

COMPANIES ACT 2014
CONSTITUTION
OF
COMPANY LIMITED BY GUARANTEE
CONSTITUTION
OF
CPS ARTS AGENCY
COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

1. The name of the company is: CPS ARTS AGENCY COMPANY LIMITED BY GUARANTEE.
2. The company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.
3. The objects for which the company is established are:-
 - (1) To support the creative practice of professional artists and producers working across the independent contemporary arts sector in Ireland.
 - (2) To take on lease or hire or otherwise acquire equipment.
 - (3) 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.
 - (4) To collect and to receive voluntary contributions, donations or bequests or money for any of the purposes aforesaid.
 - (5) To adopt such means of making known the main object 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.
 - (6) To take or otherwise acquire and to hold shares and securities of any company and to sell, hold, re-issue with or without guarantee or otherwise deal with the same.

- (7) Generally to purchase, take on lease, rent or in exchange or otherwise acquire any real and personal property and rights or privileges.
- (8) 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 on building lease or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
- (9) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Company's property, both present and future, and to purchase, redeem or pay off any such securities.
- (10) To sell, improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
- (11) To amalgamate with any other company
- (12) 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), the performance of the obligations of and the repayment or payment of the principal amounts of and premiums, interest and dividends on any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by Section 7 of the Companies Act 2014 or another subsidiary as defined by the said Section of the Company's holding company or otherwise associated with the Company in business.
- (13) To enter into any arrangement with any government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them and to obtain from any such government or authority any rights, privileges, and concessions which the Company may think it desirable to obtain, and carry out exercise and comply with any such arrangements, rights, privileges and concessions. .
- (14) To undertake and execute any trusts the undertaking whereof may seem desirable, whether gratuitously or otherwise.
- (15) To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular of shares, debentures, or securities, of any other company having objects altogether or in part similar to those of this Company.

- (16) To obtain any Order or Act of the Oireachtas for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
 - (17) To procure the Company to be registered or recognised in any country or place.
 - (18) To do all such other things as the Company may think incidental or conducive to the attainment of the above objects or any of them.
4. The liability of the Members is limited.
5. 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) The 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 contributories among themselves, such amount as may be required, not exceeding €1.

COMPANIES ACT 2014

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

**CPS ARTS AGENCY
COMPANY LIMITED BY GUARANTEE**

PRELIMINARY & DEFINITIONS

1. (a) Reference to “the Company” shall refer to: **CPS ARTS AGENCY COMPANY LIMITED BY GUARANTEE**.
- (b) The following Regulations shall be supplemental to the provisions of Chapter 4, Part 18 of the Companies Act 2014, which are stated therein to apply to a company limited by guarantee and shall together apply to the Company except as varied, modified, or disapplied herein.
- (c) Reference to “the Act”, shall refer to the Companies Act 2014.
- (d) The individual Articles herein shall, where applicable, be referred to as “Regulations”.
- (e) In accordance with Section 1176 of the Act the Memorandum of Association and Articles of Association are together referred to herein as the “Constitution”.
- (f) Reference to the use of electronic means such as e-mail in Regulations 17 and 18(d) herein shall require the written consent of Member(s).
- (g) Reference to “the Board of Directors” shall be synonymous with references to "the Board", which shall mean the Board of Directors of the Company as legally and properly constituted at any time.

- (h) Any reference to the singular includes a reference to the plural and vice versa and reference to the masculine includes a reference to the feminine and vice versa and “at any time” includes from time to time.

MEMBERSHIP

2. (a) The number of Members with which the Company proposes to be registered is 1 but the Board may from time to time, subject to these Regulations register an increase of Members.
- (b) Membership of the Company shall be at the discretion of the Board, who may from time to time accept or refuse Membership.
- (c) The Secretary shall notify successful applicants for Membership of the Company in writing, as soon as practical after the Board meeting at which they were accepted and arrange for the new Member to sign a form of consent to the guarantee set out in the Constitution of the Company and to comply with the provisions of the said Constitution.
- (d) The Board may from time to time limit, or restrict Membership.
- (e) Membership of the Company shall cease:-
- (i) Upon a Member sending a signed notice of cessation to the Secretary at the registered office of the Company and upon receiving acceptance of such cessation by the Board;
 - (ii) On the death of a Member;
 - (iii) Upon any Member refusing, or wilfully neglecting to abide by the provisions of the Constitution of the Company from time to time, or such other internal rules adopted by the Board;
 - (iv) Upon service by the Board of Membership removal procedures as set out in Regulation 2(f) herein, for the reasons set out in these Regulations, or whatever reason(s) that the Board thinks fit as being in the best interests of the Company;
 - (v) Upon the bankruptcy of a Member, or in the case of a company or corporation, upon the passing of a Resolution for winding up, or if the company or corporation becomes the subject of an order of the Courts for winding up;
 - (vi) Where a Member is convicted of any indictable crimes by any Court of Law;
 - (vii) Upon Membership subscription amounts (if any) being due and payable and in arrears for such periods as may from time to time be set by the Board as being a cause for cessation of Membership.

- (f) The Board shall have the right, at its discretion, by a majority decision of the Board to cancel Membership, or remove Membership rights, upon serving 21 days notice in writing of such cessation, or cancellation upon a Member and such cessation, or cancellation of Membership shall be effective from the conclusion of the said notice period.
- (g) The Secretary shall notify new Members as soon as practical after registration in the Register of Members of their Membership registration and the Membership provisions of both this Constitution and the amount of the Members guarantee which apply to all Members of the Company.
- (h) The Company shall maintain a Register of Members of current and past Members in accordance with the requirements of the Act.

Section 1199 of the Act shall be amended accordingly.

SUBSCRIPTION

- 3. The Board may fix an annual subscription for Membership of the Company and where a Membership subscription applies, the Board shall have the power to set, make, vary, levy, or fix rates and dates of payment, or otherwise deal with Membership subscription amounts from time to time, but subject always to approval of the Members in General Meeting; so however that Membership shall not be automatic on payment of the said subscription, but entry to Membership of the Company shall always require prior approval of the Board.

CHAIRPERSON

- 4. The Board, or the Members in General Meeting may elect, or appoint any person (provided that such person is a Director and Member of the Company) as Chairperson of meetings of the Board and of General Meetings of the Members and the Chairperson shall have an extra, or casting vote in deadlock situations at meetings of the Board and General Meetings.

Sections 160 and 187 of the Act shall be amended accordingly.

BOARD OF DIRECTORS

- 5. The general management of the affairs of the Company shall be vested in the Board of Directors, who shall perform all such acts as may be deemed necessary or expedient to further the objects of the Company. The Board shall have power to manage and control the affairs of the Company in all matters as provided by the Act.

Section 158 of the Act shall apply.

- 6. Unless and until the Company in General Meeting shall otherwise determine the minimum number of Directors shall be not less than two and the maximum number of Directors shall be 10.

7. The Board may from time to time and at any time appoint any person, who need not be a Member of the Company, as a Director, whether to fill a casual vacancy, or as an additional Director. Any such appointee shall hold office only until the next Annual General Meeting, but he shall be eligible for re-election. So however, that the minimum number of Directors as fixed by this Constitution and the number of Directors required to form a quorum for meetings of the Board, shall be maintained at all times.

Section 144 of the Act shall be amended accordingly.

8. (i) Directors shall not be entitled to a fixed notice period for Directors meetings.
- (ii) A meeting of the Board shall be convened by the Secretary.
- (iii) A meeting of the Board may be convened by e-mail or by post, so however, that in the case of e-mail delivery, the notice shall be deemed to have been received by a Director, on the day of issue of such e-mail.
- (iv) Meetings of the Board may be held by telephonic conference call, so however that where meetings are held in such a manner, the number of Directors connected simultaneously by a conference call at any one time shall not fall below the number of Directors required under these Regulations to form a quorum for meetings of the Board.
- (v) Each of the Directors taking part in such meeting must be able to hear each of the other Directors taking part.
- (vi) At the commencement of such meeting each Director must acknowledge his presence and that he accepts that the conversation shall be deemed to be a meeting of the Directors.
- (vii) A Director may not cease to take part in such meeting by disconnecting his telephone or other means of communication, unless he has previously obtained the express 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 has previously obtained the express consent of the Chairperson of the meeting to leave the meeting as aforesaid.
- (viii) A minute of the proceedings at such meeting by telephone, or other means of communication, shall be sufficient evidence of such proceedings and of the observance of all necessary formalities, if certified as a correct minute by the Chairperson of the meeting.

Sections 160 and 161 of the Act shall be amended accordingly.

9. Any Director at any time may by notice in writing addressed to the registered office of the Company appoint any person, to be his alternate, who need not require prior approval of the Board.

Section 165(1) of the Act shall be amended accordingly.

10. The quorum for meetings of the Board shall be two Directors present in person, or by their alternates.

Sections 160(6) of the Act shall be amended accordingly.

11. The Directors shall be subject to retire by rotation at Annual General Meetings of the Company.

Section 1196 of the Act shall apply.

GENERAL MEETINGS

12. (i) As provided for in section 1206 of the Act, at General Meetings each Member present in person and every proxy shall have one vote; so however, that no Member shall be entitled to vote at General Meetings unless all moneys immediately payable by him/her to the Company have been paid.

(ii) No other person(s) shall have voting rights at General Meetings of the Company.

Section 1206 of the Act shall apply and section 188 of the Act shall be amended accordingly.

13. Section 196 of the Act, in respect of single member companies, shall apply whereby all the powers by the Company in General Meetings shall be exercisable by the Sole Member.

14. No business shall be transacted at any General Meeting of Members of the Company unless a quorum of Members is present when the meeting proceeds to business; save as otherwise herein provided two Members present in person or by proxy shall be a quorum, or where the Company is a Single Member Company, one Member of the Company present in person or by proxy shall form a quorum.

Section 182(2) of the Act shall be amended accordingly.

15. (i) Subject to paragraph (ii) herein, the Company shall in each calendar year hold a General Meeting as its Annual General Meeting ("AGM") in addition to any other General Meetings held in the relevant year for the purposes of considering the annual Accounts referred to in Regulation 18 herein and such other purposes required by the relevant provisions of the Act.

(ii) An AGM shall be convened by not less than 21 days notice in accordance with Regulation 17 herein.

(iii) All General Meetings other than AGMs shall be called Extraordinary General Meetings.

Sections 175,176 and 177 of the Act shall be amended accordingly.

16. A poll may be demanded by any Member of the Company.

Section 189(2)(b) of the Act shall not apply.

17. Subject to Sections 181 and 218 of the Act, notices for General Meetings shall be given to every Member, Director, and Secretary of the Company and to statutory auditor(s) where the Company has not availed of audit exemption in accordance with Regulation 18(c) herein, and where applicable, personal representative(s) of a deceased Member and assignee in bankruptcy of a bankrupt Member and may be issued by way of e-mail, or by post, so however, that in the case of e-mail delivery, the notice shall be deemed to have been received by such aforementioned persons, on the day of issue of such e-mail.

BOOKS AND RECORDS AND ACCOUNTS

18. (a) The Board shall arrange to keep financial records in respect of all receipts and payments relating to the Company, together with statutory books required under the Act and minutes of all business transacted at Board meetings, committee meetings and General Meetings and all financial records, statutory books, including minute books, shall be retained as permanent records and shall be the property of the Company.
- (b) The Board shall arrange for preparation of annual Accounts based on the Company's financial records.
- (c) The Company may, where at any time and from time to time it fulfils the conditions of Part 6 of Chapter 15 of the Act, avail itself of the exemption from the requirement to have its Accounts audited for the relevant financial period.
- (d) Where, pursuant to any provisions of the Act, Accounts are required to be sent to Members, they may, in accordance with Section 338 of the Act, be sent by electronic means such as e-mail and the Accounts shall be deemed to have been received by a Members on the day of issue of such e-mail.

BANK ACCOUNT

19. (i) Appointment of Bankers to the Company shall be agreed by a majority decision of the Board.
- (ii) The Bank Account(s) of the Company shall be mandated to provide for the signing of all cheques as decided by the Board from time to time.
- (iii) Borrowings of the Company must be approved by a majority decision of the Board.
- (iv) The borrowing powers of the Directors on behalf of the Company, referred to in Section 158(3) of the Act, shall be without any limit on the amount for the time being borrowed, or remaining undischarged of money so borrowed or secured.

SUB-COMMITTEES

20. (i) The Board may delegate any of their powers to sub-committees consisting of such persons approved by the Board as the Board shall from time to time designate, but comprising in number and composition not less than two persons and not more than ten persons.

- (ii) The quorum for the transaction of business at meetings of any sub-committee shall be one half plus one of the total number of members of the relevant sub-committee, at least one of whom shall be a Director of the Company duly authorised in that regard.
- (iii) Meetings of sub-committees shall be chaired by a Director referred to in paragraph (ii) of this Regulation.
- (iv) Decisions of any sub-committee shall require final approval by the Board before being effective.
- (v) A member of any sub-committee need not be a Member or Director of the Company.

INDEMNITY

- 21. Each Director, member of any sub-committee, and any Officer or servant of the Company shall be indemnified against all claims, damages, costs or expenses which he/she may incur or become liable to pay by reason of any act or thing done by or to him/her in the proper discharge of his/her duties to the Company, and the Board shall decide the amount for which such indemnity is provided which shall immediately attach as a lien on the property of the Company, and have priority over all other claims.

We, ROUSSILLON INVESTMENTS LIMITED whose name and address and description is subscribed, wish to be formed into a company in pursuance of this Constitution.

Names, Addresses and Descriptions of Subscribers

ROUSSILLON INVESTMENTS LTD
13 Clarinda Park North
Dun Laoghaire
Co. Dublin

Signed 
James Clancy
Director on behalf of
ROUSSILLON INVESTMENTS LIMITED

Body Corporate

Signatures in writing of the above subscriber, attested by witness as provided for below.

Dated this *Sth* day of *March* 2021.

Witness to the above Signature:

Mr. James Clancy (Snr)
19 Rectory Slopes
Herbert Road
Bray
Co. Wicklow

