

Application to be included on the Register of Copyright Licensing Bodies

(a) The name of the applicant

Writers Services (Rights Management) CLG

(b) The address of the applicant (or registered address where this is required by statute)

Writers Services (Rights Management) CLG
c/o the Writers Guild of Ireland
Art House
Curved Street
Temple Bar
Dublin 1

(c) The names of the chairperson and other members of the board or officers, or names of partners as the case may be, of the applicant;

The names of the Directors of the company are:

Jennifer Davidson (Chair), Carl Austin, Martin Boylan, David Gilna, Susan Liddy, John Lynch, Thomas McLaughlin, Katie McNeice, Tania Notaro, and Ursula Rani Sarma.

Under Article 59 of the Constitution of the Company the Directors have appointed an Executive Committee comprised of Jennifer Davidson, Carl Austin and Thomas McLaughlin who are charged with general oversight of the working of the CLG including in particular the Supervisory Function referred to in Article 7 of the Regulations.

The Company secretary is David Kavanagh.

(d) A copy of the memorandum and articles of association, or partnership agreement as the case may be, of the applicant, where applicable

Constitution of Writers Services (Rights Management) CLG attached

(g) the class or classes of rightsowners represented or proposed to be represented by the applicant,

Rightsowners are screenwriters for film, television or online exploitation and playwrights who individually mandate Writers Services to manage their rights.

David Kavanagh
Company Secretary

Writers Services (Rights Management) CLG

ADMINISTRATION RULES

We are establishing a Collective Management Organisation (CMO) to collect and distribute any monies which may be due to screenwriters or playwrights who mandate the organisation to collect such funds on their behalf.

Identifying such funds, entering into bilateral agreements with CMOs abroad to collect such monies or designing and implementing licensing schemes where appropriate, is the first task of WS and in consequence these administration rules may be varied when the scale and complexity of these tasks are established. Any such change will be communicated to screenwriters or playwrights who have mandated WS to collect or licence on their behalf in a timely manner.

In any event Writers Services (Rights Management) CLG (hereinafter “WS”) will operate in line with the requirements of the Companies Act 2014 and any amendments to it, the Copyright and Related Rights Act 2002 and Statutory Instrument No.156 of 2016 European Union (Collective Rights Management) (Directive 2014/26/EU) Regulations 2016 (hereinafter “Regulations”).

Writers Services (WS) is a Company Limited by Guarantee registered under part 18 of the Companies Act (company registration 4429019).

Its executive committee is appointed in line with its constitution. The Executive Committee is responsible for the establishment of policy and for overseeing management of WS, reporting to the Directors and the Annual General Meeting. Its Company Secretary is responsible for the usual tasks of a company secretary under the Companies Act of 2014 and for certain administrative activities of the WS as instructed by the Executive Committee.

Given that the CMO works exclusively with screenwriters or playwrights the likelihood of conflicts of interest is low. However Executive Committee members and the Company Secretary (and any eventual staff) are instructed to pay careful attention to the prospect of any conflicts of interest and to identify those should they occur, to address them where possible to bring any such issues to the attention to the Annual General Meeting.

Each of the persons responsible for managing the CMO will present an annual individual statement to the General Meeting of members, providing information as required by 8 (3) of the Regulations.

The Executive Committee, appointed by the Annual General Meeting, is tasked with exercising the Supervisory Function in line with the provision of Article 7 of the Regulations.

WS will maintain separate Bank Accounts for administrative expenditure and for funds for distribution to rights-holders.

WS receives legal advice from Linda Scales + Associates Solicitors

Castlevew House
22 Sandymount Green
Dublin 4

Its accountants are Nolan & Associates
Suite 302 - 304
The Capel Building
Mary's Abbey,
Dublin 7

Its bank is AIB
Dame Street
Dublin 2

WS will apply for membership of CISAC (International Confederation of Societies of Authors and Composers) and of SAA (Society of Audio-visual Authors).

Writers Services (Rights Management) CLG

MEMBERSHIP RULES

We are establishing a Collective Management Organisation (CMO) to collect and distribute any monies which may be due to screenwriters or playwrights who mandate the organisation to collect such funds on their behalf.

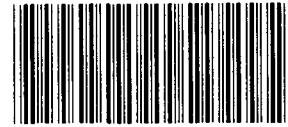
Identifying such funds, entering into bilateral agreements with CMOs abroad to collect such monies or designing and implementing licensing schemes where appropriate, is the first task of WS and in consequence these administration rules may be varied when the scale and complexity of these tasks are established. Any such change will be communicated to screenwriters or playwrights who have mandated WS to collect or licence on their behalf in a timely manner. Substantial changes to this policy will be decided by the Annual General Assembly of WS.

In any event Writers Services (Rights Management) CLG (hereinafter “WS”) will operate in line with the requirements of the Companies Act 2014 and any amendments to it, the Copyright and Related Rights Act 2002 and Statutory Instrument No.156 of 2016 European Union (Collective Rights Management) (Directive 2014/26/EU) Regulations 2016 (hereinafter “Regulations”).

In order to licence works or to enter into bilateral or representation agreements with other CMOs internationally we have to have a mandate from each individual screenwriter or playwright. A mandate form is available from the **email address**. The mandate lists the rights we propose to licence and/or manage, asks for a list of credits and any information on their distribution. It is important to point out that each screenwriter or playwright has the right to specify which rights they wish to have managed and for which territories and also to withdraw from the CMO and to have their rights managed by a CMO of their choice, in line with the procedures specified in the Regulations.

Screenwriters or playwrights who mandate WS to manage their rights continue to have the right to grant non-commercial licences in respect of those rights.

Information provided in the mandate necessary for other CMOs to identify works for which payment may be due may be provided to them by WS.



4429019

COMPANIES ACT 2014

CONSTITUTION

-of-

WRITERS' SERVICES (RIGHTS MANAGEMENT) COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

1. The name of the company is Writers' Services (Rights Management) Company Limited by Guarantee ("the Company").
2. The Company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.
3. The objects for which the Company is established are:
 - a) to undertake such activities as would benefit writers for stage, screen, radio and new media;
 - b) to establish a collective management organisation for authors and proprietors of rights in literary works and other types of creative material ("the collective management organisation");
 - c) to manage copyrights and related rights and rights in the nature of the same ("rights") on behalf of the proprietors thereof, inter alia by collecting, administering and distributing revenue derived from the exploitation thereof;
 - d) to exercise and enforce rights and remedies of right holders arising by virtue of legislation pertaining to copyright and related rights or other legal authority or entitlement.
4. The Company shall have the power to do any lawful thing in pursuit of the attainment of the objects of the Company. In particular, but without limitation, the Company shall have the following powers:

- a) To obtain from members of the collective management organisation and others such assignments, mandates, assurances, powers of attorney and other instruments as may be necessary or desirable to enable the Company to exercise and enforce the rights of such persons.
- b) To enter into agreements with foreign collective management organisations in order to facilitate the management of the rights of Irish right holders in foreign countries and of the rights of foreign right holders in respect of the exploitation of their rights in Ireland.
- c) To determine the rights in respect of which the Company shall collect fees, royalties and other remuneration and to prescribe a scheme for the administration and distribution of the same.
- d) To make provision for the expenses and liabilities of the Company before distributing the net monies received in accordance with the aforementioned scheme of administration and distribution.
- e) To make rules and regulations for the activities of the collective management organisation that shall bind the members thereof.
- f) To purchase, take on lease or in exchange, rent, hire or otherwise acquire any premises, buildings, lands, chattels, or other property, real or personal, and to develop, sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the property, assets or rights of the Company.
- g) To borrow and raise money for the purposes of the Company and to guarantee or secure the repayment of any money borrowed, raised or owing, including by mortgage, charge or lien upon the property or assets of the Company, present or future.
- h) To draw, accept, make, endorse, execute and issue bills of exchange, promissory notes and other negotiable or transferable instruments.
- i) To invest and deal with monies and other property of the Company not immediately required in such manner as shall be considered fit, and to from time to time to sell or vary such investments.

- j) To develop, acquire and to protect any intellectual property rights and rights in the nature of the same, confidential information, know-how and trade secrets which shall confer any proprietary, exclusive or non-exclusive right upon the Company and to use, exercise, enforce, develop, sell or grant licences in respect of, or otherwise turn to account the same.
- k) To purchase or acquire and undertake all or any part of the property assets liabilities and engagements of any one or more companies, institutions, associations or undertakings carrying on business which the Company is authorised to conduct, or possessed of property suitable for the purposes of the Company.
- l) To subscribe for, take, purchase or otherwise acquire and hold shares or other interests in or securities in any company having all or any of the objects of the Company or carrying on any business capable of being carried on so as, directly or indirectly, to benefit the Company.
- m) To promote, form, establish, acquire, or incorporate any association, institution company or body for a purpose compatible with the objects of the Company.
- n) To join, merge, become associated with or amalgamate with any other association, company or body formed to promote the attainment of objects similar to those of the Company, provided that such association company or body shall be precluded by its constitution from distributing its income or property amongst its members to the extent at least as is imposed upon the Company by this Constitution.
- o) To lend money for such purposes, to such persons and bodies, and upon such terms as may seem expedient, provided that this power shall not extend to the lending of money to or the guarantee of performance of contracts of members or directors of the Company.
- p) To establish, undertake and execute any trusts which may seem directly or indirectly conducive to the objects of the Company.
- q) To establish, subscribe to and provide funds, trusts or other schemes by which monies may be provided for retirement annuities and benefits of any kind for the time being allowed by law, for the benefit of persons employed by or providing services to the Company.

- r) To provide 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 families and dependants of any such persons.
- s) To subscribe to any charity and to grant donations for any public or charitable cause, and to establish, support or aid in the establishment or support of any charitable or other non-profit institution, trust or fund.
- t) To establish, support, make and subscribe to funds, bursaries, grants, donations, prizes and the like, calculated to promote the activity of writing for the dramatic arts, including film, television, radio and stage.
- u) To carry on any business or activity which may be advantageously carried on by the Company in connection with or as ancillary to the main activities of the Company.
- v) To do all such other lawful things (whether or not for gain) as are incidental or conducive to the attainment of the objects of the Company, or any of them, or calculated directly or indirectly to enhance the value or render useful or profitable any of the Company's property, rights or interests.
- w) To do all of the above things in any part of the world as principal, agent, or in any other capacity.
- x) To procure the Company to be registered or recognised in any foreign country

5. The liability of the members is limited.

6. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Constitution, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to any member of the Company PROVIDED HOWEVER that nothing herein shall prevent the payment in good faith by the Company of:

- (a) reasonable and proper remuneration to any officer or servant of the Company or to any member of the Company, in return for services rendered to the Company;

(b) payment of out of pocket expenses to directors of the Company and to members of committees and working groups of the Company for attending to any matter affecting the business of the Company;

(c) reasonable and proper rent for premises demised or let by any members to the Company.

7. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up, during or within one year after the cessation of membership, for payment of the debts and liabilities of the Company contracted before the cessation of membership, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding €1.00.
8. If, upon the winding up or dissolution of the Company there remains, after the satisfaction of all of its debt and liabilities, any property whatsoever, the same shall not be paid or distributed among the members of the Company but shall be given or transferred to some other body or bodies having objects similar to those of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed on the Company by clause 6 hereof, such body or bodies to be determined by the members of the Company at the time of, or in the course of dissolution.

ARTICLES OF ASSOCIATION

INTERPRETATION

1. In these articles:

"the Company"	means Writers' Services (Rights Management) Company Limited by Guarantee
"the Act"	means the Companies Act 2014 and any amendments thereof;
"director"	means a director for the time being of the Company and a member of the board of directors;
"the Board"	means the directors of the Company, acting collectively;
"the Secretary"	means any person or body corporate appointed to perform the duties of company secretary;
"the Seal"	means the common seal for the time being of the Company;
"the Registered Office"	means the registered office for the time being of the Company.

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

OPTIONAL PROVISIONS OF THE ACT

2. To the extent that they are omitted from or modified by these articles, the optional provisions of the Act (as the term is defined in Section 1177(2) thereof) are hereby excluded or modified, as the case may be.

MEMBERSHIP

3. The Company proposes to be registered with seven members. The Board may from time to time increase or decrease the number, by ordinary resolution.
4. The subscribers to the Memorandum of Association and such other persons as the Board shall admit to membership, and who are entered in the Register of Members of the Company, shall be members of the Company. They shall be those persons who are directors of The Writers' Guild of Ireland Limited during their respective terms of office. No person shall become a member unless he or she holds such office.
5. The members and directors of the Company shall be the same persons. No person shall be entered in the Register of Members of the Company unless he or she has agreed to become a director. When a person ceases to be a director, he or she shall automatically cease to be a member of the Company.
6. A member may resign his or her membership by serving notice to that effect upon the Company at the Registered Office.
7. The Board may require a member to resign his or her membership by serving notice upon the member terminating his or her membership, such notice to expire no earlier than the date of service of the notice.

OBLIGATIONS OF MEMBERS

8. Every member of the Company shall, as a continuing condition of membership, be bound by the provisions of this constitution and any amendment thereof and shall observe all (if any) rules, regulations or bye-laws made from time to time by the Company in general meeting or by the Board.

GENERAL MEETINGS OF MEMBERS

9. All general meetings of the Company shall be held in Ireland, at such time and place as the Board shall appoint
10. (a) The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next.

- (b) So long as the Company holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year.
11. The business of the annual general meeting shall include:
- (a) consideration of the Company's statutory financial statements and the report of the directors, together with the report of the statutory auditors on those statements and that report;
 - (b) the review by the members of the Company's affairs;
 - (c) the authorisation of the directors to approve the remuneration of the statutory auditors;
 - (d) the election and re-election of directors;
 - (e) the appointment or re-appointment of statutory auditors;
 - (f) the remuneration of the directors (if applicable).
12. All general meetings other than annual general meetings shall be called extraordinary general meetings.
13. The Board may, whenever it thinks fit, convene an extraordinary general meeting and extraordinary general meetings may also be convened as provided by Section 1203 of the Act at a place and time to be decided by the Board. If at any time there are not sufficient directors in Ireland capable of acting to form a quorum, any director or any member of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

NOTICE OF GENERAL MEETINGS

14. A meeting, other than an adjourned meeting shall be called, in the case of an annual general meeting or an extraordinary general meeting for the passing of a special resolution, by not less than 21 days' notice, and in the case of any other extraordinary general meeting, by not less than 7 days' notice. 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. It shall be given in the manner specified in these articles to such persons as are under these articles entitled to receive such notices from the Company.
15. The notice of a general meeting shall specify –
- a) the place, the date and the time of the meeting;
 - b) the general nature of the business to be transacted at the meeting;

- c) in the case of a proposed special resolution, the text or substance of the resolution; and
 - d) with reasonable prominence a statement that –
 - i. a member entitled to attend and vote is entitled to appoint a proxy using the form set out in article 37, to attend, speak and vote instead of him or her;
 - ii. A proxy need not be a member; and
 - iii. the time by which the proxy must be received at the Company's registered office or some other place within the State as is specified in the statement for that purpose.
16. The statutory auditors of the Company shall be entitled to:
- a) attend any general meeting of the Company;
 - b) receive all notices of, and other communications relating to any general meeting which any member of the Company is entitled to receive;
 - c) be heard at any general meeting which they attend, on any part of the business of the meeting which concerns them as statutory auditors.
17. A meeting of the Company, notwithstanding that it is called by shorter notice than that specified at article 14, shall be deemed to have been duly called if it is so agreed by all of the members entitled to attend and vote at the meeting, and the statutory auditors of the Company.

PROCEEDINGS AT GENERAL MEETINGS

18. 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. Three members present in person shall be a quorum.
19. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
20. The chairperson, if any, of the Board shall preside as chairperson at every general meeting of the Company, or if there is no such chairperson, or if he/she is not present within 15

minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors present shall elect one of their number to be chairperson of the meeting.

21. The chairperson 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.
22. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.
23. At any general meeting, a resolution put to the vote of the meeting shall be decided by a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the chairperson, or by at least three members present in person or by proxy.
24. Unless a poll is so demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority, or lost, 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.
25. Except as provided in article 26, if a poll is duly demanded it shall be taken in such manner as the chairperson directs.
26. A poll demanded on the election of a chairperson, or on a question of adjournment shall be taken forthwith.
27. 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. The demand for a poll may be withdrawn.
29. Where there is an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

VOTES OF MEMBERS

30. Every member shall have one vote. No member shall be entitled to vote at a general meeting of the Company unless any sums due by him to the Company have been paid.
31. No objection shall be raised to the qualification to vote of **any** voter except at the meeting or adjourned meeting at which the vote objected to is **given** or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
32. Any such objection made in due time shall be referred to **the** chairperson of the meeting whose decision shall be final and conclusive.
33. Votes may be given either personally or by proxy.
34. The instrument appointing a proxy shall be in writing **under** the hand of the appointer or his/her attorney duly authorised in writing, or, if the **appointer** is a body corporate, either under seal or under the hand of an officer or attorney duly authorised.
35. A proxy need not be a member of the Company.
36. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of **that** power or authority shall be deposited at the office or at such other place within the State as is specified for that purpose in the notice convening the meeting not less than **48** hours before the time for holding the meeting or adjourned meeting at which the **person** named in the instrument proposes to vote, or, in the case of a poll, and in default **the** instrument of proxy shall not be treated as valid.
37. An instrument appointing a proxy shall be in the following **form** or a form as near thereto as circumstances permit –

*"I,
of
being a member of Writers' Services Ireland Company Limited by Guarantee , hereby
appoint*

*of
or failing him/her,
of*

as my proxy to vote for me on my behalf at the annual/extraordinary general meeting of
to be held on the day of 20 and at any adjournment
hereof.*

Signed :

Dated : this day of 20

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

**Strike out whichever is not desired.*

38. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
39. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, if no intimation in writing of such death, insanity or revocation as aforesaid is received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

RESOLUTIONS

40. Notwithstanding article 14, a special resolution may be proposed and passed as a special resolution at a meeting of which less than 21 days' notice has been given, if the conditions specified in section 191 of the Act are satisfied.
41. The terms of any resolution (whether special or otherwise) before a general meeting may be amended by ordinary resolution at the meeting, provided that the resolution, as amended, will still be such that adequate notice of the same can be deemed to have been duly given.
42. Subject to compliance with the conditions in section 193 of the Act, a resolution in writing signed by all the members for the time being entitled to attend and vote on such resolution at a general meeting shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held, and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act.
43. When a resolution is passed at an adjourned general meeting, it will be treated as having been passed on the date of that meeting and not on any earlier date.

MINUTES OF GENERAL MEETINGS

44. The Company shall, as soon as may be after the holding of a general meeting, cause minutes of the proceedings of the meeting and the terms of all resolutions to be entered in books kept for the purpose. All such books shall be kept in the same place.
45. Any minute referred to in article 44, if purporting to be signed by the chairperson of the meeting at which the proceedings were had, or the chairperson of the next succeeding meeting, shall be evidence of what occurred at the meeting.

DIRECTORS

46. The directors shall be those persons who are directors of The Writers' Guild of Ireland Ltd. during their respective terms of office of that company.
47. Every person who acts as a director of the Company shall also be a member of the Company and upon ceasing to be a member shall also cease to be a director.

POWERS AND DUTIES OF DIRECTORS

48. The business of the Company shall be managed by the Board, which may exercise all such powers of the Company as are not by the Act or by these articles required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act and of these articles and to such directions, being not inconsistent with the aforesaid provisions as may, by special resolution, be given by the Company in general meeting but no direction given by the Company in general meeting shall invalidate any prior act of the board which would have been valid if that direction had been given.
49. The Board may from time to time and at any time by power of attorney appoint any Company, firm or person or body of persons, whether nominated directly or indirectly by the Board, 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 directors under these articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him/her.

50. 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, by such person or persons and in such manner as the Board shall from time to time by resolution determine.
51. The Board shall cause minutes to be made in books provided for the purpose:
- a) of all appointments of officers made by the Board, of the names of the directors present at each meeting of the Board, and of any committee of the Board;
 - b) of all resolutions and proceedings at all meetings of the Company, and of the Board and of committees of the Board.
52. The Board may exercise all the powers of the company to borrow money and to mortgage or charge its undertaking and property or any part thereof.

PROCEEDINGS OF DIRECTORS

53. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.
54. Unless otherwise specified in these articles, questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the chairperson shall have a second or casting vote.
55. The quorum necessary for the transaction of the business of the Board may be fixed by the Board and unless so fixed shall be two.
56. A director may, and the secretary on the requisitions of a director shall, at any time summon a meeting of the Board.
57. The Board may elect a chairperson of its meetings and determine the period for which he or she is to hold office; but, if no such chairperson is elected, or if at any meeting the chairperson is not present within 15 minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairperson of the meeting.

58. The directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the Company as the necessary quorum of directors, the continuing directors or director may act for the purpose of increasing the number of directors to that number of or summoning a general meeting of the Company, but for no other purpose.
59. The Board may delegate any of its powers to committees consisting of such member or members of the Board as it thinks fit ; any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
60. A 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 15 minutes after the time appointed for holding the same, the members present may choose one of their number to be chairperson of the meeting.
61. A committee may meet and adjourn as it thinks proper.
62. Questions arising at a committee meeting shall be determined by a majority of votes of the members present, and when there is an equality of votes, the chairperson shall have a second or casting vote.
63. All acts done by the Board or of a committee of the Board or by any person acting as a director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.
64. A resolution in writing signed by all of the directors of the Company, or by all of the members of a committee of them, and who are for the time being entitled to receive notice of a meeting of the directors, or, as the case may be, of such a committee, shall be as valid as if it had been passed at a meeting of the directors or such a committee duly convened and held.

CONFLICT OF INTEREST

65. A director may not vote in respect of any contract, appointment, or arrangement in which he or she is interested and he or she shall not be counted in the quorum present at a meeting at which the matter is considered.

66. A director who is in any way, directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his or her interest at the Board meeting at which the question of entering into the contract is first raised, or at the next meeting held after he or she became so interested.
67. A copy of every declaration shall, within 3 days of making it, be entered into the register of disclosable interests maintained by the Company.

MINUTES OF MEETINGS

68. The Company shall cause minutes to be entered in books kept for that purpose of –
- a) all appointments of officers made by the directors;
 - b) the names of the directors present at each meeting of its directors and of any committee of the directors;
 - c) all resolutions and proceedings at all meetings of its directors and of committees of directors.
69. Such minutes shall be entered in the foregoing books as soon as may be after the appointment concerned is made, the meeting concerned has been held or the resolution concerned has been passed.
70. Any such minute, if purporting to be signed by the chairperson of the meeting at which the proceedings were had, or by the chairperson of the next succeeding meeting, shall be evidence of the proceedings.
71. Where minutes have been made in accordance with the foregoing articles, then, until the contrary is proved-
- a) the meeting shall be deemed to have been duly held and convened;
 - b) all proceedings had at the meeting shall be deemed to have been duly had; and
 - c) all appointments of officers made by its directors at the meeting shall be deemed to be valid.

REMUNERATION OF DIRECTORS

72. Directors shall not be remunerated for acting as such.
73. Subject to compliance with any rules or protocols laid down by the Board, directors may be paid all travelling, hotel and other expenses properly incurred by them in attending

and returning from meetings of the Board, any committee established by the Board, general meetings of the Company, or otherwise incurred in connection with attending to the business of the Company.

USE OF COMPANY PROPERTY BY DIRECTORS

74. No director shall use Company property for his or her own use or benefit **SAVE HOWEVER** that de minimis use of Company property may be made **by** a director for the exclusive purpose of carrying out his or her duties as a director, **when** such use is sanctioned at a meeting of the Board.

POWER OF DIRECTOR TO ACT IN A PROFESSIONAL CAPACITY FOR THE COMPANY

75. Any director may act by himself or herself, or his or her firm, in a professional capacity for the Company, and shall be entitled to remuneration for professional services rendered, as if he or she were not a director.

VACATION OF OFFICE

76. The office of director shall be vacated if the director:
- a) is adjudicated bankrupt or, being a bankrupt, has not **obtained** a certificate of discharge in the relevant jurisdiction; or
 - b) becomes or is deemed to be subject to a disqualification **order** within the meaning of Chapter 4 of Part 14 of the Act; or
 - c) the director resigns his or her office by notice in writing **to the Company**; or
 - d) the director resigns as a member of the Company
 - e) the health of the director is such that he or she can no **longer** be reasonably be regarded as possessing an adequate decision-making capacity; or
 - f) a declaration of restriction is made in relation to the **director** and the Board, at any time during the currency of the declaration, resolves that his **or her** office be vacated; or
 - g) the director is sentenced to a term of imprisonment (including a term that is suspended) following conviction of an indictable offence; or
 - h) the director is absent from four consecutive meetings **of the Board**, unless the Board shall resolve to excuse such absence.

REMOVAL OF A DIRECTOR

77. The Company may by ordinary resolution remove a **director** before the expiration of his or her period of office. Such a resolution shall not be **effective** unless the provisions of section 146 of the Act are observed.

SECRETARY

- 78. The Company shall have a Secretary, who may be one of the directors.
- 79. The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any Secretary so appointed may be removed by it.
- 80. Without derogating from the applicable statutory and other legal duties, the duties of the Secretary shall be those delegated to the Secretary from time to time by the Board.
- 81. The directors shall ensure that the Secretary has the skills or resources necessary to discharge the statutory and other duties associated with the position, including to maintain (or to procure the maintenance of) the Company records (other than accounting records) required to be kept in relation to the Company.

REGISTER OF DIRECTORS AND SECRETARIES

- 82. The Company shall keep a register of its directors and secretaries, and shall enter in the register the information specified in Section 149 of the Act.

SEAL

- 83. The Company shall have a common seal that states the Company's name in legible characters.
- 84. The seal shall be used only on the authority of the Board, and every instrument to which the seal shall be affixed shall be signed by a director and shall be countersigned by the Secretary or by a second director or by some other person appointed by the Board for the purpose.

ACCOUNTS

- 85. The Company shall keep or cause to be kept adequate accounting records in accordance with Chapter 2 of Part 6 of the Act.
- 86. The accounting records shall be kept on a continuous basis and shall be sufficient to explain the Company's transactions and facilitate the preparation of financial statements

that give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company.

87. The accounting records shall include:
- a) entries from day to day of all monies received and expended by the Company;
 - b) a record of the assets and liabilities of the Company;
 - c) a record of all transactions whereby goods are purchased and sold;
 - d) a record of all transactions whereby services are provided or purchased by the Company.
88. The Company's financial records shall be kept at the Registered Office or at such other place as the Board shall direct.
89. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the financial statements and accounting records of the Company shall be open to inspection of its members, not being directors of the Company.
90. The Board shall from time to time in accordance with the provisions of Part 6 of the Act cause to be prepared and to be laid before the annual general meeting of the Company such financial statements and reports of the directors and statutory auditors as are required by those provisions to be laid before the annual general meeting.

AUDIT

91. Statutory auditors shall be appointed by the Company and their duties regulated in accordance with Part 6 of the Act.
92. The Board shall arrange for the statutory financial statements of the Company for each financial year to be audited by the statutory auditors.

SERVICE OF NOTICES

93. A notice convening a general meeting shall be delivered by the Company to every person entitled to attend the same by hand/courier, by sending it by post to him or her to his or her registered address, or, in the event that the intended recipient has authorised it in writing, by fax or e-mail to the fax number or e-mail address provided by the intended recipient.

94. A notice of any other description, including a notice convening a Board meeting may be delivered by hand/courier, by ordinary pre-paid post, by fax or by e-mail.
95. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been received at the expiration of 24 hours after the letter containing the same is posted. Where a notice is served by fax or e-mail, the service shall be deemed to have been effected at the expiration of 24 hours after the fax or e-mail has been sent, unless there is a notified failure or error in delivery in that period.
96. The accidental omission to give notice of any meeting convened pursuant to these articles, or the non-receipt of such notice by any person entitled to receive notice shall not invalidate the proceedings at that meeting.
97. Notice of every general meeting shall be given in the manner hereinbefore authorised to: every member, every director, the Secretary and the statutory auditor for the time being of the Company.

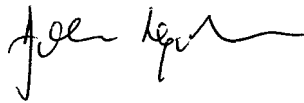
INDEMNITY AND INSURANCE

98. Subject to the provisions of Section 235 of the Act, the Company indemnifies each officer of the Company against any liability by him or her:
- a) in defending proceedings, whether civil or criminal, in which judgment is given in
 - b) his or her favour or in which he or she is acquitted; or
 - c) in connection with any proceedings or application in respect of negligence, default, breach of duty or breach of trust against the officer, in which relief is granted to him or her by the court.
99. Notwithstanding the provisions of article 98, the Company may, as the Board may determine from time to time, discharge the cost of Directors' and Officers' Insurance for its officers in respect of the liabilities referred to at article 98 c) on such terms as the Board shall decide.

We, the persons whose names and addresses are
subscribed wish to be formed into a Company in
pursuance of this Constitution

Names, Addresses and Descriptions of the Subscribers

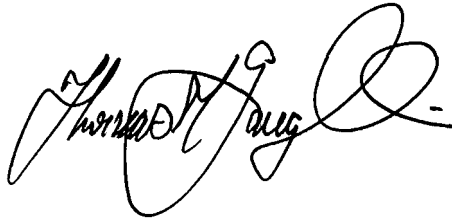
John Lynch
5 Eglinton Court,
Eglinton Road,
Donnybrook,
Dublin 4



Occupation:

Director/Writer

Thomas McLaughlin
125 Broadfield Rise,
Balinteer,
Dublin 16



Occupation:

WRITER

Signatures in writing of the above subscribers, attested
by witness as provided for below;

Dated the 19th day of April 2016

Witness to above Signatures:

Name

Kevin L. O'Leary

Address

Solomon

59 Park Ave

Sandy mount

Dublin 4