

COMPANIES ACT 2014
CONSTITUTION OF
COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION
OF
SEACHTAIN NA SCRIBHNEOIRI CUIDEACHTA FAOI THERORAINN RATHAIOCHTA OR WRITERS' WEEK
COMPANY LIMITED BY GUARANTEE

The regulation contained in the Companies Act 2014 shall apply to the Company save in so far as they are excluded or verified hereby.

1. In these Articles:

"the Act" means the Companies Act 2014;

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

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

"the Executive Committee" means the Governing body of the Company and shall consist of not less than five and not more than fifteen members elected at the Annual General Meeting, consisting of representatives from the board of Directors and the Members of the Company.

"the Seal" means the common seal of the Company;

"the Office" means the Registered Office for the time being of the Company;

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

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

MEMBERS

2. The number of members with which the Company proposes to be registered shall not exceed one hundred but the Directors may from time to time register an increase of members.
3. The Subscribers to the Memorandum of Association of the Company shall be deemed to have agreed to become members of the Company, and, on its registration, shall be entered as members in its register of members.
4. Such other persons whom the Directors admit to membership and whose names are entered in its register of members, shall be members of the Company.
5. Where the Company has increased the number of its members beyond the registered number, it shall, within 15 days after the date on which the increase was resolved on or took place, deliver particulars of the increase to the Registrar.
6. The rights and liabilities attaching to any members of the Company may be varied from time to time by Special Resolution of the Company.

RESIGNATION, CESSATION AND EXPULSION OF MEMBERSHIP

7. A member may resign his or her membership by serving notice to that effect upon the Directors at the Office of the Company, such notice to expire no earlier than the date of service of the notice of resignation.
8. The Directors may require a member to resign his or her membership by serving notice upon the member terminating his or her membership to expire no earlier than the date of service of the notice of termination.
9. The death or bankruptcy of a member shall terminate his or her membership.

GENERAL MEETINGS

10. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the 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.
 - (a)
11. An annual general meeting of the Company or an extraordinary general meeting of the Company may be held inside or outside of the State.
12. An annual general meeting may be held in two or more venues (whether inside or outside of the State) at the same time using technology that provides members, as a whole, with a reasonable opportunity to participate.
13. All general meetings of the Company, other than annual general meetings, shall be known, and in the Act are referred to as "extraordinary general meetings".
14. The Directors of the Company may, whenever they think fit, convene an extraordinary general meeting.
15. The Directors of the Company shall, on the requisition of one or more members holding, or together holding, at the date of the deposit of the requisition, not less than 10 per cent of the total voting rights of all the members having, at the date of the deposit, the right to vote at general meetings of the Company, forthwith proceed duly to convene an extraordinary general meeting of the Company.

NOTICE OF GENERAL MEETING

16. Notice of every general meeting of the Company ("relevant notice") shall be given to –
 - (a) Every member
 - (b) The statutory auditors, unless the Company availed itself of the audit exemption under Section 360 or Section 365 of the Act; and
 - (c) The Directors and Secretary of the Company.
17. For the purposes of Section 338(5) of the Act, the Company's members agree that the documents referred to in Section 338(2) of the Act may be treated as having been sent to the members where the member can access the documents through a website and that notice of the matters set out in Section 338(5)(c) of the Act may be sent to the member in accordance with Section 218 of the Act.
18. Provided the members consent, the Company permits to the use of electronic means to serve or give notice or the conditions specified in Section 218(4) of the Act are satisfied, by electronic means in accordance with Section 218 of the Act.
19. A meeting of the Company, other than an adjourned meeting, shall be called-
 - (a) in the case of the annual general meeting or an extraordinary general meeting for the passing of a special resolution, by not less than 21 days' notice;
 - (b) in the case of any other extraordinary general meeting for the passing of an ordinary resolution, by not less than 7 days' notice.
20. A meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in Section 181 (1) of the Act, be deemed to have been duly called if it is so agreed by –
 - (a) All the members entitled to attend and vote at the meeting; and
 - (b) unless no statutory auditors of the Company stand appointed in consequence of the Company availing itself of the audit exemption under Section 360 or 365 (and where relevant, Section 399 has been complied with in that regard), the statutory auditors of the Company.
21. 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.

QUORUM

22. No business shall be transacted at any general meeting of the Company unless a quorum of members is present at the time when the meeting proceeds to business.
23. 5 of the members of the Company present in person (or by proxy) at a general meeting of it shall be a quorum.
24. If within 30 minutes after the time appointed for a general meeting a quorum is not present, then-
 - (a) Where the meeting has been convened upon the requisition of members, the meeting shall be dissolved;
 - (b) In any other case-
 - (i) the meeting 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
 - (ii) if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the members present shall be a quorum.

PROXIES

25. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (whether a member or not) as his or her proxy to attend and vote instead of him or her.
26. A proxy so appointed shall have the same right as the member to speak at the meeting and to vote on a show of hands and on a poll.
27. A member the Company shall not be entitled to appoint more than one proxy to attend on the same occasion.
28. The instrument appointing a proxy (the "instrument of proxy") shall be in writing –
 - (a) Under the hand of the appointer or of his or her attorney duly authorised in writing; or
 - (b) If the appointer is a body corporate, either under seal of the body corporate or under the hand or an officer or attorney of it duly authorised in writing.
29. The instrument of proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority, shall be deposited at the registered office of the Company concerned or at such other place within the State as is specified for that purpose in the notice convening the meeting, and deposited no later than the following time.
That time is –
 - (a) 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - (b) in the case of a poll, 48 hours before the time appointed for the taking of the poll.
30. An instrument appointing a proxy shall be in the following form or a form as near to it as circumstances permit-

[name of company] ("the Company")

[name of member] ("the member")

Of [address of member] being a member of the Company hereby appoints [name and address of proxy] of failing him or her;

[name and address of alternative proxy] as the proxy of the Member to attend, speak and vote for the Member on behalf of the Member at the (annual or extraordinary, as the case may be) general meeting of the Company to be held on the [date of meeting] and at any adjournment of the meeting.

The proxy is to vote as follows:

Voting Instructions to Proxy (choice to be marked with an 'x')			
Number or description of resolution:	In favour	Abstain	Against
1			
2			
Unless otherwise instructed the proxy will vote as he or she thinks fit.			
Signature of Member			
Dated			

]

PROCEEDINGS AT GENERAL MEETING

- 31.** The business of the annual general meeting shall include-
- (a) The consideration of the Company's statutory financial statements and the report of the Directors and unless the Company is entitled to and has availed itself of the audit exemption under Section 360 or Section 365 of the Act, the report of the statutory auditors on those statements and that report;
 - (b) The review by the members of the Company affairs;
 - (c) The authorisation of the Directors to approve the remuneration of the statutory auditors (if any);
 - (d) Save where the Company is entitled to and has availed itself of the audit exemption, the appointment or re-appointment of statutory auditors;
- 32.** The Chairperson, if any, of the Board of Directors shall preside as Chairperson at every general meeting of the Company, or if there is no such Chairperson, or if he or she is not present within 30 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to be Chairperson of the meeting.
- 33.** If at any meeting no Director is willing to act as Chairperson or if no Director is present within 30 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairperson of the meeting.
- 34.** 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.
- 35.** However no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 36.** When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting but, subject to that, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 37.** Unless a poll is demanded in accordance with Section 189 of the Act at any general meeting –
- (a) a resolution put to the vote of the meeting shall be decided on a show of hands and
 - (b) 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 book containing the minutes 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.
- 38.** 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 the casting vote.

VOTES OF MEMBERS

- 39.** Every member shall have one vote.
- 40.** Where a matter is being decided (whether on a show of hands or on a poll), every member present in person and every proxy shall have one vote, but so that no individual member shall have more than one vote.
- 41.** No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the voted 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.

RIGHT TO DEMAND A POLL

42. At a meeting, a poll may be demanded in relation to a matter (whether before or on the declaration of the result of the show of hands in relation to it).
A demand for such a poll may be made by-
- (a) the Chairperson of the meeting;
 - (b) at least 3 members present in person or by proxy;
 - (c) any member or members present in person or by proxy and representing not less than 10 per cent of the total voting rights of all the members of the Company concerned having the right to vote at the meeting.
43. Subject to Section 189(5) of the Act, if a poll is duly demanded it shall be taken in such manner as the Chairperson of the meeting 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.

RESOLUTION

44. An "ordinary resolution" means a resolution passed by a simple majority of the votes cast by members of the Company as being entitled to do so, vote in person or by proxy at a general meeting of the Company.
45. A "special resolution" means a resolution –
- (a) that is referred to as such in the Act, or is required (whether by the Act or by the Company's constitution or otherwise) to be passed as a special resolution; and
 - (b) the resolution is passed by not less than 75 per cent of the votes cast by such members of the Company concerned as, being entitled to do so, vote in person or by proxy at a general meeting, not less than 21 days' notice must be given at which a special resolution is proposed to be passed.
46. A resolution in writing signed by all the members of the Company for the time being entitled to attend and vote on such a resolution at a general meeting (or being bodies corporate by their duly appointed representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held; and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act.
47. A resolution passed in accordance with Section 193(1) of the Act may consist of several documents in like form each signed by one or more members.
48. A resolution passed in accordance with Section 193 (1) of the Act shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign, and, where the resolution states a date as being the date of his or her signature thereof by any member, the statement shall be prima facie evidence that it was signed by him or her on that date.
49. The Company shall retain those documents as if they constituted the minutes of the proceedings of a general meeting of the Company; without prejudice to the requirement (by virtue of Section 199(1)) of the Act that the terms of the resolution concerned be entered in books kept for the purpose, the requirement under Section 193(7) of the Act that the foregoing documents be retained shall be read as requiring those documents to be kept with the foregoing books.
50. A copy of every resolution or agreement to which this section applies shall, within 15 days after the date of passing or making of it, be forwarded by the Company concerned to the Registrar and recorded by the Registrar.

51. A copy of every resolution or agreement for the time being in force shall be embodied in, or annexed to, every copy of the constitution of the Company concerned issued by it after the passing of the resolution or the making of the agreement.
52. A copy of every such resolution or agreement shall be forwarded by the Company concerned to any member of it, at his or her request, on payment of €10.00 or such lesser sum as the Company may direct.

This section applies to –

- (a) Resolutions that are required by the Act or the Company's constitution to be special resolutions;
- (b) Resolutions which have been agreed to by all members of the Company, but which if not so agreed to, would not have been effective for their purposes unless they had been passed as special resolutions;
- (c) Resolutions or agreements which have been agreed to by all the members of some class of membership but which if not so agreed to, would not have been effective for their purpose unless they had been passed by some particular majority or otherwise in some particular manner, and all resolutions or agreements which effectively bind all the members of any class of membership though not agreed to by all those members.
- (d) Resolutions that the Company be wound up voluntarily passed under Section 580 of the Act.

MINUTES OF PROCEEDINGS OF MEETINGS

53. The Company shall, as soon as may be after their holding or passing, cause-
 - (a) Minutes of all proceedings of general meetings of it, and
 - (b) the terms of all resolutions of it,to be entered in books kept for that purpose; all such books kept by the Company in pursuance of this subsection shall be kept at the same place.
54. Section 215 to 217 of the Act (rights of inspection, requests for copies, etc.) apply to those books.
55. 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.

DIRECTORS

56. The Company shall have at least 5 Directors and not more than 15.
57. The first Directors of the Company shall be those persons determined in writing by the subscribers of the constitution or a majority of them.

APPOINTMENT OF DIRECTORS

58. Any purported appointment of a Director without that Director's consent shall be void.
59. Subsequent Directors of the Company may be appointed by the members in general meeting, provided that no person other than a Director retiring at the meeting shall, save where recommended by the Directors, be eligible for election to the office of Director at any general meeting unless the requirements of Section 144(4) as to his or her eligibility for that purpose have been complied with.
60. The Directors of the Company may from time to time appoint any person to be a Director of the Company, either to fill a casual vacancy or as an addition to the existing Directors of the Company.

61. Any Director appointed in accordance with Article 60 shall hold office only until the next following annual general meeting, and shall then be eligible for re-election.

REMOVAL OF DIRECTORS

62. The Company may by ordinary resolution remove a Director in accordance with Section 146 of the Act before the expiration of his or her period of office, notwithstanding anything in the constitution or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach or any contract of service between him or her and the Company.
63. The Company may by ordinary resolution appoint another person in place of a Director removed from office under Section 146. Without prejudice to the powers of the Directors under Section 144(3)(b) the Company in general meeting may appoint any person to be a Director, either to fill a casual vacancy or as an additional Director.

VACATION OF OFFICE

64. The office of Director shall be vacated if the Director:
- (a) holds any office or place of profit under the Company; or
 - (b) is adjudicated bankrupt or being a bankrupt has not obtained a certificate of discharge in the relevant jurisdiction; or
 - (c) becomes or is deemed to be subject to a disqualification order within the meaning of Chapter 4 of Part 14; or
 - (d) the Director resigns his or her office by notice in writing to the Company; or
 - (e) the health of the Director is such that he or she can no longer be reasonably regarded as possessing an adequate decision making capacity; or
 - (f) a declaration of restriction is made in relation to the Director and the Directors, at any time during the currency of the declaration, resolve that his or her office be vacated; or
 - (g) the Director is sentenced to a term of imprisonment following conviction of an indictable offence; or
 - (h) a Director may by a vote of a majority of the Directors remove or suspend any director from office where such a majority, after fair procedures, are of the view that the action or actions of that Director, brings or brought the company or festival into disrepute.

POWERS AND DUTIES OF DIRECTORS

65. The business of the Company shall be managed by its Directors, who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company as are not, by the Act or by the constitution, required to be exercised by the Company in general meeting, but subject to –
- (a) any regulations contained in this constitution;
 - (b) the provisions of the Act; and
 - (c) such directions, not being inconsistent with the foregoing regulations or provisions, as the Company in general meeting may (by special resolution) give.
66. However, no direction given by the Company in general meeting under Section 158 (1)(c) of the Act shall invalidate any prior act of the Directors which would have been valid if that direction had not been given.

67. The Directors may delegate their powers only in technical legal and accountancy matters as well as for the anonymous and independent judging of competitions and similar events and, in all cases, subject to the overriding authority and supervision by the Board to such person or persons as they think fit, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.
68. 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 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.
69. Each cheque, promissory note, draft, bill of exchange or other negotiable instrument, and receipt 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 of the Company shall from time to time by resolution determine.

BORROWING POWERS

70. 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.

MINUTES OF PROCEEDINGS OF DIRECTORS

71. The Company shall cause minutes to be entered in books kept for that purpose of –
- (a) all appointments of officers made by its 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.
72. 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.

PROCEEDINGS OF DIRECTORS

73. The Directors of the Company may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.
74. Every reasonable endeavour shall be made in respect of any question or matter arising at any meeting to be determined by unanimity. However, failing such agreement, questions shall ultimately be decided by a majority of votes cast and where there is an equality of votes, the Chairperson shall have a second casting vote.
75. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.

76. All Directors shall be entitled to 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 Directors to any Director who, being resident in the State, is for the time being absent from the State.
77. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be five.
78. The Directors may elect a Chairperson of their meetings and determine the period for which he or she is to hold office, but if no such Chairperson is elected, or, if at any meeting the Chairperson is not present within 30 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 in whole or in part of members of the board of Directors.
80. A resolution in writing signed by all the Directors of the Company, or by all members of a committee of them, 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. The resolution may consist of several documents in like form each signed by one or more Directors and for all purposes shall take effect from the time that it is signed by the last Director.
81. A meeting of the Directors or of a committee referred to in Section 160(9) of the Act 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 other and to be heard by each of the others and-
 - (a) a Director or member of the committee taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly; and
 - (b) such a meeting shall be deemed to take place –
 - (1) where the largest group of those participating in the conference is assembled;
 - (2) if there is no such group, where the Chairperson of the meeting then is;
 - (3) if neither subparagraph (1) or (2) applies, in such location as the meeting itself decides.
82. It shall be the duty of a Director of the Company who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company, to declare the nature of his or her interest both orally and in writing at a meeting of Directors of the Company in accordance with Section 231 of the Act. The oral declaration must be recorded as such in the minutes of the meeting and the written declaration attached to the minutes and thereby forming an integral part of the minutes of the meeting.
83. Subject to the other provisions of the Act, 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 the meeting.
84. Any Director (the "appointer") of the Company may from time to time appoint any other Director of it or, with the approval of majority of its Directors, any other person to be an alternate Director (the "appointee") as respects him or her in accordance with Section 165 of the Act.

SECRETARY

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

87. The Directors of the Company shall have a duty to ensure that the person appointed as Secretary has the skills and resources necessary to discharge his or her statutory and other duties.

THE SEAL

88. The Company may, have for use in any place abroad an official seal which shall resemble the common seal of the Company with the addition on its face of the name of every place abroad where it is to be used.

ACCOUNTS AND FINANCIAL STATEMENTS

89. The Company in accordance with Section 281 of the Act shall keep or cause to be adequate accounting records which are those that are sufficient to –
- (a) correctly record and explain the transactions of the Company,
 - (b) enable, at any time, the assets, liabilities, financial position and profit or loss of the Company to be determined with reasonable accuracy,
 - (c) enable the Directors to ensure that any financial statements of the Company, required to be prepared under Section 290 or 293 of the Act, and any Directors' report required to be prepared under Section 325 of the Act, comply with the requirements of the Act and where applicable, Article 4 of the IAS Regulation, and
 - (d) enable those financial statements of the Company so prepared to be audited.
90. The accounting records shall be kept on a continuous and consistent basis, which is to say, the entries in them shall be made in a timely manner and be consistent from one period to the next if those records are not kept by making entries in a bound book but by some other means, adequate precautions shall be taken for guarding against falsification and facilitating discovery of such falsification, should it occur.
91. No member (not being a Director) shall have any right of inspecting any financial or accounting records of the Company unless authorised by the Directors under Section 284(4) of the Act or by the Company in general meeting.
92. Subject to Section 283(2) of the Act, the Company's accounting records shall be kept at its registered office or at such other place as the Directors think fit.
93. The Directors of the Company shall, in respect of each financial year, lay before the Company in general meeting copies of –
- (a) the statutory financial statements of the Company for the financial year,
 - (b) the Directors' report, including any group Directors' report, for the financial year,
 - (c) the statutory auditors' report on those financial statements and that Directors' report.
94. Those financial statements and those reports of the Directors and the statutory auditors for the financial year shall be so laid not later than 9 months after the financial year end date.
95. A copy of each of the documents specified in Section 338 (2) concerning the Company referred to shall be sent to–
- (a) every member of the Company (but only if that person is entitled to receive notices of general meetings of the Company),
 - (b) every holder of debentures of the Company (but only if that person is so entitled), and
 - (c) all persons, other than members or holders of debentures of the Company, who are so entitled, not less than 21 days before the date of the meeting of the Company at which copies of those documents are to be laid in accordance with Section 341 of the Act.
96. If the copies of the documents referred to in Section 338(1) of the Act are sent less than 21 days before the date of the meeting referred to have been duly sent if it is so agreed by all the members entitled to attend and vote at the meeting.

AUDIT AND AUDIT EXEMPTION

97. The Directors of the Company shall arrange for the statutory financial statements of the Company for a financial year to be audited by statutory auditors unless the Company is entitled to, and chooses to avail itself of, the audit exemption.
98. One or more statutory auditors shall be appointed in accordance with Section 380 to 385 of the Act for each financial year of the Company.

REGISTERS

99. Any register, index or minute book required by this Act to be kept by the Company or by the Registrar may be kept either by making entries in bound books or by recording the matters in question in any other manner.
100. Where any register, index or minute book to be kept by the Company is not kept by making entries in bound book but by some other means, adequate precautions shall be taken for guarding against falsification and facilitating discovery of such falsification, should it occur.

INDEMNITY

101. 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 of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him or her in the execution and discharge of his duties or in relation thereto including any liability incurred by him or her in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him or her as an officer or employee of the Company and in which judgement is given in his or her favour 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 or her by the Court.

COMPANIES ACT 2014
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
MEMORANDUM OF ASSOCIATION OF
SEACHTAIN NA SCRIBHNEOIRI CUIDEACHTA FAOI THERORAINN
RATHAIOCHTA OR WRITERS' WEEK COMPANY LIMITED BY
GUARANTEE

1. The name of the Company is **SEACHTAIN NA SCRIBHNEOIRI CUIDEACHTA FAOI THERORAINN RATHAIOCHTA OR WRITERS' WEEK 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 is to advance education for adults and children through the promotion of literature in any language by holding literary workshops, lectures, readings, symposia, storytelling, the arts of painting, sculpture, drama in any form, music, literary, historical research, photography; and the doing of all such other things as are incidental or conducive to the attainment of the above object.

4. The following are the powers of the company which may be carried out exclusively in furtherance of the main object:

- a) To receive grants and raise funds to assist the finances of the said Writers' Week, whether by personal or written appeals, public meetings, collections, and the promotion of entertainments and other means of soliciting contributions, donations and other payments for the benefit of the said Writers' Week.
- b) To provide for the production, representation and performance, whether by mechanical means or otherwise of stage plays and operetta, pantomimes, ballets, dances, spectacular pieces, promenade and other musical and dramatic performances.
- c) To enter into agreements with authors and other persons for the dramatic and other rights of operas, ballets, plays, films, operettas, pantomimes, spectacular pieces, musical compositions and other dramatic and musical performances and entertainments or for the representation thereof as well as of foreign, colonial and American rights and to enter into engagements of all kinds with theatre proprietors, cinema proprietors, managers or agents, artists and other persons.
- d) To promote, conduct hold and cause to be held, exhibitions and shows in co-operation with departments of government, local authorities, farming organisations, manufacturers, producers, traders and other organisations and bodies.

- e) To promote, conduct hold and cause to be held, in connection with the said Writers' Week, literary competitions, dramatic, musical, art and film competitions.
- f) To promote, conduct, hold and cause to be held, in connection with the said Writers' Week, art and craft exhibitions, including painting, drawing, sculpture and craftwork of any kind and photographic work and to promote competitions in the said arts and crafts and cultural events.
- g) To promote, conduct, hold and cause to be held, any other exhibitions, shows, parades, events or competitions, for the furtherance of any of the aforementioned objects of the Company especially in literature, art music and drama, inside or outside of the State.
- h) To acquire, rent, hire and afford accommodation for meetings, functions, exhibitions, competitions, events and gatherings, held in connection with the said Writers' Week, and to provide all things necessary for meetings, functions, exhibitions, competitions, events and gatherings in connection with Writers' Week.
- i) To print and publish any newspapers, periodicals, books, leaflets or reports that the Company may think desirable for the promotion of its main object and to advertise Writers' Week and the various exhibitions shows, functions, competitions and events to be held in connection therewith.
- j) To act in concert or make any arrangements with any Corporation, County Council, Urban Council, Conservancy, Fishery or other board or other Local Authority or body, public or private, now or hereafter constituted or with anyone with reference to the main object aforesaid.
- k) To apply to for the benefit or the said Writers' Week or for the benefit of its main object, any proceeds, profits or income from any of the undertakings, businesses, investments or dealings carried on or under the main object of the Company.
- l) To purchase, lease or otherwise acquire any lands, buildings, easements, rights, privileges, concessions, lighting and decorative lighting equipment, licences, grants, machinery, plant, implements, tools, live or dead stock, stores, effects and property of any kind or description or any interest therein.
- m) To purchase or otherwise acquire inventions processes (secret or otherwise) and any patents, *brevets d'invention*, trademarks, licences, concessions and the like conferring any exclusive or non-exclusive or limited right to use any invention or discovery which may seem capable of being used for any of the purpose of the company or the acquisition of which may seem calculated, directly or indirectly, to benefit the company to use, exercise, develop, or grant licences in respect of, or otherwise turn to account the property and rights so acquired, and to expend money in experimenting upon and testing and improving, or seeking to improve any such patents or rights.
- n) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any other company, firm or person carrying on any business which the Company is authorized to carry on, or possessed of property suitable for the purpose of the Company or the main object of which shall be altogether or in part similar to those of this Company and to make and carry into effect arrangements with respect of the union of interests, sharing of profits, co-operation, partnership, or amalgamation, either in whole or in part, with any other companies, corporations or persons in furtherance of the main object.
- o) To pay for any property or rights acquired either in cash or in debentures or debenture stock of the Company or partly in debentures or debenture stock and partly in money.

- p) To sell, lease, let on hire, exchange or otherwise dispose of absolutely, conditionally or for any limited interest, any of the property, rights or privileges of the Company, or all or any of its undertakings, and to accept payment thereof in money shares (either wholly or partly paid up), stock, debentures or other conditional upon or varying with gross earnings, or other contingencies.
- q) To acquire, by original subscriptions, or otherwise, and to hold and sell, or otherwise dispose of, shares, stock, debentures or debenture stock, or any interest in the revenues or profits of, and to guarantee the payment of any securities issued by any company, corporation, partnership, or person carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- r) To invest and deal with moneys of the Company not immediately required upon such securities in such manner as may from time to time be determined. Prior permission to be obtained from Revenue where it is intended to accumulate funds for a period in excess of two years.
- s) To borrow or raise money for the purposes of the Company and to secure the same in such manner as may be thought fit and in particular by the issue of bonds, debentures and debenture stock, perpetual or otherwise, or other obligations or securities of the Company or by mortgage or charge on all or any part of the property of the company or otherwise, in such manner and upon an subject to such conditions as the Company shall think fit.
- t) To guarantee, support or secure wither by personal covenant or by mortgaging or charging any of the undertaking, property and assets both of such methods the performance of the contracts and obligations and the repayment or payment of the capital or principal and premium of and dividends or interest of any debentures, debenture stock, bond, mortgages, charges or other stock, securities or obligations or liabilities of any company, firm or person whatsoever.
- u) To receive money on deposit at interest or otherwise. To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, and other negotiable instruments.
- v) To enter into any arrangement with any Government or authority, supreme, municipal, local or otherwise, and to obtain from any such Government or authority any rights, concessions and privileges that may seem conducive to the Company's main objects and to expend money wither by way of gifts or otherwise, with the view to obtaining any such concessions or rights.
- w) To establish or promote, or concur in establishing or promoting, any other company having the main object wholly or similar to this company or shall include the acquisition and taking over of all or any part of the assets or liabilities of this Company of any company in which this Company is interested, or shall in any manner be calculated to enhance, either directly or indirectly the interest of the Company or to assist any such company by paying or contributing towards the preliminary expenses, or providing the wile or part of the capital thereof or underwriting or guaranteeing or procuring subscriptions for the whole or any part of the capital or the shares or securities of any such company, or taking shares of any class or kind therein.
- x) 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 dependants of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by an occupational pension scheme and provided that such

occupation 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 occupation pensions 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 nay persons employed by the Company and subscribe or guarantee money for charitable objects.

- y) To remunerate any corporation or person, not being a director whether in the form of brokerage, commission or otherwise, for any services rendered to the Company.
- z) To pay all preliminary expenses of the Company.
- aa) To procure any servants or employees of the Company to be insured against risk or accident in the course of their employment by the Company and to effect insurances for the purpose of indemnifying the Company against claims by reason of any such risk or accident and to pay premiums on any such Insurance.
- bb) To give any servants, agents or employees of the Company any share or interest in the profits of the Company's business or any branch thereof, and for the purpose to enter into any profit-sharing scheme or make any arrangements the Company may think fit.
- cc) To do all acts necessary to procure the Company to be duly constituted or incorporated, registered, or recognised in any part of the world.
- dd) To hold in the names of others any property which the Company is authorised to acquire and hold, and to carry on in the names of Trustees any business which the Company is authorised to carry on.
- ee) To carry out the above main object in any part of the world, either on account of the Company alone or in conjunction with any other company, association, firm, or person and either as principles, agents or otherwise; to establish offices the world and generally to do all such acts and things as are incidental or conducive to the attainment of all or any of the above main object.

4. The income and property of the company shall be applied solely towards the promotion of its main object(s) 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 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, office or servant of the Company (not being a Director) for any services rendered to the company;
- b) Interest rate not exceeding 5% per annum on money lent by Directors or other members of the Company to the Company;
- c) Reasonable and proper rent for premises demised and let by any member of the company (including any Director) to the company;
- d) Reasonable and proper out of pocket expenses incurred by any Director in connection with their attendance to any matter affecting the company;
- e) Fees, remuneration or other benefit in money or money's worth to any Company of which a Director may be a member holding not more than one hundredth part of the issued capital of such Company.

5. The liability of the members is limited.

6. 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

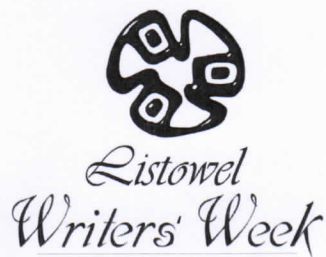
(b) the adjustment of the rights of contributories among themselves,

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

7. If upon the winding up or dissolution of the company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the company but shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as imposed on the company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolutions, and if and so far as effect cannot be given to such provisions, then to some charitable object.

8. True and annual accounts shall be kept of the sums of money received and expended by the Company and the matters in respect of which receipt and expenditure takes place of all sales and purchases of goods by the Company and the property, credits and liabilities of the Company and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed by the Executive Committee of the Company for the time being shall be open to inspection of the members. Once at least every year the accounts of the Company shall be examined and the correctness of the Balance Sheet ascertained and certified by one or more properly qualified Auditor or Auditors.

9. No additional, alteration or amendment shall be made to or in the provisions of this Memorandum for the time being in force unless the same shall have been previously approved in writing by the Revenue Commissioners.



Current Board of Directors

David Browne, Broadford, Co Limerick

David Browne

Madeleine O'Sullivan, Cahirdown, Listowel, Co Kerry

Madeleine O'Sullivan

Joanna Keane O'Flynn, College Lawn, Listowel, Co Kerry

Joanna Keane O'Flynn

Michael Lynch, "Eirene", Curragraigue, Blennerville, Tralee, Co Kerry

Michael Lynch

Sean Lyons, 58 Carraigeendaniel, Tralee, Co. Kerry

Sean Lyons

Rose Wall, Greenville, Listowel, Co Kerry

Rose Wall

Elizabeth Dunn, Athea, Co Limerick

Elizabeth Dunn

24 THE SQUARE, LISTOWEL, CO. KERRY T: 068 21074
EMAIL: INFO@WRITERSWEEK.IE WEB: WWW.WRITERSWEEK.IE

LITERARY ADVISORS: LAWRENCE BLOCK, MICHAEL COLLINS, JENNIFER JOHNSTON, SEAMUS HOSEY, BRENDAN KENNELLY, COLM TÓIBÍN
DIRECTORS: DAVID BROWNE, ELIZABETH DUNN, JOANNA KEANE O'FLYNN, MICHAEL LYNCH, SEAN LYONS, MADELEINE O'SULLIVAN, ROSE WALL
REGISTERED IN DUBLIN, IRELAND REG. NO: 55241 REGISTERED OFFICE: 24, THE SQUARE, LISTOWEL, CO. KERRY.
COMPLIANT WITH THE GOVERNANCE CODE FOR COMMUNITY, VOLUNTARY AND CHARITABLE SECTOR IN IRELAND.
REGISTERED CHARITY NO.: 20019112 TAX EXEMPTION NO.: CHY 8045

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

- 1 J. B. Kane 37 Wilton St., Liscannell, Onite
- 2 Mrs. R. Kelly Islandganniv, Liscannell, Social Worker
- 3 Jeanne Kavanagh 21. Market Street, Liscannell, National Teacher
- 4 Mrs. J. Murphy, 8 Courthouse Road, Liscannell, Civil Servant
- 5 Mrs. J. Murphy, Cliveragh, Liscannell, Housewife
- 6 Mrs. J. Murphy, 49. Bridge Rd., Liscannell, Housewife
- 7 J. P. Mc Mahon 38 Ash St., Liscannell, Clerk
- 8 Susan Mc Kenna Parkview Liscannell, Housewife
- 9 Margaret Walsh, Guy House, Liscannell, Housewife
- 10 Maureen Pierce, 29 Clonkeek St., Liscannell, Housewife

Dated the 3rd day of March 1960

Witness to the above Signatures:—

William O'Keefe.
Liscannell, Market Street.
County Kerry,
Solicitor.