

THE COMPANIES ACT, 2013

ARTICLES OF ASSOCIATION

OF

THE INDIAN PERFORMING RIGHT SOCIETY LIMITED

(Company Limited by Guarantee and not having Share Capital)

Definitions	1 (a)	Except as otherwise provided herein, the Company shall be governed by the Companies Act 2013 (including those provisions of the Companies Act 1956 that remain in effect and are applicable to the Company) and Rules framed thereunder, Copyright Act, 1957 and, the Copyright Rules, 2013 and as each of them may be amended from time to time and every statute that may be substituted thereof. In these Articles, unless there is something in the subject or context inconsistent therewith:
	(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 and with whom reciprocal representation agreements have been entered into
	(ii)	"Author" shall be a natural person, of Indian or foreign origin and means - (i) in relation to a literary work, the author of the work; (ii) in relation to a musical work, the composer
	(iii)	"Ballet" means a dramatic/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.
	(iv)	"Board of Directors" means the Board/Governing Council for the time being of the Society, as constituted and authorized to act pursuant to these Articles and as per the provisions of the Companies Act, Copyright Act, 1957, and the Copyright Rules, 2013 and as each of them may be amended from time to time and every statute that may be substituted thereof.
	(v)	"Broadcast" (including correlative term "Broadcasting") means communication to the public- (i) by any means of wireless diffusion, whether in any one or more of the forms of signs, sounds or visual images; or (ii) by wire, and includes a re-broadcast.
	(vi)	"Chief Executive Officer" means the chief executive officer or any other person by whatever name called who for the time being of the Company is in charge of the daily operations and administration and is the chief principal officer of the Company
	(vii)	"Cinematograph film" means any work of visual recording and includes a sound recording accompanying such visual recording


DIRECTOR

		and "Cinematograph" shall be construed as including any work produced by any process analogous to cinematography including video films and/or television serials.
	(viii)	<p>"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 physical copies of it, whether simultaneously or at places and times chosen individually, regardless of whether any member of the public actually sees, hears or otherwise enjoys the work so made available.</p> <p>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 hotel or hostel shall be deemed to be communication to the public.</p>
	(ix)	"Companies Act" means the Companies Act, 2013, as amended from time to time or such other act or legislation as may be promulgated by the Central Government in total exclusion and substitution of the present Companies Act.
	(x)	"Composer" in relation to Musical Work, means the person who composes the music regardless of whether he records it in any form of graphical notation.
	(xi)	"Director" means a member of the Board of Directors.
	(xii)	"Distribution" means any distribution which may, pursuant to the Memorandum of Association, Articles of Association and the Rules made thereunder of the Company, be made amongst the Members and affiliated societies out of the monies received, by the Society in respect of the exercise of the rights, license or authority granted by them to the Society; and "distributed" and "distributable" having corresponding meanings.
	(xiii)	"Distribution Scheme" shall mean the scheme of Distribution mentioned in the Copyright Act, 1957 and Copyright Rules, 2013 and as contained and framed pursuant to these Articles and the Rules made thereunder;
	(xiv)	"Dramatico-Musical Work" means an opera, operetta, musical play, revue, Ballet or pantomime, or plays consisting of any form of music and of words and music written expressly thereof.
	(xv)	<p>"India" means the territory of India and shall comprise—</p> <p>(a) the territories of the States (as defined under the Constitution of India and shall include any amendments made thereof from time to time);</p> <p>(b) the Union territories specified in the First Schedule of the Constitution of India (as maybe amended from time to time); and</p> <p>(c) such other territories as may be acquired and brought within the purview of the Constitution of India.</p>
	(xvi)	"Literary Work" means lyrics or other literary works which have been written for the purpose of accompanying or being associated with any musical work including any translation thereof;
	(xvii)	"Mechanical Right" means and includes the right to reproduce a Literary Work and/or a Musical Work in any material form and/or

		in any media and/or electronic form by way of making Sound Recordings and/or Cinematograph Film of the Musical Works and/or Literary Works or parts thereof, the right to issue, lend or rent copies to the public not being copies already in circulation. For clarity, it does not include the "Synchronisation Right".
	(xviii)	"Member" means "Author" or "Owner", registered as such Member of the Society as per these Articles.
	(xix)	"Membership" means membership of the Society.
	(xx)	<p>"Musical Work" without prejudice to the generality of the expression, includes:</p> <p>(a) A 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 plays, dramatico-musical works including operas, operettas, musical plays, revues or pantomimes and Ballets, videos, plays, serials, documentaries, dramas, commentaries, recitations, audio books etc. accompanied by music;</p> <p>(e) Any words or music of monologues having a musical introduction or accompaniment;</p> <p>(f) Performance of any vocal or instrumental music either live or by any other means and modes in and/or through a soundtrack of film or in any other form of audio or video recording;</p> <p>(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 and mechanical rights in the musical work are not administered by the Society).</p>
	(xxi)	"Music Publisher" means an Owner, who carries on the business of Music Publishing or an authorised licensee of literary and musical works by its Owner/s.
	(xxii)	<p>"Owner" means:</p> <p>i) Indian entities/persons, commonly referred to as Music Publishers, but by whatever name called, who have acquired, control or own the copyrights, in an existing Work, wholly or partially, in the Literary Works and/or the Musical Works created by Authors for any territory and term that is administered by the Society in any musical work or in any literary work which are or may be associated with a musical work; and</p> <p>ii) Authors who have retained, wholly or partially, the copyrights in their respective Literary and/or Musical Work/s</p>

	(xxiii)	“Performance” includes, unless otherwise stated, any mode of visual or acoustic presentation of the Works through any means whatsoever, including any means of presentation of sounds or images, or any combination of sounds or images, or representations thereof, and/or presentation by means of broadcasting, telecasting, webcasting and the like or the causing of the work to be transmitted to subscribers to a diffusion service and/or by the exhibition of a Cinematograph film, or by the use of sound recordings, and/or by any other means of communication, and references to “Perform” and “Performing” shall be construed accordingly;
	(xxiv)	“Performing Right” means the right to perform and/or communication to the public of any Musical Works and/or Literary Works or parts thereof and would mean and include the right of performing in public, communicating to the public, broadcasting, telecasting, streaming, webcasting, netcasting and the like, 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 by sound recording or cinematograph film, or by any other mode or medium, of exploitation, 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” or “literary work”), the vocal and instrumental music in cinematograph films, the words and/or the 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, recitations, audio books etc. accompanied by music and the right of authorizing any of such acts.
	(xxv)	“Rules” means the Rules made under the Companies Act, 2013, the Copyright Act, 1957, Copyright Rules, 2013 and the rules made by the Society, which may be as amended from time to time.
	(xxvi)	“Seal means the common seal of the Society
	(xxvii)	“Secretary” means any person appointed to perform the duties of the Company Secretary under the Companies Act, 2013.
	(xxviii)	“Society and Company” means The Indian Performing Right Society Limited and the words are interchangeable.
	(xxix)	“Synchronisation Right” means the exclusive right to record and synchronise the Musical Work and/or Literary Work on the soundtrack of any Cinematograph Film and/or Audio-visual medium.
	(xxx)	“Sound Recording” means a recording of sounds from which such sounds may be produced regardless of the medium on which such recording is made or the method by which the sounds are produced.
	(xxxi)	“Tariff Scheme” shall mean the scheme mentioned in the Copyright Act, 1957 and the Copyright Rules, 2013 (as may be

		amended from time to time) and as contained in and framed by these Articles.
Interpretation	1(b)	<p>(i) In these Articles expressions referring to writing shall be construed as including references to printing, lithography, photography, and other modes of representing or reproducing works in a visible form.</p> <p>(ii) Words importing the singular number include the plural number, and vice versa.</p> <p>(iii) Words importing the masculine gender include the feminine.</p> <p>(iv) Words importing persons include firm or company.</p> <p>(v) Words or expressions not expressly defined herein and contained in these Articles shall bear the same meaning as in the Companies Act and/or the Copyright Act, 1957 or any statutory modifications made therein from time to time.</p> <p>(vi) The interpretation of the provisions of these Articles shall be subject to any order passed by a court or any other authority.</p> <p>(vii) The reference to the term "Articles" or "Articles of Association" herein shall exclude reference to any previous Articles or Articles of Association of the Society or any other constitutional document of the Society of a like nature and effect, in force prior to these Articles or prior to January 2017.</p>
MEMBERSHIP		
Number Unlimited	2.	For the purpose of registration of the Society and enrolling members thereafter, the number of members is declared to be unlimited.
Who are Members	3.	<p>The Members of the Society are:</p> <p>i. the 7 original subscribers to the Memorandum and Articles of Association of the Society as on 18th August 1969, and</p> <p>ii. all persons, who as on the date of the amendments of these Articles, (whether Authors or Owners), had been admitted as members of the Society in whatever capacity and class.</p> <p>iii. any person who is admitted to membership pursuant to Article 5</p>
Eligibility for Membership	4.	The following persons shall be eligible for membership of the Society:

		<ul style="list-style-type: none"> i. any Author or Owner of copyright in Musical Work and/or Literary Work; ii. any spouse, widow, child or other relative, next to kin, beneficiary under a will, personal or legal representative or a trustee of a deceased Author or Owner, so long as the copyright in the Musical and/or Literary Works of the deceased Author or Owner subsist under the Copyright Act 1957.
Application for Membership	5	<ul style="list-style-type: none"> (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 Board shall from time to time prescribe. Each applicant shall submit such proof of work, evidence of eligibility and fulfilment of the qualifying criteria as the Board considers to be reasonably necessary. (b) Each application shall be considered by the Board or in such other manner as the Board may from time to time direct. The Board shall have full and unrestricted power to refuse any application but must provide the applicant with a reason for such refusal. (c) No person may be admitted by the Society as a Member of any category (Author or Owner) unless he has fulfilled the qualifying criteria prescribed for that category in the Rules. (d) As soon as practicable after the qualifying criteria as prescribed by the Board and where necessary, approved, the Board shall subject to all requirements under the Companies Act and the rules made thereunder and the Rules framed by the Board having been fulfilled by the applicant, admit the applicant as a Member of the Society and the Society shall inform the applicant about his membership and his name having been duly added to the records of the Society and updated with the relevant registrar of companies in accordance with applicable laws. Only after the Board has approved the admittance of a member, the name of such a member shall be entered in the Register of Authors and Owners. Further, the Society shall issue to the applicant a membership certificate in writing in such form as the Board may prescribe from time to time, signed by a Director of the Society and counter signed by the Secretary or any other officer so appointed therefor; (e) The Society shall cause a statement to be prepared within 3 months of the end of the fiscal year containing the names of all those who have been admitted as members in the said fiscal year to be published at the time of the Annual General Meeting. (f) In case of a company, the membership shall be in the name of the company. In case of a proprietorship, the membership shall be in the name of the sole proprietor In case of a partnership firm, the membership shall be in the

		<p>name of one of the partner(s) of the said firm.</p> <p>(g) Persons eligible under Article 4(ii) and applying for membership need to submit in writing at the time of application, the necessary documents proving legal heirship as prescribed by the Board from time to time and in case there are more than one (1) legal heirs, an authorisation letter together with instructions, if any, would need to be submitted to the Society, duly signed by all the legal heirs intimating to the Board the person so authorized amongst themselves to represent the legal heirs in the Society and attend and vote at any General Meetings of the Society and the person so authorized shall be entitled to exercise the same powers on behalf of all the heirs which he represents, as if all the heirs could exercise they were individual Members of the Society. The legal heirs are entitled to change such authorisation not more than once in a fiscal year unless circumstances so demand and as approved by the Board. The legal heirs need to intimate the Society of such a change promptly.</p> <p>(h) Partnership firms applying for membership need to submit in writing at the time of application, the necessary documents as prescribed by the Board, including but not limited to the partnership deed, an authorisation letter together with instructions, if any, duly signed by all the partners of such partnership firm intimating to the Board the person so authorized amongst themselves to represent them in the Society, and attend and vote at any General Meetings 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 Member of the Society. The Firm is entitled to change such representative not more than once in a fiscal year unless circumstances so demand and as approved by the Board. The firm needs to intimate the Society of such a change promptly.</p> <p>(i) Corporate Entities applying for membership need to submit in writing at the time of application, an authorisation letter duly signed by its board, intimating to the Board on the person authorized to represent the company in the Society and attend and vote at any General Meetings of the Society and the person so authorized shall be entitled to exercise the same powers on behalf of the company/corporate entity which he represents, as that company/corporate entity could exercise if it were an individual Member of the Society. The corporate entity is entitled to change such representative not more than once in a fiscal year unless circumstances so demand and as approved by the Board. The company/corporate entity needs to intimate the Society of such a change promptly.</p> <p>(j) Member in its category as Author or Owner shall be</p>
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		<p>registered region-wise (viz. North, South, East, West) depending upon the place of residence in case of an individual and upon the place of the registered office of the firm or corporate entity or the Owner or Author Member should represent the repertoire of that region</p>
Membership not Transferable	6.	<p>No Member shall be at liberty to transfer his membership or any rights or privileges attached to such membership to any other person, or to alienate, assign, sell, transfer, license or exercise himself any right (Performing Right and Mechanical Right) vested in the Society or controlled by the Society by virtue of the membership of the Member of the Society or by these Articles required to be so vested or controlled.</p>
Assignment of Copyright & Notification of Works	7.	<p>(a) Every Member shall, on admission and/or at any time thereafter, on request by the Society, give or cause to give by way of an Assignment ("Exclusive Authorisation") to the Society, of his portion /share of all the rights as mentioned in Article 7(b) below (in all of his/her/its Musical Works and/or Literary Works), past, present and future of which he/she/it is the Author or Owner to be exclusively administered on his/her/its behalf by the Society for World and for such other territories as so specified in the Assignment Agreement;</p> <p>(b) The rights to be given by a Member and which would be administered by the Society on behalf of the Member are:-</p> <ol style="list-style-type: none"> i. the Performing Right; ii. the Mechanical Right (Right of Reproduction); iii. the Synchronisation Royalty payable to the Society as per these Articles; iv. the Right to Royalty <p>The Society will not administer but shall be entitled to collect share of royalties payable to Author/ Composer Members of the Society in relation to the Synchronisation Right.</p> <p>Without prejudice to the Performance / Communication to the Public license fee/ royalty payable separately to the society for the Performance/ Communication to the public of the Synchronised Work, the Society shall also collect share of royalties payable to Author/ Composer Members for the Synchronisation of the Work ("Synchronisation Royalty"). For ease of business, the Publisher Members shall grant consolidated license both for such Synchronized Work; provided that the Publisher Member ensures that Synchronization royalty is paid to the society at a percentage rate fixed by the Board of the Society as percentage of consideration. In case of the Publisher Members granting a free license, the Publishers Member shall inform the Society on a monthly basis with the full details of the licenses issued during the month and shall ensure payment</p>

to the society of the Synchronization royalty as decided by the Board of the Society.

- (c) Assignment shall be for the territories that the member authorises the Society for, but the assignment shall have to be for and in all of the works, past, present and future of which the Member is the Author or Owner.
- (d) Every Assignment to the Society pursuant to this Article shall be in such form as the Board may from time to time prescribe and shall operate for and during the period of the member's Membership of the Society under these Articles;
- (e) Pending the Assignment of rights to the Society pursuant to this Article, every Member by virtue of his being admitted as a Member, gives/grants to the Society, for and during the period of Membership in his name or in that of the Society but at the Society's sole charge and expense, the sole power and authority:
 - (i) To authorize or permit or forbid the utilization/exploitation/exercise of the rights (Performing Right, Mechanical Right) being so authorized by him/her/it to the Society, to be administered by the Society on behalf of the Member;
 - (ii) To grant licenses on his/her/its behalf for the exercise of such rights (Performing Right, Mechanical Right);
 - (iii) To collect fees, subscriptions, or monies whether for the use of any of the Member's Works, or by way of damages or compensation for the unauthorized use of such Works;
 - (iv) To institute and prosecute proceedings against all persons infringing the said rights (Performing Right, Mechanical Right) and, if the Society in its discretion thinks fit, to defend or oppose any proceedings taken against any Member in respect of such rights and 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 rights (Performing Right, Mechanical Right & Synchronisation Right);
 - (v) To protect generally the said rights (Performing Right, Mechanical Right) and collect the Author's royalty for the Synchronisation Right, in the

		<p>Member's Musical and /or Literary Works; and</p> <p>(vi) To delegate authority to do any acts as aforesaid to any foreign Society or affiliated Society or organisation for the purpose of exercising and administering the said rights (Performing Right and Mechanical Right) in such territories.</p> <p>(f) When an Author member writes or composes any work for a Music Publisher and that Music Publisher is not a member of the Society then such Author shall be governed as per Rules of the Society.</p> <p>(g) The Society may exercise and enforce the rights (Performing Right, Mechanical Right & Synchronisation Royalty Right) of the members of any Affiliated Societies pursuant to the terms of any contract(s) that now exists or which may hereafter be made between the Society and such Affiliated Societies.</p> <p>(h) Every member at the time of his membership and thereafter from time to time, shall notify the Society through such forms as prescribed by the Society, details of all works in respect of which he/she/it is the Author and/or Owner. Every member shall also deposit with the Society, upon request by the Society, such further proofs and documents including a print or copy of each such work. The Society shall not be responsible for any loss or damage (financial or otherwise) sustained by any Member by reason of his/her/its failure to comply with the provisions of this Article.</p> <p>(i) No legal proceedings in respect to the rights (Performing Right, and Mechanical Right) of any works for the time being authorised to the Society by them and which are thus being controlled by the Society shall be instituted or undertaken by any member without the sanction of the Board.</p>
Termination of Membership	8.	<p>By Death:</p> <p>(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 these Articles, remain so vested or controlled by the Society:</p> <p>(i) for a period ending on the 31st day of March in the seventh year following the year in which the</p>

Member's death took place, unless within that period an election as mentioned in the following paragraphs (ii) and (iii) or (iv) takes place, or

- (ii) if a legal heir shall be admitted to membership during such period, then for so long as such legal heir remains a Member or
- (iii) if a person is admitted 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.
- (iv) if neither of the above paragraphs (ii) and (iii) takes place, then for successive periods of 7 years following the year in which the Member's death took place

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 admission of such legal heir shall be made to the member's legal heir on their membership of the Society.

By Liquidation

- (b) In the case of a member, being a company or a firm, its membership shall cease:
 - (i) in the case of a company, in the event of and upon the liquidation of such company (other than voluntary liquidation for the purpose of reconstruction), and
 - (ii) 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 company or firm, or controlled by the Society by virtue of the membership of such company or the firm, shall, subject to these Articles 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 company or the firm would, if it had remained a member, have been entitled to 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 company or firm.

By Expiry of Copyright

- (c) The membership of any member shall ipso facto cease:-
- (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 or in any of the works in respect of which such member is entitled to participate in Distribution,
 - (ii) in the case of any Member being an executor or administrator under a successor certificate/will upon his having disposed off all interest in all Performing Rights, Mechanical Rights & Synchronisation Rights which may have vested in him as such as an executor or administrator.

By the Board of Directors and Members in General Meeting.

- (d) Subject to Article 8(d)(iv) below, the Board shall be entitled to terminate membership of any member in the following manner:-
- i. If any member who acts 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 under the Articles of Association of the Society or the Rules made from time to time, the Board shall be entitled to determine and/or terminate his membership of the Society by passing or adopting a resolution with 3/4th majority of the Author Board members and separately 3/4th majority of Music Publisher Owners members present and voting to that effect on a case to case basis.
 - ii. However, no resolution terminating the membership of any Member shall be passed by the Board unless and until the Board, and through the Chief Executive Officer or the Secretary 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/she/it should show cause why his/her/its membership should not be determined or

		<p>terminated and his/her/its explanation shall be taken in to consideration by the Board prior to passing a resolution determining or terminating the membership of the Member concerned.</p> <p>iii. In the event of not showing cause to the Board, the Board shall be entitled to determine or terminate the membership of the Member concerned.</p> <p>iv. On the passing of the resolution by the Board determining or terminating the membership of any Member concerned, such Member's membership shall stand suspended till the resolution of the Board is approved by majority of all Members at the General Meeting by passing or adopting a resolution with 3/4th majority of the Members present and voting at the General Meeting to that effect on a case to case basis, on the basis of "one man one vote" for Authors/Composers and on the basis of "one work one vote" for Music Publishers /Owners. Only after the resolution of the Board determining or terminating the membership of any Member concerned is approved in a General Meeting as aforesaid, shall that person concerned cease to be a Member of the Society with immediate effect.</p> <p>By the Member</p> <p>(e) Any member may by giving two months' notice in writing to the Society, surrender/relinquish/terminate his membership without any reason.</p> <p>By an Act of Member</p> <p>(f) The membership of any member shall ipso facto cease on institution by such member of a suit, court claim, complaint or court proceedings against the Society.</p>
<p>Pending Proceedings, Continuation of Control of Rights</p>	<p>9.</p>	<p>If any proceedings have been instituted by or against the Society in respect of a member's works, either in the name of the Society or of the Member, and such Member ceases to be a Member during the pendency of the proceedings, any rights which are the subject of such proceedings and which had been so 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 -</p>	<p>10.</p>	<p>Subject to the provisions of Articles 8 & 9, all rights, privileges and obligations of membership shall cease on the date of cessation</p>

Termination of Rights, Privileges, etc.		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 distributions, save as to any payment to which he may be entitled to in accordance with the Articles & Rules in respect of any period prior to the cessation of membership.
GENERAL MEETINGS		
Annual General Meetings	11.	The Society shall in each year hold a General Meeting as its Annual General Meeting of all Members, in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it. The Annual General Meeting shall be called by the Company within a period of six months from the date of ending of its financial year or fifteen months from the date of last Annual General Meeting of the Society whichever is earlier. The Annual General Meeting shall be held at such time and place as the Board shall determine.
Extraordinary General meetings:	12.	A General Meeting other than Annual General Meeting of the Members shall be called Extra-ordinary General Meeting (EGM).
Right to Convene Annual General Meeting and Extraordinary General Meetings	13.	The Board shall convene an Annual General Meeting every year as per Article 11 above. The Board may, whenever it thinks fit, convene an Extra-ordinary General Meeting. The Extra-ordinary General Meeting can also be convened on a requisition, or in default, may be convened by such requisitionists, as prescribed under the provisions of the Companies Act.
Notice of General Meetings	14.	An Annual General Meeting or an Extra-ordinary General Meeting shall be called by giving 21 clear days' notice in writing and shall be as per the provisions of Companies Act or if required by shorter notice in accordance with the provisions of the Companies Act. The Notice shall be exclusive of the day on which it is served or deemed to be served as of the day on which it is given. The Notice shall specify the place, date and time of the meeting and where there is special business, the nature of that business as required under the provisions of the Companies Act.
Accidental omission of Notice	15.	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.
Business of General Meetings	16.	(a). The following Ordinary business shall be transacted at every Annual General Meeting : (i) the consideration of the accounts and balance sheet and the report of the auditors thereon;

		<p>(ii) the reports of the Board ;</p> <p>(iv) appointment and fixing of the remuneration of the auditors;</p> <p>(b). Over and above the items as provided under the Companies Act, 2013 requiring a special resolution, the following items ("Reserved Items") shall be required to be passed as a special resolution at the AGM/EGM:</p> <p>(i) Election of Directors;</p> <p>(ii) Tariff Scheme;</p> <p>(iii) Distribution Scheme;</p> <p>(iv) Amendment, alteration or substitution of Memorandum of Association and/or Articles of Association;</p> <p>(v) Appointment of the Chief Executive Officer, but excluding the dismissal or suspension of Chief Executive Officer</p> <p>Further, for the above mentioned Reserved Items to be considered to have been passed, except for the Reserved Item mentioned in Article 16(a)(i) above, the same shall also require prior approval of 3/4th majority of the Board of Directors.</p> <p>All other matters/resolution shall only require a simple majority of votes to be passed.</p> <p>All business that is transacted at an Extraordinary General Meeting shall be deemed to be Special Business.</p>
Quorum	17.	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 as per provisions of Companies Act 2013 and in accordance with the Copyright Act, 1957 and Copyright Rules, 2013 as amended from time to time.
Adjournment for lack of Quorum	18.	<p>If, within half an hour after the time appointed for the meeting, a quorum is not present, the meeting,</p> <p>(i) if convened upon the requisition of Members, it shall be dissolved;</p> <p>(ii) 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 Board 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 members present shall be the quorum.</p>
Adjourned	19.	The Chairman may, with the consent of any meeting at which a

meetings		quorum is present (and shall if so directed by the Meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the original meeting. 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.
Chairman of the Meeting and Society	20.	<p>(a) The Chairman of the Meeting shall be elected from among the members of the Society, by a majority of all the members present and voting at a General Meeting of the Society. The said election of the Chairman shall be by way of show of hands (i.e. on the basis of a "one man one vote" formula) unless a poll by ballot (which shall also be cast on the basis of "one man one vote" formula) is demanded by the members present and voting at a General Meeting of the Society or by the said candidates.</p> <p>(b) Members of the Society who satisfy the following criteria shall be eligible for appointment to the Board of Directors:</p> <ol style="list-style-type: none"> i. Publisher: they should have 1000 Indian Musical & Literary works published and/or contained on the sound track of Indian Cinematograph Films/ Teleserials or have 1000 Indian Musical & Literary works published and/or contained on Discs and/or cassettes; ii. For a Composer he/she should have a minimum of 100 Indian Musical Works published and/or contained on the soundtrack of Indian Cinematograph Films/ Teleserials or have a minimum of 100 Indian Musical Works published and/or contained on Discs and/or cassettes or has composed background music for a minimum of 25 films/ telefilms or has composed background music for 50 teleserials aggregating to a minimum of 2500 episodes or has albums (whether by way of CD's or Cassettes) of his vocal or instrumental compositions prior to the date of the incorporation of the Society of hereinafter; iii. For an Author he/she shall have a minimum of 100 musical works publish and/or contained on the soundtrack of Cinematograph Films/ Teleserials or have a minimum of 100 Musical works published and/or contained on discs and/or cassettes prior to the date of the incorporation of the Society or thereafter. <p>(c) Any member of the Society eligible for appointment to the Board of Directors of the Society shall be eligible to stand for election of Chairman of the Society and the Board.</p> <p>(d) Save and except the provisions of Article 24, the said elected Chairman shall also be appointed as the Chairman of the</p>

		<p>Board of Directors of the Society from within Directors comprising of representatives of the 12 (Twelve) Directors(6 Directors each being drawn respectively from Author Members and Music Publisher Members) elected on the Board of the Society. Once a member, standing for election as a Director, is elected as the Chairman of the Society in a General Meeting and as a Director, other Members shall cause their nominees (on the Board) to vote in favour of appointment of such person as the Chairman of the Board of Directors.</p> <p>(e) The elected Chairman of the Society shall be and preside as Chairman at every General Meeting and Board Meetings of the Society.</p> <p>(f) If the Chairman is not present within thirty minutes after the time appointed for holding the Meeting, or if he is not willing to act as Chairman, then the Directors present shall choose one amongst them to be the Chairman of the meeting.</p> <p>(g) If at any General Meeting, the elected Chairman is not present within thirty minutes after the time appointed for holding the meeting, the Members present shall choose one amongst them to be the Chairman of the meeting.</p> <p>(h) The Chairman shall have the right to vote in his individual capacity in the Meetings. In the case of an equality of votes, whether on a show of hands or on a poll by ballot, 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.</p> <p>(i) The Chairman of the Society shall be elected for a period of 3 years. However, the Chairman is eligible to be re-elected as Chairman and there shall be no bar to such re-election.</p>
Method of voting	21.	<p>(a) For Ordinary Business:</p> <p>At any General Meeting, resolutions on all Ordinary Business put to the vote of the meeting shall, unless a poll is demanded under Section 109 of the Companies Act or the voting is carried out electronically, be decided on a show of hands (on the basis of "one man one vote") and the matters/resolutions will be decided by a majority of votes of the Members present in person and entitled to vote.</p> <p>Before or on the declaration of the result of the voting on any such resolution on show of hands, a poll may be ordered to be taken by the Chairman of the meeting on his own motion, and/or shall be ordered to be taken by him on a demand made in that behalf by any member or members</p>

present in person and having not less than one-tenth of the total voting power.

(b) For Special Business:

(i). At any General Meeting, all Special Business other than the Reserved Items mentioned in Article 16 (a) (i) to (v), shall be conducted by way of poll by ballot whether electronically or physically and on the basis of "one man one vote" formula and such matters/resolutions shall be placed at the General Meeting after having been passed with a 3/4th majority of the Board, and such business shall require a concurrence of 3/4th majority of all Members present in person and entitled to vote at the General Meeting, in favour of such resolution.

(ii). For the Reserved Items mentioned in Article 16 (b) (i) to (iv) and Resolutions moved/ proposed during the Meeting with prior approval of the Board, the voting methodology shall be on the basis of "one man one vote" for Authors/Composers and on the basis of "one work one vote" for Music Publishers and such matters/resolutions shall be placed at the General Meeting and shall require 75% (i.e. 3/4th majority) or more votes of Author/Composers Members present in person and entitled to vote at the General Meeting and separately 75% (i.e. 3/4th majority) or more votes of Music publishers Members present in person and entitled to vote at the General Meeting, in favour of the resolution, for it to be passed; For item mentioned in Article 16 (B) (i) concerning election of Directors, Author Members and Owner Members shall vote for candidates in their respective category of Author or Owner only. For clarity, Author members shall not be eligible to elect Owner members to the Board of the Society and Owner members shall not be eligible to elect Author members to the Board of the Society.

(c) In the event that any business matter is resolved by a show of hands and not by ballot, 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 (as the case may be), or lost, and an entry to that effect in the book containing the minutes of proceedings of the General Meetings 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.

(d) If voting is to be done by ballot, the Chairman shall appoint

		<p>a Scrutinizer who shall issue physical ballot papers to all such members present in person and thereafter conduct the voting by ballot in a fair and transparent manner. The Scrutinizer will then declare the results of voting by ballot at the General Meeting and certify the election result to be correct which it shall then handover to the Chairman of the Meeting. The result so declared shall be deemed to be the resolution of the meeting at which the poll was conducted.</p> <p>(e) Notwithstanding provisions stated above, the Society will follow the provisions of section 107 & 108 of the Companies Act 2013 with regards to voting and adoption of all resolutions.</p> <p>(f) The term “electronic voting” shall include “remote e-voting” as defined by Rule 20 of the Companies (management and Administration) Rules 2014. The Society shall make available remote e-voting facility via a secured system (as defined under the Companies Act, 2013) and shall further specify the process and manner of generating or receiving the password and casting of vote in a secure manner. The Society shall not have access to or have custody of or itself distribute user names and/ or passwords for purpose of e-voting to members but shall use a neutral outside Vendor for the same. Prior to and in making available the remote e-voting system, the Society shall firstly ensure that (i) the identity of Members of the Society eligible to vote is verified and validated by the Society by calling for submission of relevant Identity/ Verification documents as prescribed by the Society and confirming such submissions from its records (ii) the casting of remote e-vote is validated by use of One Time Password (OTP) facility issued only to validated Cell Phone Numbers of each Member of the Society.</p> <p>(g) The Society intends to adopt international best practices with respect to the method of voting by adopting a revenue-based approach (“The Revenue Method”) based on Royalties distributed to each member. The said Method shall be adopted by the Board and ratified / approved by the General Body as Special Business not later than 30th September 2020.</p>
Time for taking poll	22.	A poll demanded on any matter 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, shall be proceeded with pending the taking of the poll.
		VOTES OF MEMBERS
Votes of Members	23.	(a) Subject to these Articles, each Member shall have voting

power on poll as well as on a show of hands and shall cast his/her/its vote at General Meetings as per Article 21. No member shall be entitled to vote unless he is present in person. Thus, no member of the Society entitled to attend and vote at a meeting of the Society shall be entitled to appoint another person as a proxy to attend and vote at the meeting on his/her/its behalf.

- (b) Votes are to be given personally in the case of individuals; in relation to firms, companies or body corporates, votes may be given as provided by these Articles and/or by a representative duly authorized by the respective firm, company or body corporate and intimated to the Society (along with all supporting documents as may have been demanded by Society) while applying for membership or any changes made thereafter.
- (c) In the case of legal heirs, the authorised representative shall not have a vote at AGM or EGM.
- (d) If any Member entitled to vote be a lunatic or *non-compos mentis*, the vote on his behalf shall be cast by his legal guardian or legal representative.

BOARD OF DIRECTORS

Composition of Board of Directors

- 24. (a) Subject to the applicable provisions of the Companies Act and in accordance with the Copyright Act, 1957 and the Copyright Rules, and any other applicable law, the Society shall constitute the Board of Directors.
- (b) Subject to these Articles, the Board of Directors shall consist of Members from all the four regions of India viz., East, West, North and South in a manner to ensure fair and just representation of Author Members and Owner Members from each region and accordingly, the number of seats region wise shall be as under:

	West	South	North	East	
Author Member	<u>2</u>	<u>2</u>	<u>1</u>	<u>1</u>	<u>6</u>
Owner	<u>2</u>	<u>2</u>	<u>1</u>	<u>1</u>	<u>6</u>
Total	<u>4</u>	<u>4</u>	<u>2</u>	<u>2</u>	<u>12</u>

- (c) For a member to stand and represent a specified region, the

member should be an Owner or Author Member registered as such to membership from that region at the time of his membership or the Owner or Author Member should represent the repertoire of that region.

- (d) To avoid direct conflict of interest, any firm or body corporate ("Entity") which is a Member of the Society, having direct or indirect Control (as defined by Section 2(27) of the Companies Act, 2013) over any entity whose revenue attributable to/from any business activity eligible or requiring it to secure a statutory/compulsory/blanket license under the Copyright Act, 1957 from the Society or from any of its Affiliated Society(s) accounts for more than 40% of such Entity's total revenue in the preceding financial year shall not be eligible to stand for election to the post of a Director of the Board.
- (e) The ratio of the composition of the Board will stand as it is in case of increase or decrease in the number of the Directors.
- (f) Subject to these Articles, Members shall appoint a Chairman of the Board in accordance with Article 20 from amongst themselves who would be the Chairman of the Society and Board. Apart from his vote as a Director, only in the case of an equality of votes or tie, the Chairman shall be entitled to have a second casting vote in Board meetings.
- (g) Appointment, Re-appointment and/or replacement of Directors shall be as per the provisions of the Companies Act, Copyright Act, 1957 and Copyright Rules, 2013.
- (h) Any person to be elected to the Board shall fulfil certain additional criteria as may be laid down in the Rules of the Society and be compliant with applicable provisions of the Companies Act.
- (i) Author Members and Owner Members shall vote for candidates for election to the Board in their respective category of Author or Owner only. For clarity, Author members shall not be eligible to elect Owner members to the Board of the Society and Owner members shall not be eligible to elect Author members to the Board of the Society.
- (j) The Board shall appoint a Vice-chairman from amongst themselves who shall not have a second or casting vote.
- (k) The Board may appoint Committees, etc. as it desires fit for various purposes of management and frame terms of reference and/or rules and regulations to that effect for them.

Chairman's Office, benefits, remuneration and Expenses	25.	<p>(a) The Society shall provide adequate facilities to the Chairman and shall employ such personnel (not exceeding 3 persons) as may be required and as may be appointed by the Chairman towards an office for the Chairman of the Society. The Society shall meet such costs/salaries/retainers, being commensurate with Industry norms, during the tenure of the Chairman incurred in connection with the Society. Such personnel of Chairman's office shall not be a member or any employee of the member or office bearer of any association/copyright Society/company.</p> <p>(b) The Chairman shall be paid all travelling, hotel and other expenses, commensurate with his status as Chairman as may be incurred by the Chairman in attending and returning from meetings of the Board and/or as may be incurred in any connection with the Society's business and activities, and also a sitting fee as may be decided by the Board.</p>
Chairman Emeritus	25A.	<p>(a) The Chairman of the Society & Board first elected to hold the office of Chairman of the Society and Board under these Articles shall on attaining age of retirement as prescribed under the Companies Act, 2013 be designated as "Chairman Emeritus" of the Society.</p> <p>(b) The Chairman Emeritus shall be entitled to attend Board meetings but shall not have a vote during the said meeting.</p> <p>(c) The Chairman Emeritus shall be entitled to all the privileges and facilities as made available to Chairman of the Society as per Article 25 (a) & (b) of these Articles.</p>
Directors remuneration and Expenses	26.	<p>The Directors on the Board shall not be entitled as such to any remuneration; but the Board may remunerate in such manner as it thinks fit, any Director who may be called upon to render any special service to the Society. The Directors shall be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meeting of the Board and/or in connection with the Society's business and also a sitting fee.</p>
		POWER AND DUTIES
General Powers vested in the Board	27.	<p>(a). The affairs and operations of the Society shall be conducted and managed by the Board as per the provisions of the Copyright Act, 1957 and the Copyright Rules not being inconsistent with the Companies Act. The Board shall exercise all such powers within the purview of the Memorandum and Articles of Association of the Society, required to be exercised by the Society in General Meeting, and to such rules and regulations, being not inconsistent with</p>

		<p>the aforesaid statutes, as may be prescribed by the Society in the General Meeting.</p> <p>(b). All decisions to be taken by the Board will be taken on the basis of a simple majority, excluding decisions relating to the Reserved Items set out at Article 16 (a) (ii) to (v) which shall be subject to 3/4th Majority of Board Members approving such decision/resolution.</p> <p>(c). Further, for the Reserved Items as per the matters set out as Reserved Items vide Article 16 (a) (ii) to (v) to be considered as having been finally passed would also require to be passed by 75% or more votes of Members present in person and entitled to vote at a General Meeting of Members, in favour of the resolution. The voting methodology at AGM/EGM pertaining to Reserved Items shall be on the basis of "one man one vote" for Authors/Composers and on the basis of "one work one vote" for Music Publishers and such matters/resolutions placed at the General Meeting shall be binding on the Society only after the said resolutions have been passed by (i) 75% or more votes of Author/Composers Members present in person and entitled to vote at the General Meeting and (ii) 75% or more votes of Music publishers Members present in person and entitled to vote at the General Meeting.</p>
Appointment of Committees	28.	<p>(a) The Board may appoint a Committee(s) by whatever name called, for such purposes and with such powers, authorities and directions under Terms of Reference (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as it may think fit. Committee Members may be paid all travelling, hotel and other expenses properly incurred by them under the said Terms of Reference.</p> <p>(b) It is clarified that the Legal Committee authorised and appointed to oversee the Society's legal matters shall consist of 2 (Two) Author / Composer Directors and 2 (Two) Music Publisher Directors (inclusive of the Chairman of the Society). The Legal Committee of the Board shall be exclusively responsible for all legal matters of the Society, including appointment of outside counsel, legal proceedings and/ or investigations (civil and/or criminal), claims and actions concerning or related to the Society, any part of or the whole of its Business, interests of its members or one class of members, its Directors and Officers excluding for "Legal Cases" as defined in Article 28(c). All legal expenses already incurred or that may be incurred under direction of the Committee shall be promptly disbursed by the Society on written request of the Legal Committee. All decisions of the Legal Committee shall be on the basis of a simple majority of</p>

		<p>members present and voting during meetings of the Legal Committee. The Chairman shall have a second or casting vote only in the case of a tie.</p> <p>(c) Notwithstanding Article 28 (b), the composition of the Legal Committee solely responsible for the conduct and disposal of legal proceedings (civil and/or criminal), claims, complaints, claims and actions (“Legal Cases”) arising, filed, registered (and subsisting/ pending) prior to 31.12.2016 against the Society, its Directors and/ or Officers, shall be 2 (Two) Author / Composer Directors and 2 (Two) Music Publishers Directors (inclusive of the Chairman of the Society) and the Outside Counsel of the Society (as a non-voting invitee) if any. This composition shall subsist until the year 2020 or until the Legal Cases are finally closed or quashed and/or withdrawn, whichever is earlier. All legal expenses already incurred or that may be incurred under direction of the Committee shall be promptly disbursed by the Society on written request of the Legal Committee charged with the Legal Cases. All decisions of the Legal Committee shall be on the basis of a simple majority of members present and voting during the meetings of the Legal Committee. In case of a tie, the decision will be referred to Governing Council and would be decided by 3/4th majority of Board Member present and voting.</p>
Power of Attorney	29.	The Board 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 Board to be the attorney or attorneys of the Society for such purposes and with such powers, authorities and directions (not exceeding those vested in or exercisable by the Board under these Articles) and for such period, and subject to such conditions as it may think fit. Any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit, and may also authorize any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
Execution of Cheques, etc.	30.	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 manner as the Board shall from time to time by resolution determine.
Distribution of Receipts – General Purposes	31.	(a). The Society shall license, collect and distribute for all utilization (per section 18 & 19 read with Section 30 of the Copyright Act 1957) in exercise of the copyright, license or authority assigned to the Society by its members and affiliated societies or exercise the same as per law, i.e. the royalty distribution will be equally between the Owner and Author.

- (b). All such royalties received or collected by the Society shall be distributed in the ratio of:
- (i) Relevant Owner Member of the relevant Literary and/ or Musical Work: 50%;
 - (ii) Relevant Author Member of Literary Work: 25%; and
 - (iii) Relevant Author Member of Musical Work: 25%.
- (c). For clarity, the Society will collect and distribute royalties for all utilization, after 21st June 2012 of all Musical and/or Literary Works to
- i) The Relevant Authors / Composers and Owners or their legal heirs equally in the ratio as stated in (i), (ii) and (iii) of sub Article (b) above for Musical or Literary Works created and owned prior to 21st June 2012.
 - ii) The Relevant Authors / Composers and Owners or their legal heirs equally in the ratio as stated in (i), (ii) and (iii) of sub Article (b) above for Musical or Literary Works created and owned post to 21st June 2012.
 - iii) The Relevant Authors / Composers and Owners or their legal heirs their share of royalty and no private arrangement to the contrary will be binding on the Society.
- (d). It is clarified that the Society shall only distribute Royalties, as payable under these Articles, directly, in the name and to the account of the relevant Author/Composer/Owner Member of the Society or their legal heir and to no other third person or entity.
- (e). As the case may be royalty shall be paid as stated in (a) (b) and (c) and to no other person or entity unless otherwise directed by a Court Judgement of a Final Nature with no possibility of Appeal against such Judgement.
- (f). Such consideration in the nature of royalties shall be paid to members after meeting the expenses of the company incurred in the exercise of the rights assigned to it as per the Copyright Act, 1957 and Copyright Rules or in otherwise carrying out the operations of the Society. Such expenditure shall first be met from any revenue which the Society may receive from any sources other than from the exercise of the authorized rights; the balance, if any, shall be charged against the receipts from the exercise of such rights.
- (g). Royalties payable to the Members by the Society 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

		<p>to it.</p> <p>(h). It is clarified that excluding and other than for Works created or owned prior to 21st June 2012, the distribution of royalty to Authors/Composers shall not be construed as creation of any charge, encumbrance, and interest or right on the Copyright of the Owners and copyright ownership of the Owners would remain absolute without any restriction or limitation whatsoever subject to Owners securing valid assignment agreements with the relevant Authors.</p> <p>(i). It be clarified that administration of mechanical rights for Non-Indian works will be to the account of the concerned music publisher, provided that the said author / composer is not a member of the company.</p> <p>The Society shall not discriminate in relation to the payment of royalties to its members.</p>
<p>Distribution of the Receipts – Specific Purposes</p>	<p>32.</p>	<p>Subject to the provisions of the Companies Act 2013, the Board may, before making any distribution among 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 Members 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 dependents of any such persons;</p> <p>(ii) to any benevolent, pension, or similar welfare fund which may be established for the benefit of Members, or employees of the Society or their wives, widows, families or dependents;</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 music or writing, teaching or performance of music or writing or for any other purpose calculated to benefit Members or to or for the benefit of the Society, any Association or Company whose objects shall include any such purpose;</p> <p>(v) to establish any fund, trust, association or institution</p>

Reserve Fund		<p>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 expense payments for any of the purposes for which power is given by relevant clauses of the Memorandum of Association.</p> <p>Provided that any payments under (i) to (vi) hereof, shall not in any one (1) accounting year, in aggregate, exceed a sum which is equivalent to ten per cent 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 adopted by the Society.</p> <p>(b) to transfer such sums as it thinks proper to a reserve fund, which may be split into special funds, as per the Copyright Act, 1957 and Copyright Rules, and also to meet expenses or contingencies for or of the Society, as the Board may deem fit in its absolute discretion for the better interest of the Society but not so as to charge any right or interest of any Member in respect of his works.</p>
Appointment of Chief Executive Officer	33.	<p>(a) The Board shall, from time to time, appoint any person not being a Member as Chief Executive Officer of the Society for such term and at such remuneration as it may think fit, and (subject to any contract entered into between the Society and such Chief Executive Officer) may from time to time remove and appoint some other person as Chief Executive Officer in his place. The Chief Executive Officer so appointed shall be holding the position of a principal officer of the Society/ Company under the Copyright Act and Rules as applicable. Such person shall be required to act under the control, supervision and directions of the Board of Directors as executor of the decisions of the Board/Governing Council.</p> <p>(b) The Chief Executive Officer shall continue to hold office until such time as simple majority of Members of the Board present and voting in a meeting of the Board decide on the removal or suspension of the CEO. The mode of removal or suspension of the Chief Executive Officer shall be subject to simple majority of Members of the Board present and voting in a meeting of the Board until 20th September 2020 and thereafter the removal or suspension of the Chief Executive Officer shall be subject to 3/4th majority of Members of the Board present and voting in a meeting of the Board.</p>
Powers of Chief	34.	The Board may delegate to the Chief Executive Officer and/or

Executive Officer		any other officer all such of its administrative powers as aforesaid as it may deem necessary for the full and proper administration of the affairs of the Society. Further to such delegation, subject always to prior written approval of the applicable Legal Committee in each case, the Chief Executive Officer is fully authorized to institute legal proceedings, execute and make all deeds, affidavits, complaints, suits, power of attorney, assignments and assurances and all such legal documents and do all such acts for and on behalf of the Society for the proper and effective administration and enforcement of the copyright and rights of the Society's members.
Payment of Expenses & Liabilities	35.	The Board 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.
Borrowing Power	36.	The Board may from time to time, borrow, raise or secure the payment of such sum or sums of money as it may deem requisite for any purpose which it may deem expedient in the interests of the Society, but not so as to charge any right or interest of any Member in respect of his works.
Alterations of Memorandum & Articles of Association and Rules	37.	The Board may and from time to time alter/amend the Memorandum of Association and the Article of Association and the Rules of the Society in the manner so laid down in these Articles.
Minutes	38.	<p>The Board, and/or any other Committees shall cause minutes to be duly made in books for the purpose:</p> <ul style="list-style-type: none"> (i) for Appointments: of all appointments of officers made by the Board, or Committees; (ii) For Board/Committee Meetings: of the names of the Directors present at such meeting of the Board, and/or of any Committee or Sub-Committee thereof and shall sign his name in a book to be kept for that purpose; (iii) For General Meetings: of the names of the Members present at General Meetings of the Society, and shall enter their name and affix their signature in a book to be kept for that purpose; (iv) For Minutes of General Meetings: of all discussions and decisions, resolutions and proceedings of all such General Meetings and any such minutes of any such meeting of the Society, if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding

		<p>meeting, shall be receivable as prime facie evidence of the matters stated in such minutes;</p> <p>(v) For Minutes of Board/Committee Meetings: of all discussions and decisions, resolutions and proceedings of all such meetings of the Board, and/or of any Committee or Sub-Committee and any such minutes of any meeting of the Society, of the Board, or of any Committee or Sub-Committee, 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.</p>
DISQUALIFICATION OF DIRECTORS		
Vacation of Office of Director	39.	<p>The office of Director shall be vacated:</p> <p>(i) if the Director ceases to be a Member; or, in the case of a Director appointed as the nominee/representative of a company or firm and if such company or firm ceases to be a Member;</p> <p>(ii) if in the case of a Director appointed on behalf of a company or a firm, the Director ceases to hold the qualification required for such nominees pursuant to Article 24;</p> <p>(iii) if the Director becomes bankrupt or makes any arrangement or composition with his creditors generally;</p> <p>(iv) if the Director becomes prohibited from being a Director by reason of any order made under Section 164 of the Companies Act;</p> <p>(v) if the Director becomes of unsound mind;</p> <p>(vi) if the Director, by notice in writing to the Chairman or the Secretary of the Society, resigns his office;</p> <p>(vii) if the Director absents himself from 3 consecutive meetings of the Board without obtaining leave of absence from the Board.</p> <p>(viii) if the Director, or if a company or firm of which the Director is the nominee/representative, 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 and/or literary work in the copyright of which such</p>

		Director, limited company or firm is interested. Provided however, that a Director shall not vacate his office by reason of his entering 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 company or firm in manner required under the Companies Act. But the Director shall not vote in respect of any such contract or work or any matter arising therefrom; and if he does so vote, his vote shall not be counted. Provided also that no Director shall vacate his office by reason of his being remunerated pursuant to Article 25 for any special services that he may render to the Society.
Term of Office of Directors	40.	The provisions of the Companies Act shall govern the term of office of Directors and their re-election subject to it complying with the provisions of the Copyright Act, 1957 and Copyright Rules, 2013.
Removal of Director	41.	The Society may, in a General Meeting, by way of Ordinary Business, of which notice has been given in accordance with Section 169 of the Companies Act 2013 (except sub-section (4) which until the said sub section is brought into force section 284 (4) of the Companies Act, 1956, remove any Director before the expiration of his period of office, subject to these articles. However, the ratio of the Board nominees as provided for in Article 24 shall be maintained and in case of vacancy caused by way of removal or retirement and/or for any reason of a Director shall be filled only by a nominee chosen by the Author Member or Owner Member (as the case may be) whose nominee has been removed or his/her term has expired or retired, etc.
Filling vacancy caused by removal	42.	The Society may, in a General Meeting, by Special Resolution appoint any other person so qualified in place of any Director removed from office subject to requirements enumerated in the Articles. However, the person so appointed shall always have the same footing or qualification as Author or Owner as the Director in whose place he is being appointed and shall be subject to retirement at the same time as his immediate predecessor in office would have been.
PROCEEDINGS OF THE BOARD		
Meetings & Voting	43.	(i) The Board may meet together for the dispatch of business, adjourn or otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman of the meeting shall have a second or casting vote. Meetings shall be called as per provisions of the Companies Act and/or the Copyright Act, 1957 and the Copyright Rules and these Articles.

		<p>(ii) The Board Meeting can be called by the Chairman, or on the requisition of 7 (seven) Director/s to the Secretary.</p> <p>(iii) Notice of the Board meeting needs to be given to all the Directors at their last known and registered address at least 7 (seven) days in advance. However, Chairman may call and convene an urgent Board meeting by giving 24 hour notice of the same.</p> <p>(iv) The Quorum necessary to transact any business at the Board meetings shall be 8 (eight) Directors of which at least 4 (four) shall be Authors.</p> <p>(v) If, within half an hour after the time appointed for the meeting, a quorum is not present, 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 Chairman of the Board may determine; if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the Members present shall be the quorum.</p>
Validation of Appointment of Directors	44.	All acts done by any meeting of the Board or of any Committee 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 Director or persons acting as aforesaid, and that they or any of them were disqualified, shall be as valid as if every such person had been duly appointed and was qualified to be a Director.
Secretary	45.	The Secretary shall be appointed by the Board for such term and at such remuneration and upon such terms and conditions, as it may think fit; and any Secretary so appointed may be removed by the Board and any other person be appointed in his place. The Secretary shall be the Secretary of the Society as required under the provisions of the Companies Act.
		THE SEAL
Method of affixing Seal	46.	The seal of the Society shall not be affixed to any instrument except by the authority of a resolution of the Board, and in the presence of at least two Directors and the Secretary or such other person as the Board 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 so affixed in their presence.

		ACCOUNTS
Accounts to be kept	47.	The Board shall cause proper books of accounts to be kept with respect to: <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	48.	The books of accounts shall be kept at the registered office of the Society, or at such other place or places in India as the Board thinks fit, and shall be open to the inspection of the Directors.
Inspection of Books of Accounts	49.	The Board shall from time to time determine whether, and to what extent, what times and places, under what conditions and regulations, the accounts and books of the Society shall be open to the inspection of Members not being Directors, except as conferred by statute or by the members of the Society in General Meeting.
Accounts Balance-Sheet & Report	50.	The Board shall from time to time, in accordance with the provisions 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	51.	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 the 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. <p>The CEO and/or the Secretary shall be responsible to adhere to this requirement and shall be liable for non-compliance.</p>
		AUDIT
Auditor to be Appointed	52.	Auditors shall be appointed, and their duties regulated in accordance with the provisions of the Companies Act.
		NOTICES
Method of giving Notice	53.	A notice may be given by the Society to any Member either personally or by sending it by post to him to his last known 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 going of notice to him.
Service by post	54.	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	55.	<p>Notice of every General Meeting shall be given in the same manner hereinabove authorized to (i) every member who is 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.</p> <p>No other person shall be entitled to receive notices of General Meetings.</p>
		INDEMNITY
Directors & Officers Entitled to Immunity	56.	<p>The Directors, Chief Executive Officer, 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 the 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, claims, proceedings, costs including legal expenses, 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 such person's proven personal wilful 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 joining in any receipt for the sake of conformity or for any bankers or other persons with whom any monies or effects belonging to the Society shall be lodged or deposited for safe custody, or for insufficiency or deficiency of any security upon which monies of or belongings 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 such persons proven personal wilful neglect or default respectively. It is clarified that Directors representing Music Publisher Members and/or Author Members shall be eligible for Indemnification by the Society only during the term and subsistence of their Music Publisher Company or individual's membership of the Society respectively.</p> <p>Any action, civil and/or criminal, against past or present</p>

		Directors and/or the Chief Executive Officer and/or other Company Executives/Officers for any matter related the Company Administration (including licensing, distribution, documentation, accounting and other matters) can be initiated only subject to unanimous resolution of more than ¼ of the total strength of the Board of Directors present and voting in person at such meeting of the Governing Council. .
WINDING UP		
Procedure on Winding up	57.	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 Rights 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 apportioned among the persons who are members at the date of such winding up, in the proportion in which such Members received distributions from the Society in respect of the year ending on the 31 st day of 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 or his personal representative.
No waiver of rights	58.	Notwithstanding anything contained to the contrary under these Articles, no provision in these Articles shall prevent any Member to surrender/relinquish/terminate his membership without any reason by giving two months' notice in writing to the Society as permitted under Article 8 (e), and no provision of these articles will be held against the interests/ rights of such member after his surrendering /relinquishing /termination of his membership.
Applicability of the Companies Act 2013 & Copyright Act 1957	59.	<p>Except as otherwise provided herein, the Company shall be governed by the Companies Act, 2013 and the Rules made thereunder as may be amended from time to time and every statute that may be substituted thereof. The provisions of these Articles of Association shall be subject to the provisions of Table H of Schedule I of the Companies Act, 2013.</p> <p>The Company shall also be governed by the provisions of the Copyright Act, 1957, Copyright (Amendment) Act, 2012 and the Copyright Rules, 2013 and in case of conflict between Copyright Act / Rules and Companies Act / Rules the provisions of Companies Act / Rules will prevail.</p>

THE INDIAN PERFORMING RIGHT SOCIETY LTD


DIRECTOR

We, the several persons whose names, addresses and descriptions are hereunto subscribed are desirous of being formed into a Company in accordance with and in pursuance of this Articles of Association.

Sr. No	Name of subscriber	Address & Description and Occupation of the Subscriber	Signature of Subscriber	Signature of Witness with Address Description and Occupation
1.	InderSenJohar Son of Mr. Annant Ram Johar	23, Lotus Court Churchgate, Bombay (Film Producer)		Mrs. Kanti Rani Kaicher Wife of Mr. B. Kaicher (Service)
2.	Shatrujit Paul Son of Mr. Mohinder Paul	5, Anandkunj, Linking Road, Bombay - 54. (Film Producer)		---do---
3.	Shrinath D. Tripathi Son of Mr. Dinanath Tripathi	"Tideways", St. John Baptist Rd., Bandra, Bombay - 50. (Music Director)		---do---
4.	Irikkalil Keshav Menon son of Mr. Kunjan Keshav Menon	12, Shanti Biketan, Bombay - 28. (Secy. I.M.P.P.A.) (Ex-Officio)		---do---
5.	Prem Nath Wadhawan Son of Mr. Lal Chand Wadhawan	5, Patange Building, Chamarbagh Road, Parel, Bombay - 12. (Music Director)		---do---
6.	Raghubir Chand Talwar Son of Dr. Ram Lal Talwar	5, Shiv Shanti Bhavan, Churchgate, Bombay. (Film Producer)		---do---
7.	Sheonath Singh Son of Late Ram Dularey Singh	Taj Mahal Hotel, Bombay. (Permanent : 4, Wellesley Place Calcutta)		---do---

Dated at Bombay this 18th day of August 1969.

THE INDIAN PERFORMING RIGHT SOCIETY LTD.


DIRECTOR

