

**COMPANIES ACTS 1963 – 2003  
COMPANY LIMITED BY GUARANTEE  
NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION  
of  
IRISH VISUAL ARTISTS' RIGHTS ORGANISATION LIMITED**

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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 Irish Visual Artists’ Rights Organisation Limited
“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.
“writing”	any expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and any other modes of representing or reproducing words in a visible form including electronic mail and dissemination through the World Wide Web.

Unless the contrary intention appears :

- (a) 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.
- (b) 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. There shall be no maximum.
- 3. Such persons as the board shall admit to membership shall be members of the Company. No person shall be admitted to membership by the board unless he or she is a practising visual artist of some kind, or is the copyright heir or assignee of a visual artist.
- 4. Every member shall, if requested by the Company, execute a mandate or letter of authority addressed to the Company, giving the Company the authority to administer the rights in his or her work, on behalf of such member. Every such mandate or letter of authority shall be in such form as the board may from time to time prescribe.
- 5. Any member may, by giving three months notice in writing to the Company, terminate his or her membership :
  - (i) One year after his or her first admission to membership, at the end of the same month in which he or she was first admitted to membership; and
  - (ii) thereafter, on any anniversary of that date ;

PROVIDED HOWEVER that if any proceedings have been instituted by or against the Company in respect of a member's works, either in the name of the Company or the name of the member, and such member cases to be a member during the currency of the said proceedings, any rights the subject of which proceedings which have been vested in the Company by such member or are controlled by the Company shall remain so vested or controlled and until such proceedings are finally determined, unless and until the board otherwise determines.

6. On the death of a member, his or her membership shall cease and shall not be transmitted to any other person, but the rights (if any) already vested in the company by the member, or controlled by the Company by virtue of his or her membership, shall remain so vested or controlled for a period ending on the 31<sup>st</sup> December in the third year following the year in which the member's death took place, and any payment to which the member, if living, have been entitled in accordance with the rules of the company shall be made to the member's personal representative during such period of time.

### **General Meetings**

7. 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.
8. The annual general meeting shall be held at such time and place as the board shall appoint.
9. All general meetings other than annual general meetings shall be called extraordinary general meetings.
10. 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**

11. 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 last, 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 65, entitled to receive the same.

12. 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**

13. 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 the directors in the place of those retiring, and the appointment and fixing of remuneration of the auditors.
14. 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. Ten members present in person shall be a quorum.
15. 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.
16. 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.
17. The chairman 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. 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.

18. 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 contained 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.

19. 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 proceed, pending the taking of the poll.

## Votes of Members

20. Every member shall have one vote.
21. 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.
22. Votes may be given either personally or by proxy. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if such appointer is a corporation, under its common seal, if any, and if none, then if under the hand of some officer duly authorised on that behalf.
23. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed shall be deposited at the registered office of the Company not less than forty eight hours before the time appointed for the holding of the meeting or adjourned meeting at which the person named in the instrument proposes to vote, otherwise the person so named shall not be entitled to vote in respect thereof. No instrument appointing a proxy shall be valid after the expiration of three months from the date of its execution.
24. Any instrument appointing a proxy shall be in the following form or as near thereof as circumstances will admit :

"I, \_\_\_\_\_ of \_\_\_\_\_, a member of Irish Visual Artists' Rights Organisation Limited hereby appoint \_\_\_\_\_ of \_\_\_\_\_ and failing him/her, \_\_\_\_\_ of \_\_\_\_\_ to vote for me and on my behalf at the Annual or Extraordinary (as the case may be) General Meeting of the Company to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_, and at every adjournment thereof.

As witness my hand this \_\_\_\_\_ day of \_\_\_\_\_ 20 \_\_\_\_ "

### **Appointment of Directors**

25. There shall be a minimum of five and a maximum of eleven directors, of whom up to seven may be appointed or elected pursuant to article 26, and up to four may be co-opted pursuant to article 27 herein.
26. The first directors of the Company shall be appointed by the subscribers to the Memorandum of Association of the Company, and shall hold office until the first Annual General Meeting of the Company. Thereafter the directors shall be members who have been elected by their fellow-members of the company in general meeting.
27. Up to four 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, or who have specific expertise that is otherwise lacking on the board. Such co-options shall be made for specified periods of time.

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

28. 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 no 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.
29. 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.
30. 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.
31. All cheques and other negotiable instruments, and all receipts for monies 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 determine.

32. 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.
33. No director shall be entitled to any fees, salaries, wages or income for holding such office. The directors may however be paid all traveling, hotel, and other expenses properly incurred by them in attending and returning from meeting 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**

34. 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.
35. 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 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**

36. At the annual general meeting in every third year, three of the elected 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.
  
37. 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.
  
38. 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.
  
39. These rotation provisions shall not apply to co-opted directors, who are appointed for a specific term, pursuant to article 27.
  
40. 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**

41. The board may meet for the dispatch 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.
42. 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.
43. The quorum necessary for the transaction of the business of the board may be fixed by the board, and unless otherwise fixed shall be three.
44. 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.
45. 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.
46. 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.
47. 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.
48. 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.
49. 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.

50. 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**

51. 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.
52. A provision of the Act or of these articles requiring or authorizing 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**

53. 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**

54. 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.
55. 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.
56. 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.
57. 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.
58. 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**

59. Auditors shall be appointed and their duties regulated in accordance with Section 160 to 163 of the Act.
  
60. A notice may be given by the Company to any member either by delivering or causing it to be delivered by hand to his or her address, or by sending it by the post to his or her 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.
  
61. 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.