

COMPANIES ACT 2014

CONSTITUTION

OF

Screen Composers Guild of Ireland Company Limited by Guarantee

(Adopted by special resolution passed the 12th September 2018)

MEMORANDUM OF ASSOCIATION

1. The Company

The name of the company is Screen Composers Guild of Ireland Company Limited by Guarantee (“the Company”). The Company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.

2. Main Object

The main object for which the Company is established is to promote the status and rights of screen composers and seek to improve the visibility and representation of this sector within the wider audiovisual and creative industries.

3. Subsidiary Objects

In furtherance of the foregoing main objects, the Company shall have the following subsidiary objects:

- a) To promote screen composers and their activities through online website(s) and database(s);
- b) To create and make available online resources around best practice models for working with and contracting composers, communicate to membership and with industry and producers;
- c) To promote the creative craft of original composition for screen to industry and wider public, through online, social media, representation of industry events and running events;

- d) To promote and make more visible the Irish music for screen sector and promote its value as a contributing creative element with associated IP and cultural value and seek to increase investment and development of the sector to ensure it is competitiveness at an international level and as a skilled element of the full audiovisual, original media content production and post production offering from Ireland.
- e) To promote this sector internationally and seek to assist members to access international markets;
- f) To seek to increase level of domestic opportunities for screen composers by promoting the value of funding original music composition and hiring a composer as opposed to using alternative sources of music;
- g) To conduct research into the status and needs of membership and communicate findings to industry stakeholders such as IMRO, Screen Training Ireland and Government bodies;
- h) To seek to forge collaborative partnerships with other professional groups both domestic and internationally in both music and audiovisual industries;
- i) To provide professional and collegiate resources and opportunities for members, such as organising training and professional development opportunities; social events; encouraging members to share their experiences and knowledge and enhance innovation in their practices; networking collectively with other elements of audiovisual or music industry and so forth;
- j) To communicate news and information to members;
- k) To lobby and advocate on behalf of members to government, funders, broadcasters and others and to be a source of information and dialogue with this sector.

4. Powers

The Company shall have the powers conferred on it by law, which shall be exercised in furtherance of the objects of the Company and which shall include the following:

- a) To solicit and accept grants, donations and any other form of voluntary contributions, and to administer, manage and expend such funds and contributions.
- b) To enter into such arrangements with state, governmental or other public or publicly-funded authorities or agencies as shall assist or seem conducive to the attainment of the objects of the Company and to carry out, exercise and comply with any such arrangements.

- c) To purchase, take on lease or in exchange, rent, hire or otherwise acquire any premises, buildings, lands, chattels, or other property, real or personal, and to develop, sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the property, assets or rights of the Company.
- d) To invest and deal with monies and other property of the Company not immediately required in such manner as shall be considered fit, and to from time to time to sell or vary such investments.
- e) 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.
- f) To develop, acquire and to protect any intellectual property rights and rights in the nature of the same, confidential information, know-how and trade secrets which shall confer any proprietary, exclusive or non-exclusive right upon the Company and to use, exercise, enforce, develop, sell or grant licences in respect of, or otherwise turn to account the same.
- g) To borrow and raise money for the purposes of the Company and to guarantee or secure the repayment of any money borrowed, raised or owing, including by mortgage, charge or lien upon the property or assets of the Company, present or future.
- h) To purchase or acquire and undertake all or any part of the property assets liabilities and engagements of any one or more companies, institutions, associations or undertakings carrying on business which the Company is authorised to conduct, or possessed of property suitable for the purposes of the Company.
- i) To subscribe for, take, purchase or otherwise acquire and hold shares or other interests in or securities in any company having all or any of the objects of the Company or carrying on any business capable of being carried on so as, directly or indirectly, to benefit the Company.
- j) To join, amalgamate, merge, become associated with, or to enter into a partnership, joint venture or reciprocal concession with any charitable organisation, authority, body or person calculated to be of benefit to the Company.
- k) To promote, form, establish, acquire or incorporate any association, institution company or body for a purpose compatible with the objects of the Company.
- l) To draw, accept, make, endorse, execute and issue bills of exchange, promissory notes and other negotiable or transferable instruments.

- m) To establish, undertake and execute any trusts which may seem directly or indirectly conducive to the objects of the Company.
- n) 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.
- o) To subscribe to any charity and to grant donations for any public or charitable cause, and to establish, support or aid in the establishment or support of any charitable or other non-profit institution, trust or fund.
- p) To carry on any trade or business that may, in the opinion of the directors, be advantageously carried on by the Company in connection with or as ancillary to the general business of the Company.
- q) To do all such other lawful things as are incidental or conducive to the attainment of the main objects of the Company.
- r) To do all of the above things in any part of the world as principal, agent, or in any other capacity.

5. Limited Liability

The liability of the members is limited.

6. Income and property

The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association. No portion of the Company's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever by way of profit to members of the Company. No director shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit on 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, officer 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 a director in connection with his or her attendance to any matter affecting the Company.

7. Contribution by members on winding-up

Every member of the Company undertakes to contribute to the assets of the Company, if the Company is wound up while he or she is a member or is wound up within one year after the date on which he or she ceases to be a member, for the payment of the debts and liabilities of the Company contracted before he or she ceases to be a member; the costs, charges and expenses of winding up; and the adjustment of the rights of contributories among themselves, such amount as may be required, not exceeding one euro.

ARTICLES OF ASSOCIATION

INTERPRETATION

1. (a) In these articles:

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

“director” means any director for the time being of the Company;

“Board” means the board of directors of the Company;

“member” means a member of the Company, admitted in accordance with these articles;

“Registered Office” means the registered office for the time being of the Company;

“Secretary” means any person(s) or body corporate appointed to perform the role of company secretary.

(b) Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to every mode of representing words in visible form.

(c) 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, are hereby excluded or modified, as the case may be.

ALTERATION OF THE CONSTITUTION

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

MEMBERS

4. The number of members of the Company at the date of adoption of this constitution is twenty seven. The Board may from time to time register an increase or a decrease in the number of members.
5. The members shall be those persons who shall be admitted to membership by the Board and whose names are entered on the register of members of the Company.
6. Only persons engaged at a professional level in the composition of original music for visual media shall be admitted to membership. The Board may from time to time provide guidelines for the interpretation of this requirement.

PATRONS

7. The Company may appoint persons to the position of Patron of the organisation. Appointment shall be by invitation of the Board. Patrons shall be persons who, it is considered, have made a significant contribution to the profession of screen composer. While Patrons shall not be members of the Company, they shall be entitled to attend and speak at all general meetings of the Company, but not to vote. A Patron may not be a director.

ASSOCIATE MEMBERS

8. The Company may maintain a class of associate members, open to persons who do not meet the requirements for membership, but who are students of, or otherwise interested in the composition of music for visual media. Associate members shall be admitted by the Board. The Board may from time to time provide guidelines for the interpretation of this requirement.
9. Associate members shall not be members of the Company. Where the word "member" is used in this constitution it shall not be construed to include associate member unless specifically stated to do so.

RULES OF MEMBERSHIP AND ASSOCIATE MEMBERSHIP

10. The Board may from time to time establish rules relating to membership and/or associate membership. Such rules (if any) shall be published by the Company and may set out, inter alia, the following:
 - a. the respective rights and obligations attaching to membership or associate membership (subject as provided in these articles);
 - b. the eligibility criteria for membership or associate membership;
 - c. the process of application for membership or associate membership;
 - d. the annual membership subscription fees payable by members or associate members.
11. The Board shall adjudicate on applications for membership and associate membership. Its decision whether to admit an applicant to membership or associate membership shall be final.

SUBSCRIPTIONS

12. The Board shall from time to time fix the fees, subscriptions and contributions payable by members and associate members (if any) and the date by which the same shall be paid.
13. The Company may on the recommendation of the Board, by ordinary resolution in general meeting fix a special contribution or contributions to be paid by members to meet some special contingency.

TERMINATION OF MEMBERSHIP

14. A member may resign his or her membership by serving notice to that effect upon the Company at the Registered Office.
15. Membership shall automatically terminate if any fee, subscription or contribution fixed pursuant to article 12 or 13 is not paid within 3 months of the date by which the same is due, unless the Board shall in its discretion determine that, in the particular circumstances of the case, the payment may be postponed or waived.
16. The Board may terminate a membership by serving notice upon the member to that effect. Before reaching the decision to issue such a notice, the Board shall:
 - a. give warning to the member of its intention to terminate the membership and the reason therefor;
 - b. give the member a reasonable opportunity to make a submission as to why the membership should not be terminated;
 - c. take any such submission made by the member into account in reaching its decision;

d. act fairly and impartially.

17. The death or bankruptcy of a member shall terminate his or her or its membership. A member whose membership has been terminated for bankruptcy may be re-admitted to membership at the discretion of the Board subject to such conditions as the Board may see fit to impose.

OBLIGATIONS OF MEMBERS

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

GENERAL MEETINGS OF MEMBERS

19. The Company shall in each year hold a general meeting as its annual general meeting, in addition to any other meetings in that year and shall specify the meeting as such in the notice calling it and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next. So long as the Company holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year.

20. The business of the annual general meeting shall include:

- a. consideration of the Company's statutory financial statements and the report of the directors, together with the report of the statutory auditors on those statements and that report;
- b. the review by the members of the Company's affairs;
- c. the authorisation of the directors to approve the remuneration of the statutory auditors;
- d. the election and re-election of directors;
- e. the appointment or re-appointment of statutory auditors;

21. All general meetings of the Company, other than annual general meetings, shall be known as "extraordinary general meetings".

22. The Board may, whenever it thinks fit, convene an extraordinary general meeting and extraordinary general meetings may also be convened as provided by Section 1203 of the Act. If at any time there are not sufficient directors in 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.

23. General meetings of the Company shall be held in the State at such time and at such place as the Board shall appoint.

24. A meeting, other than an adjourned meeting shall be called, in the case of an annual general meeting or an extraordinary general meeting for the passing of a special resolution, by not less than 21 days' notice, and in the case of any other extraordinary general meeting, by not less than 7 days' notice. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given. It shall be given in the manner specified in these articles to such persons as are under these articles entitled to receive such notices from the Company.
25. The notice of a general meeting shall specify –
- a) the place, the date and the time of the meeting;
 - b) the general nature of the business to be transacted at the meeting;
 - c) in the case of a proposed special resolution, the text or substance of the resolution.
26. 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.
27. A meeting of the Company, notwithstanding that it is called by shorter notice than that specified at article 24, 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.
28. 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. Unless otherwise provided in these articles a quorum shall be five members present in person.
29. If within half an hour of the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
30. The chairperson of the Board shall preside as chairperson at every general meeting of the Company. If he or she is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the vice-chairperson (if any) shall so preside and if there is none, or if he or she is not present the directors present shall elect one of their number to be chairperson of the meeting.

31. 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.
32. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.

VOTES OF MEMBERS

33. Where a matter is being decided (whether on a show of hands or on a poll) every member present shall have one vote. Associate members may be invited to attend general meetings of the Company but shall not be entitled to vote.
34. A vote shall take place on a show of hands or on a poll. This decision shall be at the discretion of the chairperson of the meeting, provided however that a poll may be demanded in accordance with article 35 below before or on the declaration of the result of a show of hands.
35. A demand for a poll may be made by –
 - a) at least three members present ; or
 - b) members present representing not less than 10% of the voting rights of members entitled to vote at the meeting.
36. Upon a show of hands a declaration by the chairperson that a resolution has 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.
37. A poll 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.
38. 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.
39. 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.
40. 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

41. Notwithstanding article 24, 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.
42. 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.
43. Subject to compliance with the conditions in section 193 of the Act, a resolution in writing signed by all the members for the time being entitled to attend and vote on such resolution at a general meeting shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held, and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act.
44. 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

45. 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.
46. Any minute referred to in article 45, 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

47. The Company shall have a minimum of three and a maximum of nine directors. Of such directors, all but two shall be members of the Company and shall be elected in accordance with articles 48-51 (inclusive). Up to two may be non-elected directors, co-opted by the Board in accordance with article 52. Casual vacancies may also be filled in accordance with article 52.
48. Vacancies for the positions of elected director shall be filled by election at the annual general meeting of the Company.

49. No person shall be eligible for election as a director at a general meeting, unless no later than the time fixed for commencement of the meeting there shall be given to the Chairperson or Secretary by delivery in person, by post or by email:
- a) a notice signed by a member proposing the person concerned for such election; and
 - b) a notice in writing signed by the person concerned of his or her willingness to be elected.
50. The election of directors shall be conducted in accordance with these articles and any applicable rules of membership. The successful candidates shall be those who receive the highest number of votes cast. Ballot forms will be issued, collected and counted by a person nominated by the Board and the result of the ballot will be announced to the meeting prior to its conclusion.
51. If the number of candidates standing for election as a director at an annual general meeting does not exceed the number of vacancies, a motion for the unopposed 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.
52. (a) 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. This shall apply in circumstances in which a vacancy is not filled at an annual general meeting, as well as to a vacancy arising at any other time. Any director so appointed shall hold office only until the next annual general meeting of the Company and shall be eligible for election thereat. The period during which the director served in this capacity shall not be taken into account for the purpose of article 57.
- (b) In addition, the Board shall be entitled at any time to co-opt up to two directors of the Company with a view either to ensuring balanced representation of the constituency of interests the Company seeks to reflect or to add specialist expertise to the Board. A director so appointed need not be a member of the Company. He or she shall hold office for a fixed term determined by the Board of up to three years. If a member of the Company, he or she shall not be precluded from standing for election as an elected director of the Company after expiry of his or her co-option and, if elected, the period of service as a co-opted director shall not be taken into account for the purpose of article 57.
53. No person may be a director of the Company unless he or she has attained the age of 18 years.
54. Any purported appointment of a director without that person's consent shall be void.

TERM OF OFFICE OF DIRECTORS

55. At the annual general meeting of the Company every second year, one-third of the elected 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. The Chairperson and Vice chairperson of the Board shall be excluded from this requirement during their respective terms of office.

56. The elected directors to retire every second year shall be those persons 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 agree otherwise among themselves) be determined by lot.

57. (a) A retiring director shall be eligible for re-election for a further term or terms of office which, when aggregated with the period already served, shall not exceed six years. Such director shall retire, or shall be deemed to have retired, at latest, at the sixth annual general meeting following his or her first election.

(b) Notwithstanding sub-article (a) of this article, when a year has elapsed from the date of retirement of an elected director, he or she shall be eligible for election afresh and, for the purpose of this article, he or she shall be deemed not to have previously served as a director.

58. A “year” for the purpose of the foregoing articles shall mean the period from one annual general meeting of the Company to the next.

REMOVAL OF DIRECTORS

59. 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.

VACATION OF OFFICE

60. The office of director shall be vacated if:

- a. the director is adjudicated bankrupt or, being a bankrupt, has not obtained a certificate of discharge in the relevant jurisdiction; or
- b. the director 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. a Declaration of Restriction is made in relation to the director and the Board, at any time during the currency of the Declaration, resolves that his or her office be vacated; or
- d. the director resigns his or her office by notice in writing to the Company; or
- e. the director is sentenced to a term of imprisonment (including a term that is suspended) following conviction of an indictable offence; or
- f. the director is absent from consecutive Board meetings held during a period of one year, unless the directors shall otherwise resolve.

SECRETARY

61. The Company shall have a Secretary, who may be one of the directors.

62. The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any Secretary so appointed may be removed by it.
63. 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.
64. The Board 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

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

POWERS AND DUTIES OF DIRECTORS

66. The business of the Company shall be managed by the Board, which may exercise all such powers of the Company as are not by the Act or by these articles required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act and of these articles and to such directions, being not inconsistent with the aforesaid provisions as may, by special resolution, be given by the Company in general meeting but no direction given by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that direction had not been given.
67. 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.
68. 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.
69. The Board may appoint such person as it shall consider fit to lead the executive role in the Company and may delegate such functions and fix the remuneration and other terms associated with the position, as the Board shall consider appropriate.
70. 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.

71. 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

72. The directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.
73. Questions arising at any meeting of the directors shall be decided by a majority of votes and where there is an equality of votes, the chairperson shall have a second or casting vote.
74. A director may, and the Secretary on the requisition of a director shall, at any time, summon a meeting of the directors.
75. The quorum necessary for the transaction of the business of the Board may be fixed by the directors and, unless so fixed, shall be three.
76. The directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to these articles as the necessary quorum of directors, the continuing director or directors may act for the purpose of increasing the number of directors to that number of or summoning a general meeting of the Company, but for no other purpose.
77. The directors may appoint a Chairperson and a Vice-Chairperson of the Board. The terms of office of such persons shall be two years from the date of appointment. Upon expiry of his or her term of office, the incumbent shall retire but may be appointed for a further term or terms. The Board may from time to time make rules concerning the procedures for the appointments, provided however that the directors may at any time by ordinary resolution at a meeting of the Board terminate the tenure of the incumbent of either post who has served for a period in excess of one year, and appoint a replacement therefor. A "year" for the purpose of this article shall mean the period from one annual general meeting to the next.
78. At a meeting of the Board, the Chairperson, and in his or her absence the Vice-Chairperson shall be the chairperson of the meeting, but if neither is present within 15 minutes after the time appointed for holding it, the directors present may choose one of their number to be chairperson of the meeting.
79. The directors may establish one or more committees consisting of members of the Board. A committee so established may elect a chairperson of its meetings; if no such chairperson is elected

or, if at any meeting the chairman is not present within 15 minutes after the time appointed for holding it, the members of the committee present may choose one of their number to be chairperson of the meeting.

80. A committee may meet and adjourn as it thinks proper. Questions arising at a committee meeting shall be determined by a majority of votes of the members present, and when there is an equality of votes, the chairman shall have a second or casting vote.
81. A resolution in writing signed by all of the directors of the Company, or by all of the members of a committee of the Board, and who are for the time being entitled to receive notice of a meeting of the directors, or, as the case may be, of such a committee, shall be as valid as if it had been passed at a meeting of the directors or such a committee duly convened and held.
82. A meeting of the directors or of a committee of the Board may consist of a conference between some or all of the directors or, as the case may be, members of the committee, who are not all in one place but each of whom is able (directly or by means of telephonic, video or other electronic communication) to speak to each of the others and to be heard by each of the others. Such a meeting shall be deemed to take place where the chairperson of the meeting then is.

CONFLICT OF INTEREST

83. A director who is in any way, directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement 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 or arrangement is first raised, or at the next meeting held after he or she became so interested.
84. 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.
85. An interest or transaction of which a director has no knowledge and of which it is unreasonable to expect him or her to have knowledge shall not be treated as an interest of him or her for the purposes of articles 83 and 84.
86. A note of every declaration made for the purposes of article 84 shall, within 3 days of making it, be entered into the register of disclosable interests maintained by the Company.

MINUTES OF MEETINGS

87. The Company shall cause minutes to be entered in books kept for that purpose of –
 - a) all appointments of officers made by the directors;

- b) the names of the directors present at each meeting of its directors and of any committee of the directors;
 - c) all resolutions and proceedings at all meetings of its directors and of committees of directors.
88. 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.
89. 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.
90. Where minutes have been made in accordance with the foregoing articles, 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 decisions concerning admission of members and appointments of officers made by its directors at the meeting shall be deemed to be valid.

REMUNERATION OF DIRECTORS

91. Directors shall not be remunerated for acting as such.
92. 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

93. No director shall use company property for his or her own use or benefit provided 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.

ACCOUNTS

94. The Company shall keep or cause to be kept adequate accounting records in accordance with Chapter 2 of Part 6 of the Act.

95. The accounting records shall be kept on a continuous basis and shall be sufficient to explain the Company's transactions and facilitate the preparation of financial statements that give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company.

96. The accounting records shall include:

- a) entries from day to day of all monies received and expended by the Company;
- b) a record of the assets and liabilities of the Company;
- c) a record of all transactions whereby goods are purchased and sold;
- d) a record of all transactions whereby services are provided or purchased by the Company.

97. The Company's financial records shall be kept at the Registered Office or at such other place as the Board shall direct.

98. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the financial statements and accounting records of the Company or any of them shall be open to inspection of its members, not being directors of the Company.

99. The Board shall from time to time in accordance with the provisions of Part 6 of the Act cause to be prepared and to be laid before the annual general meeting of the Company such financial statements and reports of the directors and statutory auditors as are required by those provisions to be laid before the annual general meeting.

AUDIT

100. Statutory auditors shall be appointed by the Company and their duties regulated in accordance with Part 6 of the Act.

101. The Board shall arrange for the statutory financial statements of the Company for each financial year to be audited by the statutory auditors.

SEAL

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

103. The seal shall be used only on the authority of the Board, and every instrument to which the seal shall be affixed shall be signed by a director and shall be countersigned by the Secretary or by a second director or by some other person appointed by the Board for the purpose.

NOTICES

104. 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.

105. 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.

106. 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.

107. 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.

108. Notice of every general meeting shall be given in the manner authorised herein to every member, every director and the statutory auditor for the time being of the Company.

INDEMNITY

109. Subject to the provisions of Section 235 of the Act but without prejudice to any indemnity to which an officer of the Company may otherwise be entitled, every director or other officer of the Company shall be indemnified out of the assets of the Company against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

INSURANCE

110. The Company may discharge the cost of Directors' and Officers' insurance for its officers, on such terms as the Board shall decide.