

CONSTITUTION
OF
FIRST MUSIC CONTACT COMPANY LIMITED BY GUARANTEE
MEMORANDUM OF ASSOCIATION

1. The name of the company is: FIRST MUSIC CONTACT COMPANY LIMITED BY GUARANTEE.
2. The company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.
3. The objects for which the company is established are:
 - (a) to provide information, advice and production resources to musicians in order to further the development of contemporary original Irish music; and
 - (b) to do all such other things as may be deemed incidental or conducive to the attainment of the above object.

It is hereby declared that the objects of the Company as specified in the foregoing paragraphs of this clause shall be separate and distinct objects of the Company and shall not be in anyway limited by reference to any other paragraph or the order in which the same occur or the name of the Company nor shall any express statement in any object that is an object of the company be taken to mean or imply that any object not expressly stated to be such is not an object of the Company.

4. The liability of the members is limited.
5. Every member of the company undertakes to contribute to the assets of the company, if the company is wound up while he or she is a member or is wound up within one year after the date on which he or she ceases to be a member, for -
 - (a) the payment of the debts and liabilities of the company contracted before he or she ceases to be a member, and the costs, charges and expenses of winding up; and
 - (b) the adjustment of the rights of contributories among themselves,such amount as may be required, not exceeding €1 (one euro) each.

ARTICLES OF ASSOCIATION

1. The provisions of the Companies Act 2014 are adopted except, in respect of the optional provisions identified in the Act, to the extent that this constitution provides otherwise or states otherwise (expressly or by import).
2. In this constitution the following terms shall have the following meanings:
 - (a) **"Act"** means the Companies Act 2014 and every other enactment which is to be read together with that Act;

"electronic address" means any address or number used for the purposes of sending or receiving documents or information by electronic means;

"electronic means" means any process or means provided or facilitated by electronic equipment for the processing (including digital compression), storage and transmission of data, employing wires, radio, optical technologies, or any other electromagnetic means; and
 - (b) Any word or phrase used in this constitution the definition of which is contained or referred to in the Act shall be construed as having the meaning that is, at the date on which this constitution becomes binding on the Company, attributed to it in the Act.
 - (c)
 - (i) Unless the contrary intention appears, any expression in this constitution referring to writing (or any cognate word):
 - (A) shall be construed as including a reference to printing, lithography, photography and any other mode of representing or reproducing words in a legible and non-transitory form; and
 - (B) subject to the circumstances in sub-clause (ii) and to the requirements of the Act, shall not include writing in electronic form.
 - (ii) The circumstances mentioned in sub-clause (c)(i) (in which writing (and cognate words) includes writing in electronic form) are:
 - (A) where such is provided in this constitution; and
 - (B) in the case of a notice, communication, document or information to be given, served or delivered to the Company, where the Company has agreed to receipt in electronic form and such notice, communication, document or information is given, served or delivered in such electronic form and manner as may have been specified by the directors from time to time for the giving, serving or delivery of notices, communications, documents or information in electronic form.
 - (d) References in this constitution:
 - (i) to execution of any document shall include any mode of execution, whether under seal or under hand or any mode of electronic signature as may from time to time be approved by the directors;
 - (ii) to a section is to a section of the Act, unless otherwise stated; and

- (iii) to gender includes, where a person is a body corporate, the neuter gender.
 - (e) A notice, communication, document or information is given, served or delivered in electronic form if it is given, served or delivered by electronic means including, without limitation, by making such notice, communication, document or information available on a website or by sending such notice, communication, document or information by e-mail.
3. Where a member has provided an electronic address to the Company the member shall be deemed to have given his or her consent to the use by the Company of electronic means in sending notices or other communications, information or documentation (including without limitation, financial statements) to that member. A member may from time to time notify the Company of a change to the electronic address to be used for such member.
 4. The number of members of the Company shall be three.

Lien

5. The lien conferred by section 80 shall attach to fully paid as well as partly paid shares and shall also apply in respect of all monies immediately payable by the registered holder or his or her estate to the Company.

Proceedings at General Meetings

6. In the application of section 182(5)(b)(ii) to this constitution, the words "the meeting shall be dissolved" shall be substituted for the words "the members present shall be a quorum".
7. Section 187(6) shall not apply so that it shall not be necessary to give any notice of an adjourned meeting.
8. A poll may be demanded by the Chairman or by any member present in person or by proxy and section 189 shall be modified accordingly.
9. The Chairman may hold the chair at general meetings for a period of three years but upon expiry of the three years must resign and shall not be entitled to take up the position again for two years.
10. The time period for the purposes of section 183(6) is any time before the commencement of the meeting or, as the case may be, the taking of the poll.

Directors

11. The number of directors shall be at least two and not more than ten.
12. In addition to the circumstances provided for in section 148(1), the office of director shall be vacated automatically:
 - (a) if the director suffers any event equivalent or analogous to bankruptcy in the State or any other jurisdiction or he or she makes any arrangement or composition with his or her creditors generally; or
 - (b) if the director's health is, in the opinion of his or her co-directors, such that he or she can no longer be reasonably regarded as possessing an adequate decision-making capacity; or

- (c) if the director is absent from meetings of the directors for six consecutive months without leave, and during such period his or her alternate director (if any) shall not have attended in his or her stead and the directors resolve that his or her office be vacated; or
 - (d) if the director, not being a director holding any executive office for a fixed period, resigns his or her office by notice in writing to the Company; or
 - (e) if the director is convicted of an indictable offence and the directors resolve, within six months of becoming aware of the conviction, that his or her office be vacated; or
 - (f) if a declaration of restriction is made, or deemed to have been made, in respect of the director under the Act.
13. (a) Subject to section 144(1), the directors may resolve to appoint a person as an addition to the board or to fill a casual vacancy provided that, if and so long as there is for the time being a Holding Company, the directors shall obtain the prior consent in writing of such Holding Company to such appointment.
- (a) If and so long as there is for the time being a Holding Company, that Holding Company shall have the power to appoint directors (whether to fill casual vacancies or as an addition to the board or otherwise), and the power to remove any director, howsoever appointed, shall reside exclusively in such Holding Company.
 - (b) Any appointment or removal made under (b) above shall be effected by a notice in writing signed by a director or secretary of the Holding Company and, subject to section 144(1), shall be effective forthwith upon the delivery of such notice to the Company at the registered office (or where electronic means are used, to the Company's electronic address for the Company secretary).
14. A director appointed by the directors to fill a casual vacancy or as an addition to the board shall not retire from office at the annual general meeting next following his or her appointment.
15. Notwithstanding the provisions of section 146, the Company may by ordinary resolution remove any director before the expiration of his or her term of office. Subject to section 144(1), the Company may by ordinary resolution appoint another person in place of the director so removed.
16. A resolution or other document signed by an alternate director need not also be signed by his or her appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director when acting in that capacity.
17. Unless the members of the Company shall otherwise determine, and subject always to the other regulations of this constitution, a director is permitted to use, for his or her own benefit, or anyone else's benefit, any of the Company's property where such use is directly or indirectly related to the performance of the directors' duties to the Company or has been authorised (expressly or implicitly) by the directors
18. A director may vote in respect of any contract, appointment or arrangement in which he or she is interested and shall be counted in the quorum present at the meeting and shall not be treated as being in breach of his or her duty set out in section 228(1)(f). Section 163 shall not apply.

19. Section 161(6) shall apply subject to:

- (a) the meeting being deemed to take place where the chairperson of the meeting then is unless otherwise decided by the meeting; and
- (b) a director not being able to cease to participate in the meeting by disconnecting his or her telephone or other means of communication unless he or she has previously obtained the express consent of the chairman of the meeting, and a director shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting unless he or she has previously obtained the express consent of the chairman of the meeting to leave the meeting.

Alternate Directors

20. (a) Any Director may by writing under his hand appoint any person (including another Director) to be his alternate provided always that no such appointment of a person other than a Director as an alternate shall be operative unless and until such appointment shall have been approved by a majority of the Directors.
- (b) An alternate director shall be entitled to notice of meetings of directors, to attend, be included in the quorum and vote as a director at any meeting at which his or her appointor is not present and to exercise all the functions of his or her appointor as a director (except in respect of the power to appoint an alternate). Every person acting as an alternate director shall have one vote for each director for whom he or she acts as alternate (in addition to his or her own vote if he or she is also a director).
- (c) An alternate director, while acting as such, shall be regarded as an officer of the Company and not the agent of his or her appointor. The remuneration of any such alternate Director shall be payable out of the remuneration paid to the Director appointing him and shall consist of such portion of the last mentioned remuneration as shall be agreed between the alternate and the Director appointing him.
- (d) An alternate director shall cease to be an alternate director if for any reason his or her appointment is revoked or his or her appointor ceases to be a director or any of the circumstances referred to in regulation 12 occurs in respect of the alternate.

Executive Office

21. In exercise of their powers under section 158 the directors may:

- (a) from time to time appoint one or more of their body to hold any executive office in the management of the business of the Company, including the office of chairman or deputy chairman or managing or joint managing or deputy or assistant managing director, as the directors may decide, for such fixed term or without limitation, as to period and on such terms as to remuneration and otherwise as they think fit, and a director appointed to any executive office shall (without prejudice to any claim for damages for breach of any service contract between him or her and the Company) if he or she ceases to hold the office of director from any cause be deemed immediately thereupon to cease to hold such executive office;

Financial Statements

22. Where the Company is obliged by the Act or by this constitution to send a member (i) copies of the Company's financial statements and of the directors' and auditors' reports or (ii) any other document, such copies or other document may be sent by electronic means to such

electronic address as may have been provided to the Company by that person or be provided on a website in accordance with regulation 30.

Notices

23. Subject to the Act, and except where otherwise expressly provided in this constitution, any notice, communication, document or information to be given, served or delivered to or on the Company pursuant to this constitution shall be in writing on paper or, subject to regulation 24, in electronic form.
24. Subject to the Act and except where otherwise expressly provided in this constitution, a notice, communication, document or information may be given, served or delivered to or on the Company in electronic form only if this is done in such form and manner as may have been specified by the directors from time to time for the giving, service or delivery of notices, communications, documents or information in electronic form. The directors may prescribe such procedures as they think fit for verifying the authenticity or integrity of any such notice, communication, document or information given, served or delivered to or on the Company in electronic form.
25. Subject to the Act, and except where otherwise expressly provided in this constitution, any notice, communication, document or information to be given, served or delivered by the Company pursuant to this constitution shall be in writing on paper or in electronic form.
26. (a) Subject to the Act and except where otherwise expressly provided in this constitution, any notice, communication, document or information to be given, served or delivered in pursuance of this constitution may be given to, served on or delivered to any member by the Company:
 - (i) by handing same to him or her or his or her authorised agent;
 - (ii) by leaving the same at his or her registered address;
 - (iii) by sending the same by the post or other delivery service in a pre-paid cover addressed to him or her at his or her registered address; or
 - (iv) by sending the notice, communication, document (other than a share certificate) or the information in electronic form to such electronic address as may from time to time be provided by the member in accordance with sub-paragraph (e) or by making it available on a website (provided the Company sends to the member, by any of the means at (i) to (iii) above or by electronic means to such electronic address, notification complying with regulation 30 of the fact that the notice, communication, document or information has been placed on the website).
- (b) Where a notice, communication, document or information is given, served or delivered pursuant to sub-paragraph (a)(i) or (ii), the giving, service or delivery thereof shall be deemed to have been effected at the time the same was handed to the member or his or her authorised agent, or left at his or her registered address (as the case may be).
- (c) Where a notice, communication, document or information is given, served or delivered pursuant to sub-paragraph (a)(iii), the giving, service or delivery thereof shall be deemed to have been effected at the expiration of 24 hours after the cover containing it in paper form was posted or given to delivery agents (as the case may

- be). In proving such giving, service or delivery, it shall be sufficient to prove that such cover was properly addressed, pre-paid and posted or given to delivery agents.
- (d) Where a notice, communication, document or information is given, served or delivered pursuant to sub-paragraph (a)(iv), the giving, service or delivery thereof shall be deemed to have been effected:
- (i) if sent in electronic form to an electronic address, at the expiration of 12 hours after the time it was sent; or
- (ii) if made available on a website, at the time that the notification referred to in parenthesis in sub-paragraph (a)(iv) is deemed to be given, served or delivered in accordance with sub-paragraph (b), (c) or (d)(i), as the case may be.
- (e) Where any member has furnished his or her electronic address to the secretary, the delivery to him or her of any notice, communication, document or information by electronic mail (whether contained in the body of the electronic mail message or as an attachment to it) shall be deemed good delivery on the terms set out in sub-paragraph (d) above.
- (f) If the Company receives a delivery failure notification following the sending of a notice, communication, document or other information in electronic form to an electronic address in accordance with sub-paragraph (a)(iv), the Company shall give, serve or deliver the notice, communication, document or information on paper or in electronic form (but not by electronic means) to the member either personally or by post or other delivery service addressed to the member at his or her registered address or (as applicable) by leaving it at that address. This shall not affect when the notice, document or information was deemed to be received in accordance with sub-paragraph (d).
27. Every person who, by operation of law, transfer or other means, shall become entitled to any share shall be bound by every notice or other document which, prior to his or her name and address being entered on the register in respect of such share, shall have been given to any person in whose name the share shall have been previously registered.
28. Any notice, communication, document or information given, served or delivered to a member in accordance with regulation 26 shall, notwithstanding that such member be then deceased, and whether or not the Company has notice of his or her death, shall be deemed to have been duly given, served or delivered in respect of any shares, whether held solely or jointly with other persons by such member, until some other person or persons be registered in his or her place as the holder or joint holders of such shares, and such delivery or service shall for all purposes of this constitution be deemed a sufficient service or delivery of such notice, communication, document or information on his or her executors or administrators, and all persons (if any) jointly interested with him or her in any such share.
29. The signature to any notice to be given by the Company may be written or printed.

Publication on Website

30. A notification to a member of the publication of a notice, communication, document or information on a website as permitted by this constitution shall state:
- (a) the fact of the publication of the notice, communication, document or information on a website;

- (b) the address of that website and, where necessary, the place on that website where the notice, communication, document or information may be accessed and how it may be accessed; and
 - (c) in the case of a notice of a general meeting of members or of a class of members:
 - (i) that it concerns a notice of a meeting served in accordance with this constitution or by order of a court, as the case may be;
 - (ii) the place, date and time of the meeting; and
 - (iii) whether the meeting is to be an annual general meeting or an extraordinary general meeting; and
 - (d) the address of any other website (if such is the case) where procedures as to voting are stated or facilitated.
31. The notice, communication, document or information referred to in regulation 30 shall be published on that website, in the case of a notice of meeting, throughout the period beginning with the giving of that notification and ending with the conclusion of the meeting, and in any other case the notice, communication, document or information shall be published on the website for a period of not less than 21 days from the giving of the notification except that, in the case of the documents referred to in section 338(2), the documents are published on the website until the conclusion of the relevant meeting.
32. Nothing in regulations 30 or 31 shall invalidate the proceedings of a meeting where:
- (a) any notice that is required to be published as mentioned in regulation 31 is published for a part, but not all, of the period mentioned in that regulation; and
 - (b) the failure to publish that notice throughout that period is attributable to circumstances which it would not be reasonable to have expected the Company to prevent or avoid, including, without limitation, system, telecommunications or power outages.

Indemnity

33. Every director, managing director, agent, auditor, secretary or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he or she may sustain or incur in or about the execution of the duties of his or her office or otherwise in relation thereto, including any liability incurred by the officer in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which the officer is acquitted or in connection with any application under sections 233 or 234 in which relief is granted to him or her by the Court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his or her office or in relation thereto. This regulation shall only have effect in so far as its provisions are not avoided by section 235.