

COMPANIES ACT 2014

COMPANY LIMITED BY GUARANTEE

CONSTITUTION
of the

**Irish Music Rights Organisation Company
Limited by Guarantee**

**(Eagrais Um Chearta Cheolta Teoranta Cuideachta faoi
Theorainn Rathaiochta)**

(Incorporating all amendments up to and including those approved at the AGM on 15 June 2023)

COMPANIES ACT 2014

Company Limited by Guarantee

CONSTITUTION

OF THE

IRISH MUSIC RIGHTS ORGANISATION COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

1. The Name of the Company (which is hereinafter called “the Company”) is the **“Irish Music Rights Organisation Company Limited by Guarantee”**.
2. The Company is deemed to be a company limited by guarantee to which Part 18 of the Companies Act 2014 applies.
3. The objects for which the Company is established are:-
 - (a) to exercise and enforce on behalf of proprietors of copyright works or persons entitled to the benefit of or interested in the copyright in such works (hereinafter called the “proprietors”) all rights and remedies of the proprietors by virtue of the Copyright Acts, 1963 and 1987 and the Copyright and Related Rights Act 2000 and any other act or regulation for the time being in force regulating copyright, or otherwise in respect of any exploitation of their works.
 - (b) In the exercise or enforcement of such rights and remedies to make and from time to time to rescind alter or vary any arrangements and agreements with respect to any such exploitation of such works in regard to the mode, periods or extent in for or to which and the terms on which any such exploitation of such works may be made or employed, and to collect and receive and give effectual discharges for all royalties, fees and other monies payable under any such agreements or arrangements or otherwise in respect of any such exploitation by all necessary actions or other proceedings, and to recover such royalties, fees and other monies, and to restrain and recover damages for the infringement by means of any such exploitation as aforesaid of the copyrights of such works or any other rights of the proprietors or of the Company on their behalf in respect of such works, and to release, compromise or refer to arbitration any such proceedings or actions or any other disputes or differences in relation to the premises.
 - (c) To obtain from the proprietors such assignments, assurances, powers of attorney or other authorities or instruments as may be deemed necessary or expedient for enabling the Company to exercise and enforce in its own name or otherwise all such rights and remedies as aforesaid; and to execute and do all such assurances, agreements and other

instruments and acts as may be deemed necessary or expedient for the purpose of the exercise or enforcement by the Company of such rights and remedies as aforesaid.

- (d) To make and from time to time alter or vary any rules for regulating:
 - (1) the mode in which the works of proprietors are to be communicated or declared by them to the Company;
 - (2) the mode in which, the periods or period for which, and the conditions under which the proprietors are to authorise the Company to exercise and enforce the rights and remedies aforesaid of the proprietors in respect of such works as aforesaid;
 - (3) the mode and shares in which and the times at which the net monies received by the Company in respect of any such works as aforesaid are to be divided and apportioned among the proprietors interested therein respectively;
 - (4) the procedures for investigation and determination of complaints by the Company including the payment of fines, penalties, costs and expenses by a Member, the withholding of distributions from a member, the payment to a Member of any distributions found owing to a Member by the Company and the payment of costs and expenses by the Company to a Member;
 - (5) the terms and conditions under which:
 - (a) a Member may require the Company to assign to him or her any one or more of the categories of rights comprised in the Performing Right and (in the case of Writer Members) the Film Synchronisation Right and under which a Member is entitled to grant licences for the non-commercial use of one or more of the Works of which that Member is the composer, author, publisher or proprietor;
 - (b) the Company may decline to exercise the whole or any part of the Performing Right in any particular work or works;
 - (6) the administration of the property or business of the Company and any matters incidental thereto; and
 - (7) changes to the terms of membership of the Company made after the insertion of this clause 3(d)(7), which are not expressly provided for elsewhere in this constitution.
- (e) To distribute the net monies received by the Company in the exercise of the foregoing powers, after making provision thereout for the expenses and liabilities of the Company incurred in such exercise or in otherwise carrying out the purposes and operations of the Company and for any contributions or payments for any of the purposes specified in the next following sub-clause hereof, amongst the proprietors entitled thereto in accordance with the rules to be for the time being in force with respect to the distribution thereof.
- (f) (i) To grant gratuities, donations, pensions and emoluments to any person at any time in the employment of the Company, or engaged in any business acquired by the Company, and the wives, widows, families and dependants of any such person;

- (ii) to establish, support subscribe to and aid in the establishment and support of funds, trusts, associations or institutions calculated to benefit:
 - (A) persons employed by or having dealings with the Company; or
 - (B) any Member or former Member of the Company, or the spouse, civil partner, co-habitee, children of such Member or former Member, and such others who the Board of Directors deem to be dependants or family members of Members or former Members.
- (iii) to receive contributions, subscriptions or donations for any of the aforesaid purposes from Members of the Company, employees or others.
- (g) To carry on any business which may seem to the Company capable of being conveniently carried on in connection with the above projects or calculated, directly or indirectly, to enhance the value of or render profitable any of the property or rights of the Company or the proprietors.
- (h) To acquire or undertake the whole or part of the business, property or liabilities of any person or company carrying on any undertaking or business which the Company is authorised to carry on or possessed of property suitable for the purposes of the Company.
- (i) To enter into reciprocal representation agreements with societies and companies having objects similar to those set out in this Memorandum of Association and to enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture, reciprocal concession or otherwise with any person, association or company carrying on or engaged in or about to carry on or engage in or any business or transaction which this Company is authorised to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to amalgamate with or become affiliated to any such association or company, and to lend money to, guarantee the contracts of or otherwise assist any such person, association or company, and to take or otherwise acquire shares and securities of any such company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.
- (j) To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (k) To promote any company or companies for the purpose of acquiring all or any of the property and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- (l) Generally to purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its undertaking or business.
- (m) To invest and deal with the monies of the Company not immediately required in such manner as may from time to time be determined.
- (n) To lend money to such persons and on such terms as may seem expedient and to guarantee the performance of contracts by any such persons. The power contained in this paragraph (n) shall not extend to the lending of money to Directors or Members of the Company.

- (o) To borrow or raise or secure the payment of money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Company's property (both present and future), and to purchase, redeem, or pay off any such securities.
- (p) To remunerate any person or company for services rendered or to be rendered in placing or guaranteeing the placing of any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (q) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures and other negotiable or transferable instruments.
- (r) To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this Company.
- (s) To adopt such means of making known the operations of the Company as may seem expedient, and in particular by advertising in the press, by circulars, by publication of books and periodicals.
- (t) To procure the Company to be registered or recognised in any foreign country or place.
- (u) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
- (v) To appoint any agent or agents for the collection and recovery of any monies receivable by the Company in the exercise of its powers or otherwise for the purpose of the exercise of any of such powers.
- (w) To do all or any of the above things in any part of the world and as principals, agents, contractors, trustees, or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (x) To do all such other things as may be considered necessary to the attainment of the above objects or any of them.

Provided that the Company shall not support with its funds or endeavour to impose on or procure to be observed by its members or others any regulation or restriction which, if an object of the Company, would make it a Trade Union.

3. Every Member undertakes to contribute to the assets of the Company, in the event of the same being wound up during the time that he is a member or within one year afterwards, for the payment of debts and liabilities of the Company contracted before the time at which he ceases to be a Member, and the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding €1.27.
4. The liability of the Members is limited.

ARTICLES OF ASSOCIATION

(As adopted by Special Resolution dated 9 June 2022 and amended by special resolutions passed on 15 June 2023)

1. Preliminary and Definitions

1.1 The provisions set out in this constitution shall constitute the whole of the regulations applicable to the Company and no “optional provision” within the meaning of section 1177 of the Act shall apply to the Company.

1.2 In these Articles, unless there is something in the subject or context inconsistent therewith:-

“**Act**” means the Companies Act 2014 and every statutory modification and re-enactment thereof for the time being in force.

“**Acts**” means the Act, all statutory instruments which are to be read together as one with the Act and every statutory modification and re-enactment thereof for the time being in force.

“**Affiliated Societies**” means any of the societies in other countries, having objects similar to those of the Company, and with which reciprocal representation agreements have been entered into.

“**Associate Member**” means a Member of the Company elected to associate membership pursuant to Article 5, and having the rights, privileges and obligations provided for associate Members by these Articles.

“**Author**” means an author, adapter or translator of any words which are or may be associated with any music.

“**Ballot**” means a Postal Ballot or Electronic Ballot as defined in these Articles.

“**Board of Appeal**” means a board constituted in accordance with the provisions of Article 54.2.

“**Board of Directors**” means the Board of Directors for the time being of the Company, as constituted and authorised to act pursuant to these Articles.

“**Chief Executive**” means the chief executive officer or other manager for the time being of the Company (by whatever title so called).

“**Company**” means the Irish Music Rights Organisation Company Limited by Guarantee.

“**Composer**” includes arranger of non-copyright music.

“**Director**” means a member of the Board of Directors.

“**Directive**” means Directive 2014/26/EU of the European Parliament and of the Council of 26 February 2014 on collective management of copyright and related rights and multi-territorial licensing of rights in musical works for online use in the internal market.

“**Distribution**” means any distribution which may, pursuant to the Rules, be made among the Members and Affiliated Societies out of the monies received by the Company in

respect of the exercise of the rights, licence or authority granted by them to the Company; and “Distributed” and “Distributable” have corresponding meanings.

“**Electronic Ballot**” means a voting system in which votes are cast, transmitted, stored and counted and the results automatically produced by use of technological systems, programs or processes, the results announced at general meeting, and which voting system shall comply with such regulations and procedures as shall from time to time be determined by the Board of Directors pursuant to Article 55.

“**Electronic communications technology**”, in relation to a general meeting of the Company, means technology that enables real time transmission and real time two-way audio-visual or audio communication enabling attendees as a whole with a reasonable opportunity to participate in the meeting using such technology from a remote location.

“**Electronic platform**”, in relation to a general meeting of the Company, means an electronic system for the delivery of audio-visual or audio communication, including websites, access software and access telephone details or any other electronic technology that delivers such communications.

“**Elected Publisher Director**” means a person who:

- (a) is eligible under Article 43 and is elected as an Elected Publisher Director in accordance with Article 62, or
- (b) was appointed as a Publisher Director prior to the date of the adoption of this definition into these Articles and the amendment to Article 43 and for as long as that person’s term of office in existence at that date continues, or
- (c) is eligible under Article 43 and is appointed under these Articles by the Company or the Board of Directors, as the case may be, to fill a vacancy in any such appointments,
- (d) holds office at the date of the adoption of these articles of association having been elected as a Publisher Director (within the meaning of that term pursuant to the last adopted articles of association),

and “**Elected Publisher Directors**” means all such persons at a particular time.

“**Elected Writer Director**” means a person who:

- (a) is eligible under Article 43 and is elected as an Elected Writer Director in accordance with Article 62, or
- (b) was appointed as a Writer Director prior to the date of the adoption of this definition into these Articles and the amendment to Article 43 and for as long as that person’s term of office in existence at that date continues, or
- (c) is eligible under Article 43 and is appointed under these Articles by the Company or the Board of Directors, as the case may be, to fill a vacancy in any such appointments,
- (d) holds office at the date of the adoption of these articles of association having been elected as an Elected Writer Director (within the meaning of that term pursuant to the last adopted articles of association),

and **“Elected Writer Directors”** means all such persons at a particular time.

“Eligibility Requirements” means the requirements set out in Article 4 which a person must satisfy to be eligible for admission to Membership.

“External Director” means a person appointed as a director of the Company pursuant to the provisions of Article 39.

“Film” has the meaning ascribed to it in the Copyright and Related Rights Act 2000.

“Film Synchronisation Right” means in respect of any work the exclusive right in any part of the world to record the work on the soundtrack of any film.

“Full Member” means a Member of the Company elected to full membership pursuant to Article 5, and having the rights, privileges and obligations provided for full Members by these Articles.

“Member” means and includes Full Member, Associate Member and Provisional Member.

“Membership” means membership of the Company.

“Musical Work” shall mean any musical work whether now existing or hereafter composed and, without prejudice to the generality of the expression includes:-

- (a) any part of a musical work,
- (b) any vocal or instrumental music recorded on the soundtrack of any Film,
- (c) any musical accompaniment to non-musical plays,
- (d) any words or music of monologues having a musical introduction or accompaniment,
- (e) any other words (or part of words) which are associated with a musical work (even if the musical work itself is not in copyright, or even if the Performing Rights in the musical work are not administered by the Company).

“Nominations” means the nomination of persons for appointment or reappointment as Elected Writer Directors or Elected Publisher Directors as set out in Article 62.

“Nominated Publisher Director” means a person who is appointed as a Nominated Publisher Director in accordance with Article 40 and **“Nominated Publisher Director”** means all such persons at a particular time.

“Officer of the Company” means any Director, the Chief Executive and the Secretary for the time being of the Company.

“Performance” includes, unless otherwise stated, any means of presentation of sounds or images or any combination of sounds or images or representations thereof, including presentation by means of a sound recording, Film, broadcast or cable programme of the work, or by any other means, and references to **“Perform”** and **“Performing”** shall be construed accordingly.

“Performing Right” means that part of the rights of copyright being the performing rights in relation to a musical work and including:

- (a) that part of the making available right as defined in the Copyright and Related Rights Act 2000 (“the 2000 Act”) comprising the following categories of right:-
 - (i) making available to the public of copies of the work, by wire or wireless means, in such a way that members of the public may access the work from a place and at a time chosen by them (including the making available of copies of works through the Internet);
 - (ii) performing, showing or playing a copy of the work in public;
 - (iii) broadcasting a copy of the work;
 - (iv) including a copy of the work in a cable programme service,but for the avoidance of doubt, does not include:-
 - (i) issuing copies of the work to the public;
 - (ii) renting copies of the work;
 - (iii) lending copies of the work;
 - (iv) the reproduction right;
 - (v) the distribution right;
 - (vi) the rental right;
 - (vii) the lending right.
- (b) The right to grant or refuse authorisation for cable retransmission of a broadcast or cable programme from another Member State of the European Economic Area in which the musical work is included,

as all of same are described or defined in the 2000 Act, and insofar as the above mentioned rights exist under the law in force from time to time relating to copyright in the State, and includes such corresponding or similar rights as subsist under the laws relating to copyright in the State and in all other countries in the world as are in force from time to time.

“Postal Ballot” means a voting system in which votes are cast and transmitted by post and the results announced at a general meeting, which voting system shall comply with such regulations and procedures as shall from time to time be determined by the Board of Directors made pursuant to Article 55.

“Proprietor” means a proprietor of any right which may be administered by the Company in any music or in any words which are or may be associated with any music.

“Provisional Member” means a Member of the Company elected to provisional membership pursuant to Article 5, and having the rights, privileges and obligations provided for provisional Members by these Articles.

“Qualifying Criteria” means the criteria for Membership prescribed in accordance with Article 5.5.

“**Rules**” mean the Rules from time to time made for the purposes mentioned in Clause 3(d) of the Memorandum of Association.

“**Regulations and Procedures**” means the regulations and procedures made by the Board of Directors from time to time pursuant to Article 55.

“**Regulations of 2016**” means the European Union (Collective Rights Management) (Directive 2014/26/EU) Regulations 2016 (S.I. No. 156 of 2016).

“**Seal**” means the common seal of the Company.

“**Secretary**” means any person appointed to perform the duties of the secretary of the Company.

the “**State**” means the Republic of Ireland.

“**Successor**” means any person eligible for Membership under Article 4(b).

“**Work**” means a work in which IMRO owns or controls any of the rights which, under the Articles, may be administered by IMRO.

“**User-owned Publisher**” means:

- (a) any company in which more than fifty per cent of the shareholding is owned or controlled by persons whose main business or a substantial part thereof consists in any activity requiring a licence from the Company or from any of its Affiliated Societies; or
- (b) any firm in which more than fifty per cent of the assets are owned or controlled by persons whose main business or a substantial part thereof consists in any activity requiring a licence from the Company or from any of its Affiliated Societies.

- 1.3 Words importing the singular number include the plural number, and vice versa.
- 1.4 Words importing the masculine gender include the feminine.
- 1.5 Words importing natural persons include companies, corporations and other bodies corporate.
- 1.6 Words or expressions contained in these Articles shall bear the same meaning as in the Acts, or any statutory modification thereof in force at the date at which these Articles become binding on the Company unless otherwise provided.
- 1.7 In these Articles expressions referring to writing includes any form of notation or code whether by hand or otherwise and regardless of the method by which or medium in or on which, it is recorded and shall be construed as including references to printing, lithography, photography, and other modes of representing or reproducing works.
- 1.8 Any headings or marginal notes which may be reproduced with these Articles do not form part of these Articles, and shall have no bearing on the interpretation thereof.
- 1.9 Any question as to whether or not a Publisher is User-owned for the purposes of these Articles shall be determined by the Board of Directors in its absolute discretion. Provided that on any such question no Director nominated by a Publisher which is User-owned, as

the case may be (including the Director nominated by the Publisher which has given rise to the question) shall vote, and if he or she does so vote, his vote shall not be counted.

1.10 References to copies of a work shall include the original of the work.

MEMBERSHIP

2. Numbers unlimited

The number of Members is declared to be unlimited.

3. Who are Members

The Members of the Company are the persons admitted to Membership pursuant to these Articles.

4. Eligibility for Membership

The following persons shall be eligible for admission to Membership of the Company:-

- (a) any Writer, Publisher or Proprietor;
- (b) any spouse, child or other relative, next of kin, beneficiary in respect of the Performing Right in works of a deceased Writer, or personal representative or trustee of any deceased Writer, Publisher or Proprietor, or of any deceased Member.

5. Applications for, categories of and qualifications for Membership

5.1 Any person who is eligible may apply to the Company for admission to Membership. Such applications shall be made in writing, signed by the applicant, and shall be in such form as the Board of Directors shall from time to time prescribe. PROVIDED ALWAYS that the form of such application shall contain such wording so as to enable the applicant to specify: (i) each category of rights which he or she wishes to authorise the Company to manage; and (ii) the territory or territories for which he or she wishes to authorise the Company to manage the aforementioned category of rights in his works. Each applicant shall submit such evidence of eligibility and fulfilment of the Qualifying Criteria as the Board of Directors considers to be reasonably necessary.

5.2 Each application shall be considered by the Board of Directors or in such other manner as the Board of Directors may from time to time direct. The Board of Directors shall have power to refuse any application if, in its opinion, the applicant does not fulfil the Qualifying Criteria prescribed in accordance with these Articles.

5.3 There shall be three categories of Members, namely:-

- (a) Provisional Members,
- (b) Associate Members,
- (c) Full Members.

5.4 No person may be admitted by the Board as a Member of any category unless-

- (a) he has fulfilled the Eligibility Requirements, and
- (b) he has fulfilled the Qualifying Criteria prescribed for that category,

save that the Board of Directors may, in its discretion at any time admit any person who is eligible for Membership to any category of Member notwithstanding that he or she has not fulfilled the Qualifying Criteria for that category if the Board is satisfied that there are special circumstances, in view of which it would be in the interests of the Company for that person to be so admitted.

- 5.5 The terms of membership and Qualifying Criteria for each category of Member shall be prescribed from time to time by the Board of Directors and shall be approved by the Company in General Meeting. As soon as practicable after any Qualifying Criteria have been prescribed and, when necessary, approved, the Board of Directors shall cause them to be made publicly available by the Company on its website.
- 5.6 Subject to this article the promotion to Associate or Full Membership of existing Provisional Members or of Associate Members who have fulfilled the relevant qualifying criteria for such promotion shall take place as soon as practicable after the commencement of each calendar year.
- 5.7 For the purpose of this article the Chief Executive or such other manager of the Company as the Directors may from time to time specify shall cause a statement to be prepared as soon as possible after the commencement of each calendar year containing the names of all Provisional Members who have fulfilled the Qualifying Criteria for promotion to Associate Membership and of all Provisional and Associate Members who have fulfilled the qualifying criteria for promotion to Full Membership.
- 5.8 The Chief Executive or such other manager of the Company as the Directors may from time to time specify shall examine the list and when satisfied that it is correct shall certify that the persons named thereon have been duly promoted to Associate or Full Membership as the case may be.

6. Rights and duties of Membership

Save as hereinafter provided a Provisional Member and an Associate Member shall have the same rights and privileges and be subject to the same obligations as a Full Member.

7. Assignment of Rights

- 7.1 Every Member shall, on admission, or at any time thereafter if requested by the Company, assign or cause to be assigned to the Company all rights to be administered on his behalf by the Company in accordance with the terms of the application and agreement between the Member and the Company and the provisions of this Article.
- 7.2 Every assignment to the Company pursuant to this Article shall be in such form as the Board of Directors may from time to time prescribe and shall operate for and during the period of the assignor's Membership, subject to the provisions of Articles 9 and 10.
- 7.3 Provided always that any assignment to the Company of the Film Synchronisation Right shall expressly provide that the Company will at any time at the request of the Composer or Author of the Work assign or license the Film Synchronisation Right in the Work to the film producer or any other person who commissioned the composition or writing thereof provided that the Company shall have obtained from the producer of the Film on the sound-track of which the Work is to be reproduced an agreement in a

form satisfactory to the Company providing for payment to the Company of such fees either by way of a lump sum payment or share of receipts or royalties or otherwise as the Company may require in respect of any exhibition of any Film embodying the Work in cinemas (motion picture theatres) in the U.S.A.

7.4 Subject to the following provisions of this Article, the rights to be administered by the Company on behalf of a Member are:-

- (a) all of the categories of rights that are comprised in the Performing Right and which are not expressly excluded by agreement between the Member and the Company;
- (b) in the case of Writer Members only, the Film Synchronisation Right in every work composed or written by the Member primarily for the purpose of being recorded on the soundtrack of a particular Film or Films in contemplation when such work was commissioned;
- (c) such other rights, or such parts of the rights mentioned in subparagraphs (i) and (ii), as the Board of Directors may direct,

for the whole universe or such part or parts of the whole universe as the Board of Directors may direct, in all or any works or parts of works, present and future, of which the Member is the Writer, Publisher or Proprietor.

- (d) Each Member may on admission exclude (subject to the Rules) and may at any time after admission require (subject to Article 9.5(c) and the Rules) the Company to assign to him or her any one or more of the categories of rights comprised in the Performing Right and (in the case of Writer Members) the Film Synchronisation Right.
- (e) The exclusion of certain categories of the Performing Right and the Film Synchronisation Right shall be subject to such Rules as may from time to time be made by the Company in general meeting PROVIDED ALWAYS that it shall not be a condition of such exclusion or assignment that the Member entrust the management of the excluded rights to another Affiliated Society. A Member who excludes certain categories of the Performing Right or Film Synchronisation Right shall be entitled to receive sums to which he or she would have been entitled in accordance with the Rules in respect of any period prior to assignment to him or her of the rights concerned and in relation to such entitlement to such other rights as he or she shall be entitled to retain under any laws made pursuant to the Directive.

7.5 Pending the assignment of rights to the Company pursuant to this Article, every Member by virtue of his admission grants to the Company, for and during the period of Membership, subject to the provisions of Articles 9 and 10, in his name or in that of the Company but at the Company's sole charge and expense, the sole power and authority:-

- (a) to authorise or permit or forbid the exercise of the rights to be administered by the Company on behalf of the Member;
- (b) to grant licences on his behalf for the exercise of such rights;
- (c) to collect fees, subscriptions, or monies whether for the authorised use of any of the Member's Works, or by way of damages or compensation for the unauthorised use of such Works;

- (d) to institute and prosecute proceedings against all persons infringing the said rights and, if the Company in its discretion thinks fit, to defend or oppose any proceedings taken against any Member in respect of such rights and to compound, compromise, refer to arbitration or submit to judgement in any such proceedings, and generally to represent the Member in all matters concerning the said rights;
 - (e) to protect generally the said rights in the Member's Works; and
 - (f) to delegate authority to do any acts as aforesaid to any Affiliated Society and to any agent or representative in territories overseas, for the purpose of exercising the said rights in such territories.
- 7.6 The Company may exercise and enforce the rights of members of any Affiliated Societies pursuant to the terms of any contract now existing or which may hereafter be made between the Company and such Affiliated Societies.
- 7.7 The Company may exercise and enforce copyrights belonging to persons who are not Members of the Company or members of an Affiliated Society pursuant to the terms of any contract which may be made between the Company and any such persons.
- 7.8 The Company may exercise and enforce copyrights belonging to persons who are not Members of the Company, or where as Members they have not transferred the particular copyrights in question, where the Company is deemed by statute to be permitted to manage these copyrights. Save where expressly agreed otherwise, the exercise and enforcement of these copyrights shall be in accordance with the Rules of the Company in force from time to time.
- 7.9 The Company may, by notice in writing to any Member, decline to exercise the whole or any part of the Performing Right in any particular work or works of which such Member is the Composer, Author, Publisher or Proprietor, and thereupon the provisions of sub-clauses (a) and (d) of this Article shall cease to apply to such right and any assignment thereof already made to the Company by such Member shall be determined by the Company. Provided always that the Company may at any time and from time to time by further notice in writing to such Member withdraw such notice in respect of all or any of its rights comprised therein, whereupon the provisions of Article 7.1 and 7.5 shall again apply to such right or rights.
- 7.10 Any Member may (subject to compliance by such Member with the Rules) require the Company to assign to the Member in respect of each work (the Performing Right in which has been assigned to the Company by such Member as the Composer, Author, Publisher or Proprietor of such work) the right publicly to Perform live such work.
- 7.11 Subject to the Rules, every Member shall be entitled to grant licences for the non-commercial use within the State of one or more of the Works of which that Member is the composer, author, publisher or proprietor. The Board of Directors shall by notice in writing, general or specific, specify the non-commercial uses in respect of which the Member is authorised to grant licences under this Article.

8. Membership not transferable

- 8.1 Subject to Articles 7.10 and 7.11, no Member shall be at liberty to: (i) transfer his Membership to any other person; or (ii) to alienate or exercise the rights to be administered by the Company on behalf of the Member.

8.2 No Member shall enter into any contract under which he or she shall or may be required, whether for valuable consideration or not, to write or compose any work for any non-Member whether as employer or otherwise, without inserting in such contract an express provision reserving to such Member the rights to be administered by the Company on behalf of the Member.

9. Termination of Membership

9.1 **Death:** On the death of the Member his Membership shall cease and shall not be transmitted to any other person, but the rights (if any) already vested in the Company by the Member, or controlled by the Company by virtue of his Membership, shall, subject to Article 91, remain so vested or controlled:-

- (a) for a period ending either on the 31st day of December in the seventh year following the year in which the Member's death took place unless within that period an election as mentioned in the following paragraphs (ii) and (iii) takes place, or
- (b) if a Successor shall be elected to Membership during such period, then for so long as such Successor remains a Member, or
- (c) if a person is elected during such period to Membership of an Affiliated Society in respect of the rights of the deceased Member, then up to the date of such election.

Any payment to which the Member would, if living, have been entitled in accordance with the Rules in respect of any period prior to the election of such Successor shall be made to the Member's personal representative until a Successor is elected or a person is elected to membership of an Affiliated Society as provided for in (c) above, or until the end of such seventh year as aforesaid, whichever is the earlier date. Upon the election to Membership of any Successor as aforesaid, any payment to which the Member would, if living, have been entitled in accordance with the Rules in respect of any period subsequent to such election shall be made to such Successor.

9.2 **Liquidation:** In the case of a Member, being a body corporate or a firm, its Membership shall cease, in the case of a body corporate, in the event of and upon the liquidation of such body corporate (other than voluntary liquidation for the purpose of reconstruction), and, in the case of a firm, in the event of and upon such firm ceasing to carry on business. Upon such liquidation or cessation of business, the rights (if any) already vested in the Company by such body corporate or firm, or controlled by the Company by virtue of the Membership of such body corporate or firm, shall, subject to Article 91, remain so vested or controlled for a period ending on the 31st day of December in the seventh year following the year in which the liquidation or cessation of business occurred.

9.3 **Expiry of copyright:** The Membership of any Member shall ipso facto cease upon the expiration of the longest period for which copyright subsists by virtue of statute in any country which is either a member of the Berne Union or a party to the Universal Copyright Convention in any of the Works in respect of which such Member is entitled to participate in Distributions, or

9.4 **Disposal of interest:** The Membership of any Member shall ipso facto cease in the case of any Member, being an executor or administrator, upon his having disposed of all interest in all Performing Rights which may have vested in him or her as such executor or administrator.

9.5 **By notice:** in the following cases:

- (a) The Membership of a Provisional Member may at any time be terminated by fourteen days' notice in writing by the Board of Directors to the Provisional Member.
- (b) Any Full or Associate Member may be given notice by the Board of Directors determining his Membership at the expiration of fourteen days from the date of such notice, and his Membership shall cease accordingly. Such notice shall be in writing and shall be signed by the Secretary or other officer designated by the Board of Directors. Provided always that if, before the expiration of such notice from the Board of Directors, such Member shall in writing require the Board of Directors to submit the question of the continuance of his Membership to the decision of the Company in Extraordinary General Meeting, he or she shall not cease to be a Member unless and until the Company in Extraordinary General Meeting shall have approved the action of the Board of Directors. If the Company in Extraordinary General Meeting shall approve the action of the Board of Directors, the Member shall cease to be a Member at the conclusion of such meeting.
- (c) Subject to the Rules and Article 9.5(d), any Member may:
 - (i) by giving not less than 20 working days' notice in writing to the Secretary (or such lesser notice as the Board may at its discretion decide), require the Company to assign to him or her one or more of the categories of rights comprised in the Performing Right (or, in the case of a Writer Member, the Film Synchronisation Right);
 - (ii) by giving not less than three months' notice in writing to the Secretary, terminate his membership.
- (d) The Board of Directors may at its absolute discretion resolve that the notice referred to in Article 9.5(c)(ii) shall only take effect from 31 December immediately following the giving of such notice provided that the Board of Directors shall as soon as is practicable supply the Member with written reasons for so resolving.

10. Pending proceedings - continuation of control of rights

If any proceedings have been instituted by or against the Company in respect of a Member's works, either in the name of the Company or of the Member, and such Member ceases to be a Member during the pendency of the proceedings, any rights the subject of such proceedings which have been vested in the Company by such Member, or are controlled by the Company by virtue of his Membership, shall remain so vested or controlled until such proceedings are finally disposed of.

11. Cessation of Membership - termination of rights, privileges, etc.

- 11.1 Subject to the provisions of Article 11.2 and Articles 9, 10 and 11.3, all rights, privileges and obligations of Membership shall cease on the date of cessation of Membership.
- 11.2 Without prejudice to the generality of Article 11.1, the Member concerned shall cease to have any claim upon the assets of the Company, and shall not be entitled to participate in any further Distributions, save as to any payment to which he or she may be entitled in accordance with the Rules in respect of any period prior to cessation of

Membership and in relation to such entitlement to such other rights as he or she shall be entitled to retain under any laws made pursuant to the Directive.

- 11.3 On the bankruptcy of a Writer Member or the bankruptcy (if a sole trader), or the liquidation (if a body corporate) or cessation of business (if a firm) of a Publisher Member any payment from the Company to which such Member would otherwise have been entitled shall be made to the person entitled for the time being to receive debts due to such Member and any existing direction given by such Member to the Company to make payments to any other person shall cease to have effect.
- 11.4 The Board of Directors may require each Member to pay to the Company any expenses incurred by the Company at such Member's written request in relation to:
- (a) any right not vested in the Company by such Member; or
 - (b) any right assigned back by the Company to such Member; or
 - (c) any notice issued to such member pursuant to Article 7.11 ("special expenses").
- 11.5 The Board of Directors may charge each Member special expenses in such manner (including, without limitation, by deducting such expenses from any monies distributable to such Member) and at such rates as the Board of Directors may from time to time determine provided that such rates are reasonable in the circumstances.

GENERAL MEETINGS

12. Annual General Meeting

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 notice calling it; and not more than fifteen months shall elapse between the date of one Annual General meeting of the Company and that of the next. The Annual General Meeting shall be held at such time and place as the Board of Directors shall appoint. All general meetings of the Company shall be held in the State.

13. Extraordinary General Meetings

All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

14. Right to convene Extraordinary General Meetings

The Board of Directors may, whenever it thinks 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 Section 178(3) to (8) of the Act provides. If at any time there are not within the State sufficient Directors capable of acting to form a quorum any Director or any two Full Members may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board of Directors.

15. Wholly or Partially Virtual General Meetings

- 15.1 In addition to the general power to convene general meetings which are to be held at a physical venue, the Board of Directors may resolve to convene a general meeting to be held and conducted wholly or partly by the use of electronic communications

technology so long as all Members and other attendees have a reasonable opportunity to participate in the meeting in accordance with the provisions of this Article 15.

15.2 The Company may provide for participation in a general meeting conducted in accordance with this Article by facilitating, for that purpose, the use of electronic communications technology and an electronic platform, including a mechanism for casting votes and in this regard may avail of the services of a third-party services provider. Every meeting so held shall be conducted in accordance with such regulations and procedures as the Board of Directors may prescribe pursuant to Article 55(e).

15.3 The electronic communications technology used must enable attendees to:

- (a) hear what is said by the person chairing the meeting and any person introduced by the person chairing the meeting, and
- (b) speak and submit questions and comments during the meeting to the person chairing the meeting to the extent that the attendee is entitled to do so under these Articles,

provided always that any temporary failure or disruption of the electronic communications technology shall not invalidate the general meeting or any proceedings relating to the meeting.

15.4 The use of electronic communications technology may be made subject to such requirements or restrictions as the Company may put in place as are considered necessary to ensure the identification of attendees and the security of the electronic communications technology and as are proportionate to achieving that end. Attendees of general meeting conducted in accordance with this Article 15 shall be informed of any such requirements or restrictions that the Company has put in place, before the general meeting concerned.

15.5 The Company shall not be liable in respect of any failure or disruption relating to the equipment or network used by an attendee to access a general meeting by electronic communications technology that occurs, even where such failure or disruption prevents or interferes with an attendee's participation, by way of such technology, in the meeting.

15.6 Members and other attendees who participate in a general meeting through the use of electronic communications technology are deemed to be present in person at the meeting and shall be counted in the quorum.

15.7 The notice of a general meeting to be conducted in accordance with this Article shall, in addition to the matters specified in section 181(5) of the Act, also specify:

- (a) the electronic platform to be used for the meeting,
- (b) details for access to the electronic platform,
- (c) the time and manner by which an attendee must confirm his or her intention to attend the meeting,
- (d) any requirements or restrictions which the Company has put in place in order to identify attendees who intend to attend the meeting,
- (e) the procedure for attendees to communicate questions and comments during the meeting, and

- (f) the procedure to be adopted for voting on resolutions proposed to be passed at the meeting.

NOTICE OF GENERAL MEETINGS

16. Notice of General Meeting

An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one 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 fourteen 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 meeting and, in case of special business, the general nature of that business, and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in General Meeting, to such Members as are, under these Articles, entitled to receive such notices from the Company.

17. Accidental omission of notice

The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Member entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

18. Business of General Meetings

All business shall be deemed special that is transacted at an extraordinary general meeting and also that is transacted at an annual general meeting, with the exception of:

- (a) the consideration of the Company's statutory financial statements and the report of the Directors and the report of the statutory auditors on those statements and that report;
- (b) the review by the Members of the Company's affairs and the Directors' general performance;
- (c) the appointment of Directors in the place of those retiring and the approval of Nominated Publisher Directors, External Directors and Directors appointed by the Board of Directors to fill casual vacancies;
- (d) the approval of the aggregate remuneration and other benefits within the meaning of Regulation 6(4) of the Regulations of 2016, to the Directors;
- (e) the approval of the annual transparency report required by Regulation 20 of the Regulations of 2016;
- (f) the approval of the policies referred to in Article 44.4; and
- (g) the appointment and fixing of the remuneration of the statutory auditors.

19. Quorum

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, three Full Members present in person shall be a quorum.

20. Adjournment for lack of quorum

If, within half an hour after 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 to such other time and place as the Board of Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the Full Members present shall be a quorum.

21. Chairperson at General Meetings

The Chairperson of the Board of Directors shall preside as Chairperson at every General Meeting of the Company. If there is no Chairperson of the Board of Directors, or if he or she is not present within fifteen minutes after the time appointed for holding the meeting, the Directors present shall choose one of their number to be the chair of the meeting.

22. Choice of Chairperson by Members

If at any meeting no Director is willing to act as Chairperson, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the Full Members present shall choose one of their number to chair the meeting.

23. Adjournment of meeting

The person chairing a general meeting 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 thirty 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.

24. Method of voting

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 person chairing the meeting; or
- (b) by at least three Full or Associate Members present in person or by proxy; or
- (c) by any Full, Associate or Provisional Member or Members present in person or by proxy and representing not less than one-tenth of the total votes of all Full, Associate or Provisional Members which such Members may cast on a poll.
- (d) Unless a poll be so demanded, a declaration by person chairing the meeting 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.
- (e) The demand for a poll may be withdrawn.

25. Poll

Except as provided in Article 27, if a poll is duly demanded it shall be taken in such manner as the person chairing the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

26. Chairperson - casting vote

In the case of an equality of votes, whether on a show of hands or on a poll, the person chairing 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.

27. Time for taking poll

A poll demanded on the election of a Chairperson of a meeting, 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 Chairperson of the meeting directs; and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

28. Voting to alter certain articles

For the purpose of deleting or altering this Article 28 or Articles 38, 44, 54.1, 59.1, 59.2, 60, or 68 the necessary special resolution shall be passed by a majority containing not less than three-fourths of the votes of the Members voting who are Writers and not less than three-fourths of the votes of the Members voting who are Publishers.

VOTES OF MEMBERS

29. Votes of Provisional Full and Associate Members

29.1 On a show of hands every Provisional Member, every Associate Member and every Full Member shall have one vote. No Member shall be entitled to vote on a show of hands unless he or she is present in person or by proxy.

29.2 On a poll or on a Ballot held under Article 62.6:

- (a) every Provisional Member shall have one vote;
- (b) every Associate Member shall have ten votes;
- (c) every Full Member shall have fifty votes, and if qualified therefor in accordance with the provisions of this Article, an additional fifty votes.

29.3 Each Full Member who has been a Member of the Company (or of the Company and any Affiliated Society collectively) for a continuous period of not less than one year and, during the immediately preceding twenty years or less, has received in aggregate by way of distributions from the Company (or from the Company and any Affiliated Society collectively) an amount which is not less than ten times the amount which on the immediately preceding 31st December was the annual financial qualifying criteria for admission to Full Membership shall, subject to Article 29.5 and 29.6, be entitled to fifty additional votes. Provided that the aggregate sum referred to above shall be computed by reference only to distributions made by the Company (or any Affiliated Society) in respect of a membership as Writer or Publisher as the case may be but not in respect of a membership as Successor.

29.4 The Board of Directors may determine from time to time the evidence that the Company shall require to vouch a Member's period of Affiliated Society membership

and the amount of a Member's distribution from any Affiliated Society for the purposes of these Articles.

- 29.5 As soon as practicable after the 1st day of January in each year the Secretary shall cause to be prepared and submitted to the Chief Executive or such other manager of the Company as the Directors may from time to time specify a list containing the name of each Full Member whose aggregate receipts from the Company (or from the Company and any Affiliated Society collectively) during the immediately preceding twenty years or less, were such as to entitle the Member to additional votes under the provisions of this Article.
- 29.6 As soon as the list has been certified as being correct by the Chief Executive or such other manager of the Company as the Directors may from time to time specify pursuant to this Article the Secretary shall notify in writing each Full Member whose name is on the list. As soon as each succeeding list has been certified pursuant to this Article the Secretary shall notify in writing each Full Member whose name was on the immediately preceding list but whose name is not on the latest list that, in accordance with the provisions of this Article, the Member is no longer entitled to additional votes.
- 29.7 Each Full Member whose name is on a list certified pursuant to this Article may cast the fifty additional votes on a poll at any General Meeting or in any Ballot to determine the eligibility of a Director for appointment held under Article 62.4 which takes place during the currency of that list.

30. Members not possessing adequate decision-making capacity

A Member who no longer possesses an adequate decision-making capacity, 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 or her committee, receiver, guardian or other person in the nature of a committee or receiver appointed by that Court, and any such committee or receiver, or guardian or other person may, on a poll, vote by proxy.

31. Proxy

Any Member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another Member as his proxy to attend and vote instead of him or her, and a proxy so appointed shall have the same right as the Member to speak at the meeting and to vote on a show of hands and on a poll. A Member may not appoint as his proxy another Member who or which belongs to a different category of Member.

32. Proxy instrument

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 the common seal, or the hand of an officer thereof duly authorised; or, if the appointer is a firm, under the hand of a partner in the firm, or their attorney duly authorised. A proxy need not be a Member of the Company.

33. Deposit of proxy

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 registered office of the Company, or at such other place within the State as is specified for that purpose in the notice convening the meeting, not less than forty-eight 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 twenty-four hours before the time

appointed for taking the poll; and, in default, the instrument of proxy shall not be treated as valid.

34. Form of proxy

An instrument appointing a proxy may be in the form prescribed by the Act or a form as near thereto as circumstances permit and shall be deemed to confer authority to demand or join in demanding a poll.

35. Revocation etc. of proxy

A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principle or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Company at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

36. Electronic or Internet Proxies

Notwithstanding anything in Articles 32 to 35, the Board of Directors may from time to time permit appointments of a proxy to be made by means of an electronic or internet communication or facility and may in a similar manner permit supplements to, or amendments or revocations of, any such electronic or internet communication or facility to be made. The Board of Directors may in addition prescribe the method of determining the time at which any such electronic or internet communication or facility is to be treated as received by the Company and such other procedures relating to electronic proxies in such regulations and procedures as shall from time to time be determined by the Board of Directors pursuant to Article 55(c). The Board of Directors may treat any such electronic or internet communication or facility which purports to be or is expressed to be sent on behalf of a Member as sufficient evidence of the authority of the person sending that instruction to send it on behalf of that Member.

37. Corporations representatives

Any body corporate which is a Full, Associate or Provisional 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 General meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the Company which he or she represents as that Company could exercise if it were an individual Full, Associate or Provisional Member of the Company as the case may be.

THE BOARD OF DIRECTORS

38. Composition of Board of Directors

38.1 The Board of Directors shall consist of not more than fifteen (15) Directors. Subject to Article 38.3:

- (a) not more than three (3) Directors shall be Elected Publisher Directors,
- (b) not more than two (2) Directors shall be Nominated Publisher Directors,
- (c) not more than seven (7) Directors shall be Elected Writer Directors, and
- (d) not more than three (3) Directors shall be External Directors.

- 38.2 A Director of the Company for the time being shall be entitled to notice of and to attend and speak at all general meetings of the Company.
- 38.3 Until the Annual General Meeting held in 2023, there shall be five (5) Elected Publisher Directors and no Nominated Publisher Directors.

39. External Directors

- 39.1 The Board of Directors may, subject to Article 38.1, appoint such person or persons (not being a Member of the Company) as the Board of Directors shall deem fit, to be a Director or Directors of the Company (an “External Director” or “External Directors”) for a term of up to three (3) years PROVIDED that subject to Article 39.2 any External Director shall be eligible for reappointment at the expiry of his or her term of office. Without prejudice to the validity of such appointment by the Board of Directors, the appointment of each External Director shall be ratified by the Members at the Annual General Meeting next following the appointment of such External Director.
- 39.2 No person who has held office as Director for nine (9) years (whether consecutively or for aggregated periods amounting to nine (9) years) can be appointed as an External Director.

40. Nominated Publisher Directors

- 40.1 The Board of Directors shall invite the three highest earning Publisher Members to each nominate an individual for consideration by the Board of Directors for appointment as a Director. The Board of Directors shall determine who the three (3) highest earning Publisher Members are in accordance with Article 40.6.
- 40.2 The Board of Directors shall appoint two (2) persons from those nominated in accordance with Article 40.1, such selection to be at the discretion of the Board of Directors and all such Directors appointed under this Article 40.2 shall be “Nominated Publisher Directors” and, individually, a “Nominated Publisher Director”. Without prejudice to the validity of such appointment by the Board of Directors, the appointment of each Nominated Publisher Director shall be ratified by the Members at the Annual General Meeting next following the appointment of such Nominated Publisher Directors.
- 40.3 The obligation in Article 40.1 shall be discharged, initially, within 2 months from the holding of the AGM held in 2023 and thereafter, within 2 months from the expiry of a Nominated Publisher Director's term of appointment or from his or her vacation of office, for any reason. Where a person ceases to be a Nominated Publisher Director for any reason other than the expiry of his or her term of appointment, the Board of Directors shall invite nominations to fill the vacancy thereby created from the three highest earning Publisher Members but shall not invite a nomination from the Publisher Member who whose nominee was appointed and remains as a Nominated Publisher Director and Article 40.1 is thereby varied in those circumstances accordingly.
- 40.4 Subject to Article 57(j), the term of appointment of a Nominated Publisher Director shall be up to three (3) years PROVIDED that subject to Article 40.5, a Nominated Publisher Director shall be eligible for reappointment at the expiry of his or her term of office if he or she is nominated by one of the three highest earning Publisher Members.
- 40.5 No person may be nominated for appointment as a Nominated Publisher Director who:

- (a) is, or would on his or her appointment, be ineligible for appointment in accordance with Article 43; or
 - (b) has held office as Director for nine (9) years (whether consecutively or for aggregated periods amounting to nine (9) years).
- 40.6 The Board of Directors shall determine who the three highest earning Publisher Members are by reference to net royalty receipts paid by the Company to Publisher Members in the 12 months ending 31 December in the year prior to the seeking of nominations pursuant to Article 40.1. The Board of Director's determination shall be made by reference to the Company's books and records and shall be final and binding on all Members.

41. Chairperson of Board of Directors

- 41.1 The Chairperson of the Board of Directors shall be appointed by the Board of Directors.
- 41.2 Any Director shall be eligible for appointment as Chairperson.
- 41.3 The Board of Directors may appoint the Chairperson for a term not exceeding three years and may at any time by a two thirds majority of the votes of the members of the Board of Directors for the time being remove him or her. No person shall serve more than nine years as Chairperson (whether consecutively or for aggregated periods amounting to nine years).
- 41.4 Any person who may be appointed as Chairperson shall not, while he or she continues to hold this office, be subject to retirement under Article 60 but shall be subject to the same provisions as to disqualification and removal under Articles 57 and 63 as the other Directors.

42. Directors' remuneration, expenses, duties and conflicts of interest

- 42.1 Each Director shall be entitled to receive for each meeting of the Board of Directors or of any Committee of the General Board, which he or she attends a fee amounting to such sum as the Company may from time to time determine in General Meeting.
- 42.2 The Board of Directors may remunerate in such manner as it thinks fit the Chairperson of the Board of Directors and any External Director. The Board of Directors may also remunerate any Director, who shall be called upon to render any special services and which he or she may agree to render to the Company, or who shall have rendered any special services to the Company.
- 42.3 Directors shall also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board of Directors, or any committee of the Board of Directors, or General Meetings of the Company, or in connection with the Company's business.
- 42.4 A Director is expressly permitted (for the purposes of section 228(1)(d) of the Act) to use vehicles, telephones, computers, accommodation and any other Company property where such use is approved by the Board of Directors or by a person so authorised by the board of Directors or where such use is in accordance with a Director's terms of employment, letter of appointment or other contract or in the course of the discharge of the Director's duties or responsibilities or in the course of the discharge of a Director's employment.

- 42.5 Nothing in section 228(1)(e) of the Act shall restrict a Director from entering into any commitment which has been approved by the Board of Directors or has been approved pursuant to such authority as may be delegated by the board in accordance with this Constitution. It shall be the duty of each Director to obtain the prior approval of the Board, before entering into any commitment permitted by sections 228(1)(e)(ii) and 228(2) of the Act.
- 42.6 The Board of Directors shall agree a Conflicts of Interest Policy and each Director shall adhere to same in respect of its voting requirements in relation to any contracts with persons with whom a Director has an association. The Conflicts of Interest Policy is without prejudice to the obligations imposed on a Director to declare his/her interest in any contract pursuant to section 231 of the Act. The Board may amend the Conflicts of Interest Policy as required.

43. Eligibility for appointment as Director

- 43.1 Subject to paragraphs 43.3 and 43.6 of this Article, no person who is not a Full or Associate Member shall be appointed or act as a Director.
- 43.2 A person who has held office as Director for fifteen (15) years (whether consecutively or for aggregated periods amounting to fifteen (15) years) is not eligible to be nominated or appointed an Elected Publisher Director or an Elected Writer Director.
- 43.3 Subject to Article 43.4, in the case of a body corporate or firm being a Full or Associate Member there may be appointed as a Director pursuant to Articles 61, 64 or 65 any person being either an executive director, proprietor, partner, principal shareholder, or manager or other officer in the employment of such a body corporate or firm, notwithstanding that such person is not himself or herself a Member and is not as such eligible for appointment as a Director, unless there is already in office as a Director (whether an Elected Writer Director, a Publisher Director or a Nominated Publisher Director) a person who (in any of the above capacities) represents or is in the employment of the same body corporate or firm, or another body corporate or firm in the same group.
- 43.4 No person being or representing a Member qualifying for Membership under Article 4(b) or being a director, de facto director (within the meaning of section 222 of the Act) or shadow director (within the meaning of section 221 of the Act) of any Affiliated Society or holding a position which is equivalent to that of a director, de facto director or shadow director of an Affiliated Society, shall be eligible for appointment as a Director.
- 43.5 Any question as to whether or not a person is a shadow director or holds a position which is equivalent to that of director or shadow director of an Affiliated Society may be determined by the Board of Directors.
- 43.6 Articles 43.1 shall not apply to an External Director.

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

44. General powers vested in Board of Directors and limitations thereto

- 44.1 The business and operations of the Company shall be conducted and managed by the Board of Directors, who may exercise all such powers of the Company as are not, by the Acts, or by these Articles (in particular, but without prejudice to the generality of the foregoing, Article 44.4, or otherwise by law, required to be exercised by the Company in General Meeting, subject, nevertheless, to the provisions of the said Acts

or of these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board of Directors which would have been valid if that regulation had not been made.

- 44.2 The Board of Directors is expressly empowered to delegate the power of management of the business of the Company to such persons employed by the Company who are not Directors and the Board of Directors shall exercise the supervisory function (within the meaning of Regulation 7(1) of the Regulations of 2016).
- 44.3 For the purposes of Regulation 6(7) of the Regulations of 2016, and without prejudice to the generality of Article 44.1, the Board of Directors are hereby expressly authorised to exercise the power to decide on the following:
- (a) the Company's risk management policy;
 - (b) the approval of any acquisition, sale or hypothecation of immovable property;
 - (c) the approval of mergers and alliances, the setting up of subsidiaries and the acquisition of other entities or of shares or other securities or other rights in other entities;
 - (d) the approval of taking out loans or other credit facilities, granting loans or providing security for such loans or credit facilities.
- 44.4 The Members in general meeting shall approve the adoption of the following policies and report prepared by the Board of Directors before they shall take effect or come into operation:
- (a) the general policy on the distribution of amounts due to Members;
 - (b) the general policy on the use of non-distributable amounts;
 - (c) the general investment policy with regard to rights' revenue and to any income arising from the investment of rights' revenue;
 - (d) the general policy on deductions from rights' revenue and from any income arising from the investment of rights' revenue;
 - (e) the use of non-distributable amounts; and
 - (f) the annual transparency report as required by Regulation 20 of the Regulations of 2016.

45. Powers of attorney

The Board of Directors may, from time to time and at any time, by power of attorney appoint any body corporate, firm, person or body of persons, whether nominated directly or indirectly by the Board of Directors to be the attorney or attorneys of the Company for such purposes, and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board of Directors under these Articles), and for such period, and subject to such conditions as it may think fit. Any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board of 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 or her.

46. Execution of cheques, etc.

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board of Directors shall from time to time by resolution determine.

47. Distribution of receipts - general

All monies received by the Company in respect of the exercise of the rights, licence or authority granted by the Members and the Affiliated Societies shall, subject to Article 48, be Distributed or otherwise dealt with by the Board of Directors in accordance with the Rules.

48. Distribution of receipts - specific purposes

The Board of Directors may, before making any Distribution among the Members:-

48.1 Apply out of the receipts such sums as it thinks proper or has agreed to contribute:-

- (a) As gratuities, donations, pensions and emoluments to any person at any time in the employment of the Company or engaged in any business acquired by the Company and the wives, widows, families and dependants of any such persons;
- (b) to any charitable or benevolent or similar fund which may be established for the benefit of employees of the Company or their wives, widows, families or dependants;
- (c) to establish any fund, trust, association or institution to carry out any of the purposes referred to in (a) to (c) hereof.

provided that any payments under Article 48.1(b) shall not in any one accounting year in aggregate exceed a sum which is equivalent to one percent of the total of the amounts allocated to Members and Affiliated Societies during the preceding accounting year as shown in the Directors' Report and Accounts for that year adopted by the Company; and

48.2 Set aside out of the receipts such sums as it thinks proper as a reserve fund to meet contingencies, or for future Distribution, or for repairing, improving and maintaining any of the property or premises of the Company, and for such other purposes as the Board of Directors shall in its absolute discretion think necessary or conducive to the interests of the Company, and may invest the several sums so set aside in such investments as it may think fit, and from time to time deal with or vary such investments and dispose of all or any part thereof for the benefit of the Company, and may divide the reserve fund into such special funds as it thinks fit, and employ the reserve fund or any part thereof for the general purposes of the Company, and that without being bound to keep the same separate from the other assets.

49. Appointment of Chief Executive

The Board of Directors may from time to time appoint any person (other than a Member or a Director of the Company) as Chief Executive and/or other manager of the Company for such term and at such remuneration as it may think fit, and (subject to any contract entered into between the Board of Directors and such Chief Executive and/or other manager) may from time to time remove him or her and appoint some other person as Chief Executive and/or other manager in his or her place.

50. Powers of Chief Executive

Without prejudice to Article 44.2, the Board of Directors may delegate to the Chief Executive and/or other manager all such of its administration powers as aforesaid as it may deem necessary for the full and proper administration of the affairs of the Company.

51. Regulation of expenses and salaries

The Board of Directors may regulate the general expenses of the Company and fix the salaries and emoluments of all employees, in consultation with the Chief Executive.

52. Payment of expenses and liabilities

The Board of Directors shall pay and defray the expenses and liabilities of the Company, incurred in the exercise or enforcement of the rights vested in or controlled by the Company, out of the monies received by the Company in respect of the exercise or enforcement of such rights.

53. Borrowing Powers

The Board of Directors may from time to time borrow, raise or secure the payment of such sum or sums of money as it may deem requisite for any purpose which it may deem expedient in the interests of the Company, but not so as to charge any right or interest of any Member in respect of his works.

54. Making and Alteration of Rules

54.1 The Board of Directors may make, and from time to time alter, the Rules specified in Clause 3(d) of the Memorandum of Association, and, without prejudice to the generality of the foregoing, may also make, and from time to time alter, separate or additional rules for regulating the provision, through trusts or associations, of gratuities, donations, or pensions for employees of the Company, or their wives, widows, families or dependants. Provided that any rules (other than such separate or additional rules) or any alterations of such rules (other than as aforesaid) shall not take effect or come into operation unless or until the same have been approved by the Company in General Meeting.

54.2 The Board of Directors may make Rules containing procedures and establishing a Board of Appeal for investigation and determining a complaint or complaints by the Company against a Member and by a Member against the Company including:

- (a) the payment of fines, penalties, costs and expenses by a Member;
- (b) the withholding of Distributions from a Member;
- (c) the payment to a Member of any Distributions found owing to a Member by the Company and the payment of costs and expenses by the Company to a Member; and
- (d) in respect of complaints involving members and other collective management organisations, within the meaning of Regulation 31(1) of the Regulations of 2016) the authorisation to manage rights and termination or withdrawal of rights, membership terms, the collection of amounts due to Members, deductions and distributions.

55. Directors' additional power to prescribe Regulations and Procedures concerning Ballots, Nominations, Electronic Proxies and Virtual General Meetings

Independent of the power to make rules in Article 54.1 and 54.2 and in Clause 3(d) of the memorandum of association, the Board of Directors shall establish the regulations and procedures which govern the conducting and regulation of all Ballots, nominations both for elected directors and for Nominated Publisher Directors, electronic proxies and virtual general meetings and shall have the power to:

- (a) make such regulations and procedures which govern the conducting and regulation of all Electronic Ballots and Postal Ballots whereby Elected Writer Directors and Elected Publisher Directors are elected by proportional representation by means of the single transferable vote;
- (b) make such regulations and procedures which govern Nominations pursuant to Article 62;
- (c) make such regulations and procedures which govern electronic proxies pursuant to Article 36;
- (d) make such regulations and procedures concerning the nomination and appointment of Nominated Publisher Directors pursuant to Article 40; and
- (e) make such regulations and procedures concerning the convening, holding and conduct of virtual general meetings and all matters relating thereto, pursuant to Article 15;

and shall also have the power to amend or vary any such regulations and procedures as may be required from time to time. Such regulations and procedures shall take effect from the date of their approval by the Board of Directors and all Ballots and Nominations and other matters shall be conducted in compliance with such regulations, and procedures.

56. Minutes

56.1 The Board of Directors shall cause minutes to be duly made in books for the purpose:-

- (a) of all appointments of officers made by the Board of Directors;
- (b) of the names of the Directors present at each meeting of the Board of Directors and of any Committee of the Board of Directors; and
- (c) of all resolutions and proceedings of all meetings of the Company and of the Board of Directors, and of any Committee of the Board of Directors.

56.2 Any such minutes of any meeting of the Company, of the Board of Directors, or of any Committee of the Board of Directors, if purporting to be signed by the person chairing such meetings or by the person chairing the next succeeding meeting, shall be receivable as prima facie evidence of the matters stated in such minutes. Every Director present at any meeting of the Board of Directors and of any Committee of the Board of Directors shall sign his name in a book to be kept for that purpose.

DISQUALIFICATION OF DIRECTORS

57. Vacation of office of Director

The office of Director shall be vacated:

- (a) if the Director (other than an External Director) ceases to be a Full or Associate Member; or, in the case of a Director appointed as the nominee of a body corporate or firm, if such body corporate or firm ceases to be a Full or Associate Member;

- (b) if, in the case of a Director appointed as the nominee of a body corporate or firm, the Director ceases to hold the qualifications required for such nominees pursuant to Article 43;
- (c) if the Director becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (d) if the Director becomes subject to any restriction or is prohibited from being a Director by reason of any order or orders made under the Acts;
- (e) if the health of the Director is such that the Board of Directors determine that he or she can no longer be reasonably regarded as possessing an adequate decision-making capacity;
- (f) if the Director, by notice in writing to the Company, resigns his office;
- (g) if the Director without special leave of absence from the Board of Directors absents himself or herself from more than two consecutive meetings of the Board of Directors provided that such absences shall not have effect under this part of the Article if the Board of Directors shall resolve within one month of the date of the third consecutive meeting of the Board of Directors from which the Director absents himself or herself that the office of Director shall not be vacated; or
- (h) if the Director, or if a body corporate or firm of which the Director is the nominee pursuant to Article 43, or of which he or she is a member, is directly or indirectly interested in any contract with the Company or participates in the profits of any contract with the Company, other than a contract in respect of any musical, literary or dramatic works in the copyright of which such Director, body corporate or firm is interested. Provided, however, that a Director shall not vacate his office by reason of his having entered into contracts with or done any work for the Company or by reason of his being the nominee or a member of any body corporate or firm which has entered into contracts with or done any work for the Company, if he or she shall have declared his interest or the nature of the interest of such limited company or firm in the manner required by section 231 of the Act but the Director shall not vote in respect of any such contract or work or any matter arising thereout; and if he or she does so vote, his or her vote shall not be counted. Provided also that no Director shall vacate his office by reason of his being remunerated pursuant to Article 42.
- (i) if the Director, being an External Director, becomes a Member of the Company.
- (j) in the case of a Nominated Publisher Director, if the Publisher Member who nominated him or her:
 - (i) serves notice on the Company stating that it no longer wishes him or her to be the nominee of the Publisher Member; or
 - (ii) the Publisher Member ceases, for any reason, to be a Member of the Company.

58. Limit on User-owned Publisher Directors

Whenever the number of Directors nominated in accordance with Article 43.3 by User-owned publishers exceeds one, the offices of all those Directors nominated by User-owned publishers shall be vacated, and the Board of Directors shall thereupon re-appoint one Director from those whose offices were vacated. For the purpose of Article 60, a Director who has been re-appointed pursuant to this Article 58 shall be deemed to have held the office continuously from

the closest preceding date on which he or she was appointed or re-appointed to the office of Director.

59. Directors representing or employed by same company or group

- 59.1 If at any time more than one Director (other than an External Director or a Nominated Publisher Director) holds office while being an executive director, proprietor, partner, shareholder, or an employee or other officer in the employment of, or an agent of the same body corporate or firm or another body corporate or firm in the same group (and such body corporate or firm is a Member of the Company), then the offices of all such Directors shall, if required by not less than two thirds of the Directors present at a meeting of the Board of Directors, be vacated and the Board of Directors shall thereupon re-appoint one Director from those whose offices were so vacated. No Director shall be entitled to vote on any resolution of the Board of Directors under which he or she would be required to vacate his office as Director under this Article.
- 59.2 Each Director of the Company shall on their appointment as Director notify the Board of Directors, in writing, of the names of all body corporate or firms and all body corporate or firms in the same group in which he or she is an executive director, proprietor, partner, shareholder, or other officer in the employment of, or of which he or she is an agent, and shall for the period during which he or she holds office notify the Board of Directors in writing of any additions or alterations to such particulars.
- 59.3 Any vacancy in the Board of Directors occurring as a result of the vacation of offices pursuant to this Article and remaining unfilled after re-appointments made pursuant to this Article shall be treated as a casual vacancy and may be filled by the Board of Directors in accordance with Article 65.
- 59.4 The re-appointment of a Director under this Article shall not be taken into account for the purposes of Article 62, but such a Director shall be regarded as having been last appointed or last re-appointed on the date when he or she was last so appointed or re-appointed prior to his re-appointment under this Article.

RETIREMENT OF DIRECTORS

60. Retirement

Subject to Articles 41.3 and 41.4, the provisions relating to retirement of Directors shall be as follows:

- (a) On a biennial basis commencing in 2015, three (3) Directors who are Elected Writer Directors and one (1) Director who is an Elected Publisher Directors shall retire from office provided, however, that in 2023 no Elected Publisher Director shall retire from office under this provision;
- (b) the Directors due to retire on each occasion shall be the Directors who have been longest in office since their last appointment or reappointment by the Company; but as between Directors who have been in office for the same period, the Directors to retire shall (unless otherwise agreed among themselves) be determined by lot.

61. Replacement or re-appointment

The Company at the Annual General Meeting at which any Director (other than an External Director or a Nominated Publisher Director) retires in manner aforesaid may, subject to Article 62, fill the vacancy by appointing any other person qualified pursuant to Article 43, in the place of the Director so retiring, but the person so appointed shall always have the same qualification

as Writer or Publisher as the Director in whose place he or she is appointed. In the event that a Ballot shall be held to fill any vacancy in accordance with Article 62, then the persons who are successful in such a Ballot shall be deemed appointed by the Annual General Meeting to fill any such vacancy pursuant to this Article 61.

62. Eligibility for appointment or re-appointment of Directors and Ballots

- 62.1 Subject to Article 43, a retiring Director shall be eligible for re-appointment.
- 62.2 No person shall be eligible for appointment or reappointment as a Director at any general meeting unless a notice in writing signed by two Full or Associate Members proposing the appointment of the person as an Elected Writer Director or an Elected Publisher Director and a notice in writing signed by the person proposed expressing his willingness to be appointed or reappointed as such a Director shall have been left at the registered office of the Company not less than three calendar months before the day appointed for the meeting and the person proposed is eligible under Article 43 to be appointed a Director. No person may be nominated as an Elected Writer Director and as an Elected Publisher Director for election at the same general meeting.
- 62.3 The three highest earning Publisher Members shall not be entitled to propose the appointment of a person as an Elected Publisher Director. The Board of Directors shall determine who the three highest earning Publisher Members are by reference to net royalty receipts paid by the Company to Publisher Members in the 12 months ending 31 December in the year prior to the year in which elections for Elected Publisher Directors and Elected Writer Directors is to be held. The Board of Director's determination shall be made by reference to the Company's books and records and shall be final and binding on all Members. For the avoidance of doubt, the three highest earning Publisher Members shall be entitled to propose the appointment of a person as an Elected Writer Director and to vote on the election of Elected Publisher Directors and Elected Writer Directors.
- 62.4 Upon receipt of a nomination, the Secretary shall promptly verify, based on the information in the Company's records, that the person nominated is eligible to be appointed a Director and that the nomination is otherwise valid and the Secretary's decision shall be conclusive in the absence of manifest error or an appeal as provided for below. Where the Secretary determines that the person nominated for election is not eligible or that the nomination is otherwise invalid the Secretary shall notify in writing the person concerned and the proposing Members of the reasons why the person nominated is not eligible or why the nomination is otherwise invalid. That person or the proposing Members shall have seven days to notify the Secretary in writing at the registered office of their wish to appeal the decision of the Secretary and the reasons for the appeal. The Board of Directors shall as soon as possible thereafter consider the reasons for the Secretary's decision and the reasons mentioned in the notice of appeal and shall make a determination. The Board of Directors determination shall be notified to the Secretary and the person lodging the appeal and shall be final.
- 62.5 The proposal for Nomination of an Elected Writer Director or an Elected Publisher Director and such person's expression of willingness to be appointed or reappointed in accordance with Article 62.2 may be communicated to the Company electronically in compliance with such regulations and procedures as shall from time to time be determined by the Board of Directors pursuant to Article 55(b).
- 62.6 In the event that three calendar months before the day appointed for any general meeting there are more candidates than there are vacancies for either Elected Writer Directors or Elected Publisher Directors, then the Secretary shall cause a Ballot to be held. The Company's auditors, shall act as scrutineers of any such Ballot, which shall

be carried out in accordance with the regulations and procedures made by the Board of Directors pursuant to Article 55(a).

- 62.7 Where a Ballot is held, Elected Writer Directors and, or in the alternative, Elected Publisher Directors, shall be elected from the candidates by proportional representation by means of the single transferable vote in accordance with the regulations and procedures made by the Board of Directors pursuant to Article 55(a). For the avoidance of doubt and without prejudice to the aforesaid regulations and procedures, the weighted voting provided for in Article 29.2 shall apply where a Ballot is held, such that the number of first preferences, second preferences and subsequent other preferences cast by a Member, shall be multiplied, in each case, by the number of votes to which that Member is entitled.

63. Removal of Director

The Company may by Ordinary Resolution and in accordance with section 146 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 person.

64. Filling vacancy caused by removal

- 64.1 The Company may by Ordinary Resolution, subject to Article 62, appoint any other person qualified pursuant to Article 43 in place of any Director (other than an External Director or a Nominated Publisher Director) removed from office under Article 63, but the person so appointed shall always have an equivalent qualification as Elected Writer Director or Elected Publisher Director as the Director in whose place he or she is appointed, and shall be subject to retirement at the same time as his immediate predecessor in office would have been.
- 64.2 Subject to Article 39.2 the Board of Directors may appoint any person or persons in place of any External Director removed from office under Article 63.

65. Casual vacancy

- 65.1 The Board of Directors may, in the event of any casual vacancy occurring in the Board of Directors (other than a vacancy arising as a result of the departure of an External Director or a Nominated Publisher Director) fill such vacancy by appointing any person qualified pursuant to Article 43. The person so appointed shall always have an equivalent qualification as Elected Writer Director or Elected Publisher Director as the Director in whose place he or she is appointed, and shall be subject to retirement at the next Annual General Meeting at which Directors are due to retire pursuant to Article 60(a) and for which he or she can be validly proposed for re-appointment in accordance with the provisions of Article 62.
- 65.2 The Board of Directors may, in the event of a casual vacancy occurring in the Board of Directors as a result of the departure of an External Director or a Nominated Publisher Director, fill such vacancy in accordance with Article 39 and 40, respectively.

66. Director's change of employment

Subject to the provisions of Article 59.1 or 59.2 an Elected Publisher Director who ceases to be in the employment of one Full or Associate Member Publisher but immediately thereupon enters the employment of another Full or Associate Member Publisher during his term of office shall, subject to Article 59.1, be subject to retirement at the next Annual General Meeting at which Directors are due to retire pursuant to Article 60(a) and for which he or she can be validly proposed for re-appointment in accordance with the provisions of Article 62.

PROCEEDINGS OF THE BOARD OF DIRECTORS AND COMMITTEES

67. Meetings and voting

The Board of Directors may meet together for the despatch of business, adjourn or otherwise regulate its meetings, as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairperson of the meeting shall have a second or casting vote. A Director or the Chief Executive may, and the Secretary on the requisition of a Director or of the Chief Executive shall, at any time summon a meeting of the Board of Directors, or of any Committee of the Board of Directors.

68. Quorum

The quorum necessary for the transaction of the business of the Board of Directors, shall be seven, two of whom must be Elected Writer Directors and two of whom must be either Elected Publisher Directors or Nominated Publisher Directors.

69. Power to act even without quorum

The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of the Board of Directors, the continuing Directors 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.

70. Chairperson

The Chairperson of the Board of Directors shall preside at all meetings of the Board of Directors, and if at any meeting of the Board of Directors the Chairperson is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to chair the meeting.

71. Committees

The Board of Directors may delegate any of their respective powers to Committees consisting of such Director or Directors as they think fit. Any Committee so formed shall in the exercise of the powers so delegated conform to any regulations (including one as to the quorum necessary to transact its business) that may be imposed on it by the Board of Directors.

72. Chairperson of Committees

Any Committee may elect a Chairperson of its meetings. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairperson of the meeting.

73. Committees - meeting and voting

Any Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the Directors present, and in case of an equality of votes the Chairperson of the meeting shall have a second or casting vote.

74. Validation of appointment of Directors

All acts done by any meeting of the Board of Directors, or of a Committee of the Board of Directors, or by any person acting as a Director, shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment of any such Directors or persons

acting as aforesaid, and 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.

75. Resolutions in writing

A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Board of Directors, or of any Committee of the Board of Directors shall be as valid and effectual as if it had been passed at such a meeting duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Directors so entitled. A Director may supply any such resolution in electronic form to the Company if such resolution is sent to an address specified for the purpose by the Company and is authenticated in such manner as may be specified by the Company and approved by the Board from time to time.

76. Attendance by telephone or other means of audio communication

76.1 For the purposes of these Articles, the contemporaneous linking together by telephone or other means of audio communication (with or without a contemporaneous video link) of a number of Directors not less than the quorum shall be deemed to constitute a meeting of the Directors, and all the provisions in these Articles as to meetings of the Directors shall apply to such meetings provided that:-

- (a) each of the Directors taking part in the meeting is able to speak, be heard and to hear each of the other Directors taking part;
- (b) at the commencement of the meeting each Director acknowledges his presence and that he or she accepts that the conversation shall be deemed to be a meeting of the Directors; and
- (c) a Director may not cease to take part in the meeting by disconnecting his telephone or other means of communication unless he or she has previously obtained the express consent of the Chairperson 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 Chairperson of the meeting to leave the meeting as aforesaid.

76.2 A minute of the proceedings at such meeting by telephone or other means of communication shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the Chairperson of the meeting.

THE SECRETARY

77. Appointment of Secretary

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

78. Director acting as Secretary

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

79. Method of affixing Seal

The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors, or (if authorised by the Board of Directors for that purpose) of any Committee of the Board of Directors 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 such other person as the Board of Directors may appoint for the purpose.

ACCOUNTS

80. Accounts to be kept

80.1 The Board of Directors shall cause proper books of account to be kept with respect to:-

- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure take place; and
- (b) all sales and purchases of goods by the Company; and
- (c) the assets and liabilities of the Company.

80.2 Proper books of account 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.

81. Books of account

The books of account shall be kept at the registered office of the Company, or at such other place or places in the State as the Board of Directors thinks fit, and shall be open to the inspection of the Directors. The books of account shall be open to the inspection of the Directors, but no Director shall be entitled to inspect such books for information on Distributions made to individual Members of the Company save only in performance of his duty as an Officer of the Company to secure compliance by the Company with the statutory requirements under the Acts to keep proper books of account. A Director shall notify the Board in writing in advance of his intention to inspect the books of account for information on any such Distributions in performance of such duty.

82. Inspection of books of accounts

The following provisions shall apply:

82.1 The Board of Directors shall from time to time determine whether, and to what extent, and at what times and places, and under what conditions and 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 Board of Directors, or by the Company in General Meeting.

82.2 Any information provided to a Member, whether on foot of Article 82.1 or otherwise, including information provided by law to a Member in his capacity as a Member, shall be kept confidential by that Member and shall not be disclosed to any person.

83. Accounts, balance sheets and report

The Board of Directors shall from time to time, in accordance with the Acts, cause to be prepared, and to be laid before the Company in General Meeting, such accounts, balance sheets and reports as are required by the Acts.

84. Copies of balance sheet and report

A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in Annual General Meeting, together with a copy of the Directors and the Auditor's report, shall be sent to all Members, either by email in accordance with Articles 86 and 87 or by post in accordance with Article 88 not less than twenty-one days before the date of the meeting.

STATUTORY AUDIT

85. Auditors to be appointed

Statutory auditors shall be appointed, and their duties regulated in accordance with the Acts and any statutory modification or extension thereof for the time being.

NOTICES

86. Method of giving notice

A notice may be given by the Company to any Member personally, by sending it to his registered email address as appearing on the register of Members or by sending it by post to him or her to his registered address as appearing on the register of Members.

87. Service by Email

Where a notice to a Member is sent by email to his registered email address, service of the notice shall be deemed to be effected properly at the expiration of twenty-four hours after the email containing the same is sent.

88. Service by post

The following provision shall apply:

88.1 Where a notice to a Member 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 a notice of a meeting at the expiration of twenty-four 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.

88.2 Without prejudice to the provisions of Article 86, if at any time by reason of the suspension or curtailment of postal services within the State, the Company is unable effectively to convene a general meeting by notices sent through the post, a general meeting may be convened by a notice advertised on the same day in at least two national daily newspapers published in the State and such notice shall be deemed to have been duly served on all Members entitled thereto at noon on the day on which the said advertisements shall appear. In any such case the Company shall send confirmatory copies of the notice through the post to those members whose registered addresses are outside the State (if or to the extent that in the opinion of the Directors it is practical so to do) or are in areas of the State unaffected by such suspension or curtailment of postal services and if at least ninety-six hours prior to the time appointed for the holding of the meeting the posting of notices to Members in the State, or any part thereof which was previously affected, has become practical in the opinion of the Directors, the Directors shall send forthwith confirmatory copies of the notice by post to such Members. The accidental omission to give any such confirmatory copy of a

notice of a meeting to, or the non-receipt of any such confirmatory copy by, any person entitled to receive the same shall not invalidate the proceedings at the meeting. Notwithstanding anything contained in this Article the Company shall not be obliged to take account of or make any investigations as to the existence of any suspension or curtailment of postal services within or in relation to all or any part of any jurisdiction or other area other than the State.

89. Notice of General Meeting

Notice of every General Meeting shall be given in some manner hereinbefore authorised to (i) every Member, (ii) the Auditors for the time being of the Company and (iii) the Directors of the Company. No other persons shall be entitled to receive notices of General Meetings.

INDEMNITY

90. Directors and officers entitled to indemnity

The following provisions shall apply:

- (a) The Board of Directors of the Company may in any case in which it is alleged that an employee of the Company has acted improperly in relation to any of the affairs of the Company resolve to render such employee harmless and/or to indemnify them their heirs executors or administrators in respect of any claim for loss or damage whether arising by reason of negligence, breach of duty or breach of contract (fraud excepted) in relation to any act, omission, default or neglect touching and concerning the business of the Company whether or not such act, omission, default or neglect causes loss to the Company, any Member thereof or to any third party.
- (b) The Board of Directors may to the extent permitted by section 235 of the Act, indemnify any Officer of the Company or any person employed by the Company as auditor against such liability incurred by the officer:
 - (i) in defending any proceedings (whether civil or criminal) in which judgment is given in his or her favour or in which he or she is acquitted; or
 - (ii) in connection with any proceedings or application referred to in, or under, section 233 or 234 of the Act in which relief is granted to him or her by the court.
 - (iii) The company may purchase and maintain for any of its officers insurance in respect of any liability referred to in section 235(1) of the Act.

WINDING UP

91. Procedure on winding-up

In the event of and upon the winding up of the Company whether voluntary or otherwise at any time, the assets of the Company (other than the Performing Right vested in or controlled by the Company pursuant to these Articles and any sums Distributable in accordance with the Rules) shall, in so far as they are available for the purpose, be apportioned among the persons who are Members at the date of such winding up in the proportions in which such Members received Distributions from the Company in respect of the year ending on the 31st day of December immediately prior to such winding up; and the rights (if any) vested in the Company by any Member, or controlled by the Company by virtue of his Membership, shall revert to such Member or his personal representative.