

1. In these Articles:-

the Act" means the [Companies Act, 1963](#) (No. 33 of 1963);

"the Directors" means the Directors for the time being of the company or the Directors present at a meeting of the Board of Directors and includes 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 in 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 3000 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 the Directors shall admit to membership shall be members of the Company.

4. The rights and liabilities attaching to any Member 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. Subject to paragraph (2), 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.

(2) 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 5, the annual general meeting shall be held at such time and 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 Meetings.

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 at the addresses of the members as they appear on the records of the Rating Authority or at their last declared address, 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 at the addresses of the members as they appear on the records of the Rating Authority or at their last declared address. 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 manner hereinafter mentioned, to such persons as are under the Articles of the Company entitled to receive such 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 the meeting. For the purpose of sending notice to any Member or Director or Officer of the Company for any meeting or otherwise, the address of any Member or Director or Officer of the Company shall be at such person's last address recorded on the records of the Rating Authority or at their last declared mailing address or electronic address.

Proceedings at General Meetings.

11. (a) 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, balance sheets and the reports of the Directors, 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. declaring a dividend, 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, the re-appointment of the retiring auditors and the fixing of the remuneration of the auditors.

(b) The Chair shall not vote on any matter unless there is a tie, in which case the Chair shall have the casting vote.

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. The Quorum shall be fifteen (15) Members present in person or represented by proxy, whichever is the lesser .

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 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 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 adjournment 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 three members present in person or by proxy;
or

(c) by any member or members present in person or by proxy 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 the 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. There is an equality of votes, whether on a show of hand 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 shall be taken at such time as the Chairman of the meeting directs, and any business other than that on which a poll is 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 all the members (for the time being entitled to attend and vote on such resolution at a General Meeting for being bodies corporate by their duly authorised representatives) shall be as valid and effective for all purposes as if the resolution 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. (a) Every member shall have one vote per rated property.

(b) Notwithstanding Clause 22(a) members who have not paid monies due to the Company 4 days before the date of the General Meeting whilst able to attend and to be heard, shall not be entitled to vote in respect of their rated property at any General Meeting.

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 in respect of shares in 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 appointer or of his attorney duly authorised in writing, or, if the appointer 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 notarially 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

DUBLIN CITY BID COMPANY LIMITED

I/We, of

In the County of _____, being member/members of the above-named Company, hereby appoint

of _____ or failing him

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 _____ 20____ and at any adjournment thereof.

Signed this _____ day of _____ 20____

This form is to be used* in favour of / against the resolution. 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 proxy was executed or the transfer of the share in respect of which the proxy is given, if no intimation in writing of such death, insanity, revocation or transfer as aforesaid is received by the company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Body Corporate Acting by Representatives at Meetings

32. Any body corporate which is a member of the company may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the company or of any class of members 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 Levy

33. The Directors shall be entitled from time to time to determine in accordance with the relevant provisions contained within the Local Government (Business Improvement Districts) Act 2006 and any amendments thereto, any annual levy to be payable by any member of

the company or a ratepayer of a rateable property located in the Business Improvement District.. Such levy shall be payable fourteen days from date of notice in each calendar year. A person becoming a ratepayer of a rateable property located in the Business Improvement District after the 1st day of January in any year may be required by the directors to pay the entire Annual levy in respect to that year.

Director

34. The number of the 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.

35.

(a) The Directors may be reimbursed vouched and reasonable travelling, hotel and other expenses incurred by them in connection with the business of the authorised Company, excluding attending or returning from meetings, of Directors, General Meetings or authorised Committee meetings and such approved and reimbursed expenses will be published in total per named Director in the Audited Accounts.

(b) No Board member can serve for more than two consecutive three year terms, excepting those Members nominated by the Dublin City Manager and the Elected Council of Dublin City Council.

Resignation, Cessation and Expulsion of Membership

36. (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 will automatically cease where the Member is no longer a ratepayer of a rateable property located in the Business Improvement District.

(c) A member of the Company may be removed from the Company for:

- (i) Failure to pay the BID levy to Dublin City Council
- (ii) If adjudged bankrupt or is declared insolvent
- (iii) If they become of unsound mind
- (iv) If they die
- (v) Failure to perform any duty or tasks as set out in the By-Laws and any governing policies
- (vi) A breach of the provisions of the By-Laws regarding conflict of interest
- (vii) A breach of the provision of the By-Laws regarding confidentiality and privacy of information

(viii) A breach of the provision of the By-Laws regarding the standard of care and/or behaviour deemed harmful to the welfare or best interests of the BID.

(d) If any member shall refuse or wilfully neglect to comply with any of these Articles of Association of 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 injurious to the company or if the directors shall for any other good reason require that a member shall be expelled such member may by a Resolution of the Directors be expelled 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.

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

37. (a) The Directors may exercise all powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof, whether outright or as security for any debt, liability or obligation of the Company subject to such borrowing being limited to borrowing for capital equipment and seasonal overdraft facilities only and conditional upon a minimum of 75% of the Directors voting in favour of the exercise of such borrowing powers.

(b) All such borrowing permissible in accordance with clause 37 (a) herein must be repaid within the mandated period of the Company and should not necessitate the imposition of an additional levy on the members prior to the dissolution of the Company.

Powers and Duties of Directors

38. 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 to include the enacting of By Laws to enhance the operation of the Company for the benefit of the Members, save for those acts which are by the Act or

by these Articles required to be exercised by the company in general meeting, subject nevertheless to the provision of the Act and of these Articles and to such directions, being not inconsistent with the aforesaid regulations or 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.

39. 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 power of attorney may contain such provisions for the protection 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.

40. 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.

41. 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

42. The office of Director shall be vacated if the Director:-

(a) without the consent of the company in general meeting holds any other 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

43. A Director may not vote in respect of any Contract in which he is interested or any matter arising thereout.

Rotation of Directors

44. At the second annual general meeting of the Company all the Directors shall retire from office excepting those Directors nominated by the Dublin City Manager and the Cathairleach of the Dublin City Council, 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.

45. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.

46. A retiring Director shall be eligible for re-election subject to the limitation contained within Articles 35(b) herein.

47. The company, at the meeting at which a Director retires in manner aforesaid, may fill the vacated office by electing a person thereto, 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.

48. No person other than a Director retiring at the meeting shall, unless recommended by the Directors, be eligible for election to the office of Director at any general meeting unless not less than 3 nor more than 21 days before the day appointed for the meeting there has been left at the office notice in writing signed by a Director or a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election and also notice in writing signed by that person of his willingness to be elected.

49.1 The company may from time to time by ordinary resolution increase or reduce the number of Directors, excluding those nominated by Dublin City Manager and the Elected Council of Dublin City Council, with a minimum of 6 and maximum of 16 other Directors and may also determine in what rotation the increased or reduced number is to go out of office.

49.2 At all times not less than two thirds of the Board shall be either ratepayers of a rateable property in the business improvement district or the representatives of such ratepayers.

50. 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 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.

51. 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.

52. The company may, by ordinary resolution, appoint another person in place of a Director removed from office under Article 51. Without prejudice to the powers of the Directors under Article 50 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

53. (a) The directors may meet together for the despatch of business, adjourn and 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, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. If the Directors so resolve, it shall not be necessary 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.

(b) No error or omission in giving such notice for a meeting of the Board of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting. Any Member of the Board of Directors may at any time waive notice of any such meeting and may ratify and approve any or all proceedings taken or had thereat.

54. (a) The quorum necessary for the transaction of the business of the Directors may be fixed by the directors, and unless so fixed shall be eight Directors and the Company Secretary.

(b) Questions arising at any meeting of the Board of Directors shall be decided by a majority of the votes of the Members of the Board of Directors present and entitled to vote. All Voting Members of the Board of Directors are entitled to one (1) vote each on each issue. All votes must be cast in person by a show of hands or by ballot, if requested by any Member of the Board of Directors. In the event of a tie, the Chair of the meeting shall be entitled to a second or casting vote and the resolution shall be carried or lost accordingly.

A declaration by the Chair that a resolution has been carried and an entry to that effect in the Minutes shall be admissible in evidence as prima facie proof of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the Chair the duties of the Chair may be performed by the Vice-Chair, the Secretary or such other Member of the Board of Directors as the Board of Directors may from time to time appoint for that purpose.

55. 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.

56. 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 at any meeting the Chairman is not present within 5 minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting.

57. The Directors may delegate any of their powers to committees consisting of such member or members of the Board as and when 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. Such authorised committees may include invited non Board members with the prior consent of the Board

58. 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.

59. 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 where there is an equality of votes, the Chairman shall have a second or casting vote.

60. 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 be 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.

61. 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.

The Secretary

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

63. 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

Directors and as, or in place of, the Secretary.

The Seal

64. The seal shall be used only by the authority of the Directors or of a committee of Directors authorised 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

65. 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; and.

(b) all sales and purchases of goods by the company; and.

(c) the assets and liabilities of the company.

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

66. 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.

67. 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 of the company except as conferred by statute or authorised by the Directors or by the company in general meeting.

68. 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.

69. 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 meetings be sent to every person entitled under the provisions of the Act to receive them.

Audit

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

Notices

71. A notice may be given by the company to any member either personally, by sending it by post to him to his registered address or by email. 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.

72. Notice of every general meeting shall be given in any manner hereinafter 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 receive notices of general meetings.