

COMPANIES ACT 1963 TO 2013

**COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL**

MEMORANDUM OF ASSOCIATION

OF

THE WEXFORD FESTIVAL TRUST

1. The name of the Company (hereinafter called "The Trust") is "THE WEXFORD FESTIVAL TRUST".
2. The object for which the Trust is established is. to promote and further the advancement of education in the Fine Arts in Ireland and to that end:-
 - (i) To endow, finance, support and assist the establishment, carrying on and maintenance of places of education in the Fine Arts in Ireland and to provide funds and other facilities and assistance for the purpose of the establishment, carrying on and maintenance of such places of education in the Fine Arts including the provision of or contribution towards the provision of services, land, buildings, equipment or amenities for the purpose of education in the Fine Arts. PROVIDED ALWAYS that every such place of education is established and carried on under a trust for charitable purposes only or by a body of persons whether corporate or not corporate established for charitable purposes only, and that the capital, Income and profits, if any, of such trust or body of persons are applicable and applied for charitable purposes only.
 - (ii) To present, produce, manage, conduct and present in Ireland or abroad at any theatre, opera house, concert hall, cinema, place of public resort or other suitable place, such plays, operas, dramas, concerts, ballet concerts, gramophone recitals, television and other electronic transmissions or other musical or artistic performances as will contribute to the attainment of the primary object, and to employ persons, firms or companies for the purpose of presenting, producing, managing, conducting or representing at such places such dramatic, operatic, musical or other artistic performances as aforesaid.
 - (iii) To carry on at any place or places in Ireland all or any of the businesses of theatre, opera house or concert hall proprietors.
 - (iv) To purchase or otherwise acquire and obtain exclusive and other interests in copyrights and rights of representation and any other

rights of or in plays, operas, songs, music or other musical and artistic compositions.

- (v) To establish and conduct dramatic, operatic, ballet, musical and other artistic schools exhibitions, lectures or debates by which an opportunity may be given to the public of hearing, studying and becoming familiar with and appreciating first class dramatic, operatic, musical and other artistic works.
- (vi) To provide and make or contribute to education, scholarships, grants and awards for the purpose of enabling or facilitating students and pupils to receive education in the Fine Arts at or in connection with any school or other place of education in Ireland or elsewhere and to award premiums and prizes for outstanding contributions to the Fine Arts.
- (vii) To stimulate public interest in, the Fine Arts and to that end to promote the knowledge, appreciation and practice of the Fine Arts.
- (viii) To raise and accumulate funds and income and to receive subscriptions and donations.
- (ix) To undertake, finance and assist in research in Ireland into the practice and history of the Fine Arts.
- (x) To adopt such measures of making known the activities of the Trust as may seem expedient.
- (xi) Generally to purchase, take on lease or in exchange or otherwise acquire any real or personal property and rights or privileges.
- (xii) To sell, lease or otherwise deal with or dispose of the whole or part of the property or assets of the Trust.
- (xiii) To promote subsidiary companies with objects associated with those of the Trust or the property of the Trust and to subscribe for and hold capital therein the entire profit from such company or companies to be devoted to the Trust.
- (xiv) To use or permit others to use any part of the property of the Trust for the purpose of holding or conducting meetings, lectures, exhibitions, concerts, plays, opera or seminars designed to promote or further the objects of the Trust.
- (xv) To borrow or raise money in such manner as the Trust shall think fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise, and to secure the repayment of any money borrowed, raised, or owing by mortgage, charge or lien upon the whole or any part of the Trust's property or assets, whether present or future, and also by a similar mortgage, charge, or lien to secure

and guarantee the performance by the Trust of any obligation or liability it may undertake. Provided that no mortgagee or other person or trust advancing money to the Trust shall be concerned to enquire into the necessity or propriety of raising money or as to the amount required or the application thereof.

- (xvi) To invest any moneys of the Trust in any manner which may be thought fit and in particular in the purchase or acquisition of or subscription for shares, stocks or debentures of any other company or corporate body or stocks or securities issued by any governmental or local authority.
- (xvii) To draw, make, accept, endorse and execute promissory notes, bills of exchange and other negotiable or transferable instruments.
- (xviii) To undertake and execute any trusts the undertaking whereof may seem desirable whether either gratuitously or otherwise.
- (xix) To accept, hold and receive and retain any gifts or loans of real or personal property given, devised or bequeathed by any person and to employ the same for the purposes of the Trust.

Provided that the Company will not support with its funds or endeavour to impose on or procure to be observed by its members or others any regulation or restriction which if an object of the Company would make it a Trade Union.

3. The income and property of the Trust whencesoever derived, shall be applied solely towards the promotion of the objects of the Trust 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 howsoever by way of profit to the members of the Trust. Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Trust or to any member of the Trust in return for any services actually rendered to the Trust, or the payment of or provision for the payment of reasonable pensions and retirement benefits to servants of the Trust and their dependants, nor prevent the payment of interest at a rate not exceeding five per cent, per annum on money lent or the payment of reasonable and proper rent for premises demised or let by any member of the Trust, but so that no member of the Board of Directors or governing body of the Trust or any sub-committee thereof shall be appointed to any salaried office of the Trust or any office of the Trust paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Trust to any member of such Board or governing body or sub-committee except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Trust; Provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Board of Directors or governing body may be a member, and in which such member shall not hold more

than one hundredth part of the Capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

4. The liability of the members is limited.
5. Every member of the Trust undertakes to contribute to the assets of the Trust in the event of its being wound up while he is a member or within one year afterwards for payment of the debts and liabilities of the Trust contracted before he ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding two euros (€2.00).
6. If upon winding up or dissolution of the Trust 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 Trust but shall be given or transferred to a body of persons (within the meaning of the Income Tax Acts) or trust established for charitable purposes only 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 is imposed upon the Trust under or by virtue of Clause 3 hereof, such institution or institutions to be determined by the members of the Trust at or before the time of dissolution, and if and so far as effect cannot be given to such provisions then to some charitable object.
7. True accounts shall be kept of all monies received and expended by the Trust and the matters in respect of which such receipts and expenditure take place, of all sales and purchases by the Trust and of the property, assets and liabilities of the Trust, and made available to the Revenue Commissioners on request. Subject to any reasonable restrictions that may be imposed in accordance with the regulations of the Trust for the time being in force, such accounts shall be open to inspection by members. Once at least in each year the accounts of the Trust shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.

WE, the several persons whose names and addresses are subscribed, wish to be formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Alfred Beit, Russborough, Blessington, Co Wicklow. Retired.

James Golden, 1 Pembroke House, Wexford, Co Wexford.

Secondary School Teacher.

Margaret Christine Furlong, Drinagh Lodge, Wexford Co Wexford.

Antique Dealer.

Turlough James Coffey, Redshire House, Murrintown, Co Wexford.

Company Director.

John Small, Waverley, Spawell Road, Wexford, Co Wexford. Hotelkeeper.

David Gallagher, South Sloblands, Wexford, Co Wexford. Farmer.

Barbara Mary Wallace, Mulgannon, Wexford, Co Wexford.

Public Relations Consultant.

Dated the 23rd day of November, 1979.

Witness to the above Signatures:-

R.A. French
65 Fitzwilliam Square
Dublin 2

**Company Limited By Guarantee And Not Having
A Share Capital**

Articles of Association

The Wexford Festival Trust

Interpretation

1. In these Articles the following words shall have the following meanings (unless inconsistent with the context in which they are used):-

"The Act" means the Companies Act, 1963

"The Trust" means the above-named Company;

"The Board" means the Board of Directors for the time being of the Trust;

"The Secretary" means the Secretary for the time being of the Trust;

"The Office" means the registered office for the time being of the Trust;

"The Seal" means the Common Seal of the Trust;

"The State" means the Republic of Ireland;

"Month" means the calendar month;

"In Writing" means written, printed, typed or any mode of reproducing words in a visible form.

Words importing the singular number shall include the plural and vice versa, and words importing the masculine gender shall include the feminine gender, and words importing persons shall include corporations.

Membership

2. The number of members with which the Trust proposes to be registered is fifty but the Board may from time to time register an increase of members.
3. Such persons as the Board may admit to membership shall be members of the Trust.
4. (a) No person shall be admitted to membership of the Trust unless he is approved by the Board.

- (b) Any member desiring to resign membership shall notify in writing, the Secretary of his resignation and at the expiration of three months from the date of such notice he shall cease to be a member of the Trust.
- (c) Any member may be required to resign from membership by resolution of the Board in which not less than five members of the Board concur, and at the expiration of one week from notification of the resolution to such member, he shall cease to be a member of the Trust.

Board of Directors

- 5. (a) The Board of Directors shall consist of not less than three and not more than thirteen members one of which shall be the Chairman's nominee.
- (b) The Chairman shall be entitled from time to time to appoint one person to be a representative member on the board and to remove a person so appointed and appoint another in his place; and a person so appointed shall hold office until removed therefrom as aforesaid or until his office is vacated under paragraph (h) hereof, providing that any person appointed to the Board by the Chairman shall not hold office after the expiry of the term of office of the Chairman so appointing him.
- (c) At each annual general meeting of the Company one quarter of the Directors or if their number is not four or a multiple of four then the number nearest to one quarter, shall retire from office providing that however, not more than four Members shall be obliged to retire in any one year. The election of the members to the Board shall be by ballot on a simple majority.
- (d) A director retiring by rotation in accordance with Article 5 (c) shall be eligible for re-election subject to the provisions contained in Article 5 (e) and 5 (g).
- (e) No person shall be eligible for election to the office of director at any general meeting unless not less than twenty-one days before the day appointed for the meeting there shall have been left at the office notice in writing signed by two members of the Trust of their intention to propose such person for election and also notice in writing signed by that person of his willingness to be elected.
- (f) From the adoption of these Articles of Association the Directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment but as between persons who became or were last reappointed Directors on the same day those

to retire shall be determined (unless they otherwise agree among themselves) by lot.

(g) With effect from the 2017 Annual General Meeting and thereafter no board member retiring by rotation in accordance with Article 5 (c) shall be eligible for re-election to the board in accordance with Article 5 (d) where such board member has served for more than 10 consecutive years prior to the Annual General Meeting at which he / she is due to retire by rotation.

(h) Subject as aforesaid, a member of the Board shall vacate office if:-

(i) he resigns by notice in writing to the Secretary;

(ii) he is requested in writing by the Chairman and a majority of other members of the Board to resign;

(iii) he is adjudged bankrupt in the State or elsewhere or makes any arrangement or composition with his creditors generally;

(iv) he becomes of unsound mind;

(v) he becomes, prohibited by reason of any order under Section 150 of the Companies Act 1990.

6. The Board shall have the power at any time and from time to time appoint another person to be an elective member of the board, either to fill a casual vacancy or as an addition to the board, but so that the total number of board members shall not at any time exceed the maximum number fixed as herein before mentioned. Any board member so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the directors who are to retire by rotation at such meeting.

7. The management of the affairs and business of the Trust and the management, application and expenditure of its property (subject to existing trust, if any) including the expenditure of its income for the time being, whether derived from property of the Trust, appropriated to its purpose, or from gifts, subscriptions, fees, or from any other sources, shall be vested in the Board, but the Board shall furnish to the Trust all such reports and information as it shall from time to time require.

8. The Board may from time to time make, alter or rescind such bye-laws as they may deem necessary for the administration of the affairs of the Trust and the conduct of its business, provided always that such bye-laws be not inconsistent with these Articles or the Memorandum of Association, and that the making, alteration or rescission thereof does not amount to such an alteration of or addition to the Articles as could only legally be made by a special resolution of the Trust, and provided

always that no bye-law, or addition to, or alteration of an existing bye-law, shall have any force or effect until approved of by the Trust at a General Meeting.

9. The Board may meet together for the despatch of business, adjourn and otherwise regulate their Meetings as they think fit. The board shall meet at least six times a year. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the Chairman shall have a second or casting vote. A member of the Board may, and the Secretary on the requisition of a member shall, at any time summon a meeting of the Board. Notice of board meetings may be issued by post or by e-mail. (To the e-mail address designated by members for receipt of such notices).
10. The quorum necessary for the transaction of the business of the Board may be fixed by the Board, and unless so fixed shall be three, the Board may act notwithstanding any vacancy in its number but, if and so long as its numbers is reduced below the necessary quorum, the continuing members or member of the Board may act for the purpose of increasing the number of effective members to that number or of summoning a General Meeting of the Trust, but for no other purpose.
11. The Board may delegate any of their powers to sub-committees consisting of such member or members as they think fit; any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any directions or regulations that may be imposed on it by the Board. The membership and functions of all such committees will cease at the end of each term of office of the Chairman.
12. The Board shall cause proper minutes to be kept:-
 - (a) of all appointments of officers made by the Board;
 - (b) of the names of the members of the Board present at each meeting of the Board and of any sub-committee;
 - (c) of all resolutions and proceedings at all meetings of the Trust and of the Board and of sub-committees, and such minutes when confirmed shall be deemed a true record.

A resolution in writing signed by all the members of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted.

Telephone Clause

- 13.(a) For the purposes of these articles, the contemporaneous linking together by conference telephone or other means of telecommunication equipment of a number of Directors (including, where applicable, alternate Directors), being not less than the quorum required by these

articles, shall be deemed to constitute a meeting of the Directors and all the provisions in these articles as to meetings of the Directors, including the attendance of alternate Directors thereat, shall apply to such meetings.

- (b) Each of the Directors taking part in the meeting must be able to hear each of the other directors taking part.
- (c) At the commencement of the meeting each Director must acknowledge his presence and that he accepts that the conversation shall be deemed to be a meeting of the Directors.
- (d) A Director may not cease to take part in the meeting by disconnecting his telephone or other means of communication unless he has previously obtained the express consent of the chairman of the meeting and a Director shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting unless he has previously obtained the express consent of the chairman of the meeting to cease to take part in the meeting as aforesaid.
- (e) A minute of the proceedings at such a meeting held by conference telephone or other means of audio telecommunication shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the chairman of the meeting.
- (f) The provisions of this article shall apply, mutatis mutandis, to meetings of committees of Directors.

President, Chairman and Officers

- 14. (a) There may be a President of the Trust.
 - (b) If and whenever there is not a President of the Trust, the Board may forthwith convene a general meeting of the Trust for the purpose of electing a President, who may be elected as President for such period as the general meeting may decide.
- 15. (a) The Chairman of the Trust who shall be elected for a term of three years (such term beginning on 1 January following conclusion of the previous term of office) by the Board from their number shall act as Chairman of the Board of Directors. If at any meeting of the Board the Chairman shall not be present at the time appointed for the commencement of business, or within ten minutes thereof, the members present shall choose another member of the Board to be Chairman of such meeting.
 - (b) No-one may serve more than two consecutive terms as Chairman.
 - (c) A person who is elected Chairman and who is an elective member of the Board, shall not be subject to the retirement rotations as described at 5(c) above. Following retirement as Chairman, that person will be

deemed to be required to retire by rotation at the second AGM following the conclusion of his term of office.

(d) If the Chair is unexpectedly vacated during the term of office of the Chairman, the incoming Chairman shall serve the remainder of the outgoing Chairman's term and may, if so elected, serve a further two consecutive terms.

16. The Board may from time to time appoint a Secretary, who need not be a member of the Trust. In the event of the absence of the Secretary, the Board shall have power to appoint a competent substitute.

General Meetings

17. All general meetings of the Trust shall be held in the State.

18. (a) Subject to sub-clause (b) hereof the Trust 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. Not more than 15 months shall elapse between, the date of one Annual General Meeting and that of the next.

(b) Subject to Articles 17 of these Articles, all general meetings shall be held at such time and at such place as the Board shall appoint.

19. (a) All meetings other than the annual general meeting shall be called extraordinary general meetings.

(b) All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that transacted at an annual general meeting with the exception of the consideration of the accounts, balance sheets and the reports of the directors and auditors, the election of directors in the place of those retiring, and the fixing of the remuneration of the auditors.

20. The Board may whenever it thinks fit, convene an extraordinary general meeting. Such a meeting shall be convened within 14 days after the receipt by the Secretary of a requisition in writing signed by the members representing not less than one quarter of the total voting rights of all the members having at that said date a right to vote at general meetings of the Trust and, stating the purpose of the meeting so requisitioned. The notice convening an extraordinary general meeting shall state the nature of the business to be transacted thereat and no other business shall be brought before such meeting.

21. Subject to Sections 133 and 141 of the Act, an annual general meeting and a general meeting called for the passing of a special resolution shall be called by twenty-one days notice in writing at the least, and any other general meeting of the Trust shall be called by fourteen days notice in writing at the least. The notice shall be exclusive of the day on which it

is served and of the day for which it is given and shall specify the place, the day and the hour of the meeting and the general nature of the business to be conducted thereat and shall be given in the manner hereinafter mentioned to every member of the Board, every member of the Trust and to the Auditor for the time being.

22. At all general meetings the Chairman of the Trust, if present, shall preside as Chairman. If he shall not be present within 15 minutes after the time fixed for the meeting the members present shall choose one of their number to be Chairman of such meeting. The Chairman may, with the consent of the majority of the members present, adjourn any meeting for any time not exceeding 21 days. The quorum for all general meetings shall be 3 members personally present.
23. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon such requisition aforesaid shall be dissolved; but in any other case, shall stand adjourned to the same day in the next week at the same time and place; if at such adjourned meeting a quorum is not present, any two members who are personally present shall be a quorum, and may transact the business for which the meeting was called.
24. Every question submitted to a meeting, shall be decided on a show of hands unless a poll is demanded (before or on the result of a show of hands). In the case of an equality of votes the Chairman shall have a casting vote in addition to the vote which he may be entitled to as a member.
25. A poll may be demanded by the Chairman of the meeting or by not less than three members, or by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting, and if demanded shall be taken then and there. Votes may be given personally or by proxy, and every member personally present shall be entitled to one vote on a show of hands, and on a poll every member shall be entitled to one vote. No- objection shall be raised 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 Chairman of the meeting whose decision shall be final and conclusive.

Seal

26. The seal of the Trust shall be retained in the custody of such person or persons as the Board may designate. It shall be used only pursuant to a resolution of the Board and the affixing of the Seal to any instrument shall be attested by any two members of the Board and the Chairman or Secretary (or acting Secretary).

Accounts

27. The Board shall cause proper books of account to be kept relating to:-
- (a) All sums of money received or expended by the Trust and the matters in respect of which receipts and expenditure takes place;
 - (b) all sales and purchases of goods by the Trust;
 - (c) The assets and liabilities of the Trust.

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 Trust's affairs and to explain the transactions.

28. The books of account shall be kept at the office or, subject to Section 202 of the Companies Act 1990, at such other place as the Board think fit and shall be open at all reasonable times to the inspection of any member of the Board. The Board may from time to time determine whether and to what extent and at what times and places and under what conditions the accounts and books of the Trust or any of them shall be open to the inspection of the members (not being members of the Board) and no such members shall be entitled to inspect any account or book or document of the Trust except in so far as such right may be conferred by statute or authorised by the Board or by the Trust in General Meeting.
29. The Board shall from time to time in accordance with Sections 148, 150, 157 and 158 of the Act cause to be prepared and to be laid before the Annual General Meeting of the Trust such profit and loss accounts, balance sheets, accounts and reports as are required by those sections to be prepared and laid before the Annual General Meeting of the Trust.
30. 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 Trust together with a copy of the Boards' 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 Act to receive them.

Auditors

31. An Auditor or Auditors of the accounts of the Trust shall be appointed at the Annual General Meeting In each year in accordance with Sections 160 to 163 of the Act.

Notice

32. A notice may be served on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address for service, if any.
33. Any notice if served by post shall be deemed to have been served at the time when the letter containing same would have been delivered in the ordinary course of the post, and in proving such service, it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the Post Office.

Miscellaneous

34. Subject to Section 200 of the Act and to the provisions of the Memorandum of Association every member of the Board and every officer or servant of the Trust, unless otherwise stipulated by agreement, shall be indemnified against all costs, losses and expenses (including travelling expenses) which any such member of the Board, office or servant may incur or become liable to in the discharge of his duties, except such costs, losses or expenses which shall have been incurred by his own wilful act or default.
35. No member of the Board or any sub-committee shall be appointed to any salaried office, or any office paid by fees and no remuneration shall be given by the Trust to any member of the Board or of any sub committee, except repayment of out-of-pocket expenses, or reasonable and proper rent for premises demised by the Trust.
36. The provision of Clause 8 of the Memorandum of Association relating to the winding up or dissolution of the Company shall have effect and be observed as if same were repeated in full in these presents.