

DUPLICATE FOR THE FILE

NUMBER

160703

Certificate of Incorporation

I hereby certify that

ST. JOHN'S LISTOWEL SQUARE LIMITED

is this day incorporated under
the Companies Acts 1963 to 1986
and that the company is limited.

Given under my hand at Dublin, this
Monday, the 18th day of June, 1990

L. S.
For Registrar of Companies

Certificate received by:

INTER COMPANY COMPARISONS

Signed: *Debbie*

Date: *17/6/90*

The Companies Act 1963 to 1990
Company limited By Guarantee and not havin

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MEMORANDUM AND ARTICLES OF ASSOCIATION



ST. JOHN'S LISTOWEL SQUARE LIMITED

Company No: 160703
Incorporated On: 18th day of June 1990

PATRICK G. McMAHON
Solicitor
Newcastle West
Co. Limerick

Tel: 069-62200

Fax: 069-62356

amended
18/4/91

COMPANIES ACTS 1963 TO 1986
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

9776

ST. JOHN'S LISTOWEL SQUARE LIMITED

1. The name of the Company is ST. JOHN'S LISTOWEL SQUARE LIMITED
2. The registered office of the Company will be situated in the Republic of Ireland.
3. The objects for which the Company is established are:
 - (a) To promote the Arts in the Listowel region.
 - (b) To promote the heritage of the Listowel region.
 - (c) To promote tourism for the town of Listowel.
 - (d) To maintain and improve local amenities for usage by the town population.
4. Subsidiary objects for which the Company is established are:
 - (a) To build, establish, renovate, equip Theatres, Cinema, all cafes, restaurant, offices, waiting rooms, cloak rooms and similar establishments and such other places or buildings at or in which sports, amusements, services or entertainment shall be provided as the Company may think directly or indirectly conducive to the attainment of the objects stated in the preceding sub-clause and to contribute to or to otherwise assist or take part in the construction, maintenance, development, working, control or management thereof.

COMPANIES ACTS 1963 TO 1986
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

ST. JOHN'S LISTOWEL SQUARE LIMITED

PRELIMINARY

The Regulations contained in Table C of the Companies Acts, 1963 to 1983 shall apply to the Company save in so far as they are excluded or varied hereby.

1. In these Articles:

"the Act" means the Companies Act, 1963

"the Directors" means the Directors for the time being of the Company or any person occupying the position of Director by whatever name called;

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

"the Seal" means the Common Seal of the Company;

"the office" means the registered office for the time being of the Company;

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

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

MEMBERS

2. The number of members with which the Company proposes to be registered is seven but the Directors may from time to time register an increase of members.

3. The subscribers to the Memorandum of Association and such other persons as Directors shall admit to membership shall be members of the Company.
4. The rights and liabilities attaching to any Members of the Company may be varied from time to time by a Special Resolution of the Company.

GENERAL MEETINGS

5. All general meetings of the Company shall be held in the State.
6. (i) Subject to paragraph (ii), the Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next.
- (ii) So long as the Company holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. Subject to Article 4, the annual general meeting shall be held at such time and at such place in the State as the Directors shall appoint.

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 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 any Director or any two members 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.

NOTICE OF GENERAL MEETING

9. Subject to Sections 133 and 141 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, and shall be given in the manner hereinafter mentioned to such persons as are under the Articles of the Company entitled to receive notices from the Company.

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 notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETING

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 accounts, balance sheets and reports of the Directors and Auditors, the election of Directors in the place of those retiring, the re-appointment of the retiring Auditors, and the fixing of the 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; save as herein otherwise provided, two members present in person shall be a quorum.

13. If within half an hour from the time appointed for the 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 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.

14. The Chairman, if any, of the Board of Directors shall preside as Chairman at every general meeting of the Company, or 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 elect one of their number to be Chairman of the meeting.

15. If at any meeting 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.

16. The Chairman may with the consent of any meeting at which a quorum is to time (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 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. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.

17. 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 Chairman, or
- (b) by at least two members present in person or by proxy, or
- (c) by any member or members present in person and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

18. Except as provided in Article 20 if a poll is duly demanded it shall be taken in such manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

19. Where there is an equality of votes, whether on a show of hands or on a poll, the Chairman 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.

20. A poll demanded on the election of a chairman, or on a question of adjournment shall be taken forthwith. A poll demanded on any other question of business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

21. Subject to Section 141 of the Act, a resolution in writing signed by a member of the Company for the time being entitled to attend and vote on such resolution (or being a body corporate which is itself a member of the Company) shall be as valid and effective for all purposes as if it 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.

22. Every member shall have one vote.

23. A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, guardian, or other person appointed by that Court, and any such committee, receiver, guardian, or other person may vote by proxy on a show of hands or on a poll.

24. No member shall be entitled to vote at any general meeting unless all moneys immediately payable by him to the Company have been paid.

25. 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.

26. Votes may be given either personally or by proxy.

27. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a body corporate, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.

28. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power or authority shall be deposited at the office or at such other place within the State as is specified for that purpose in the notice convening the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

29. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:-

ST JOHN'S LISTOWEL SQUARE LIMITED

I, / We, of in the County of being a member/member of the above named Company, hereby appoint of as my/our proxy to 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 19 and at any adjournment thereof.

Signed this Day of 19

This form is to be used *In favour of the resolution, against.

Unless otherwise instructed, the proxy will vote as he thinks fit.

*Strike out whichever is not desired.

30. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

31. A vote in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the principal or proxy is received in writing of such death, insanity or revocation as aforesaid or adjourned meeting at which the proxy is used.

BODIES CORPORATE ACTING BY REPRESENTATIVES AT MEETING

32. Any body corporate which is a member of the Company may by resolution of its directors or other governing body authorise such persons 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.

ANNUAL SUBSCRIPTION

33. The Directors shall be entitled from time to time to determine any Annual Subscription to be payable by any member of the Company. Such subscription shall be payable in advance on the 1st day of July in each year. A person becoming a member of the Company after the 1st day of July in any year may be required by the Directors to pay the entire Annual Subscription in respect of that year in the event that any member shall cease to be a member prior to the 1st day of July in any year that member shall not be entitled to any rebate of his Annual Subscription paid for that year. The terms and conditions attaching to Life Subscriptions shall be determined by the Directors in their absolute discretion from time to time.

DIRECTOR

34. The number of Directors and the names of the first Directors shall be determined in writing by the subscribers of the Memorandum of Association or a majority of them.

RESIGNATION, CESSATION AND EXPULSION OF MEMBERSHIP

35. (a) A member of any class may by notice in writing to the Secretary of the Company resign his membership of the Company.
- (b) Membership of the Company shall automatically cease on any member's death.
- (c) If any member shall refuse or wilfully neglect to comply with any of these Articles of Association or shall have been guilty of such conduct as in the opinion of the Directors either shall have rendered him unfit to remain a member of the Company or shall be considered by the Company or if the Directors shall for any other good reason require that a member shall be expelled from membership provided that a Resolution of the Directors be expel from membership provided that he shall have been given notice of the intended resolution for his expulsion and shall have been afforded an opportunity of giving orally or in writing to the Directors any explanation or defence as he may think fit.
- (d) Notice under this Article shall be deemed to have been served if it is sent by post in accordance with the provisions set out in Article 70 of these Articles whether or not it is actually received by the member intended to be served with such notice.

BORROWING POWERS

36. The Directors may exercise all the powers of the company to borrow money and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

37. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and 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 Directors which would have been valid if that direction had not been given.

38. 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 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.

39. 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.

40. 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.

DISQUALIFICATION OF DIRECTORS

41. The office of Director shall be vacated if the Director:
- (a) holds any office or place of profit under the Company or
- (b) is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally; or
- (c) becomes prohibited from being a Director by reason of any order made under Section 184 of the Act; or
- (d) becomes of unsound mind; or
- (e) resigns his office by notice in writing to the Company; or
- (f) is convicted of an indictable offence unless the Directors otherwise determine; or
- (g) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by Section 194 of the Act.

VOTING ON CONTRACTS

42. A Director may vote in respect of any contract in which he is interested or in which he has a material interest.

ROTATION OF DIRECTORS

43. At the first annual general meeting of the Company, all the Directors shall retire from office and at the annual general meeting in every subsequent year one-third 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.

44. The Directors to retire in every year shall be those who have been longest in office since the last election, but at election, those who have become Directors themselves) be determined by lot.

45. A retiring Director shall be eligible for re-election.

46. The Company, at the meeting at which a Director retires in manner aforesaid, may fill the vacated office by electing a person thereon, and in default the retiring Director shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director has been put to the meeting and lost.

47. No person other than a Director retiring at the meeting shall, unless recommended by the Directors, be eligible for re-election to the office of Director at any general meeting unless, not less than three nor more than 21 days before the date appointed for the meeting, there has been left at the office of office notice in writing, signed by a Director duly qualified to attend and vote at the meeting for which notice is given, of his intention to propose such a person for election, and also notice in writing signed by that person of his willingness to be elected.

48. 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.

49. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next 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.

50. 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 damages for breach of any contract of service between him and the Company.

51. The Company may by ordinary resolution appoint another person in place of a Director removed from office under Article 50. Without prejudice to the powers of the Directors under Article 49 the Company in general meeting may appoint any person to be a Director, either to fill a casual vacancy or as an additional Director. A person appointed in place of a Director so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

PROCEEDINGS OF DIRECTORS

52. The Directors may meet together for the despatch of business, and may 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 Chairman shall have a second or casting vote. A Director may, at any meeting of the Directors, be called in question by any Director, and 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.

53. The Quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be two.

54. 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 increasing the number of Directors to that number or of summoning a general meeting of the Company, but for no other purpose.

55. The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office, but, if no such Chairman is elected or if appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

56. The Directors may delegate any of their powers to committees consisting of such member or members of the Board as they think fit, 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 Directors.

57. 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 5 minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.

58. 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.

59. 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 as if every such person had been duly appointed and was qualified to be a Director.

60. 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.

SECRETARY

61. The Secretary shall be appointed by the Directors for such term and at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them.

62. 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

63. The seal shall be used only by the authority of the Directors or of a committee of Directors authorized by the Directors 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 Directors for the purpose.

ACCOUNTS

64. The Directors 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 purchase 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.

65. The books of account shall be kept at the office or, subject to Section 147 of the Act, at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the Directors.

66. 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 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 right of inspecting any account or book or document except as conferred by statute or authorised by the Directors or by the Company in general meeting.

67. The Directors 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 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.

68. 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

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

NOTICES

70. A notice may be given by the Company to any member either personally or by sending it by post to him to his registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of the 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 at which the letter would be delivered in the ordinary course of post.

71. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

- (a) every member;
- (b) every person being a personal representative or the Official Assignee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
- (c) the Auditor for the time being of the Company.

No other person shall be entitled to notices of General Meetings.

(b) To carry on in the Republic of Ireland or elsewhere the business of proprietors of holiday camps, holiday centres, clubs, rest houses, hotels, restaurants, cafes and refreshment rooms, lodging house keepers, licensed victuallers, wine, beer and spirit merchants, importers and manufacturers of and dealers in aerated minerals and artificial waters and other drinks, ice cream manufacturers and traders, fish fryers and purveyors and general caterers, proprietors and letters on hire ambulances and vehicles of all kinds, however propelled, and of and with desk chairs and seating accommodation of every description, photographers and developers, printers and engravers and suppliers, merchants and distributors of and dealers in petroleum, oils, methylated spirits, paraffin and gas and all other heavy stable keepers, job masters, garage proprietors, owners, farmers, dairymen, ice merchants, importers, boat brokers of food, live and dead stock, and colonial and foreign produce of all descriptions, hairdressers, perfumers, chemists, proprietors of cinemas, theatres, dance halls, billiard rooms, kiosks, shops, clubs, baths, dressing rooms, laundries and places of amusement or for recreation and sport of all kinds, sports outfitters, stationers, librarians, newsgents, book sellers, tobacco and cigar merchants, agents for railway, shipping and transport companies, and carriers, theatrical and opera box-office proprietors and general merchants, agents, factors, traders and dealers, and to manufacture, buy, sell and deal in plant, machinery, tools, implements, materials, produce, products, articles and things of all kinds capable of being used for the foregoing businesses or purposes of any of them, or likely to be required by any of the customers of or persons having dealings with the Company.

(c) To carry on the business or businesses of cinematograph, biograph and picture or other theatre or music hall proprietors, managers or agents, to provide for cinematograph shows and exhibitions and for the production, representation, presentation, management, conduct and performance either by cinematography or otherwise of operas, stage plays, shows, dramas, operettas, burlesques, vaudevilles, comedies, ballets, pantomimes, spectacular pieces, sketches, promenades or other concerts, and other musical and dramatic entertainments and performances, boxing and wrestling, dancing competitions and exhibitions, and generally to engage in any undertaking for public or private amusement, instruction or entertainment and to carry on any other business connected with the manufacture, sale

and licensing, renting, production, manipulation or exhibition of films or the cinematograph industry or producing or manufacturing any article or thing now or hereafter required in connection with such industry or applicable theatre or in dealing, renting, hiring, licensing and handling any such articles or things.

(d) To acquire copyrights and other rights and interests in the publication and reproduction and sale of photographs, pictures or cinematographs, wireless, television, biographic and intoscopic reproductions, and to deal with such rights as publishers, licensors, vendors or otherwise, and for these purposes and for sharing and securing profits, to make all necessary arrangements and agreements with publishers and owners of copyrights and to enter into agreements with authors, producers, impresarios, singers, actors, artists, entertainers and other persons for the dramatic or other rights of films, operas, plays, operettas, burlesques, vaudevilles, ballets, pantomimes, spectacular pieces, songs, musical compositions and other dramatical and musical pieces and entertainments, or for the representation thereof in the Republic of Ireland and elsewhere, as well of Irish as of British, Colonial or Foreign rights, or to enter into engagements of all kinds with such persons and to purchase and to establish competitions in respect of artistic productions suitable for cinematograph films and to offer and grant prizes, rewards, and premiums of such character and on such terms as may seem expedient.

(e) To engage in any kind of publicity in connection with the encouragement and development of tourist traffic, and to adopt such means of making known the objects and products of the Company as may seem expedient, in particular by advertising in the Press or by circulars, by purchase and exhibition of works of art or interest, by publication of photographs, books, and periodicals and by granting prizes, awards and donations. To produce, print, publish, subscribe to, act as correspondents to, or take part in production of any journals, publications, dictionaries, catalogues, papers and books of all kinds connected with the business and objects of the Company.

(f) To carry on all or any of the said businesses as the principal business of the Company and to carry on any business of a similar nature, or any other trade or business whatsoever which may, in the opinion of the Directors, be advantageously or conveniently carried on by the Company by way of extension.

tion of or in connection with such business or calculation directly or indirectly to develop any branch of the Company's business, or to increase the value of or to turn to account any of the Company's assets, property or rights.

(g) To purchase or by any other means acquire any freeholds, leasehold or other property for any estate or interest whatsoever and any rights, privileges, or easements over in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, plant, live and dead stock, barges, vessels or things, and any real or personal property or rights whatsoever which may be necessary for the purposes of the Company, or which may be conveniently used with, or may enhance the value of any other property of the Company.

(h) To provide public or private amusement and entertainments upon any property of the Company or elsewhere.

(i) To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses and to clear sites for the same or to join with any persons, firm or Company in doing any of the things aforesaid and to work, manage, and control the same or join with others in so doing.

(j) To apply for, purchase, or by other means acquire and protect, prolong and renew whether in the Republic of Ireland or elsewhere any patents, patent rights, brevets d'invention, trade marks, licences, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.

(k) To acquire and undertake the whole or any part of the business, good-will and assets of any person, firm or Company carrying on or proposing to carry on any of the businesses which this Company is authorised to undertake all or any of the liabilities of such person, firm or Company, or to acquire an interest in, amalgamate with or enter into any arrangement for sharing profits or for co-operation or for limiting competition or for mutual assistance with any such person, firm or Company and to give or accept by way of consideration for any of the acts or things aforesaid, or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon and to hold and retain or sell, mortgage and deal

with any shares, debentures, debenture stock or securities so received.

(l) To improve, manage, cultivate, develop, exchange, let or lease or otherwise mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise with all or any part of the property and rights of the Company, immediately required in such shares or upon such securities and in such manner as may from time to time be determined.

(m) To lend and advance money or give credit to such persons, firms or companies and on such terms as may seem expedient, and in particular to customers of and other persons having dealings with the Company and to give guarantees or become security for any such persons, firms or companies.

(n) To borrow or raise money in such manner as the Company 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 Company's property or assets (whether present or future) including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake and for this purpose to procure the guarantee of any such debentures or debenture stock, mortgage, charge or lien by any person or company.

(o) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(p) To apply for, promote, and obtain any Act of the Oireachtas, Provisional Order or Licence of the Department of Industry, and Commerce or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(q) To enter into any arrangements with any Government or Authorities (supreme, municipal, local or otherwise), or any corporations, companies or persons that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such Government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and conditions.

(r) To enter into any arrangements with any Government or Authorities (supreme, municipal, local or otherwise), or any corporations, companies or persons that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such Government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and conditions.

(s) To enter into any arrangements with any Government or Authorities (supreme, municipal, local or otherwise), or any corporations, companies or persons that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such Government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and conditions.

- (5) To subscribe for, take, purchase or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (f) To act as Agents or brokers and as trustees for any person, firm or Company and to undertake and perform sub-contracts and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.
- (v) To remunerate any person, firm or company rendering services to this Company, either by cash payment or by allotment to him or them of shares or securities of the Company credited as paid up in full or in part, or otherwise as may be thought expedient.
- (w) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to borrowers and others for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures, debenture stock or securities of this Company.
- (x) To support and subscribe to any charitable or public object, and any institution or society, or club or profit sharing scheme which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business, to give pensions, gratuities, bonuses or charitable aid to any person or persons who may have served the Company, or to the wives, children or other relatives of such persons; to make payment towards insurance; and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company.
- (y) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (z) To establish companies and associations for the prosecution or execution of undertakings, works, projects or enterprises of any description, whether of a private or public character in the Republic of Ireland or elsewhere, and to acquire and dispose of shares or interests in such companies or associations

- (a) or in any other companies or associations, or in the United Kingdom, and to place or guarantee the placing of, or underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (b) To buy, acquire, sell, manufacture, repair, convert, alter, take on hire, let on hire and deal in machinery, plant, works, implements, tools, rolling stock, goods and things of any description required in connection with the aforesaid business.
- (c) To issue, guarantee the issue of, or the payment of the principal and interest on the shares, debentures, debenture stock or other securities or obligations of any Company or association, and to pay or provide for brokerage, commission and underwriting in respect of any such issue, and to guarantee or obligation of any company or association or undertaking or any person.
- (d) To accept stock or shares, or the debentures, mortgage or other securities of any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company, whether such shares shall be wholly or only partly paid up, and to hold and retain or re-issue with or without guarantee, or sell, mortgage or deal in any stocks, shares, debentures, mortgages or other securities so received, to give by way of consideration for any of the shares, debentures, mortgage, or property acquired, any stocks, shares, debentures, mortgage, or other securities of this or any other Company.
- (e) To sell or otherwise dispose of the whole or any part of the business or property of the Company for such consideration as the Company may think fit and in particular for shares, debentures or securities of any company purchasing the same.
- (f) To procure the Company to be registered or recognised in any Foreign Country or place.
- (g) To do all or any of the matters hereby authorised in any part of the Republic of Ireland or of the United Kingdom of Great Britain and Northern Ireland or in any Colony or dependency or possession thereof or in any Foreign Country, and either alone or in conjunction with, or as contractors, factors, trustees or agents for, any other company or person, or by or through other things as may appear to be incidental or conducive to the attainment of the above objects or any of them.

4 The liability of the members is limited.

5 The income and property of the Company whencesever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum; and no portion thereof shall be given, paid or transferred directly or indirectly, of dividend, bonus or otherwise to the members of the Company, provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Company, or to any member of the Company in return for any services actually rendered to the Company, nor prevent the payment of interest at a rate not exceeding 5 per cent. per annum on money lent, or reasonable and proper rent for premises demised or let by any member of the Company;

6 If, upon the winding up or dissolution of the Company, there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other body or bodies of persons (within the meaning of the Income Tax acts) having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Company, under or by virtue of Clause 6 hereof, such body, or bodies of persons to be determined by the members of the Company, at or before the time of dissolution, or in default thereof, by such Judge of the High Court of Justice as may have or act on jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then to a body or bodies of persons (within the meaning of the Income Tax Acts) established for charitable purposes only.

7 The regulations contained in this Memorandum may not be altered or deleted without the previous consent or approval of the Minister for Finance, or the previous consent or approval of any other Minister of State given after consultation with the Minister for Finance.

8. Every member of the Company undertakes to contribute to the Assets of the Company, in the event of same being wound up while he is a member or within one year after he ceases being a member, for the payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and of the adjustment of the rights of the Contributors among themselves, such amount as may be required not exceeding IR£1.00