

02 APR 2012



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**COMPANIES ACTS 1963 to 2001  
COMPANY LIMITED BY GUARANTEE  
NOT HAVING A SHARE CAPITAL**

**MEMORANDUM  
OF ASSOCIATION**

**-of-**

**IRELAND LITERATURE EXCHANGE LIMITED  
otherwise IDIRMHALARTAN LITRIOCHT EIREANN TEORANTA**

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1. The name of the company is: IRELAND LITERATURE EXCHANGE LIMITED otherwise IDIRMHALARTAN LITRIOCHT EIREANN TEORANTA ("the Company").
2. The objects for which the Company is established are:
  - a) To promote literature generally, and Irish literature in particular, inter alia by the raising of revenue to provide grants for the translation of literary works, and to make such grants.
  - b) To provide information to publishers, to agents, to authors and others concerning Irish and foreign literature.
  - c) To engage locally, nationally and internationally in fundraising; to acquire sponsorship and to solicit and accept monies, grants, donations, subscriptions and any material or other benefit calculated to serve any purpose of the Company.
  - d) To enter into contracts, arrangements and agreements of all kinds concerning the business of the Company with individuals, companies, associations and bodies of all kinds including governmental, statutory and local authorities, organisations and agencies.
  - e) To enter into any partnership, joint venture or international network, and to participate in the incorporation of any company or other association which is calculated to serve, directly or indirectly, the interests or purposes of the Company.
  - f) To support and promote the objectives of the Company by conferences, public or private meetings, seminars, workshops, publications, conducting surveys and studies, and by such other means as may be deemed necessary or desirable.

g) To act as publishers, printers, translators, wholesalers, retailers, importers, exporters, merchants, agents, brokers and distributors of all kinds of literature, whether or not for profit.

h) To acquire, develop and protect any copyrights, patents, trademarks and licences and any other form of intellectual property which may seem capable of being used to further the purposes of the Company.

i) To acquire, hold and sell property of any kind and to deal in any fashion possible with all or any of the property and rights of the Company.

j) To defend and protect the property, interests and reputation of the Company in all appropriate ways, including by the prosecution or defence of any legal proceedings.

k) To constitute any trust, act as trustee and generally to transact all kinds of trust and agency business either gratuitously or otherwise.

l) From time to time to raise and borrow money for the purposes of the Company.

m) To give, advance and lend money, with or without security, and to subscribe or guarantee money for any purpose compatible with the objectives of the Company.

n) To raise funds and to help raise funds for any cultural, artistic or charitable purpose, and to establish and maintain collections of literature, paintings, sculpture, music, film and other works or material associated with culture and the arts.

o) To do all such other things (whether or not for gain), and to carry on any business incidental or conducive to the attainment of the above objects, or any of them, or calculated directly or indirectly to enhance the value or render profitable any of the Company's property, rights or interests.

p) To do all of the above things in any part of the world as principal, agent, or in any other capacity.

q) To procure the Company to be registered or recognised in any foreign country.

3. The liability of the members is limited.

4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to members of the Company. No director of the Company 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 herein shall prevent the payment in good faith by the Company of reasonable and proper remuneration to any member, officer or servant of the Company (not being a director) for any services rendered to the Company, nor any reasonable and proper out-of-pocket expenses incurred by any director in connection with attendance to any matter affecting the business of the Company.

5. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he or she is a member, or within one year after he or she ceases to be a member, such amount as may be required, not exceeding two euro.

6. If upon the winding up or dissolution of the Company there remains after the satisfaction of all of its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members of the Company but shall be given or transferred to some other institution or institutions having objects similar to those 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 that imposed on the Company by clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then to some non profit-making organisation with literary objectives.

**COMPANIES ACTS 1963 to 2001  
COMPANY LIMITED BY GUARANTEE  
NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION  
-of-  
IRELAND LITERATURE EXCHANGE LIMITED  
otherwise IDIRMHALARTAN LITRIOCHT EIREANN TEORANTA**

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**Preliminary**

The Regulations contained in Table C of the Companies Acts, 1963 to 1983 shall apply to these articles, save as excluded or varied herein.

**Interpretation**

1. In these articles :-

“the Act”	means the Companies Act, 1963 (No. 33 of 1963), as amended;
“the Company”	means Ireland Literature Exchange Limited, otherwise Idirmhalartan Litriocht Eireann Teoranta;
“the directors”	means the directors for the time being of the Company or the directors present at a meeting of the board of directors;
“the board”	means the directors, acting collectively;
“the secretary”	means any person appointed to perform the duties of the secretary 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.

Unless the contrary intention appears:

(a) expressions referring to writing shall be construed as including references to any mode of representing words in a visible form.

(b) 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) words importing the singular number shall include the plural, and vice versa, and words importing the masculine gender shall include the feminine.

### **Membership**

2. The Company shall have a minimum of seven members. The board may from time to time register an increase in members.
3. Such persons as the board shall admit to membership shall be members of the Company.
4. If a member of the Company shall hold office as a director, his membership shall cease automatically when he shall cease, for whatever reason, to be a director.

### **General Meetings**

5. The Company shall in each year hold an annual general meeting, in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it and not more than 15 months shall elapse between the date of one annual general meeting and that of the next.
6. The annual general meeting shall be held at such time and place as the board shall appoint.
7. All general meetings other than annual general meetings shall be called extraordinary general meetings.
8. The board may, whenever it thinks fit, convene an extraordinary general meeting and extraordinary general meetings may also be convened in the manner provided by Section 132 of the Act. If at any time there are not within the State sufficient directors

capable of acting to form a quorum of directors, any director or any two members of the Company may convene an extraordinary general meeting in the same manner as possible as that in which meetings may be convened by the board.

#### **Notice of General Meetings**

9. Subject to sections 133 and 142 of the Act, an annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days notice in writing at the least, and a meeting of the Company (other than an annual general meeting or a meeting for the passing of a special resolution) shall be called by 14 days notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting and, in the case of special business, the general nature of that business. The notice shall be given, in manner hereinafter mentioned, to such persons as are, under article 63, entitled to receive the same.
10. 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 the same shall not invalidate the proceedings at that meeting.

#### **Proceedings at General Meetings**

11. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting with the exception of the consideration of the accounts, the balance sheets and the reports of the directors and auditors, the election of directors in the place of those retiring, and the appointment and fixing of remuneration of the auditors.
12. 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. Three members present in person shall be a quorum.
13. If within half an hour from the time appointed for a general meeting, a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to such other day and at such other time and place as the board may determine, and if at an 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.

14. The chairman of the board shall preside as chairman at every general meeting of the Company. If there is no such chairman, or if he 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 select one of their number to be chairman of the meeting. If no director is willing to act as chairman or if no director is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.
15. The chairman may, with the consent of any meeting at which the 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. When the meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
16. At any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands, unless before the declaration of the result of a show of hands, a poll is demanded:
  - (a) by the chairman or;
  - (b) by at least three members present.

Unless a poll is so demanded, a declaration by the chairman that a resolution has on a show of hands, been carried or lost, and an entry to that effect in the book containing the minutes of 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 the resolution.

17. If a poll is duly demanded it shall be taken at such time and in such manner as the chairman directs. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

### **Votes of Members**

18. Every member shall have one vote.
19. Where there is an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second, or casting vote.
20. Votes shall be given personally.

### **Appointment of Directors**

21. There shall be a minimum of five and a maximum of eleven directors.
22. Directors shall be appointed by the board.
23.
  - a) All directors of Ireland Literature Exchange will be appointed by co-option. The board of directors will include members with expertise in the following areas: writing, literary translation, publishing and the Irish language.
  - b) All incumbent members of the board who have been previously nominated under Article 23 and whose nominations have been ratified by the board of Ireland Literature Exchange may finish their terms of office i.e. two consecutive terms of three years.



24. Up to six additional persons may be co-opted as directors by the board, being persons who, in the opinion of the board, will add to the vision and performance of the board.

#### **Nomination of Observers**

25. The Arts Council/An Comhairle Ealaíon, and the Arts Council of Northern Ireland shall each be invited by the board to nominate one observer to the board, who shall be entitled to attend and speak at board meetings, but not to vote, nor to exercise any other prerogative of directorship.
26. An observer shall be appointed by the board for a period of up to three years, on the expiry of which the observer may be re-nominated for further periods, but so that the period of service shall not exceed six years in total.

#### **Powers and Duties of Directors**

27. The business of the Company shall be managed by the board, which may exercise all such powers of the Company as are not by the Act or by these articles required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act and of these articles and to such directions, being not inconsistent with the aforesaid provisions, as may be given by the Company in general meeting : but no direction given by the Company in general meeting shall invalidate any prior act of the board which would have been valid if that direction had not been given.
28. The board may from time to time and any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the board, 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 board under these articles) and for such period and subject to such conditions as it shall consider fit.
29. 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 as security for any debt, liability or obligation of the Company.
30. All cheques 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 persons or persons and in such manner as the board shall from time to time by resolution determine.

31. The board shall cause minutes to be made in books provided for the purpose :-
- (a) of all persons admitted to membership by the board;
  - (b) of all appointments of officers made by the board ;
  - (c) of the names of the directors present at board meetings and of meetings of any committee of the board ;
  - (d) of all resolutions and proceedings at all meetings of the Company, meetings of the board and committees of the board.
32. No director shall be entitled to any fees, salaries, wages or income for holding such office. The directors may however be paid all travelling, hotel, and other expenses properly incurred by them in attending and returning from meetings of the board or any committee of the board or general meetings of the Company or otherwise in connection with the business of the Company.

#### **Disqualification and Removal of Directors**

33. The office of director shall be vacated if :-
- (a) the director fails to attend four consecutive meetings of the directors, or six such meetings in any two year period, unless the remaining directors shall unanimously agree to excuse such failure; or
  - (b) the director is prohibited from holding the office of director by reason of any order made under the Act, or any other statutory provision; or
  - (c) the director is appointed to an executive position in the Company; or
  - (d) the director resigns his office by notice to the Company.
34. The Company may by ordinary resolution of which extended notice has been given in accordance with section 142 of the Act, remove any director before the expiration of

his 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 breach of any contract by the Company.

#### **Rotation of Directors**

35. At the annual general meeting in every third year, three of the directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.
36. The directors to retire in every third year shall be those who have been longest in office since the last election, but as between persons who become directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
37. A retiring director shall be eligible for re-election for a term or terms of office which, when aggregated with previous consecutive terms of office, do not exceed six years, but this time limit shall not prevent a retiring director from offering himself for re-election after the elapse of a minimum period of three years after the expiration of such retiring director's last term of office.
38. The Company may from time to time by ordinary resolution increase or reduce the number of directors, and may also determine in what rotation the increased or reduced number is to go out of office.

#### **Proceedings of Directors**

43. The board may meet for the despatch of business, adjourn and otherwise regulate its meetings as it considers fit. Questions arising at any meeting shall be decided by consensus if possible, and otherwise by a majority of votes. Where there is an equality of votes, the chairman (if any) shall have a second or casting vote.
44. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the board. If the board so resolves, it shall not be necessary to give notice of a meeting of the board to any director who being resident in the State is for the time being absent from the State.

45. The quorum necessary for the transaction of the business of the board may be fixed by the board, and otherwise fixed shall be three.
46. The directors may continue to act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by these articles as being a quorum of directors, the continuing directors or director may act only for the purpose of increasing the number of directors to that number of or summoning a general meeting of the Company, but for no other purpose.
47. The board may elect a chairman and determine the period for which he is to hold office. The chairman shall act as chairman of board meetings, but if no such chairman is elected, or if at any meeting the chairman is not present within 15 minutes after the time appointed for holding the same, the directors present may choose one of their numbers to be chairman of the meeting.
48. The board may delegate any of its powers to committees consisting of such member or members of the board and such other persons as it considers fit; and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the board.
49. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within 15 minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.
50. 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 chairman shall have a second or casting vote.
51. All acts done by any meeting of the board or of a committee of the board or by any person acting as a director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.
52. A resolution in writing signed by all 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 board duly convened and held.

### **Secretary**

53. The secretary shall be appointed by the board for such term and at such remuneration and upon such conditions as it considers fit; and any secretary so appointed may be removed by the board.
54. A provision of the Act or these articles requiring or authorising a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

### **The Seal**

55. The seal shall be used only by the authority of the board or of a committee of the board authorised by the board in that behalf, and every instrument to which the seal shall be affixed shall be signed by a director and shall be countersigned by the secretary or by a second director or by some other person appointed by the board for the purpose.

### **Accounts**

56. The board shall cause proper books of account to be kept relating to -
  - (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place ;
  - (b) all sales and purchases of goods by the Company and ;
  - (c) the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

57. The books of account shall be kept at the office or, subject to Section 47 of the Act, at other such place as the board considers fit, and shall at all reasonable times be open to the inspection of the directors.
58. The board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of

the Company or any of them shall be open to the inspection of members not being directors, and no member (not being a director) shall have any rights of inspecting any account or book or document of the Company except as conferred by statute or authorised by the directors or by the Company in general meeting.

59. The board shall from time to time in accordance with Sections 148, 150, 157 and 168 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 those sections to be prepared and laid before the annual general meeting of the Company.
60. 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 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.

#### **Audit**

61. Auditors shall be appointed and their duties regulated in accordance with Section 160 to 163 of the Act.

#### **Notices**

62. A notice may be given by the Company to any member either by delivering or causing it to be delivered by hand to his address, or by sending it by the post to him to his registered address. Where a notice is sent by post, service of the notice shall be deemed to be given by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted and in any other case at the time which the letter would be delivered in the ordinary course of post.
63. Notice of every general meeting shall be given in any matter hereinbefore authorised to:
  - (a) every member; and

(b) every director; and

(c) the auditor for the time being of the Company.

No other person shall be entitled to receive notices of general meetings.