

CONSTITUTION
OF
GALWAY COMMUNITY CIRCUS COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

1. The name of the company is: **GALWAY COMMUNITY CIRCUS COMPANY LIMITED BY GUARANTEE**
2. The company is a company limited by guarantee, registered under *Part 18* of the *Companies Act 2014*.
3. The main object for which the Company is established is:
 - (a) To advance education in the circus arts and to promote social inclusion for young people who are considered excluded, disadvantaged or isolated because of their circumstances, through the provision of circus arts education programmes, youth exchanges, youth arts performances, and outreach programmes with schools and youth and community groups.
4. The following objects set out hereafter are exclusively subsidiary and ancillary to the main object set out above and these objects are to be used only for the attainment of that main object and any income generated therefrom is to be applied for the main object only.
 - (a) To advance the artistic, personal and social development of young people through circus arts.
 - (b) To create an imaginative and non-competitive learning environment which enhances participants' sense of well-being.
 - (c) To ensure that our work is young person-centred and that the voice of young people is represented in all aspects of our work.
 - (d) To promote social inclusion by actively targeting young people who are considered excluded or isolated because of their circumstances and to continue developing social inclusion measures that remove barriers to participation.
 - (e) To ensure the circus operates to the highest standards of governance and management and to maintain and develop our work in accordance with our ethos and guiding principles.
 - (f) To create a centre of excellence for youth and social circus education in Ireland.
5. The following are the powers of the company:
 - 1) (a) To furnish and provide the Company's property with such furniture implements, machinery and conveniences as the Company may think desirable.
 - (b) To provide gardens, greenhouses and grounds for recreation and amusement.

(c) To raise funds and help raise funds for any charitable purpose.

(d) To carry on any business which may seem to the Company capable of being conveniently carried on in connection with the above main object or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property, rights or interests.

- 2) To make, draw, accept, endorse, issue, discount, and otherwise deal with promissory notes, bills of exchange, cheques, letters of credit, circular notes and other mercantile instruments.
- 3) To acquire by purchase, exchange, lease, fee farm grant or otherwise, either for an estate in fee simple or for any less estate or interest, whether immediately or reversionary, and whether vested or contingent: any lands, tenements or hereditaments of any tenure, whether subject or not to any charges or encumbrances and to hold and farm and work or manage or to sell, let, alienate, mortgage, lease or charge land, house property, shops, flats, masionettes, reversions, interests, annuities, life policies and any other property real or personal, movable or immovable, either absolutely or conditionally and either subject to or not to any mortgage, charge, ground rent or other rents or encumbrances and to pay for any lands, tenements, hereditaments or assets acquired by the Company in cash or debentures or obligations of the Company, whether fully paid or otherwise, or in any other manner.
- 4) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) of the Company, or all such methods, the performance of the obligations of and the repayment or payment of the principle amounts and interest of any person, firm or Company or the dividends or interest of any securities, including (without prejudice to the generality of the foregoing) any company which is the Company's holding company or a subsidiary or associated company.
- 5) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the main object(s).
- 6) To purchase or otherwise acquire and carry on the whole or any part of the business property, goodwill and assets of any company carrying on or proposing to carry on any business which the Company is authorised to carry on or which can be conveniently carried on in connection with the same, or may seem calculated directly or indirectly to benefit the Company, or possessed of property suitable for the purposes of the Company, and as part of the consideration for any of the acts or things aforesaid or property acquired to undertake all or any of the liabilities of such company or to acquire an interest therein, amalgamated with or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition or for mutual assistance with any such company and to give, issue or accept cash or any shares, debentures or other securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received.

- 7) To promote any company for the purpose of acquiring all or any of the property or liabilities of the Company, or if undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of or render more profitable any property, assets or business of the Company, or for any other purpose which may be directly or indirectly calculated to benefit the Company.
- 8) To accumulate capital for any purposes of the Company, and to appropriate any of the Company's assets to specific purposes, either conditionally or unconditionally. Prior permission to be obtained from Revenue where it is intended to accumulate funds for a period in excess of two (2) years.
- 9) To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, or company that may seem conducive to the Company's main object(s), and to obtain from any such government authority or company, any charters, contracts, decrees, rights, privileges and concessions and to carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges and concessions.
- 10) To raise or borrow money, and to secure the payment of money by the issue of or upon debentures or debenture stock, perpetual, terminable or otherwise, or bonds or other obligations, charged or not charged upon, or by mortgage, charge, hypothecation, lien or pledge of the whole or any part of the undertaking, property, assets and rights of the Company, both present and future, and generally in such other manner and on such terms as may seem expedient, and to issue any of the Company's securities, for such consideration and on such terms as may be thought fit, including the power to pay interest on any money so raised or borrowed and also by a similar mortgage, charge, hypothecation, lien or pledge, to secure and guarantee the performance by the Company of any obligation or liability it may undertake, and to redeem or pay off any such securities.
- 11) To, create, maintain, invest and deal with any reserve or sinking funds for redemption of obligations of the Company, or for depreciation of works or stock, or any other purpose to advance the main object(s) of the Company.
- 12) To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Company as an employee, or to the wives, husbands, children or other dependents of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by an occupational pension scheme and provided that such occupational pension scheme has been operated by the company and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the occupational pension scheme while employed by the company and to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company and to subscribe or guarantee money for charitable objects.
- 13) To promote freedom of contact and to resist, insure against, counteract and discourage interference therewith to join any lawful federation, union, association or party and to contribute to the funds thereof, or do any other lawful act or thing with a view to preventing or resisting directly or indirectly any interruption of or interference with the Company or any other trade or business or providing or safeguarding against the same, or resisting or opposing any strike movement or organisation which may be thought

detrimental to the interest of the Company or its employees and to subscribe to any association or fund for any such purposes.

- 14) To procure the Company to be registered or recognised in any foreign country, colony, dependency or place.
- 15) To pay all or any expenses of, incidental to or incurred in connection with the formation and incorporation of the Company and the raising of its loan capital, or to contract with any person or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any debentures or securities of the Company.
- 16) To do all or any of the above things on any part of the world, and as principals, agents, contractors, trustees or otherwise, and either by or through trustees, agents, sub-contractors or otherwise and either alone in partnership or conjunction with any person or company, and to contract for the carrying on of any operation connected with the Company's main object by any person or company.
- 17) To do all such other things as may be deemed incidental or conducive to the attainment of the above main object(s).

And it is hereby declared that in the construction of this Clause, the word "company", except where used in reference to this Company, shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated and whether domiciled in Ireland or elsewhere, and words denoting the singular number only shall include the plural number and vice versa.

6. The liability of the members is limited.

7. Every member if the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year afterwards, for payment of debts and liabilities of the Company contracted before he ceases to be a member and 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 One Euro.

WINDING UP

8. If upon the winding up or dissolution of the company there remains, after satisfaction of all debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the company. Instead, such property shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the company. The institution or institutions to which the property is to be given or transferred shall prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the company under or by virtue of the Income and Property Clause. Members of the company shall select the relevant institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object with the agreement of the Charities Regulator.

Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.

INCOME AND PROPERTY

9. The income and property of the company shall be applied solely towards the promotion of main object(s) as set forth in this Constitution. No portion of the company's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the company. No charity trustee shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the company. However, nothing shall prevent any payment in good faith by the company of:

a) reasonable and proper remuneration to any member or servant of the company (not being a charity trustee) for any services rendered to the company/trust/body;

b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by charity trustees or other members of the company to the company;

c) reasonable and proper rent for premises demised and let by any member of the company (including any charity trustee) to the company;

d) reasonable and proper out-of-pocket expenses incurred by any charity trustee in connection with their attendance to any matter affecting the company;

e) fees, remuneration or other benefit in money or money's worth to any Company of which a charity trustee may be a member holding not more than one hundredth part of the issued capital of such Company;

ADDITIONS, ALTERATIONS OR AMENDMENTS

10. The organisation must ensure that the Charities Regulator has a copy of its most recent governing instrument. If it is proposed to make an amendment to the Governing Instrument of the organisation which requires the prior approval of the Charities Regulator, advance notice in writing of the proposed changes must be given to the Charities Regulator for approval, and the amendment shall not take effect until such approval is received

ARTICLES OF ASSOCIATION

The following Regulations shall apply to the company:

1. The number of members with which the company proposes to be registered is unlimited.

The provisions of the *Companies Act 2014* are adopted.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS
NIALL O'BROLCHAIN - COUNCILLOR 83 ROS ARD, CAPPAGH ROAD, GALWAY
JANE ENNIS, ECONOMIST, 29 129 LAUREL PARK, NEWCASTLE, GALWAY
Michael M. Breal 81 st Ros Ard, Cappagh rd, Galway Builder.
Sue Clark, Killeenan, Kiltogher, Co. Galway Information officer
Daire Dawson 5511th Rigg, Rethorough Rd. Rathoon Galway Auto Facilitator
HILARY CLUNKE N ^o 4 ROS NA GAOITHE, CLIBAN ROAD GALWAY. PROJECT MANAGER P/T
Coltome Cunniff BASTISTE

Dated this 22nd day of Nov. 2007

Witness to the above Signatures:- Alan Nisyl