- (n) To invest any part of the moneys of the Company not immediately required for its objects in or upon such investments, securities or property whatsoever as may be thought fit.
 - (o) To undertake and execute any trusts for the advancement of the objects of the Company.
 - (p) To do all such other things as are incidental to or are conducive to the attainment of the objects of the Company.
3. 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.
4. The income and property of the Company whencesoever derived shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association, 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 the members of the Company and provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Company, or to any member of the Company in return for any services actually rendered to the Company, nor prevent the payment of interest at a rate not exceeding five per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Company; but so that no member of the Company shall be appointed to any salaried office of the Company or any office of the Company paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Company to any member of such Board except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company provided that the provision last aforesaid shall not apply to any payment to any Company of which a member of the Board of Directors may be a member, and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment, and provided

however that nothing herein shall preclude or prevent the appointment to the Board of Directors of a working musician or musicians working in choral or other musical productions provided by the Company pursuant to the terms of Paragraph 2(a) hereof, and nothing in this Memorandum shall be construed so as to prevent the payment to such musician/member of the Board of any salary or fee earned by him or her as a musician performing and appearing in any musical production provided, staged or produced by the Company.

5. No addition, alteration or amendment shall be made to or in the provisions of the Memorandum and Articles of Association of the Company for the time being in force unless the same shall have been previously submitted to, and approved by the Minister for Trade, Commerce and Tourism provided that in respect of Clauses 4 and 9 of the Memorandum of Association such approval shall be given only after consultation with the Minister for Finance.
6. The fourth and fifth paragraphs of this Memorandum contain conditions to which a licence granted by the Minister for Trade, Commerce and Tourism in pursuance of Section 21 of the Companies Act, 1963 is subject.
7. The liability of the members is limited.
8. Every member of the Company undertakes to contribute to the assets of the Company in the event of same being wound up whilst he is a member or within one year after he ceases to be a member for payment of the debts and liabilities of the Company contracted before he ceases to be a member and of the costs, charges, and expenses of the winding up, and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding £1.00.
9. If upon the winding up or dissolution of the Company there remains after the satisfaction of its debts and liabilities any property whatsoever, the same shall not be paid to, or distributed among the members of the Company but shall be given or transferred to

some other institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their property and income among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of the dissolution and if and so far as effect cannot be given to the aforesaid provisions then to such charitable object as shall be approved by the Company.

WE, the several persons whose names and addresses are subscribed, wish to be formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Mary Ryan,
33 Larchfield Rd., Goatstown, Dublin 14. Student.
Mary Coffey,
221, Griffith Ave., Drumcondra Dublin 9, Student.
Valerie Hanley,
37 Millmount Ave., Drumcondra, Dublin 9, Student.
Mairead O'Connor,
64 Georges Ave., Blackrock, Co. Dublin, Student.
Yvonne Le Bas,
34 Castle Park, Monkstown Co. Dublin, Student.
Frank Sweeney,
Temple Hill, Vico Rd., Killiney, Co. Dublin, Student.
Vincent Waters,
79 Russell Ave., Drumcondra, Co. Dublin, Student.

Dated the 4th day of October 1981.

Witness to the above Signatures:
David Tomkin,
1 Fitzwilliam Square, Dublin 2 Solicitor.

COMPANIES ACTS 1963 to 2005

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ARTICLES OF ASSOCIATION

Of

Cumann Náisiúnta na gCór

1. In these Articles:-

"the Act" means the Companies Act

"the Directors" means the Directors for the time being of the Company or the Directors present at a meeting of the Board of Directors and includes any person occupying the position of Director by whatever name called;

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

"the Seal" means the Common Seal of the Company;

"the Office" means the registered office for the time being of the Company.

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

Unless the contrary intention appears, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Company.

MEMBERS

2. The number of members with which the Company proposes to be registered is 7, but the directors may from time to time register an increase of members.
3. (a) The subscribers to the Memorandum of Association and such other persons as the Directors shall admit to membership shall be members of the Company.

(b) The Directors may make provision for the admission to the Company of life members, corporate members and ordinary members and may make provision as to the subscription to be paid by a corporate member.

(c) 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.

(d) 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.

- (e) 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) and the Directors at the like discretion see fit.
- (f) 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.

GENERAL MEETINGS

- 4. All general meetings of the Company shall be held in the State.
- 5. (a) Subject to paragraph (b), 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.

- (b) 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 4, the annual general meeting shall be held at such time and at such place in the State as the directors shall appoint.
6. All general meetings other than annual general meetings shall be called extraordinary general meetings.
7. The directors may, whenever they think fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by section 132 of the Act. If at any time there are not within the State sufficient directors capable of acting to form a quorum, any director or any two members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

NOTICE OF GENERAL MEETINGS

8. Subject to sections 133 and 141 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 in writing at the least, and a meeting of the company (other than an annual general meeting or a meeting for the passing of a special resolution) shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting and, in the case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned, to such persons as are, under articles of the Company, entitled to receive such notices from the Company.

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

PROCEEDINGS AT GENERAL MEETINGS

10. 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.
11. 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, seven members present in person shall be a quorum.
12. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
13. The chairman, if any, of the board of directors shall preside as chairman at every general meeting of the company, or if there is no such chairman, or if he is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors present shall elect one of their number to be chairman at the meeting.

14. If at any meeting no director is willing to act as chairman or if no director is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.
15. The chairman may with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
16. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded -
 - (a) by the chairman; or
 - (b) by at least three members present in person or by proxy; or
 - (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

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

The demand for a poll may be withdrawn.

17. Except as provided in article 19, if a poll is duly demanded it

shall be taken in such manner as the chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

18. Where there is an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
19. 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.
20. Subject to section 141 of the Act, a resolution in writing signed by all the members for the time being entitled to attend and vote on such resolution at a general meeting (or being bodies corporate by their duly authorised representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held, and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act.

VOTES OF MEMBERS

21. Every ordinary member shall have one vote.
22. 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.

23. No member shall be entitled to vote at any general meeting unless all moneys immediately payable by him to the Company have been paid.
24. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.
25. Votes may be given either personally or by proxy.
26. 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.
27. 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.
28. An instrument appointing a proxy shall be in the following form or if in a different form, or a form as near thereto as circumstances permit and of which the Directors, in their absolute discretion shall approve:-

CUMANN NÁISIÚNTA NA GCÓR

"I/We, of
in the County of being a
member/members of the above-named Company, hereby
appoint of
or failing him,
of as my/our proxy to
vote for me/us on my/our behalf at the (annual or
extraordinary, as the case may be) general meeting of
the Company to be held on the day of
..... 19... and at any adjournment thereof.

Signed this day of 19..

This form is to be used* in favour of
..... against the resolution.

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

* Strike out whichever is not desired."

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

BODIES CORPORATE ACTING BY REPRESENTATIVES AT MEETINGS

31. 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.

DIRECTORS

32. (a) The number of directors shall be not less than five and not more than twelve and the names of the first directors shall be nominated in writing by the subscribers of the Memorandum of Association or a majority of them.
- (b) An individual director should hold office for a term of not more than 3 years before offering their resignation to the following AGM, with only one-third of the Board offering their resignation at any one time.
- (c) An individual Director having served two consecutive 3 year terms of office must retire, and not be eligible for re-election that year
33. The Company may from time to time by ordinary resolution increase or reduce the number of directors, provided that the number of directors is not reduced below two.
34. (a) 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.
- (b) In addition the directors shall have power at any time, and from time to time, to appoint not more than three persons to be directors (hereinafter called "co-opted directors") in addition to the number of directors fixed in accordance with these articles and every co-opted director so appointed shall hold office only until each annual general meeting.
35. The Company may by ordinary resolution of which extended notice

has been given in accordance with section 142 of the Act, remove any director from 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.

36. The Company may by ordinary resolution appoint another person in place of a director removed from office under article 35. Without prejudice to the powers of the directors under article 34 the Company in general meeting may appoint any person to be a director, either to fill a casual vacancy or as an additional director.

37. 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.

BORROWING POWERS

38. The directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

39. The business of the Company shall be managed by the directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not by the Act or by these articles required to be

exercised by the Company in general meeting, subject nevertheless to the provisions of the Act and of these articles and to such directions, being not inconsistent with the aforesaid provisions, as may be given by the Company in general meeting: but no direction given by the Company in general meeting shall invalidate any prior act of the directors which would have been valid if that direction had not been given.

40. The directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the directors, to be 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.
41. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person or persons and in such manner as the directors shall from time to time by resolution determine.
42. The directors shall cause minutes to be made in books provided for the purpose -
 - (a) of all appointments of officers made by the directors;
 - (b) of the names of the directors present at each meeting of the directors and of any committee of the directors;
 - (c) of all resolutions and proceedings at all meetings of the Company, and of the directors and of committees of directors.

DISQUALIFICATION OF DIRECTORS

43. The office of director shall be vacated if the director -
- (a) is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally; or
 - (b) becomes prohibited from being a director by reason of any order made under Section 184 of the Act; or
 - (c) becomes of unsound mind; or
 - (d) resigns his office by notice in writing to the Company; or
 - (e) is convicted of an indictable offence other than an offence under the Road Traffic Acts, 1961 to 1978, or any Act amending or extending the same, unless the directors otherwise determine; or
 - (f) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by Section 194 of the Act.

VOTING CONTRACTS

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

PROCEEDINGS OF DIRECTORS

45. The directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the chairman shall have a second or casting vote. A director may, and the secretary on the requisition of a director shall, at any time

summon a meeting of the directors. If the directors so resolve it shall not be necessary to give notice of a meeting of directors to any director who being resident in the State is for the time being absent from the State.

46. The quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed shall be three.
47. 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.
48. The directors may elect a chairman of their meetings and determine the period for which he is to hold office; but, if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.
49. 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.
50. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within 5 minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.
51. A committee may meet and adjourn as it thinks proper. Questions

arising at any meeting shall be determined by a majority of votes of the members present, and when there is an equality of votes, the chairman shall have a second or casting vote.

52. 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.

53. A resolution in writing, signed by all the directors for the time being entitled to receive notice of a meeting of the directors, shall be as valid as if it had been passed at a meeting of the directors duly convened and held.

SECRETARY

54. 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.

55. A provision of the Act or these articles requiring or authorising a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

THE SEAL

56. 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.

ACCOUNTS

57. The directors shall cause proper books of account to be kept relating to -

- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the Company; and
- (c) the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

58. The books of account shall be kept at the office or, subject to section 147 of the Act, at such other place as the directors think fit, and shall at all reasonable times be open to the inspection of the directors.
59. 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.
60. The directors shall from time to time in accordance with sections 148, 150, 157 and 153 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.

61. 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

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

NOTICES

63. A notice may be given by the Company to any member either personally or by sending it by post to him to his registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.
64. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

- (a) every member;

- (b) every person being a person representative or the Official Assignee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting;
- (c) every director of the Company;
- (d) the auditor for the time being of the Company.

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

INDEMNITY

65. Every director, managing director, agent, auditor, secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in relation to his acts while acting in such office, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 391 of the Act in which relief is granted to him by the court, or incurred in or about the execution of the duties of the office or otherwise in relation to the office and he shall not be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office in relation thereto but this Article shall have effect only in so far as its provisions are not avoided by Section 200 of the Act.

WINDING UP

66. The provisions of Clause 9 of the Memorandum of Association in relation to winding up or dissolution shall have effect and be observed as if the same were repeated in full in these presents.