

THE COMPANIES ACT, 1956

Company Limited by Guarantee (and not having Share Capital)

Articles of Association

of

THE INDIAN PERFORMING RIGHT SOCIETY LIMITED

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| Definitions | <p>1(a) In these Articles, unless there is something in the subject or context inconsistent therewith:</p> <ul style="list-style-type: none">(i) “Affiliated Society” means any of the societies in other countries, having objects similar to those of the Society, with which the Society is for the time being affiliated.(ii) “Associated Member” means a Member of the Society elected to associate membership pursuant to Article 5, and having the rights, privileges and obligations provided for associate Members by these Articles.(iii) “Author” means an author, adapter or translator of any words which are or may be associated with any music.*(iv) “Ballet” means a choreographic work having a story, plot or abstract idea, devised or used for the purpose of interpretation by dancing and/or miming and includes country or folk dancing, and dance sequences.** (v) “Cinematograph Film” means any work of visual recording on any medium produced through a process from which a moving image may be produced by any means and includes a sound recording accompanying such visual recording and “Cinematograph” shall be construed as including any work produced by any process analogous to cinematography including video films.(vi) “Companies Act” means the Companies Act. 1956, as amended from time to time.** (vii) “Composer” in relation to a Musical Work, means the person who composes the music regardless of whether he records it in any form of graphical notation.(viii) “Director” means a member of Governing Council.(ix) “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 Society in respect of the exercise of the rights, licence or authority granted by them to the Society; and “distributed” and “distributable” having corresponding meanings. |
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| | <p>* (x) “Dramatico-Musical Work” means an opera, operetta, musical play, revue or pantomime, or plays consisting of any form of music and it consists of words and music written expressly therefore.</p> <p>(xi) “Executive Council” means the Executive Council for the time being of the Society, as constituted and authorised to act pursuant to these Articles.</p> <p>* (xii) “Background Music” means in respect of any work, the exclusive right to reproduce the work in any part of the world on the sound-track of any cinematograph film/and any form of videography.</p> <p>(xiii) “Full Member” means a Member of the Society elected to full membership pursuant to Article 5 and having the rights, privileges and obligations provided for Full Members by these Articles.</p> <p>(xiv) “Governing Council” means the Governing Council for the time being of the Society, as constituted and authorised to act pursuant to these Articles.</p> <p>*** (xv) “Member” means and includes Full Member, Associate Member and Honorary Member.</p> <p>(xvi) “Membership” means membership of the Society.</p> <p>*** (xvii) “Musical Work” without prejudice to the generality of the expression, includes:-</p> <p>(a) any work consisting of music and includes any graphical notation of such work but does not include any words or any action intended to be sung, spoken or performed with the music;</p> <p>(b) any combination of melody and harmony or either of them, printed, reduced to writing or otherwise graphically produced or reproduced;</p> <p>(c) any part of a musical work including any vocal or instrumental music recorded on the soundtrack of any film;</p> <p>(d) any musical accompaniment to non-musical introduction or accompaniment;</p> <p>(e) performance of any vocal or instrumental music either live or by recorded disc, tape, soundtrack of a film or in any other form of audio or video recording;</p> <p>(f) performance of any vocal or instrumental music</p> |
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either live or by recorded disc, tape, soundtrack of a film or in any other form of audio or video recording;

(g) 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 Society).

(xviii) "Performance" includes, unless otherwise stated, any mode of visual or acoustic presentation, including any such presentation by means of broad-casting or the causing of a work to be transmitted to subscribers to a diffusion service, or by the exhibition of a cinematograph film, or by the use of a record, or by any other means, and references to "perform" and "performing" shall be construed accordingly.

***(xix) "Performing Right" means the right to perform and/or communicate to the public any musical work or parts thereof and/or such words and parts thereof as are associated therewith and would mean and include the right of performing in public, communicating to the public, broadcasting (including telecasting) and causing to be transmitted to subscribers to a diffusion services in all parts of the world, by any means and in any manner whatsoever, all musical works or parts thereof and such words or part thereof as are associated therewith including (without prejudice to the generality of the expression 'musical work') the vocal and instrumental music in cinematograph films, the words and/or music of monologues having musical introduction, and/or accompaniment and the musical accompaniment in non-musical plays, dramatico-musical works including operas, operettas, Musical plays, revues or pantomimes and ballets, videos, plays, serials, documentaries, dramas, commentaries etc. accompanied by music and the right of authorizing any of the said Acts. "Publisher" means a publisher of any music, or works and/or of any words which are or may be associated with any music or works.

(xx) "Rules" means the Rules from time to time made for the purposes mentioned in Clause III B(4) of the Memorandum of Association.

(xxi) "Seal" means the common seal of the Society.

(xxii) "Secretary" means any person appointed to perform the duties of the Secretary of the Society.

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| | <p>(xxiii) “Society” means The Indian Performing Right Society Limited”</p> <p>*(xxv) Words importing the singular number include the plural number.</p> <p>(xxvi) Words importing the masculine gender include the feminine.</p> <p>(xxvii) Words importing persons include firm or company.</p> <p>***(xxviii) Words or expressions contained in these Articles shall bear the same meaning as in the Companies Act and/or the Copyright Act, or any Statutory modifications made therein from time to time.</p> <p>(xxix) “Writer” means a composer or author.</p> <p>(xxx) “India” means the Union Territory of India, as defined in the Constitution of India and any amendment thereof.</p> <p>(xxxii) “Mechanical Right” means and includes the right of making recordings of all musical works or parts thereof and such words and parts thereof (if any), as are set out in Article 1(a)(xix) and ‘recording’ includes without limitation to the generality of the expression the aggregate of sounds embodied in records, discs, tapes and cartridges of all kinds.</p> <p>*(xxxiii) “Owner” means any person owning wholly or partially or having any interest in the public performing right or mechanical right in any work or music published or contained on the sound track of a cinematograph film, disc, audio or video cassette or otherwise in any other form or manner whatsoever and/or in any words which are or may be associated with any such music.</p> <p>***(xxxiv) “Communication to the public” means making any work available for being seen or heard or otherwise enjoyed by the public directly or by any means of display or diffusion other than by issuing copies of such work regardless or whether any member of the public actually sees, hears or otherwise enjoys the work so made available. For this purpose, Communication through satellite or cable or any other means of simultaneous communication to more than one household or place of residence including residential rooms of any hotels or hostel shall be deemed to be communication to the public.</p> <p>***(xxxv) “Provisional Members” means a Member of the Society elected to Provisional Membership pursuant to Article 5 and having the Rights, privileges and obligations provided for Provisional Members by these Articles.</p> <p>***(xxxvi) “Audio Visual Publisher” means a Publisher of any Music and/or of any words which are or may be</p> |
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| | <p>associated with any Music through the medium of Cinematograph Films, Telefilms, Teleserials and/or such other Audio Visual medium.</p> <p><i>* Altered vide Special Resolution passed at the Annual General Meeting of the Company held on 27th September 1991.</i></p> <p><i>** Altered vide Special Resolution passed at the Annual General Meeting of the Company held on 2nd September 1996.</i></p> <p><i>*** Altered vide Special Resolution passed at the Annual General Meeting of the Company held on 21st September 2000.</i></p> |
| Interpretation | 1(b) In these Articles expressions referring to writing shall be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form. |
| | MEMBERSHIP |
| Number Unlimited | 2. For the purpose of registration of the Society the number of Members is declared to be unlimited. |
| Who are Members | <p>*3. The Members of the Society are:</p> <p>(a) all persons who are Members at the time these Articles become binding upon the Society, and</p> <p>(b) any persons who is admitted to membership pursuant to Article 5.</p> <p><i>* Altered vide Special Resolution passed at the Annual General Meeting of the Company held on 27th September 1991.</i></p> |
| Eligibility for membership | <p>***4. The following persons shall be eligible for Membership of the Society</p> <p>a) any Writer, Composer, Author, Publisher or Audio Visual Publisher.</p> <p>b) Any spouse, widow, child or other relative, next to kin, beneficiary under a will, personal or legal representative or a trustee of a deceased Composer, Author, Writer, Publisher and Audio Visual Publisher or of any deceased member..</p> <p><i>*** Altered vide Special Resolution passed at the Annual General Meeting of the Company held on 21st September 2000.</i></p> |
| Applications, categories of and qualifications for membership | *5. (a) Any person who is eligible may apply to the Society for admission to Membership. Such application shall be made in writing, signed by the applicant and shall be in such form as the Governing Council shall from time to time prescribe. Each applicant shall submit such evidence of eligibility and fulfillment of the qualifying criteria as the Governing Council considers to be reasonably necessary. |

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| | <p>(b) Each application shall be considered by the Governing Council or in such other manner as the Governing Council may from time to time direct. The Governing Council shall have full and unrestricted power to refuse any application without assigning any reason for such refusal.</p> <p>***(c) There shall be four Categories of Members namely:</p> <ul style="list-style-type: none"> i) Full Members ii) Associate Members iii) Honorary Members iv) Provisional Members <p>*** <i>Altered vide Special Resolution passed at the Annual General Meeting of the Company held on 21st September 2000.</i></p> <p>(d) No person may be admitted by the Council as a Member of any category unless he has fulfilled the qualifying criteria prescribed for the category, save that the Governing Council may, in its discretion, at any time admit ant person who is eligible for membership to any category of Member, notwithstanding that he has not fulfilled the qualifying criteria for that category, if the Governing Council is satisfied that there are special circumstances, in view of which it would be in the interests of the Society for that person to be so admitted.</p> |
| Eligibility for Full Membership | <p>***(e) The qualifying criteria for each category of member shall be prescribed from time to time by the Governing Council and in the case of Full Members, shall be approved by the Society in its Annual General Meeting. As soon as practicable after any qualifying criteria have been prescribed and, where necessary, approved, the Governing Council shall cause the same to be informed to its Members by any means thought fit.</p> <p>*** <i>Altered vide Special Resolution passed at the Annual General Meeting of the Company held on 21st September 2000.</i></p> |
| | <p>(f) As soon as practicable after any qualifying criteria have been prescribed and, where necessary, approved, the Governing Council may prescribe, signed by a Director of the Society and counter signed by the Secretary or any other officer appointed therefore, and cause them to be published by the Society at the time of the Annual General Meeting for the Information of Members.</p> <p>(g) Subject to these Articles, the admission to associate and full membership of Associate Members who have fulfilled the relevant qualifying criteria for such admission shall take place as</p> |

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| | <p>soon as practicable after the commencement of each fiscal year following 31st March, on such member giving the necessary data.</p> <p>(h) For the purpose of this article the Governing Council shall cause a statement to be prepared as soon as possible after the commencement of each financial year containing the names of all associate members who have fulfilled the qualifying criteria for admission to Full Membership. The Governing Council shall examine the list and when satisfied that it is correct shall certify that the persons named thereon have been duly admitted to associate and full membership as the case may be.</p> <p>(a) Every person who has:</p> <ul style="list-style-type: none"> i) been admitted to membership, or ii) who has been subsequently admitted to another category of membership shall have issued to him a certificate as to his membership in such form, and signed by such officer of the Society, as the Governing Council shall from time to time prescribe. <p>(b) The Governing Council may in recognition of long and valuable services rendered by any retiring President, Member or any other person directly connected with the aims and objects of the Society appoint such person to be the President of Honour for the duration of his lifetime.</p> <p>(c) In case of a firm, the membership shall be in the name of the firm.</p> <p><i>* Altered vide Special Resolution passed at the Annual General Meeting of the Company held on 27th September 1991.</i></p> |
| <p>Rights and Duties of membership</p> | <p>***6. (a) Save as hereinafter provided Provisional Members and Associate Members shall have the same Rights and privileges and be subject to the same obligations as a Full Member.</p> <p>(b) Provisional Members shall not be entitled to receive Notice of, or attend, or vote at General Meetings, nor be entitled to receive a copy of the Directors Annual Report and Accounts.</p> <p>(c) Associate Members shall be entitled to receive Notice of, attend General Meetings, receive a copy of the Directors Annual Report and Accounts, but shall not be entitled to vote at General Meetings.</p> <p>(d) An Honorary Member shall not be entitled to receive notice of, or attend or vote at General Meetings, nor will he be entitled to the receipt of any payment out of the funds of the Society, but he shall be entitled to receive a copy of the</p> |

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| | <p>Directors Annual Report and the Audited Accounts except in cases as the Governing Council may at its discretion decide on.</p> <p><i>*** Altered vide Special Resolution passed at the Annual General Meeting of the Company held on 21st September 2000.</i></p> |
| <p>Assignments or rights</p> | <p>*7. (a) Each and every member shall, on election, and/or at any time thereafter on request by the society, assign or cause to be assigned to the Society (i) the Performing Right and the Mechanical Right in all or any works or parts of works, present and future of which he is the composer, author, publisher and/or owner and/or (ii) the whole or any part of the Performing Right and Mechanical Right in any work or part of a work to the extent that any such right or part of right is or shall during his membership be or become vested in him.</p> <p>(b) Every assignment to the society pursuant to this article shall be in such form as the government council may from time to time prescribe and shall operate from and during the period of the assignor's membership, subject to the provisions of Article 9 & 10.</p> <p>(c) The Society may accept and act upon the authority of any member or affiliated Society to exercise the performing right and/or mechanical right in their works to a grater extent then that defined in Article 1(a)(xviii).</p> <p>(d) Pending such assignment, and in so far as it may not extent, every member by virtue of his election grants to the society for and during the period of His membership, subject to provisions of Articles 9 & 10, in his name or in that of the society, the sole power and authority:-</p> <p>(i) to authorize or permit or forbid the exercise of the performing right or mechanical right in respect of all or any works, or part of works, present and future, of which he is the composer, author, publisher, owner and /or such right in which he is or shall during his membership be or become vested in him;</p> <p>(ii) to grant licenses on his behalf for the exercise of the performing right and/or mechanical right in respect of all or any of such works.</p> <p>(iii) to collect fees, subscriptions and all monies whether for the performing or recording of any such works, or by any way of damage or compensation for unauthorized performance or recording of such works.</p> <p>(iv) to institute and prosecute proceedings against all persons infringing the said performing right or mechanical right and if the society at its discretion thinks fit, to defend or oppose any proceedings taken against any member in respect of such works, and to compound, compromise, refer to arbitration or submit to judgement in any proceedings, and generally to represent the member in all matters concerning the said performing right or mechanical right.</p> |

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| | <p>(v)to protect generally the performing right and mechanical right in the said works; and</p> <p>(vi) to delegate authority to do any acts aforesaid to any affiliated society to any agent or representative in territories overseas, for the purpose of exercising the same rights in such territories.</p> <p>(e) The Society may exercise and enforce the performing right and/or mechanical right of members of any affiliated societies pursuant to the terms of any contracts now existing or which may hereafter be made between the society and such affiliated societies pursuant to the terms of any contracts now existing or which may hereafter be made between the society and such affiliated societies.</p> <p>(f) The Society may, by notice in writing to any member, decline the whole or any part of the performing right or mechanical right in any particular work or works of which such member is the composer, author, publisher or owner, and thereupon the provisions of sub-clauses (a) and (b) of this article shall cease to apply to such right, and any assignment thereof already made to the society by such member shall be determined by the society. Provided always that the society 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 the rights comprised therein, whereupon the provisions of sub-clauses (a) and (d) of this article shall again apply to such right or rights.</p> <p><i>* Altered vide Special Resolution passed at the Annual General Meeting of the Company held on 27th September 1991.</i></p> |
| <p>Membership transferable</p> <p>not</p> | <p>*8. (a) No member shall be at liberty to transfer his membership to any other person, or to alienate or exercise the performing right or mechanical right vested in the society by the member, or controlled by the society by virtue by his membership or by these Articles required to be so vested or controlled.</p> <p>(b) No member shall enter into any contract under which he 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 wholly or partially the performing right and mechanical right in any such work.</p> <p><i>* Altered vide Special Resolution passed at the Annual General Meeting of the Company held on 27th September 1991.</i></p> |
| <p>Termination of membership death</p> <p>by</p> | <p>*9. (a) 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 society by the member, or controlled by the society by virtue of his membership, shall, subject to article 79 remain so vested or controlled:-</p> <p>(i) for a period ending either on the 31st day of march in the seventh year following the year in which the member's death took</p> |

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| | <p>place unless within that period an election as mentioned in the following paragraphs (ii) and (iii) takes place, or</p> <p>(ii) if a successor shall be elected to membership during such period, then for so long as such successor remains a member, or</p> <p>(iii) 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.</p> <p>Any payment to which the member would, if living have been entitled to in accordance with the rules in respect of any period prior to the election of such successor shall be made to the member's legal representative until a successor is elected, or until the end of such seventh year as aforesaid, whichever is the earlier date. Upon the election to membership of any successor or 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.</p> |
| <p>-By liquidation</p> | <p>(b) in the case of a member, being a limited company or a firm, its membership shall cease, in the case of a Limited company, in the event of and upon the liquidation of such Limited Company (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 society by such limited company or a firm, or controlled by the society by virtue of the membership of such limited company or the firm, shall subject to Article 79, remain so vested or controlled for a period ending on the 31st day of march in the seventh year following the year in which the liquidation or cessation of business occurred. Any payments to which limited company or the firm would, if it had remained a member, have been entitled in accordance with the Rules in respect of such period shall be made to the person entitled for the time being to receive debts due to the limited company or firm.</p> |
| <p>-By expiry of copyright</p> | <p>(c) The membership of any member shall ipso facto cease:-</p> <p>(i) 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 distribution, or</p> <p>(ii) in the case of any member being an executor or administrator under a successor certificate/ will upon his having disposed of all interest in all performing and mechanical rights which may have vested in him as such as an executor or an administrator.</p> |
| <p>-By the Governing Council</p> | <p>(d) The Governing Council shall be entitled to terminate membership of any member in the following manner:-</p> |

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| <p>-By the member</p> | <p>(i) any member acting contrary to the interest or prejudice of the society or otherwise does any act or acts detrimental to the interests of the society and/or commits any breach or violation of any of the Articles of Association of the society, the Governing Council shall be entitled to determine and/or terminate his membership of the society by passing or adopting a resolution to that effect on a case to case basis.</p> <p>(ii) However, no resolution terminating the membership of any member shall be passed by the Governing Council unless and until the Governing Council and through the Secretary or any other official of the society issue a Show Cause Notice in writing at such of his last known address giving an opportunity to the member concerned to show cause within 14 days as to why his membership of the society should not be determined or terminated. On receipt of such notice by the member concerned he should show cause why his or her membership should not be determined or terminated and his explanation should be taken into consideration by the Governing Council prior to passing a resolution determining or terminating the membership of the member concerned.</p> <p>(iii) on the passing of the resolution by the Governing Council determining or terminating the membership of any member concerned, such member shall cease to be a member of the society with immediate effect.</p> <p>(iv) in the event of the not showing cause to the Governing Council, the Governing Council shall be entitled to determine or terminate the membership of the member concerned.</p> <p>** (e) Any member may, by giving 2 months notice in writing to the Secretary, terminate his membership:</p> <p>(i) three years after his first election to membership at the end of the month in that third year corresponding to the month in which he was first elected to membership, and</p> <p>(ii) thereafter, on any third anniversary of that date;</p> <p>Provided that in the case of any person who is already a Member when this Article comes into operation the initial three year period shall be calculated from the anniversary of his election to membership which immediately follows the coming into operation of this Article.</p> <p>(iii) If the Society fails to fulfill its commitment as laid down in the Assignment Agreement</p> <p><i>* Altered vide Special Resolution passed at the Annual General Meeting of the Company held on 27th September 1991.</i></p> <p><i>** Altered vide Special Resolution passed at the Annual General Meeting of the Company held on 2nd September 1996.</i></p> |
| <p>Pending proceedings-continuation control of rights of</p> | <p>10. if any proceedings have been instituted by or against the society in respect of a member works, either in the name of the society or of the members, and such member ceases to be a member during the</p> |

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| | <p>pendency of the proceedings, any rights the subject of such proceedings which have been vested in the society by such member, or are controlled by the society by virtue of his membership, shall remain so vested or controlled until such proceedings are finally disposed of.</p> |
| <p>Cessation of membership-termination of rights, privileges, etc.</p> | <p>11. Subject to the provisions of Articles 9 and 10, all rights, privileges and obligations of membership shall cease on the date of cessation of membership. In particular, but without prejudice to the generality of the foregoing, the member concerned shall cease to have any claim upon the assets of the society, and shall not be entitled to participate in any further distributions, save as to any payment to which he may be entitled to in accordance with the Rules in respect of any period prior to the cessation of membership.</p> |
| | <p>GENERAL MEETINGS</p> |
| <p>Annual General Meeting</p> | <p>12. the society 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 meetings as such I the notice calling it, and not more than **[twelve months] shall elapse between the date of one Annual General Meeting of the society and that of the next. The first Annual General Meeting must be held within eighteen months of the incorporation. The Annual General Meeting shall be held at such time and place as the Governing Council shall appoint. <i>** Altered vide Special Resolution passed at the Annual General Meeting of the Company held on 2nd September 1996.</i></p> |
| <p>Extraordinary General Meetings</p> | <p>13. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.</p> |
| <p>Right to convene Extraordinary General Meetings</p> | <p>14. The Governing Council may, whenever it thinks fit, convene extraordinary general meetings. It shall also be convened on a requisition, or in default, may be convened by such requisitionists, as section 269 of the Companies Act 1956 provides.</p> |
| | <p>NOTICE OF GENERAL MEETINGS</p> |
| <p>Notice of General Meeting</p> | <p>*15. 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 society 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 the meeting and, in case of special</p> |

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| | <p>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 society in General Meeting, to such members as are , under these articles, entitled to receive such notices from the society.</p> <p><i>* Altered vide Special Resolution passed at the Annual General Meeting of the Company held on 27th September 1991.</i></p> |
| Accidental omission of notice | 16. 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 |
| Business of General Meetings | 17. All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts and balance sheets, the reports of the Governing Council and the Auditors, the appointment in the place of Directors op those retiring, and the appointment, and fixing of the remuneration, of the auditors. |
| Quorum | 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. Save as herein otherwise provided, *[1/3 rd of the Members of the Society], shall be quorum. <i>** Altered vide Special Resolution passed at the Annual General Meeting of the Company held on 2nd September 1996.</i> |
| Adjournment for lack of quorum | <i>**</i> 19. 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 the Members, shall be dissolved; in any other case the Members present shall be the quorum or it shall stand adjourned to such other day and at such other time and place as the Governing Council 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 the Quorum. <i>** Altered vide Special Resolution passed at the Annual General Meeting of the Company held on 2nd September 1996.</i> |
| Chairman at General Meetings | 20. The chairman of the Governing Council shall preside as chairman at every General Meeting of the society. If there is no such chairman of the Governing Council, or if he is not present within thirty minutes after the time appointed for holding the meeting, or if he is not wiling to act as chairman, the vice chairman shall be the chairman of the meeting and failing him, the directors present shall choose one of their |

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| | number to be the chairman of the meeting. |
| Choice of Chairman by members | <p>21. If at any meeting no director is present within *[thirty] minutes after the time appointed for holding the meeting, the full members present shall choose one of their number to be the chairman of the meeting.</p> <p><i>* Altered vide Special Resolution passed at the Annual General Meeting of the Company held on 27th September 1991.</i></p> |
| Adjournment of meeting | <p>22. the chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place³, 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.</p> |
| Method of voting | <p>23. (a) 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) determined:-</p> <ul style="list-style-type: none"> (i) by the chairman of the meeting; or (ii) by at least five full members present in person; or (iii) by any full member or members present in person and representing not less than one tenth of the total voting rights of all full members having the right to vote at the meeting. <p>(b) unless a poll be so demanded, a declaration by the chairman of the meeting that a resolution has on a show of hands been 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 society, 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.</p> <p>(c) The demand for a poll may be withdrawn.</p> |
| Poll | <p>24. Except as provided in Article 26, if a poll is duly demanded it shall be taken in such manner as the chairman of 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.</p> |
| Chairman-Casting vote | <p>25. In the case of 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</p> |

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| | place, or at which the poll is demanded, shall, be entitled to a second or casting vote. |
| Time for taking poll | 26. A poll demanded on the election of a chairman 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 chairman 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. |
| Voting to alter | 27. For the purpose of altering this Article or Articles 5,30,37,38,39,40 the necessary special resolution shall be passed by a majority vote of not less than three-fourths of the members present in person and entitled to vote at the meeting. |
| | VOTES OF MEMBERS |
| | <p>*28. (a) Every full member shall have one vote on a poll as well on a show of hands. No member shall be entitled to vote unless he is present in person.</p> <p>(b) Votes may be given personally in the case of individuals, and in relation to firms, companies or corporate bodies, votes may be given as provided by these Articles or by a representative duly authorized under Sec. 187 of the Companies Act.</p> |
| Votes of full and associate Members | <p>(c) A firm entitled to vote may by writing signed by all the partners of the firm intimate to the Governing Council, the person authorized by the firm to act as its representative at any General Meeting of the Society and the person so authorized shall be entitled to exercise the same powers on behalf of the firm which he represents as that firm could exercise if it were an individual Full Member or Honorary Member of the Society. The aforesaid writing shall be deposited at the registered office of the Society not less than Seventy-Two hours before the time for holding the meeting.</p> <p>(d) Any company or body corporate entitled to vote may, by a resolution of its Board of Directors or Governing Body, authorize such person as it may think fit to act as its representative at any meeting of the Society in accordance with the provisions of Section 187 of the Companies Act and a person authorized by a resolution as aforesaid shall be entitled to exercise the same rights and powers on behalf of the Company or body corporate which he represents as the Company or body corporate could exercise if it were an individual Full Member or Honorary Member of the Society. The resolution of its Board of Directors or other Governing Body of the Company or Body corporate shall be deposited at the registered office of the Society not less than 72 hours before the time for holding the meeting.</p> <p>(e) An associate Member is neither entitled to vote nor to stand for election to the post of a Director of the Governing Council.</p> |

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| | <p><i>* Altered vide Special Resolution passed at the Annual General Meeting of the Company held on 27th September 1991.</i></p> |
| | <p>*29. If any Member entitled to vote be a lunatic, idiot or non composmentis, the vote on his behalf shall be by his Committee or other legal guardian; provided that such evidence of the authority of the person claiming to vote shall be accepted by the Governing Council shall have been deposited at the office of the Society not less than Seventy- Two hours before the time for holding the meeting.</p> <p><i>* Altered vide Special Resolution passed at the Annual General Meeting of the Company held on 27th September 1991.</i></p> |
| | <p>THE GOVERNING COUNCIL</p> |
| Composition of Governing council | <p>*30 ***(a) Subject to the provisions of the Section 252 of the Companies Act, 1956, the Governing Council shall consist of not more than 24 Directors excluding President of Honour and the Authors, Composers, Publishers and Audio Visual Publishers shall have equal representation.</p> <p>(b) Only Full Members are entitled to stand for election to the post of a Director of the Governing Council.</p> <p>(c) The Governing Council shall be so composed that equal representation is given to authors and composers from each of the Western, Southern, Northern and Eastern regions of India.</p> <p>***(d) A full Member intending to stand for the election to the post of a Director of the Governing Council has to further fulfill the following requirements to be eligible to stand for election:</p> <p>(i) “For a Composer, he should have 60 Musical Works published and/or contained on Sound Tracks of Cinematograph Films/ Teleserials or have 200 Musical Works published and/or contained on Discs and/or Cassettes or has composed Background Music for 20 Films/ Telefilms or has composed Background Music for 15 Teleserials aggregating to 104 Episodes or has 40 Albums (whether by way of CDs or Cassettes) of his Vocal or Instrumental Compositions.”</p> <p>(ii) “For an Author, he shall have 60 Musical Works published and/or contained on Sound Tracks of Cinematograph Films/ Teleserials or have 160 Musical Works published and/or contained on Discs and/or Cassettes.”</p> <p>(iii) “For a Publisher, they should have 600 Musical Works published and/or contained on Sound Tracks of Cinematograph Films/ Teleserials or have 1000 Musical Works published and/or contained on Discs and/or Cassettes or has Published Background Music for 12 Films or has published Background Music for 15 Teleserials aggregating to 195 Episodes.”</p> <p>(iv) “For an Audio Visual Publisher, he shall have</p> |

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| | <p style="text-align: center;">Published Background Music for 12 Films.”</p> <p><i>* Altered vide Special Resolution passed at the Annual General Meeting of the Company held on 27th September 1991.</i></p> <p><i>** Altered vide Special Resolution passed at the Annual General Meeting of the Company held on 2nd September 1996.</i></p> |
| President and Vice-President | <p>*31. The Chairman and Vice-Chairman of the Governing Council shall be designated as President and Vice-President of the Society respectively.</p> <p><i>* Altered vide Special Resolution passed at the Annual General Meeting of the Company held on 27th September 1991.</i></p> |
| President of Honour | <p>*32. (a) The Governing Council may also elect as President of Honour on such terms as it shall deem expedient, a retiring President to whose long and valuable services it desires to give special recognition. The Governing Council may also elect as Honorary Member of the Governing Council, retiring Directors whom it desires to honour for similar reasons. Save as hereinafter provided such elections shall be at the entire discretion of the Governing Council, and shall be for life, subject to Article 60 hereof: provide that no person shall be so elected as an Honorary Member who has served either as a Director or Consultant Director for less, in aggregate, than ten years or as Chairman or Vice-Chairman of the Governing Council for less than five years. [A retiring Director as per Article 30(d) is eligible to be elected as Chairman or Vice-Chairman of the Governing Council]</p> <p><i>** Altered vide Special Resolution passed at the Annual General Meeting of the Company held on 2nd September 1996.</i></p> <p>(b) the Presidents, Vice-President and Presidents of Honour shall have the right to attend all meetings of the Governing Council or Executive Council, and of any Committee of the Governing Council or Executive Council; the Honorary Members of the Governing Council shall have the right to attend all such meetings of the Governing Council, and of the Executive Council or of any Committee of the Governing Council or Executive Council as they have been invited to attend by the Chairman of the Governing Council or the Executive Council as the case may be or the Committee in question. Except in the case of a President or Vice-President who is a Director, no person attending a meeting of the Governing Council, Executive Council or Committee thereof pursuant to this Article shall have any voting rights at the meeting, provided that any such person who may be elected Chairman of the Governing Council and/or of the Executive Council and/or of any Committee shall have the customary Chairman’s casting vote.</p> <p><i>* Altered vide Special Resolution passed at the Annual General Meeting of the Company held on 27th September 1991.</i></p> |

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| Consultant Directors | <p>*33. Consultant Directors may be appointed by the Governing Council on such terms and for such period as it shall deem expedient.</p> <p><i>* Altered vide Special Resolution passed at the Annual General Meeting of the Company held on 27th September 1991.</i></p> |
| Chairman and Vice Chairman of Governing Council | <p>*34. The Chairman and Vice Chairman of Governing Council of the Governing Council shall be appointed by the Governing Council and each of whom shall be a Full Member or Honorary Member of the Society and shall hold office for such period as determined by the Governing Council.</p> <p><i>* Altered vide Special Resolution passed at the Annual General Meeting of the Company held on 27th September 1991.</i></p> |
| Directors' remuneration and expenses | <p>*35. The Directors of the Governing Council shall not be entitled as such to any remuneration; but the Governing Council may remunerate in such manner as it thinks fit the President of Honour or any Director of the Governing Council or an Honorary Member of the Society, who may be called upon to render any special services and which he may agree to render to the Society, or who shall have rendered any special services to the Society. The Directors of the Governing Council shall also be paid all traveling, hotel and other expenses and also sitting fee properly incurred by them in attending and returning from meetings of the Governing Council, Executive Council or any Committee of the Governing Council, or Executive Council, or in connection with the Society's business.</p> <p><i>* Altered vide Special Resolution passed at the Annual General Meeting of the Company held on 27th September 1991.</i></p> |
| Eligibility for appointment as Directors | <p>*36. A person who is a Full Member or Honorary Member shall be appointed to act, as a Director, provided that in the case of a Limited Company or firm being a Member there may be appointed as a Director, any person being either a director, partner, officer or manager in the permanent employment of such Limited Company or firm, notwithstanding that such person is not himself a Member and is not eligible for election.</p> <p><i>* Altered vide Special Resolution passed at the Annual General Meeting of the Company held on 27th September 1991.</i></p> |
| | <p>POWERS AND DUTIES OF THE GOVERNING COUNCIL</p> |
| General Powers vested in Governing Council | <p>*37. The affairs and operations of the Society shall be conducted and managed by the Governing Council, who may exercise all such powers of the Society as are not, by the Companies Act, or by Articles, required to be exercised by the Society in General Meeting, subject, nevertheless, to the provisions of the said Act or of these Articles, and to such regulations, being not inconsistent with the aforesaid</p> |

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| | <p>provisions, as may be prescribed by the Society in General meeting shall invalidate any prior act of the Governing Council which would have been valid if that regulation had not been made.</p> <p><i>* Altered vide Special Resolution passed at the Annual General Meeting of the Company held on 27th September 1991.</i></p> |
| Appointment of Executive Council | <p>*38. Subject to as aforesaid, the Governing Council may appoint an Executive Council for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Governing Council under these Articles) and for such period and subject to such conditions as it may think fit. The Executive Council may consist of not more than 7 persons.</p> <p><i>* Altered vide Special Resolution passed at the Annual General Meeting of the Company held on 27th September 1991.</i></p> |
| Powers of Attorney | <p>*39. The Governing Council may, from time to time and at any time, by power of attorney appoint any company, firm, person or body of persons, whether nominated directly or indirectly by the Governing Council to be the attorney or attorneys of the Society for such purposes, and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Governing Council 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 Governing Council may think fit, and may also authorize any such attorney to delegate all or any of the powers, authorities and discretions vested in him.</p> <p><i>* Altered vide Special Resolution passed at the Annual General Meeting of the Company held on 27th September 1991.</i></p> |
| Execution of cheques etc | <p>*40. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Society, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such as the Governing Council shall from time to time by resolution determine.</p> <p><i>* Altered vide Special Resolution passed at the Annual General Meeting of the Company held on 27th September 1991.</i></p> |
| Distribution of receipts General | <p>*41. All moneys received by the Society in exercise of the copyright, licence or authority assigned to the Society by its members and affiliated societies, shall be paid by way of royalty and/or fees to such assignors in consideration of assignment of their rights. Such consideration shall be paid after meeting the expenses of the company incurred in the exercise of the rights assigned to it or in otherwise carrying out the operations of the Company, so however that such expenditure shall first be met from any revenue which the Society may</p> |

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| | <p>receive from any sources other than from the exercise of the assigned rights and the balance alone shall be charged against the receipts from the exercise of such rights. It is clearly understood that the consideration payable to the assignors shall constitute an over-riding or prior charge on the copyright fees collected by the Society and the Society is entitled to no profit or gain out of the receipts from the exercise of rights assigned to it.</p> <p><i>* Altered vide Special Resolution passed at the Annual General Meeting of the Company held on 27th September 1991.</i></p> |
| <p>Distribution of receipts- Specific purposes</p> | <p>*42. The Governing Council may, before making any distribution among the Members:-</p> <p>(a) Apply out of the receipts such sums as it thinks proper or has agreed to contribute:-</p> <p>(i) As gratuities, donations, pensions and emoluments to any Member or ex-Member or any person at any time in the employment of the Society or engaged in any business acquired by the Society and the wives, widows, families and dependants of any such persons;</p> <p>(ii) to contributions to any benevolent, pension or similar fund which may be established for the benefit of Members, ex-Members or employees of the Society or their wives, widows, families and dependants;</p> <p>(iii) for the relief of distress caused by natural disasters or other exceptional calamities;</p> <p>(iv) by way of loan or gift or on such terms as may be thought fit for any purpose conducive to the improvement or advancement of the composition, teaching or performance of music or for any other purpose calculated to benefit of the Society, Association or Company whose objects shall include any such purpose;</p> <p>(v) to establish any fund, trust, association or institution to carry out any of the purposes referred to in (i) to (iv) hereof.</p> <p>(vi) to set aside such sums as it thinks proper for paying subscriptions, loans, donations, gifts or other payments for any of the purposes for which power is given by subclauses (ii) and (iv) of Clause III (6) of the Memorandum of Association.</p> <p>Provided that any payments under (ii), (iii) and (iv) hereof shall not in any one accounting year in aggregate exceed a sum which is equivalent to ten percent of the total of the amounts allocated and paid to Members and affiliated societies during the preceding accounting year as shown in the Directors' Report and Statement of Accounts for that year</p> |

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| | adopted by the Society. |
| Reserve Fund | <p>(b) to transfer such sums as it think proper to a reserve fund to meet contingencies, or for future distribution or for repairing, improving and maintaining, any of the property or premises of the Society, and for such in its absolute discretion think necessary or conducive to the interests of the Society, and may invest the several sums so set aside in such investment as it thinks 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 Society, and may divide the reserve fund into such special funds as it thinks fit, and employ the reserve fund, or any part thereof for thr general purposes of the Society, and that without being bound to keep the same separate from the other assets.</p> <p><i>* Altered vide Special Resolution passed at the Annual General Meeting of the Company held on 27th September 1991.</i></p> |
| Appointment of General Manager | <p>*43. The Governing Council may from time to time appoint any person (Whether being member or not) as General Manager and/or other officers of the Society for such terms and at such remuneration as it may think fit, and (subject to any contract entered into between the Society and such General Manager and/or other officers) may from time to time remove and appoint some other person as General Manager and/or other officers in his or their places.</p> <p><i>* Altered vide Special Resolution passed at the Annual General Meeting of the Company held on 27th September 1991.</i></p> |
| Power of General Manager | <p>*44. The Governing Council may delegate to the General Manager and/or other officer all such of its administrative powers as aforesaid as it may deed necessary for the full and proper administration of the affairs of the Society.</p> <p><i>* Altered vide Special Resolution passed at the Annual General Meeting of the Company held on 27th September 1991.</i></p> |
| Payment of expenses & liabilities | <p>*45. The Governing Council shall pay and defray the expenses and liabilities of the Society, incurred in the exercise or enforcement of the rights vested in or controlled by the Society, out of the monies received by the Society in respect of the exercise or enforcement of such rights.</p> <p><i>* Altered vide Special Resolution passed at the Annual General Meeting of the Company held on 27th September 1991.</i></p> |
| Borrowing Power | <p>*46. The Governing Council may from time to time borrow, raise or secure the payments 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 Society, but not so to charge any right or interest of any Member in respect of his works.</p> <p><i>* Altered vide Special Resolution passed at the Annual General</i></p> |

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| | <i>Meeting of the Company held on 27th September 1991.</i> |
| Alterations of Rules | <p>*47. The Governing Council may from time to time alter the rules specified in Clause IIIB (4) 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 Members , Ex-Members or employees of the Society or their wives, widows, families and dependants.</p> <p>“Provide that any alterations or modifications of Rule 4 of the printed Rules of the Society (the adoption of said Rules is hereby reaffirmed) shall not take effect or come into operation unless or until the same have been approved by the Society in General Meeting.”</p> <p><i>* Altered vide Special Resolution passed at the Annual General Meeting of the Company held on 27th September 1991.</i></p> |
| Minutes | <p>*48. The Governing Council, Executive Council and other Committees shall cause minutes to be duly made in books for the purpose:</p> <ul style="list-style-type: none"> (i) of all appointments of officers made by the Governing Council or Executive Council. (ii) of the names of the Directors present at such meeting of the Governing Council and the Executive Council and of any Committee or Sub-Committee of the Governing Council. (iii) of all resolutions and proceedings of all meetings of the Governing Council, Executive Council and of any Committee or Sub-Committee of the Governing Council or Executive Council. <p>and any such minutes of any meeting of the Society, of the Governing Council, Executive Council and of any Committee or Sub-Committee of the Governing Council or Executive Council, if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting, shall be receivable as prime facie evidence of the matters stated in such minutes. Every Director present at any meeting of the Governing Council or Executive Council and of any Committee of the Governing Council or Executive Council shall sign his name in a book to be kept for that purpose.</p> <p><i>* Altered vide Special Resolution passed at the Annual General Meeting of the Company held on 27th September 1991.</i></p> |
| | DISQUALIFICATION OF DIRECTORS |

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| <p>Vacation of office of Director</p> | <p>*49. The office of Director shall be vacated:</p> <ul style="list-style-type: none"> (i) if the Director ceases to be Member; or, in the case of a Director appointed as the nominee of a Limited Company or firm, if such Company or firm ceases to be a Member; (ii) if in the case of a Director appointed as the nominee of a Limited Company or firm, the Director ceases to hold the qualification required for such nominees pursuant to Article 36; (iii) if the Director becomes bankrupt or makes any arrangement or composition with his creditors generally; (iv) if the Director becomes prohibited from being a Director by reason of any order made under Section 274 of the Companies Act; (v) if the Director becomes of unsound mind; (vi) if the Director, by notice in writing to the Secretary, resigns his office; (vii) if the Director absents himself from three consecutive meetings of the Governing Council or from all meetings of the Governing Council for a continuous period of three months , whichever is longer, without obtaining leave of absence from the Governing Council; (viii) if the Director, or if a Limited Company or firm of which the Director is the nominee or of which he is a member, is directly or indirectly interested in any contract with the Society or participates in the profits of any contract with the Society, other than a contract in respect of any musical, literary or dramatic works in the copyright of which such Director, Limited Company or firm is interested. Provided, however that a Director shall not vacate his office by reason of his entered into contracts with or done any work for the Society by reason of his being the nominee or a member of any Limited Company or firm which has entered into contracts with or done any work for the Society, if he shall have declared the nature of his interest or the nature of the interest of such Limited Company or firm in the manner required by Sections 297 and 299 of the Companies Act, but the Director shall not vote in respect of any contract or work or any matter arising thereout; and if he does so vote, his |
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| | | <p>vote shall not be counted. Provided also that no Director shall vacate his office by reason of his being remuneration pursuant to Article 35 for any special services he may render to the Society.</p> <p><i>* Altered vide Special Resolution passed at the Annual General Meeting of the Company held on 27th September 1991.</i></p> |
| | | ROTATION OF DIRECTORS |
| Retirement Rotation | by | <p>*50. At the first General Meeting of the Society held next after the date of the General Meeting at which the first Directors are appointed and at subsequent Annual General Meeting, one-third of such of the Directors for the time being as are liable to retire by rotation, or if their number is not three or a multiple of three, then the number nearest to one-third shall retire from office.</p> <p><i>* Altered vide Special Resolution passed at the Annual General Meeting of the Company held on 27th September 1991.</i></p> |
| | | <p>*51. At every General Meeting of the Society one-third of the Directors from each owner or publisher for the time being shall retire from office. The Director or Directors so to retire on each occasion shall be the Director or Directors who shall have been longest in office since his or there last appointment or re-appointment: but, as between Directors who have been in office for the same period, the Director or Directors in that class to retire shall (unless otherwise agreed among themselves) be determined by lot.</p> <p><i>* Altered vide Special Resolution passed at the Annual General Meeting of the Company held on 27th September 1991.</i></p> |
| Replacement or re- appointment | | <p>*52. The Society at the Annual General Meeting at which any Director liable to retire aforesaid may fill in the vacancy by appointing any other person qualified pursuant to Article 36, in the place of Director so retiring, but the person so appointed shall always have the same qualification as Auditor, Composer, Publisher, Writer or Owner of music as the Director in whose place he is appointed. In default of such appointment, the retiring Director shall be deemed to have been re-appointed at such meeting.</p> <p><i>* Altered vide Special Resolution passed at the Annual General Meeting of the Company held on 27th September 1991.</i></p> |
| Eligibility for appointment or re- appointment | | <p>*53. A retiring Director shall be eligible for re-appointed. No person not being a retiring Director shall, be eligible for appointment to the office of Director at any General Meeting unless, not less than fourteen days before the date appointed for the meeting, there shall have been left at the registered office of the Society a notice in writing, signed by him signifying his candidature for the of the director at any General</p> |

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| | <p>Meeting or signed by a Full or Honorary Member of his intention to propose such person for election.</p> <p><i>* Altered vide Special Resolution passed at the Annual General Meeting of the Company held on 27th September 1991.</i></p> |
| Removal of Director | <p>*54. The Society may by ordinary Resolution of which special notice has been given in accordance with Section 284 of the Companies Act, remove any Director before the expiration of his period of office, notwithstanding anything in this Articles or in an any agreement between Society and such person.</p> <p><i>* Altered vide Special Resolution passed at the Annual General Meeting of the Company held on 27th September 1991.</i></p> |
| Filling vacancy caused by removal | <p>*55. The Society may by ordinary Resolution, appoint any other person qualified pursuant to Articles 36 in place of any Director removed from office under Article 54, but the person so appointed shall always have the same footing or qualification as a writer, publisher or owner of music as the Director in whose place he is appointed, and shall be subject to retirement at the same time as his immediate predecessor in office³ would have been.</p> <p><i>* Altered vide Special Resolution passed at the Annual General Meeting of the Company held on 27th September 1991</i></p> |
| Casual vacancy | <p>*56. The Governing Council may in the event of any casual vacancy occurring in the Governing Council, fill such vacancy by appointing any person qualified pursuant to Article 36, but the person so appointed shall always be of the same footing, category or as writer or publisher or owner of music to be qualified as Director in whose place he is appointed, and shall be subject to retirement at the same time as his immediate predecessor in office would have been.</p> <p><i>* Altered vide Special Resolution passed at the Annual General Meeting of the Company held on 27th September 1991.</i></p> |
| | <p>PROCEEDINGS OF THE GOVERNING COUNCIL, EXECUTIVE COUNCIL AND COMMITTEE AND COMMITTEES</p> |
| Meetings & voting | <p>*57. The Governing Council may meet together for the dispatch of business, adjourn or otherwise regulate its meetings as it thinks fit. Question arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote. The Governing Council may and the Secretary on the requisition of the Chairman or any three Directors, shall at any time summon a meeting of the Governing Council, Executive Council or any Committee of the Governing Council. It shall not be necessary to give notice of any such meeting to any Director who for the time</p> |

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| | <p>being is absent from India.</p> <p><i>* Altered vide Special Resolution passed at the Annual General Meeting of the Company held on 27th September 1991.</i></p> |
| Quorum | <p>*58. The quorum necessary for the transaction of the business of the Governing Council, Executive Council or of any Committee shall be one-third of its total strength (any fraction contained in that one-third being rounded off as one), or two Directors, whichever is Higher, provided that where at any meeting the number of interested Directors exceeds or is equal to two-thirds of the total strength, the number of remaining Directors who are not interested, present at the meeting being not less than two shall be quorum during such time.</p> <p><i>* Altered vide Special Resolution passed at the Annual General Meeting of the Company held on 27th September 1991.</i></p> |
| Power to act even without Quorum | <p>*59. The continuing Director 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 necessary quorum of the Governing Council, 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 Society, but for no other purpose.</p> <p><i>* Altered vide Special Resolution passed at the Annual General Meeting of the Company held on 27th September 1991.</i></p> |
| Chairman | <p>*60. The Chairman of the Governing Council, failing whom the Chairman of the Executive Council shall preside at all meetings of the Governing Council. If at any meeting of the Governing Council, the Chairman or the Chairman of the Executive Council 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 Chairman of the meeting.</p> <p><i>* Altered vide Special Resolution passed at the Annual General Meeting of the Company held on 27th September 1991.</i></p> |
| Committees | <p>*61. The Governing Council and the Executive Council 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 that may be imposed on it by the Governing Council or, as the case may be, by the Executive Council.</p> <p><i>* Altered vide Special Resolution passed at the Annual General Meeting of the Company held on 27th September 1991.</i></p> |
| Chairman of Executive Council & Committees | <p>62. The Executive Council and any Committee may elect a chairman of its meetings. If no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for</p> |

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| | holding the same, the members present may choose one of their numbers to be the Chairman of the meeting. |
| Executive Council and Committees Voting, Meetings, etc. | 63. The Executive Council and 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 Chairman of the meeting shall have a second or casting vote. |
| Validation of appointment of Directors | 64. All acts done by any meeting of the Governing Council, the Executive Council, or of a Committee of the Governing Council or Executive Council, 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. |
| Resolution in writing | 65. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Governing Council, the Executive Council or of any Committee of the Governing Council or Executive Council shall be valid and effectual as if it had been passed at such a meeting duly convened and held. |
| | THE SECRETARY |
| Appointment of Secretary | 66. The Secretary shall be appointed by the Executive Council 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 Executive Council and another person appointed in his place. |
| Director acting as Secretary | 67. A provision of the Act or these Articles requiring or authorizing 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 |
| Method of affixing seal | 68. The seal of the Society shall not be affixed to any instrument except by the authority of a resolution of the Governing Council, or (if authorized by the Governing Council for that purpose) of the Executive Council or of any Committee of the Governing Council or Executive Council and in the presence of at least two Directors and the Secretary or such other person as the Governing Council may appoint for the purpose; and such two Directors and Secretary or other person as aforesaid shall sign every instrument to which the seal of the Society is |

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| | so affixed in their presence. |
| | ACCOUNTS |
| Accounts to be kept | <p>69. The Governing Council shall cause proper books of accounts to be kept with respect to:</p> <p>(i) all sums of money received and expended by the Society and the matters in respect of which the receipt and expenditure takes place; and</p> <p>(ii) the assets and liabilities of the Society.</p> |
| Books of accounts | 70. The books of account shall be kept at the registered office of the Society, or at such other place or places in India as the Governing Council thinks fit, and shall be open to the inspection of the Directors. |
| Inspection of books of accounts | 71. The Governing Council 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 Society 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 Society, except as conferred by statute, or authorized by the Governing Council, or by the Society in General Meeting. |
| Accounts, Balance Sheet & Report | 72. The Governing Council shall from time to time, in accordance with Sections 210, 211 and 217 of the Companies Act, cause to be prepared and to be laid before the Society in General Meeting, such accounts, balance sheets and reports as are referred to in those Sections. |
| Copies of balance sheet & Report | 73. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Society in General Meeting, together with a copy of the Auditor's report, shall not less than twenty-one days before the date of the meeting, be sent to all such Members as are entitled to receive notices of General Meetings of the Society provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Society is not aware. |
| | AUDIT |
| Auditors to be appointed | 74. Auditors shall be appointed, and their duties regulated in accordance with the provisions of the Companies Act. |
| | NOTICES |

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| Method of giving notice | 75. A notice may be given by the Society to any Member either personally or by sending it by post to him to his registered address, or (if he has no registered office within India) to the address (if any) within India supplied by him to the Society for the giving of notice to him |
| Service by post | 76. 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 forty-eight 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. |
| Notice of General Meeting | 77. Notices of every General Meeting shall be given in the same manner hereinabove authorized to (i) every member entitled to vote except those who (having no registered address within India) have not supplied to the Society an address within India for the giving of notices to them and (ii) the Auditors for the time being of the Society. No other person shall be entitled to receive notices of General Meetings. |
| | INDEMNITY |
| Directors & officers entitled to indemnity | 78. The Directors, General Manager, Auditors, Secretary and other Officers for the time being of the Society, and the trustees (if any) for the time being acting in relation to any of affairs of the Society, and each one of them and their heirs, executors and administrators, shall be indemnified and secured harmless out of the assets and property of the Society from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their heirs, executors, or administrators, shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices or trusts, except such (if any) as they shall incur or sustain by or through their own willful neglect or default respectively, and none of them shall be answerable for the acts, receipts, neglects or defaults of the other or others of them, or for any bankers or other persons with whom any monies or effects belonging to the Society shall be placed out or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto, unless the same shall happen by or through their own willful neglect or default respectively. |
| | WINDING UP |
| Procedure on winding up | 79. In the event of and upon the winding up of the Society, whether |

voluntary or otherwise, at any time, the assets of the Society, (other than the performing right vested in or controlled by the Society pursuant to these Articles any sums distributable in accordance with the Rules) shall, in so far as they are available for the purpose, be appointed among the persons who are members at the date of such winding up, in the proportions in which such Members received distributions from the Society in respect of the year ending on the 31st day of the *[March] immediately prior to such winding up and the rights (if any) vested in the Society by a Member, or controlled by the Society by virtue of his membership, shall revert to such Member of his personal representative.

** Altered vide Special Resolution passed at the Annual General Meeting of the Company held on 27th September 1991.*