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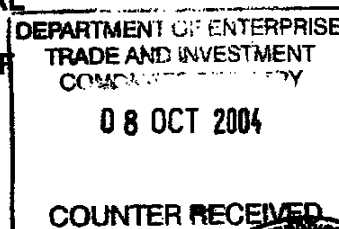
THE COMPANIES (NORTHERN IRELAND) ORDERS 1986 TO 1990

COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARED CAPITAL

MEMORANDUM OF ASSOCIATION OF

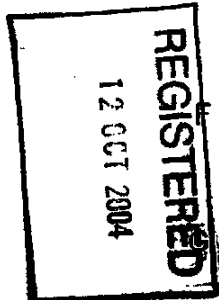
SONIC URBAN MUSIC



1. The Company's name is: SONIC URBAN MUSIC
2. The Company's registered office is to be situated in Northern Ireland
3. The Company is established to:
 - A offer a wide range of DJing skills, music technology and youth culture related training to youth community groups across Ireland eg, taster sessions, ongoing programmes in DJ Skills, half/full day workshops in DJ skills and courses in dance music production, supply equipment and youth culture related products.
 - B provide courses primarily aimed at young people. All courses can be tailored to suit the age of group members and the objectives of the group or project. To include factor team and confidence building exercises into all courses.
 - C train young people in the areas above, and, we hope to:
 - D add to the artistic and cultural landscape of Belfast and Northern Ireland by introducing and training young people in the area of the arts.
 - E engage people of all ages and especially young people. Courses are designed to give students "hands on" training in youth culture related areas.

help people with their personal development. Courses allow young people to express themselves freely in a supportive environment.

improve self-esteem and team working skills and build young peoples confidence.



- H re-animate communities and help with attitudinal change. Through these courses people are taught new skills and learn how to use new technology.
- I improve chances of employability.
- J provide courses which are practical, educational, informative and fun.

4. In furtherance of the said objects, but not further or otherwise, the Company shall have power to:

- (a) provide or secure the provision of information, advice and education for the support and development of local community organisations;
- (b) promote dialogue and co-operation between different interest groups in the achievements of the Company's objects;
- (c) represent the interests of the community and the Company's members to the public and all statutory and voluntary organisations;
- (d) provide or support the provision of services and facilities and appropriate structures in the communities in the area of benefit in furtherance of the above objects;
- (e) provide insurance, maintain and equip or assist in the provision of maintenance and equipment of premises and facilities designed to carry out the objects of the Company;
- (f) bring together in conference representatives of voluntary organisations, Government departments, statutory authorities and individuals;
- (g) co-operate and enter into arrangements with any authorities, national, local or otherwise;
- (h) arrange and provide for, either alone or with others, the holding of exhibitions, meetings, lectures, classes, seminars or training courses;
- (i) collect and disseminate information on all matters relating to its objects, and to exchange such information with other bodies having similar objects whether in the United Kingdom or elsewhere;
- (j) write, print or publish, in whatever form, such papers, books, periodicals, pamphlets or other documents, including films and recorded material, as shall further its objects, and to issue or circulate the same whether for payment or otherwise;

- (k) accept subscription, donations, devises and bequests of and to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal estate, maintain and alter any of the same as are necessary for any of the objects of the Company and (subject to such consents as may be required by law) sell, lease or otherwise dispose of or mortgage any such real or personal estate; having due regard to the requirements of, or conditions established by statutory authorities or bodies providing funds or assistance of any kind to the Company;
- (l) issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Company in the shape of donations, subscriptions or otherwise;
- (m) draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts;
- (n) borrow or raise money for the objects of the Company on such terms and (with such consents as are required by law) on such security as may be thought fit PROVIDED THAT the Company shall not undertake any permanent trading activities in raising funds for the objects of the Company;
- (o) take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Company;
- (p) invest the monies of the Company not immediately required for its objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being imposed or required by law and subject also as hereinafter provided;
- (q) make any charitable donation either in cash or assets for the furtherance of the objects of the Company;
- (r) establish and support any charitable association or body and to subscribe or guarantee for charitable purposes calculated to furtherance the objects of the Company;
- (s) make regulations for the purpose supervision, control and management of any property which may be so acquired;
- (t) employ and pay any person or persons who shall not be directors of the Company to supervise, organise, carry on the work of and advise the Company;

- (u) recruit and train volunteers with relevant skills to carry out the objects of the Company;
- (v) insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers and those of its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit;
- (w) subject to the provisions of clause 5 hereof to pay reasonable annual sums or premiums for or towards the provision of pensions for officers or servants for the time being of the Company or their dependants;
- (x) amalgamate with any companies, institutions, societies or associations which are charitable at law and have objects altogether or mainly similar to those of the Company and prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company by this Memorandum of Association;
- (y) pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;
- (z) relieve poverty, sickness and assist the aged, disabled and disadvantaged, without distinction of age, sex, race, political, religious or other opinion, and in particular to support and develop the work of the community based groups in any charitable activity that seeks to relieve poverty, advance education and improve the quality of life of the inhabitants of the area of benefit.
- (aa) do all such other lawful things as shall further the above objects or any of them;

Provided that:

- (i) in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
- (ii) the objects of the Company shall not extend to the regulations of relations between workers and employers or organisations of workers and organisations of employers.

5. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in the Memorandum of

Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company and no Director shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company provided that nothing herein shall prevent any payment in good faith by the Company;

- (a) of reasonable and proper remuneration to any member, officer or servant of the Company, not being a Director, for any services rendered to the Company;
 - (b) of interest on money lent by any member of the Company or of its Board of Directors at a rate per annum not exceeding 2 per cent less than the minimum lending rate prescribed for the time being by a clearing bank selected by that Board of Directors or 3 per cent whichever is the greater;
 - (c) of reasonable and proper rent for premises demised or let by any member of the Company or of its Board of Directors;
 - (d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Board of Directors may be a member holding not more than 1/100th part of the capital of that Company; and
 - (e) to any members of its Board of reasonable and proper out-of-pocket expenses.
6. The liability of the members is limited.
7. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amounts 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 its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and in so far effect cannot be given to such provision, then to some other charitable object.


We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum.

NAMES AND ADDRESSES OF SUBSCRIBERS

C.S. SECRETARIAL SERVICES LTD
79 CHICHESTER STREET
BELFAST
BT1 4JE

R Palmer

Authorised Signatory on behalf of C.S. Secretarial Services Ltd



Dated: 08 October 2004

Witness to the above signatures:-



DEBBIE CAMPBELL
79 CHICHESTER STREET
BELFAST
BT1 4JE