

The Douglas Hyde Gallery of Contemporary Art

COMPANIES ACT 2014

COMPANY LIMITED BY GUARANTEE

CONSTITUTION

OF

The Douglas Hyde Gallery

(as amended by Special Resolution dated 21 December 2020)

ARTICLES OF ASSOCIATION

PRELIMINARY

1. Definitions

In these Articles:

“**Act**” means the Companies Act 2014;

“**Additional Members**” means any members of the Company that the Directors shall appoint as members of the Company from time to time;

“**Articles**” means these Articles of Association;

“**Board**” means the board of Directors for the time being of the Company;

“**Charities Act**” means the Charities Act 2009 (as may be amended from time to time);

“**Competency Framework**” means a framework of competencies drawn up by the board of Directors of the Company in consultation with University of Dublin;

“**Constitution**” means the Memorandum and the Articles;

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

**The
Douglas
Hyde**

Registered Charity No. CH16700

thedouglashyde.ie

An Dubhghlas
de hÍde

Gallery of
Contemporary Art

Gailearaí na hEalaíne
Comhaimseartha

Trinity College
Dublin 2

Coláiste na Tríonóide
Baile Átha Cliath

arts
council
education
funding
visual arts

Trinity College Dublin
College of the Holy Trinity, Mount Street, Dublin
The University of Dublin

“Governance Committee” means the governance committee appointed by the board of Directors pursuant Article 65;

“Mandatory Provision” means a provision of any of Parts 1 to 14 or Part 18 of the Act (together with any statutory modification thereof in force at the date on which these Articles become binding on the Company) that applies to companies limited by guarantee and that is not an Optional Provision;

“Member” means a member of the Company;

“Memorandum” means the memorandum of association of the Company;

“Optional Provision” means a provision of any of Parts 1 to 14 or Part 18 of the Act (together with any statutory modification thereof in force at the date on which these Articles become binding on the Company) that applies to companies limited by guarantee and that—

- a) contains a statement to the effect, or is governed by provision elsewhere to the effect, that the provision applies save to the extent that the constitution provides otherwise or unless the constitution states otherwise; or
- b) is otherwise of such import;

“Secretary” means any person appointed to perform the duties of the secretary of the Company, and shall include any temporary, assistant or acting secretary;

“Seal” means the common seal of the Company; and

“University of Dublin” means The Provost, Fellows, Foundation Scholars, and the other members of Board, of the College of the Holy and Undivided Trinity of Queen Elizabeth near Dublin

1 Interpretation

- a) 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.
- b) 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 at which these Articles become binding on the Company.
- c) Subject to the requirements of any Mandatory Provision, to the greatest extent possible the provisions of these Articles shall take precedence over the provisions of the Act.

MEMBERS

2 Number of Members

The number of Members of the Company shall be no more than twelve, but the Directors may from time to time register an increase in the number of Members.

3 **Appointment and Replacement of Members**

- a) The members of the Company shall be the Directors and any Additional Members.
- b) Upon the commencement of a Director's term of office, such Director shall be deemed to be appointed as a Member of the Company.
- c) Once a Director ceases to be a director of the Company then such Director shall be deemed to have resigned as a Member of the Company.
- d) The Directors of the Company may at any time remove any Additional Members they have appointed and appoint alternative Additional Members in their place.

4 **Members' Rights and Obligations**

- a) Members shall be entitled to full voting rights.
- b) Every Member shall use their best endeavours to promote the objects and interests of the Company and shall observe all of the Company's regulations affecting them contained in or effective pursuant to this Constitution or the Act.
- c) The rights of each Member shall be personal to them and shall not be transferable, transmissible or chargeable by their own act, by operation of law or otherwise.
- d) A register shall be kept by the Company containing the names and addresses of all the Members, together with such particulars as may be required by the Act.

GENERAL MEETINGS

- 5 An annual general meeting shall be held once in each year, at such time (within a period of not more than 15 months after the holding of the last preceding annual general meeting) and place as may be determined by the Board.
- 6 General meetings of the Company may be held inside or outside the State.
- 7 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 8 The Directors may, whenever they think fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on such requisition or in default may be convened by such requisitionists as are provided for in Section 178 of the Act (as modified by Section 1203 of the Act).

NOTICE OF GENERAL MEETINGS

- 9 Subject to section 181 of the Act, a meeting of the Company, 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.
- 10 A meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in Article 10, be deemed to have been duly called if it is so agreed by all the Members entitled to attend and vote at the meeting and (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 of the Act, and, where relevant, section 399 of the Act has been complied with in that regard), the statutory auditors of the Company.
- 11 The notice of a meeting shall specify the place, the date and the time of the meeting, the general nature of the business to be transacted at the meeting, in the case of a proposed special resolution, the text or substance of that proposed special resolution and with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy, that a proxy need not be a Member, and the time by which the proxy must be received at the registered office of the Company.
- 12 In determining whether the correct period of notice has been given by a notice of a meeting, neither the day on which the notice is served nor the day of the meeting for which it is given shall be counted.
- 13 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.
- 14 If at any time there are not sufficient Directors 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 Directors.
- 15 Notice of every general meeting of the Company shall be given in the manner provided for in these Articles to such persons as are provided for in Section 180 of the Act (as modified by Section 1204 of the Act).
- 16 Notwithstanding any provision of Article 72, where notice of a general meeting is given by posting by ordinary prepaid post to the registered address of a Member, then, for the purposes of an issue as to whether the correct period of notice for that meeting has been given, the giving of the notice shall be deemed to have been effected on the expiration of 24 hours following posting.

PROCEEDINGS AT GENERAL MEETINGS

- 17 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's affairs;

- c) election and re-election of directors;
 - d) the appointment or re-appointment of statutory auditors; and
 - e) the fixing of the remuneration of the statutory auditors.
- 18 Save as herein otherwise provided, five Members present in person or by proxy shall be a quorum. In the event the number of the members of the Company falls below seven the quorum shall be three and where the Company has only one member, the quorum shall be one. 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.
- 19 If within half an hour after the time appointed for a general meeting a quorum is not present, then the meeting, if convened upon the requisition of Members shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be a quorum.
- 20 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 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to be chairperson of the meeting.
- 21 The chairperson may with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 22 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.
- 23 When a meeting is adjourned for 29 days or less, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.
- 24 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- a) by the chairperson, or
 - b) by at least five Members present in person or by proxy.
- 25 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 a poll may be withdrawn by the person or persons who have made the demand.
- 26 Every Member present in person or by proxy shall have one vote.

- 27 No objection shall be raised as to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairperson of the meeting whose decision shall be final and conclusive.
- 28 Unless a poll is so demanded (and the demand not be withdrawn), 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, 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.
- 29 Except as provided in Article 32, if a poll is duly demanded (and the demand is not withdrawn) it 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.
- 30 Where there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
- 31 A poll demanded on the election of the position of chairperson of the meeting, or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairperson of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
- 32 Subject to Sections 191 to 198 of the Act, a resolution in writing signed by all the Members for the time being entitled to attend and vote on such resolution at a general meeting (or being bodies corporate by their duly authorised representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held, and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act. A resolution in writing made pursuant to this Article may consist of one document or two or more documents in like form each signed by one or more Members.

VOTES OF MEMBERS

- 33 Votes may be given either personally, or by proxy. A proxy 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.
- 34 A Member shall not be entitled to appoint more than one proxy to attend on the same occasion.
- 35 The instrument appointing a proxy (the "instrument of proxy") shall be in writing under the hand of the appointer or of their attorney duly authorised in writing, or, if the appointer is a body corporate, either under seal of the body corporate or under the hand of an officer or attorney of it duly authorised in writing.

- 36 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 (or at such other place within the State as is specified for that purpose in the notice convening the meeting) and shall be so deposited not later than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote, or, in the case of a poll, 48 hours before the time appointed for the taking of the poll.
- 37 The depositing of the instrument of proxy (or other document) referred to in Article 37 may, rather than sending or delivering it, be effected by communicating the instrument to the Company by electronic means.
- 38 An instrument of proxy shall be in the following form or a form as near thereto as circumstances permit:

The Douglas Hyde Gallery (the "Company")

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

Voting instructions to Proxy

(choice to be marked with an 'x')

<i>Number or description of resolution:</i>	<i>In favour</i>	<i>Abstain</i>	<i>Against</i>
1			
2			
3			

Unless otherwise instructed, the proxy will vote as they think fit.

Signature of member.....

Dated: [date].....

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

BODIES CORPORATE ACTING BY REPRESENTATIVES AT MEETINGS

- 41 Any body corporate which is a member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the body corporate which he represents as that body corporate could exercise if it were an individual member of the Company.

DIRECTORS

42 Appointment of Directors

- a) Any purported appointment of a Director without that Director's consent shall be void.
 - b) The Board shall be comprised of no less than four and no more than ten Directors.
 - c) The Directors of the Company shall be appointed as follows:
 - (i) Five Directors shall be appointed by the University of Dublin having regard to the Competency Framework ("**University Appointee**"); and
 - (ii) No more than five Directors shall be appointed by the Governance Committee having regard to the Competency Framework ("**Committee Appointee**").
- 43 The proposed Committee Appointees shall be notified to the University of Dublin as soon as practicable after appointment for information purposes only.
- 44 The Directors may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from the meetings of the Directors or any committee of the Directors or general meetings of the Company or in connection with the business of the Company.

BORROWING POWERS

- 45 The Board may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof.

POWERS AND DUTIES OF DIRECTORS

- 46 The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company as are not, by the Act or by this 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.
- 47 The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
- 48 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person or persons and in such manner as the Directors shall from time to time by resolution determine.
- 49 The Directors shall cause minutes to be made in books provided for the purpose:
- (a) of all appointments of officers made by the Directors;
 - (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
 - (c) of all resolutions and proceedings at all meetings of the Company and of the Directors and of committees of Directors.
- 50 Any such minute, if purporting to be signed by the chairperson of the meeting at which the proceedings were held, or by the chairperson of the next succeeding meeting, shall be evidence of the proceedings.

DISQUALIFICATION OF DIRECTORS

- 51 The office of Director shall be vacated if:
- a) the Director holds any office or place of profit under the Company save as permitted by Section 89 of the Charities Act;
 - b) the Director is disqualified from being a charity trustee of any charitable organisation pursuant to Section 55 of the Charities Act;
 - c) the Director is adjudged bankrupt or being a bankrupt has not obtained a certificate of discharge in the relevant jurisdiction or makes any arrangement or composition with their creditors generally;
 - d) 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;
 - e) the health of the Director is such that they can no longer be reasonably regarded as possessing an adequate decision making capacity;
 - f) the Director resigns his or her office by notice in writing to the Company;
 - g) 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;
 - h) the Director is convicted of an indictable offence unless the Board otherwise determines;
 - i) the Director is directly or indirectly interested in any contract with the Company and fails to declare the nature of their interest in manner required by section 231 of the Act; or
 - j) the Director is requested in writing by all their co-Directors to resign.

VOTING ON CONTRACTS

- 52 A Director may not vote in respect of any contract or matter in which he or she has an interest or any matter arising therefrom and must excuse himself or herself from the meeting of the board of Directors at which the matter or contract is discussed, deliberated and voted upon.

ROTATION OF DIRECTORS

- 53 Directors shall hold office for a period of four years from the date of appointment. At the expiration of a University Appointee's term of four years, the University of Dublin shall appoint an individual as Director to fill that retiring Director's position. At the expiration of a Committee Appointee's term of four years, the Governance Committee shall appoint an individual as Director to fill that retiring Director's position. A Director who has held office for a term of four years shall be eligible for reappointment for a second term of four years.

- 54 In the event of a casual vacancy occurring on the board of Directors such vacancy shall be filled by an appointee of the Body, being either the University of Dublin or the Governance Committee as the case may be, that appointed the Director who has vacated office and such appointee shall hold office for the remainder of the term of four years which the Director whom the appointee has replaced, would have held.
- 55 The Company may by ordinary resolution of which extended notice has been given in accordance with the Act, remove any Director before the expiration of his or her period of office, notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between them and the Company.

PROCEEDINGS OF DIRECTORS

- 56 The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the Chairperson shall have a second or casting vote. A director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. If the Directors so resolve it shall not be necessary to give notice of a meeting of Directors to any Director who being resident in the State is for the time being absent from the State.
- 57 The quorum necessary for the transactions of the business of the Directors shall be three.
- 58 The continuing Directors may act notwithstanding any vacancy in their number, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of summoning a general meeting of the Company but for no other purpose.
- 59 The Chairperson of the board of Directors shall be appointed by the University of Dublin from amongst its five appointees to the board of Directors. If at any meeting of the board of Directors the Chairperson is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be Chairperson of that meeting.
- 60 All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid or if every such person had been duly appointed and was qualified to be a Director.
- 61 A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid as if it had been passed at a meeting of the Directors duly convened and held. Any such resolution in writing may consist of several documents in like form, each signed by one or more of the Directors and shall be deemed to be passed upon receipt at the registered office of all such several documents, by facsimile transmission, electronic communication (including email) or otherwise.

62 Any Director or member of a committee of the Board may participate in a meeting of the Directors or such committee by means 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. Any Director or member of a committee participating at such a meeting will be deemed to be present in person at such meeting and shall be entitled to vote and be counted in a quorum accordingly.

63 **Committees**

- a) The Directors may establish one or more committees, consisting in whole or part of members of the Board or external individuals as they think fit for such purposes, and with such functions as the Directors shall determine and, without prejudice to section 40 of the Act, the Directors may delegate any of their powers to such person or persons as they think fit, including committees.
- b) Any committee formed by the Directors shall, in the exercise of the powers delegated to it, conform to any regulations that may be imposed on it by the Directors.
- c) All committees established by the Directors shall be responsible to and report to the Directors.
- d) A committee may elect a chairperson of its meetings from among their number. If no such Chairperson is elected or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairperson of the meeting.
- e) A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and where there is an equality of votes, the chairperson shall have a second or casting vote.

64 **Governance Committee**

- a) Without prejudice to the general provisions regarding committees set out at Article 64, the Directors shall delegate certain powers to a Governance Committee consisting of such member or members of the board of Directors or external individuals as they think fit; such Governance Committee shall be subject to any regulations imposed on it by the Directors which will set out their duties and functions.
- b) The Governance Committee's duties and functions shall include the appointment of up to five Directors to the board of Directors by reference to the Competency Framework. The Governance Committee shall submit each of the proposed Directors names to the Board of Directors for approval before appointment of such persons to the board of Directors. If the board of Directors does not approve the appointment of the proposed Director then such individual shall not be appointed to the board of Directors.
- c) The Chairperson of the board of Directors of the Company shall act as Chairperson of the Governance Committee. If at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairperson of the meeting.

- d) A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and when there is an equality of votes, the Chairperson shall have a second or casting vote.

SECRETARY

65 Company Secretary

- a) The Secretary shall be appointed by the Directors for such term and upon such conditions as they may think fit and any Secretary so appointed may be removed by them.
- b) The Directors have a duty to ensure that the person appointed as Secretary has the skills or resources necessary to discharge his or her statutory and other duties.

THE SEAL

66 Use of the Seal

- a) The Seal shall be used only by the authority of the Board or of a committee of Board authorised by the Board in that behalf.
- b) Any instrument to which the Seal shall be affixed shall be signed by a Director or by some other person appointed for the purpose by its Directors or by a foregoing committee of them, and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors or by a foregoing committee of them for that purpose.
- c) Save as otherwise provided by the constitution of the Company, if there a registered person has been authorised by the Company under Section 39(1) of the Act, the Company's seal may be used by such person and any instrument to which the Company's seal shall be affixed when it is used by the registered person shall be signed by that person and countersigned—
- (i) by the Secretary or a Director; or
- (ii) by some other person appointed for the purpose by the Directors or a committee of the Directors authorised by the Directors in that behalf.

ACCOUNTS

67 Preparation and Keeping of Accounts

- a) The Board shall cause adequate accounting records to be kept relating to:-
- (i) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
- (ii) the assets and liabilities of the Company; and
- (iii) all sales and purchases of goods by the Company.

- b) Adequate accounting records shall be deemed to have been maintained if they 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.
- c) The accounting records shall be kept at the registered office of the Company or, subject to Section 283 of the Act, at such other place as the Board thinks fit, and shall at all reasonable times be open to the inspection of the Directors.
- d) The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Company shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any accounting records or document of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting.

68 Laying of Accounts Before Annual General Meeting

- a) The Directors shall from time to time in accordance with Chapter 4 of Part 6 of the Act cause to be prepared and to be laid before the annual general meeting of the Company such profit and loss accounts, balance sheets, group accounts and reports as are required by that Chapter to be prepared and laid before the annual general meeting of the Company.
- b) A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the annual general meeting of the Company together with a copy of the Directors' report and statutory auditors' report shall, not less than 21 days before the date of the annual general meeting, be sent to every person entitled under the provisions of the Act to receive them.

69 Information Rights

- a) The Directors shall submit the books of account (referred to in Article 68) to the University of Dublin each year and shall answer any questions in a timely manner posed by the University of Dublin on about these books of account.
- b) The University of Dublin may ask for any additional information from the Directors concerning the property provided by the University of Dublin to the Company and the Directors shall deal with such information requests in a timely manner.

AUDIT

- 70 Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act dealing with such matters.

NOTICES

71 A notice may be given by the Company to any Member either in writing or by electronic means in accordance with the provisions contained in section 218 of the Act and section 218 (5) shall apply to the Company.

INDEMNITY

- 72 Subject to the provisions of the Act every member of the Board or of a committee appointed by it or any agent of the Board or such a committee, auditors, Secretary and every other officer for the time being of the Company shall be indemnified out of the assets of the Company against:
- a) any liability incurred by him or her in defending any proceedings, whether civil or criminal, in relation to his or her acts while acting in such capacity which judgment is given in his or her favour or in which he or she is acquitted, or in connection with any application under Section 233 or 234 of the Act in which relief is granted to him or her by the Court; and
 - b) all losses that he or she may sustain or incur in or about the execution of the duties of his or her office or otherwise in relation thereto and no officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his or her office or in relation thereto.

We, the several persons whose name, addresses and descriptions are subscribed, wish to be formed into a company in pursuance of this Constitution.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

- 1 John Archer Jackson, University Professor, 8 Maretimo House, Blackrock, Co. Dublin.
- 2 David Horkan, 3 Ailesbury Drive, Dublin 4. Banker.
- 3 Aidan Clarke, 160 Rathfarnham Road, Dublin 14. University Teacher.
- 4 Frances Ruane, 38 Woodlands Park, Blackrock, Co. Dublin. College Lecturer.
- 5 Barrie Cooke, Jerpoint, Thomastown, Co. Kilkenny. Painter.
- 6 John Vivian Kenny, Marianello, Greenfield Road, Sutton, Dublin 13. Managing Director.
- 7 Eda Sagorra, University Professor, 30 Garville Avenue, Dublin 6.
- 8 William A. Watts, Provost, Trinity College, Dublin.

Dated the 25th day of May, 1984

Witness to the above signatures:

William A. Young,
Solicitor,
No. 2 Charleston Road,
Dublin 6.

**The
Douglas
Hyde**

Registered Charity No. CH16700

thedouglashyde.ie

An Dubhghlas
de hÍde

Gallery of
Contemporary Art

Gailearáin na hEalaíne
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arts
cultural
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Trinity College Dublin
College of Education, Black Rock Campus
The University of Dublin