

COMPANIES ACT 2014

COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL

CONSTITUTION

of

POETRY IRELAND

MEMORANDUM OF ASSOCIATION

1. Name

The name of the Company is “Poetry Ireland” or “Éigse Éireann”.

2. Company Type

The Company is deemed to be a company limited by guarantee to which Part 18 of the Companies Act 2014 applies.

3. Main Object

The main object for which the Company is established is to benefit the community through promoting and creating interest in poetry in English and Irish in the island of Ireland.

4. Subsidiary Objects

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

- 4.1. To organise poetry readings, seminars, discussions and lectures by Irish poets and poets from abroad.
- 4.2. To heighten the awareness of poetry in schools and to promote poetry in first, second and third level education.
- 4.3. To purchase, take on lease or otherwise acquire lands, buildings, premises or other property for any estate or interest whatsoever and any rights, privileges or easements over or in respect of any property in order to maintain a permanent centre of poetry in Dublin and to house a bookshop and an audio library in all or any media.
- 4.4. To house the Austin Clark Library and to use it as the basis of an ongoing library.
- 4.5. To house the Seamus Heaney Library.
- 4.6. To house such other poetry collections and materials as may be considered appropriate.

- 4.7. To house a performance space for poetry and the arts.
- 4.8. To operate a centre for poetry on the island of Ireland.
- 4.9. To provide ancillary services such as a café, restaurant and retail facilities, such as a bookshop, in its premises.
- 4.10. To publish, in all or any media, a magazine.
- 4.11. To promote Irish poetry abroad, to liaise with poetry societies both outside and inside the State, to organise the exchange of poets from Ireland and abroad and to stimulate the translation of Irish poetry from both Irish and English into the other language.

5. Powers

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

- 5.1. To provide for the delivery and holding of lectures, courses, exhibitions, public meetings, classes and conferences and the organisation of study groups and seminars calculated directly or indirectly to advance poetry and to organise, sponsor, provide for and encourage attendance at and participation in such activities, wheresoever held and by whomsoever provided or organised.
- 5.2. To solicit and procure by any lawful means and to accept and receive any donation of property of any nature and any devise, legacy or annuity, subscription, gift, contribution or fund, including by means of payroll giving or other similar arrangements, and including (but so as not to restrict the generality of the foregoing) the holding of lotteries in accordance with the law for the purpose of promoting the Main Object, and to apply to such purpose the capital as well as the income of any such legacy, donation or fund.
- 5.3. To undertake, accept, execute and administer, without remuneration, any charitable trusts.
- 5.4. 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.
- 5.5. To collect and to receive voluntary contributions, donations or bequests or money for any of the purposes aforesaid.
- 5.6. To make application on behalf of the Company to any authority, whether governmental, local, philanthropic or otherwise, for financial funding of any kind.
- 5.7. To apply, petition for or promote any Act of the Oireachtas or other legislation relating directly to the advancement of the Main Object.
- 5.8. Subject to clause 6, to employ and remunerate such staff, and on such terms, as are necessary or desirable for the proper promotion of the Main Object and to pay or otherwise remunerate any person, firm or company for rendering services for an on behalf of the Company.
- 5.9. 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.

- 5.10. 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.
- 5.11. 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.
- 5.12. To co-operate with any other body corporate, society, individual or institution in carrying out any investments hereby authorised in furtherance of the Main Object.
- 5.13. 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.
- 5.14. 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.
- 5.15. 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.
- 5.16. 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.
- 5.17. 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.
- 5.18. 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.
- 5.19. 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).

- 5.20. 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.
- 5.21. 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.
- 5.22. To maintain, improve or provide public amenities including recreational facilities, childcare, public health, home, welfare and youth facilities generally.
- 5.23. 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.
- 5.24. 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.
- 5.25. To procure the registration or incorporation of the Company in or under the laws of any place outside Ireland.
- 5.26. To pay all expenses of and incidental to the incorporation and establishment of the Company.
- 5.27. 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.
- 5.28. To found, subsidise, and assist any charitable funds, associations or institutions calculated to promote or assist the Main Object.
- 5.29. To establish and maintain links with international and national organisations having similar objectives.
- 5.30. To do all such other lawful things as the Company may think incidental and conducive to the foregoing Main Object.
- 5.31. 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
- (c) the Company shall not support with its funds any objects or endeavour to impose on or to procure to be observed by its members or others, any regulations, restrictions or condition which, if an object of the Company, would make it a trade union.

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 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by Directors or other members of the Company to the Company;
 - (c) reasonable and proper rent for premises demised and let by any member of the Company (including any Director) to the Company;
 - (d) reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Company;
 - (e) fees, remuneration or other benefit in money or money's worth to any company of which a Director may be a member holding not more than one hundredth part of the issued capital of such company.
 - (f) Nothing shall prevent any payment by the Company to a person pursuant to an agreement entered into in compliance with section 89 of the Charities Act, 2009 (as for the time being amended, extended or replaced).

7. Additions, alterations or amendments

The Company must ensure that the Charities Regulator has a copy of its most recent Constitution. No alterations shall be made to or in the provisions of the Memorandum of Association for the time being in force:

- 7.1 unless, in the case of amendments for which the prior approval of the Charities Regulatory Authority is required under the Charities Act 2009 (as for the time being amended, extended or replaced), such amendments have been previously submitted to and approved in writing by the Charities Regulatory Authority; or
- 7.2 which would contravene section 1180 of the Companies Act 2014.

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 (being a company or companies) 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 (being a company or companies) 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 €10.

11. Audited Financial Statements

Annual audited financial statements shall be kept and made available to the Revenue Commissioners on request.

ARTICLES OF ASSOCIATION

INTERPRETATION

1. The following provisions shall apply:

1.1. In these Articles, the following terms shall have the following meanings:

the “**Company**” means “Poetry Ireland” which shall also be known as “Éigse Éireann”;

the “**Act**” means the Companies Act 2014 and every statutory modification and re-enactment thereof for the time being in force;

the “**Acts**” means the Act, all statutory instruments which are to be read together as one with, the Act and every statutory modification and re-enactment thereof for the time being in force;

the “**Directors**” means the Directors for the time being of the Company or the Directors present at a meeting of the Directors;

the “**Seal**” means the Common Seal of the Company;

the “**Office**” means the registered office of the Company;

the “**Secretary**” means any person appointed to perform the duties of the secretary of the Company.

“**In writing**” means written or printed or partly written or printed and shall unless a 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 including by electronic means;

- 1.2. The provisions set out in this Constitution shall constitute the whole of the regulations applicable to the Company and no “optional provisions” as defined by section 1177 of the Act shall apply to the Company.
- 1.3. Words importing the singular number shall include the plural number and vice versa, and words importing the masculine gender only shall include the feminine gender and reference to persons shall include bodies corporate and unincorporated associations.
- 1.4. Unless a contrary intention appears words or expressions contained in these Articles shall bear the same meaning as in the Companies Acts.
- 1.5. Where a reference is made to a particular section or sections of any Act the reference shall be to such section or sections as the same may be from time to time be amended or replaced.

MEMBERS

2. The number of Members with which the Company was registered was seven but the Directors may from time to time register an increase or decrease in the number of Members.
3. The only persons who are eligible to be admitted as Members of the Company are its Directors.
4. The rights and privileges of a Member as such shall be personal and accordingly shall not be transferable and shall cease on his or her death.
5. From the date of the special resolution adopting these Articles of Association, the only Members of the Company shall be its Directors and the membership in the Company of any person who is not a Director shall forthwith cease. The Company Secretary shall upon the passing of the said special resolution, make the necessary entries in the Company’s register of members.
6. A member of the Company shall cease to be a member upon the occurrence of one of the following events:
 - 6.1. if, he or she is a member by reason of being a Director, he or she ceases to be a Director of the Company for any reason;
 - 6.2. on his or her death.

and the date of termination of membership shall be the date on which such cessation is entered in the Company’s register of members.

7. The Company shall keep a register of members, which shall record the names and addresses (postal and electronic) of all members and their date of admission to, and termination of, membership.

GENERAL MEETINGS

8. All General Meetings of the Company shall be held in the State provided however in accordance with section 176(4) of the Act, as applied to companies limited by guarantee by section 1173(1) of the Act, that any General Meeting may be held in two or more venues (whether inside or outside of the State) at the same time using any technology that provides members, as a whole, with a reasonable opportunity to participate.
9. 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 meetings 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. The Annual General Meeting shall be held at such time and at such place in the State as the Directors shall appoint.
10. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
11. The Directors may, whenever they think fit, convene an Extraordinary General Meeting and may also cancel an Extraordinary General Meeting that they have convened. An Extraordinary General Meeting shall also be convened on such requisition or in default may be convened by such requisitionists as provided by Section 178(3) to (7) of the Act. Section 178(2) of the Act shall not apply to the Company. 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

12. Subject to 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 these articles of association entitled to receive notices from the Company.
13. The notice of a general meeting shall specify:
 - 13.1. The place, date and the time of the meeting;
 - 13.2. The general nature of the business to be transacted at the meeting;
 - 13.3. In the case of a proposed special resolution, the text or substance of that proposed special resolution.
14. 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

15. 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 the auditors, the re-appointment of the retiring auditors and the fixing of the remuneration of the auditors.

16. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, three (3) members personally present shall be a quorum. A Member attending a meeting using technological means shall be deemed to be present in person.
17. 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 member or members present shall be a quorum.
18. The Chairperson, if any, of the Directors, shall preside as Chairperson at every General Meeting of the Company, or if there is no such Chairperson, or if at any meeting he or she is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as Chairperson, such Director as is chosen by the Directors, failing which the members present shall choose one of their number to be Chairperson of the meeting.
19. The Chairperson may with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at 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 the original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.
20. 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
 - 20.1. by the Chairperson or,
 - 20.2. by at least three members present or,
 - 20.3. by any member or members present 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 Chairperson that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the Minute Book of the 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.

21. The demand for a poll may be withdrawn. Except as provided in Article 23, if a poll is duly demanded it shall be taken in such manner as the Chairperson directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
22. 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.
23. A poll demanded on the election of a Chairperson, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the

Chairperson of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

24. Subject to 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 may consist of several documents in the like form, each signed by one or more persons, and if described as a Special Resolution shall be deemed to be a Special Resolution within the meaning of the Act. Any such resolution shall be served on the Company.

VOTES OF MEMBERS

25. Every member shall have one vote.
26. 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.
27. Any such objection made in due time shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.
28. Votes at general meetings must be given personally and Members may not appoint proxies. A Member attending a meeting using technological means shall be deemed to be present in person.

DIRECTORS

29. The following provisions shall apply:
 - 29.1. The Company shall have not less than five (5) directors and not more than eleven (11).
 - 29.2. All Directors must be, or agree to become, Members of the Company.
 - 29.3. No person may serve as Director for longer than eight (8) years, provided however that where the Directors believe that it is in the best interests of the Company, it may resolve to extend a Director's term of office by four (4) more years.
 - 29.4. At least one of the Directors must have competency in Irish language matters and if a dispute arises about his or her competency, it shall be determined by a resolution of the board of directors, excluding him or her.
 - 29.5. At least two of the Directors must be practising poets.
30. The Directors may from time to time 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 as may be provided for in the Constitution. A Director who is appointed in this way shall not be required to retire at the next following annual general meeting, and section 144(3)(c) of the Act shall not apply to the Company.
31. The Company may from time to time, by ordinary resolution, without prejudice to the powers of the Directors under Article 30, appoint any person to be a Director of the Company either to fill a casual vacancy or as an addition to the existing Directors and also in place of a Director removed from office under section 146 of the Act, provided that any resolution to appoint a Director approved by the members that would result in the maximum number of Directors being exceeded shall be deemed to constitute an ordinary resolution increasing the number of Directors to the number in office following such a resolution of appointment.

DISQUALIFICATION OF DIRECTORS AND VACATION OF OFFICE

32. The office of Director shall be automatically vacated if and when—
- 32.1. A Director has been in office for a period of eight (8) years except where the Directors have resolved to extend the term of office pursuant to Article 29.3, in which case where that Director has been in office for a period of twelve (12) years.
 - 32.2. A Director is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes an arrangement or composition with his or her creditors generally; or
 - 32.3. A Director is disqualified from being a director by reason of any order made or deemed to have been made under Chapters 4 or 5 or Part 14 of the Act; or
 - 32.4. A Director is restricted in being a director by reason or any order made or deemed to have been made under Chapters 3 or 5 of Part 14 of the Act; or
 - 32.5. A Director is convicted of an indictable offence (unless the Directors by resolution determine otherwise); or
 - 32.6. A Director resigns by notice in writing to the Company;
 - 32.7. A majority of the other Directors resolve to remove him or her from office; or
 - 32.8. A Director is removed by resolution passed in accordance with section 146 of the Act and referred to in Article 44.
33. The Members of the Company may, by ordinary resolution of which extended notice has been given in accordance with section 146 of the Act, remove any Director before the expiration of his or her period of office notwithstanding anything in these Articles of Association or in any agreement between the Company and such Director.

NO REMUNERATION BUT EXPENSES MAY BE PAID

34. Directors shall not be remunerated or entitled to receive any fee in connection with their holding of office.
35. Directors may be paid their reasonable travelling, hotel and other expenses properly incurred in their attending and returning from meetings of the Directors or any committee of the Directors or of general meetings of the Company or in connection with the affairs of the Company.

THE MANAGEMENT OF THE COMPANY

36. The business and affairs of the Company shall be managed by the Directors, who 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 special resolution of 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.
37. Without prejudice to the generality of Article 36, 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 debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

38. Without prejudice to section 40 of the Act, the Directors may delegate any of their powers (including any power referred to in this Constitution) to such person or persons as they think fit, including committees; any such person or committee shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on them or it by the Directors.
39. The Directors from time to time may appoint any person (not being a director) to the position of Chief Executive Officer (such office to be titled "Director of Poetry Ireland) for such period and on such terms as they think fit and they shall fix, determine and vary his or her duties, powers and functions. The Directors may revoke such an appointment but such removal shall be without prejudice to any claim such Director of Poetry Ireland may have for damages for breach of any contract of service between him or her and the Company. The Director of Poetry Ireland shall not be a Director provided however that he or she shall be entitled to attend meetings of the Directors where invited to do so but shall not be entitled to vote at any meetings of the Directors.
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 established by the Directors;
 - (c) of all resolutions and proceedings at all meetings of the Company in general meeting, and of the meetings of the Directors and of committees of Directors.

CONFLICTS OF INTEREST

43. In addition to the requirements of section 231 of the Act, a Director may not vote in respect of any contract or matter under discussion at a meeting of directors in which he or she is interested and shall not be counted in the quorum for that meeting. Any such Director shall leave the meeting at which the contract or matter is being discussed.
44. As required by section 228(1)(f) of the Act the Directors shall avoid conflicts between their duties as Directors and their other (including personal) interests. Where, at any meeting, a matter is raised for discussion which involves, or which might reasonably be expected to involve, such a conflict of interest, the Director concerned shall immediately notify the Chairperson of the meeting of the potential conflict and shall leave the meeting during any discussion of the matter and shall not be entitled to see any documentation relation to such matter.

PROCEEDINGS AND MEETINGS OF THE DIRECTORS

45. The following provisions shall apply to the proceedings and meetings of the Directors:

- 45.1. 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. Each Director shall have one vote provided that where there is an equality of votes, the Chairperson shall have a second or casting vote. The
- 45.2. The Secretary shall on the requisition of the Chairperson, or of any three (3) Directors, summon a meeting of Directors.
- 45.3. All Directors shall receive reasonable notice of any meeting of the Directors but, if the Directors so resolve, it shall not be necessary to give notice of a meeting of the Directors to any Director who, being resident in the State, is for the time being absent from the State.
- 45.4. 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 and any such resolution may consist of several documents in the like form, each signed by one or more Directors. Directors may provide their consent to a resolution in writing by email.
- 45.5. 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 (3) Directors.
- 45.6. A meeting of the Directors or of a committee of 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:
- (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; or
 - (iii) if neither paragraph (i) or (ii) applies, in such location as the meeting itself decides; and
 - (c) at the commencement of the meeting each Director must acknowledge his or her presence and that he or she accepts that the conversation shall be deemed to be a meeting of the Directors and a Director may not cease to take part in the meeting by disconnecting his or her telephone or other means of communication unless he or she has previously obtained the consent of the Chairperson of the meeting, and a Director shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting unless he or she has previously obtained the express consent of the Chairperson of the meeting to leave the meeting as aforesaid.
51. 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.

CHAIRPERSON

52. The Directors shall elect, from their number, a Chairperson to hold office for a period of up to four 4 years provided that he or she may be reappointed provided that no person serves as Chairperson for more than twelve (12) years. The Chairperson of the Directors shall, if present, preside at every Directors' meeting but if at any meeting he or she shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Directors present shall appoint one of their number to act as Chair for that meeting.
53. The duties and responsibilities of the Chairperson shall include (but not be limited to):
- 53.1. providing an overview of the overall governance and performance of the Company and developing appropriate policies for the Company;
 - 53.2. in conjunction with the other Directors and working with the Chief Executive Officer, ensuring that there are appropriate strategies in place to implement the policies of the Company; and
 - 53.3. chairing meetings of the Board of Directors and ensuring that it functions effectively and efficiently.

COMMITTEES

54. The Directors may establish by resolution one or more committees (a "committee"). Only Directors may be members of a committee. A committee may elect a chairperson of its meetings; if no such chairperson is elected, or if at any meeting the chairperson is not present within 15 minutes after the time appointed for holding it, the members of the committee present may choose one of their number to be chairperson of the meeting.
55. 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 where there is an equality of votes, the chairperson of the committee shall have a second or casting vote. Where any committee is established by the Directors:
- 55.1. the meetings and proceedings of such committee shall be governed by the provisions of this Constitution regulating the meetings and proceedings of the Directors so far as the same are applicable and are not superseded by any regulations imposed upon such committee by the Directors; and
 - 55.2. the Directors may authorise, or may authorise such committee to authorise, any person who is not a Director to attend all or any meetings of any such committee on such terms as the Directors or the committee think fit, provided that any such person shall not be entitled to vote at meetings of the committee.

COMPANY SECRETARY

56. The Directors shall appoint a company secretary (the "Secretary") for such term and on such conditions as the Directors think fit and the Secretary may be removed by the Directors. The Directors may also appoint a person to be assistant company secretary (an "Assistant Secretary"). The Secretary and the Assistant Secretary shall have such duties as are from time to time delegated to them by the Directors.

ACCOUNTING RECORDS

57. 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.
58. 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.
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 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.
60. 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.
61. 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.

STATUTORY AUDITORS

62. Statutory auditors shall be appointed by the Company and their duties regulated in accordance with the Act. The Directors shall arrange for the Company's annual statutory financial statements to be audited by the statutory auditors.

THE SEAL

63. The Company's common seal shall be used only by the authority of the Directors or of a committee authorised by the Directors to exercise such authority and the use of the seal shall be deemed to be authorised for these purposes where the matter or transaction pursuant to which the seal is to be used has been so authorised.
64. Any instrument to which the Company's seal shall be affixed shall be:
 - 64.1. signed by a Director or by some other person appointed for the purpose by the Directors or by a committee of the Directors; and
 - 64.2. be countersigned by the secretary or by a second Director or by some other person appointed for the purpose by the Directors or by a committee of Directors.

SERVICE OF NOTICE ON MEMBERS

65. A notice required or authorised to be served on or given to a member pursuant to a provision of the Act or these articles of association shall, save where the means of serving or giving it specified in Article 65.4 is used, be in writing and may be served on or given to the member in one of the following ways:
 - 65.1. by delivering it to the member;

- 65.2. by leaving it at the registered address of the member;
- 65.3. by sending it by registered post to the registered address of the member; or
- 65.4. by electronic means; and

each of the members of the Company hereby consents to the use of electronic means in the form of email to serve or give notices in relation to them and further agrees to provide the Company with an email address to which notices may be served or given and which shall be entered in the register of members.

- 66. Any notice served or given in accordance with Article 65 shall be deemed, in the absence of any agreement to the contrary between the Company (or, as the case may be, the officer of it) and the member, to have been served or given:
 - 66.1. in the case of its being delivered, at the time of delivery (or, if delivery is refused, when tendered);
 - 66.2. in the case of its being left, at the time that it is left;
 - 66.3. in the case of its being sent by registered post (to an address in the State) on any day other than a Friday, Saturday or Sunday, 24 hours after despatch and in the case of its being posted (to such an address):
 - (a) on a Friday - 72 hours after despatch; or
 - (b) on a Saturday or Sunday - 48 hours after despatch;
 - 66.4. in the case of electronic means being used in relation to it, twelve hours after despatch,

but this Article is without prejudice to section 181(3) of the Act.

- 67. In addition to the means of service of documents set out in section 51 of the Act, a notice or other document may be served on the Company by an officer or member of the Company by email provided, however, that the Directors has designated an email address for that purpose and notified that email address to its members and officers for the express purpose of serving notices on the Company.

INDEMNIFICATION AND DIRECTORS' AND OFFICERS' INSURANCE

- 68. Subject to the provisions of and so far as may be permitted by section 235(3) of the Act every Director, secretary and other officer (excluding statutory auditors) of the Company shall be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.
- 69. The Directors shall have the power to purchase and maintain for any Director or other officer, past or present, of the Company, Directors' and Officers' Insurance against such liability as referred to in section 235 of the Act and notwithstanding any other provision of these articles of association, the Directors shall entitled to vote (and be counted in the quorum) in respect of any resolution concerning the purchase of such insurance.

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Dated the 20th day of December 1990

Witness to the above signatures:

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