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**ARTICLES OF ASSOCIATION**

**OF THE**

**PERFORMING RIGHT SOCIETY LIMITED**

**COMPANY LIMITED BY GUARANTEE – NO SHARE CAPITAL**

**REGISTERED the 6<sup>th</sup> Day of March 1914**

**AS ADOPTED ON 18 AUGUST 2020**



Registered office 2 PANCRAAS SQUARE LONDON, N1C 4AG

Classified : Confidential

## **COMPANIES ACT 1985**

*Company Limited by Guarantee (and not having a Share Capital).*

### **Articles of Association OF THE PERFORMING RIGHT SOCIETY LIMITED**

#### **Definitions**

**1.**

- (a) 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.
  - (ii) "author" means an author, adapter or translator of any words which are or may be associated with any music.
  - (iii) "Broadcast" has the meaning ascribed to that term in section 6(1) of the Copyright Act; and, in respect of any Musical Work, the "broadcasting right" shall be construed as follows:
    - (a) the right to Broadcast the Work;
    - (b) all rights in the nature of such right including any modification of that right which by virtue of any present or future enactment exists or may exist;
    - (c) such rights corresponding to the rights set out in Articles 1(a)(iii)(a) and (b) as exist under the laws relating to copyright in all other countries in the World from time to time;
    - (d) all accrued causes of action in respect of such rights as are mentioned in Article 1(a)(iii)(a)-(c) (subject always to Article 10 of these Articles); and
    - (e) all parts and or shares of or interest in such rights as are mentioned in Articles 1(a)(iii)(a)-(c).
  - (iv) "Business Day" means any day other than a Saturday, Sunday or a public holiday in England.
  - (v) "Category of rights" means, in respect of the rights to be administered by the Society, one or more of the categories of rights specified in Article 7(cA)(i)-(xii).
  - (vi) "Companies Act" means the Companies Act 2006, as amended or re-enacted from time to time.
  - (vii) "composer" means a composer or arranger of any music.
  - (viii) "Constitution" means the Memorandum, Articles of Association, Rules and Regulations of the Society.
  - (ix) "Copyright Act" means the Copyright, Designs and Patents Act 1988 as amended from time to time.

- (x) "Council Member" means a member of the Members' Council.
- (xi) "Designated Council Member" has the meaning ascribed to that term in Article 73(a).
- (xii) "Designated Publisher" has the meaning ascribed to that term in Article 73(a).
- (xiii) "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" have corresponding meanings.
- (xiv) "film" has the meaning ascribed to that term in Section 5B of the Copyright Act.
- (xv) "Film Synchronisation Right" means, in respect of any work described in Article 7(c)(ii):
  - (a) the right in any part of the world to record the work on the soundtrack of any film;
  - (b) all rights in the nature of the right under (a) above including any extension and modification of that right which by virtue of any present or future enactment exist or may exist;
  - (c) such corresponding rights as exist under the laws relating to copyright in all other countries in the world as in force from time to time;
  - (d) all accrued causes of action in respect of each of the rights mentioned in Article 1(a)(xv)(a) to (d) inclusive; and
  - (e) all parts and/or shares of or interest in each of the rights mentioned in Article 1(a)(xv)(a) to (c) inclusive.
- (xvi) "Independent non-executive Council Member" has the meaning ascribed to that term in Article 45(b).
- (xvii) "Making Available", in relation to a Musical Work, has the meaning ascribed to that term in section 20(2)(b) of the Copyright Act.
- (xviii) "Making Available Right" means, in respect of a Musical Work:
  - (a) the right of Making Available the Work to the public;
  - (b) all rights in the nature of such right including any modification of that right which by virtue of any present or future enactment exists or may exist;
  - (c) such corresponding rights as exist under the laws relating to copyright in all other countries in the World from time to time;
  - (d) all accrued causes of action in respect of such rights as are mentioned in Article 1(a)(xviii)(a)-(c) (subject always to Article 10 of these Articles); and
  - (e) all parts and or shares of or interest in such right as are mentioned in Articles 1(a)(xviii)(a)-(c).
- (xix) "Member" means and includes Principal Voting Member, Voting Member and Standard Member.

- (xx) "Members' Council" means the Members' Council for the time being of the Society, as constituted to act as such pursuant to these Articles.
- (xxi) "Membership" means membership of the Society.
- (xxii) "Musical Work", without prejudice to the generality of the expression includes:
  - (a) any part of a musical work;
  - (b) any vocal or instrumental music recorded on the soundtrack of any film;
  - (c) any musical accompaniment to non-musical plays;
  - (d) any words or music of monologues having a musical introduction or accompaniment;
  - (e) any other words (or part of words) which are associated with a musical work even if the musical work itself is not in copyright, or even if the performing rights in the musical work are not administered by the Society.
- (xxiii) "Officer of the Society" means any Council Member or Consultant Director, and the Chief Executive and the Secretary for the time being of the Society.
- (xxiv) "Online" means in relation to the mobile telephone and online usage of any Musical Work, the communication of the Work to the public as part of the process by which such Work (with or without any associated data) is exploited in the following manner, whether this occurs through downloading, streaming or otherwise:
  - (a) a recording or reproduction of the Musical Work is stored on a data storage medium; and
  - (b) the recording or reproduction is made available for transmission, distribution or other dissemination to users by means of cable and/or wireless telecommunication or computer network; and
  - (c) a copy of the recording or reproduction is delivered to the user by such means after the user has accessed the relevant service which make available copies of the stored recording or reproduction in such a manner that:
    - (i) the recordings or reproductions reside on the user's data storage medium (either temporarily or permanently) and may be accessed in the future by the user whether or not for a limited period (otherwise known as "downloading"); or
    - (ii) the user is only able to access the recording or permanent copies reside on the user's data storage medium following such delivery (otherwise known as "streaming").

- (xxv) "Online Right" means, in respect of a Musical Work:
- (a) the right to communicate the Work to the public Online and which is not excepted, or in so far as it is not excepted by or under Article 1(a)(xxv);
  - (b) all rights in the nature of such right including any modification of that right which by virtue of any present or future enactment exists or may exist;
  - (c) such corresponding rights as exist under the laws relating to copyright in all other countries in the World from time to time;
  - (d) all accrued causes of action in respect of such rights as are mentioned in Article 1(a)(xxv)(a)-(c) (subject always to Article 10 of these Articles); and
  - (e) all parts and or shares of or interest in such right as are mentioned in Articles 1(a)(xxv)(a)-(d).
- (xxvi) Excepted from the scope of the Online Right is the broadcasting right in so far as it includes the right immediately on reception of a wireless broadcast of the Work to retransmit the Work by cable in the area for which the wireless broadcast was made (known as "simulcasting").
- (xxvii) "Performance" includes, unless otherwise stated, any mode of acoustic presentation, including any such presentation by means of a sound recording, film, communication to the public, or by any other means, and references to "perform" and "performing" shall be construed accordingly.
- (xxviii) "performing right" means, in respect of any work:
- (a) the right to perform the work in public;
  - (b) the right to communicate the work to the public;
  - (c) all rights in the nature of the rights under (a) and (b) above including any extension or modification of those rights which by virtue of any present or future enactment exist or may exist;
  - (d) such corresponding rights as exist under the laws relating to copyright in all other countries in the world as in force from time to time;
  - (e) all accrued causes of action in respect of each of the rights mentioned in Article 1(a)(xxviii)(a) to (e) inclusive; and
  - (f) all parts and/or shares of or interest in each of the rights mentioned in Article 1(a)(xxviii)(a) to (d) inclusive.
- (xxix) "present" or "present in person" means, for the purposes of physical General Meetings: present in person or, for the purposes of electronic General Meetings: present by electronic means;
- (xxx) "Principal Voting Member" means a Member of the Society admitted or promoted to Principal Voting Membership pursuant to Article 5, and having the rights, privileges and obligations provided for Principal Voting Members by these Articles; and shall be deemed to include any person who immediately before 18 January 2019 had been admitted or promoted to the category of Member named "full Membership".

(xxx1)	"proprietor" means a proprietor of any right which may be administered by the Society in any music or in any words which are or may be associated with any music.
(xxxii)	"Publisher" means a publisher of any music or of any words which are or may be associated with any music.
(xxxiii)	"Rules" mean the Rules from time to time made for the purposes mentioned in Clause 3(d) of the Memorandum of Association.
(xxxiv)	"Seal" means the common seal of the Society.
(xxxv)	"Secretary" means any person appointed to perform the duties of the Secretary of the Society.
(xxxvi)	"Society" means the Performing Right Society Limited.
(xxxvii)	"Standard Member" means a Member of the Society admitted to standard Membership pursuant to Article 5, and having the rights, privileges and obligations provided for standard Members by these Articles; and shall be deemed to include any person who immediately before 18 January 2019 had been admitted to the category of Member named "Provisional Membership".
(xxxviii)	"Successor" means any person eligible for Membership under Article 4(b).
(xxxix)	"Supervisory Function" has the meaning given to that term in Regulation 8(1) of the Collective Management of Copyright (EU Directive) Regulations 2016.
(xl)	"Writer" means a composer or author.
(xli)	"United Kingdom" means Great Britain and Northern Ireland.
(xlii)	"User-owned publisher" means: -
(xliii)	(a) any company in which more than fifty per cent of the shareholding is owned or controlled by persons whose main business or a substantial part thereof consists in any activity requiring a licence from the Society or from any of its affiliated societies; or (b) any firm in which more than fifty per cent of the assets are owned or controlled by persons whose main business or a substantial part thereof consists in any activity requiring a licence from the Society or from any of its affiliated societies.
(xliv)	"Voting Member" means a Member of the Society admitted to Voting Membership pursuant to Article 5, and having the rights, privileges and obligations provided for Voting Members by these Articles; and shall be deemed to include any person who immediately before 18 January 2019 had been admitted or promoted to the category of Member named "Associate Membership".
Interpretation	
(b)	References to "writing" mean the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether in electronic form or otherwise, and "written" shall be construed accordingly.
(c)	Any marginal notes which may be reproduced with these Articles do not form part of these Articles and shall have no bearing on the interpretation thereof.

- (d) Any question as to whether or not a publisher is user-owned for the purposes of these Articles shall be determined by the Members' Council in its absolute discretion. Provided that on any such question no Council Member nominated by a publisher which is user-owned (including the Council Member nominated by the publisher which has given rise to the question) shall vote, and if he does so vote, his vote shall not be counted.
- (e) Any reference in these Articles to "employ of the Society" shall be deemed to include a reference to "employ of PRS for Music Limited".
- (f) Any reference in these Articles to "communication to the public" shall be deemed to be a reference to that term as it is defined in the Copyright Act; and related expressions shall be construed accordingly. For the avoidance of doubt, nothing in these Articles shall affect or be construed as affecting the right of the owner of the copyright in a work to copy or to authorise the copying of the work on or in connection with the making and/or reception of the communication of that work to the public.
- (g) Words importing the masculine gender include the feminine.
- (h) Words importing persons include corporations.
- (i) Words or expressions contained in these Articles shall bear the same meaning as in the Companies Act, or any statutory modification thereof in force at the date at which these Articles become binding on the Society.
- (j) Words importing the singular number include the plural number, and vice versa.
- (k) References to "electronic platforms" include, without limitation, website addresses, conference call systems, and any other software platform or application used for video and audio conferencing, and references to persons attending meetings "by electronic means" means attendance at electronic General Meetings via the electronic platform(s) stated in the notice of such meeting.
- (l) References to a Member's right to attend and vote at General Meetings shall include, for the purposes of physical General Meetings: the right of a Member to participate in the business of any General Meeting including without limitation the right to speak, vote on a show of hands, vote on a poll, be represented by a proxy and have access to all documents which are required by the Companies Act or these Articles to be made available at the meeting or, for the purposes of electronic General Meetings: the right of a Member to participate in the business of any General Meeting including without limitation the right to speak and vote on a poll via the electronic platform(s) stated in the notice of such meeting, be represented by a proxy and have access (including electronic access) to all documents which are required by the Companies Act or these Articles to be made available at the meeting.

## **MEMBERSHIP**

- |                            |     |   |
|----------------------------|-----|---|
| Numbers Unlimited          | 2.  | For the purpose of registration of the Society the number of Members is declared to be unlimited. |
| Who are Members            | 3.  | The Members of the Society are:   |
|                            | (a) | all persons who are Members at the time these Articles become binding upon the Society; and       |
|                            | (b) | any person who is admitted to Membership pursuant to Article 5.                                   |
| Eligibility for membership | 4.  | The following persons shall be eligible for admission to Membership of the Society:               |
|                            | (a) | any writer, publisher or proprietor;  |

- Applications, categories of qualifications for membership
- (b) any spouse, child or other relative, next of kin, beneficiary in respect of the performing right in works of a deceased writer, or personal representative or trustee of any deceased writer, publisher or proprietor, or of any deceased Member.
- 5.
- (a) Any person who is eligible may apply to the Society for admission to Membership. Such applications shall be made in writing, signed by the applicant, and shall be in such form as the Members' Council shall from time to time prescribe. PROVIDED ALWAYS THAT the form of such application shall contain such wording to as to enable the applicant to specify: (i) each Category of rights which he wishes to authorise the Society to manage; and (ii) the territory or territories for which he wishes to authorise the Society to manage the aforementioned Category of rights in his works. Each applicant shall submit such evidence of eligibility and fulfilment of the qualifying criteria as the Members' Council considers to be reasonably necessary.
  - (b) Each application shall be considered by the Members' Council or in such other manner as the Members' Council may from time to time direct.
  - (c) There shall be three categories of Members, namely:
    - (a) Standard Members
    - (b) Voting Members
    - (c) Principal Voting Members
  - (d) No person may be admitted by the Members' Council as a Member of any category unless he has fulfilled the qualifying criteria prescribed for that category save that the Members' Council may, in its discretion at any time admit any 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 Members' 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.
  - (e) The qualifying criteria for each category of Member shall be prescribed from time to time by the Members' Council and in the case of Voting Members and Principal Voting Members, shall be approved by the Society in General Meeting.
- As soon as practicable after any qualifying criteria have been prescribed and, where necessary, approved, the Members' Council shall cause them to be made publicly available by the Society on its website.
- (f) Subject to this Article the promotion to Voting Membership or Principal Voting Membership respectively of existing Standard Members or of Voting Members who have fulfilled the relevant qualifying criteria for such promotion shall take place as soon as practicable after the commencement of each calendar year.
  - (g) For the purpose of this Article the Members' Council shall cause a statement to be prepared as soon as possible after the commencement of each calendar year containing the names of all Standard Members who have fulfilled the qualifying criteria for promotion to Voting Membership and of all Voting Members who have fulfilled the qualifying criteria for promotion to Principal Voting Membership.
- The Members' Council shall examine the list and when satisfied that it is correct shall certify that the persons named thereon have been duly promoted to Voting Membership or Principal Voting Membership as the case may be.
- (h) Every person who has



- (i) been admitted to Membership; or
  - (ii) who has been subsequently promoted to another category of Membership shall have issued to him, on written request, a certificate as to his Membership in such form, and signed by such Officer of the Society, as the Members' Council shall from time to time prescribe.
  
- Rights and duties of membership      6.

  - (a) Save as hereinafter provided a Standard Member and a Voting Member shall have the same rights and privileges and be subject to the same obligations as a Principal Voting Member.
  - (b) Standard Members shall not be entitled to receive notice of or attend or vote at General Meetings.
  
- Assignment of Rights      7.

  - (a) Every Member shall, on admission, or at any time thereafter if requested by the Society, assign or cause to be assigned to the Society all rights to be administered on his behalf by the Society in accordance with the following provisions of this Article.
  - (b) Subject to the following provisions of the Article, the rights to be administered by the Society on behalf of a Member are:
    - (i) the performing right;
    - (ii) in the case of writer Members only, the film synchronisation right in every work composed or written by the Member primarily for the purpose of being recorded on the soundtrack of a particular film or films in contemplation when such work was commissioned;
    - (iii) such other rights, or such parts of the rights mentioned in subparagraphs (i) and (ii), as the Members' Council may direct, for the whole world or such part or parts of the whole world as the Members' Council may direct, in all or any works or parts of works, present and future, of which the Member is the writer, publisher or proprietor.
  - (c) Every assignment to the Society pursuant to this Article shall be in such form as the Members' Council may from time to time prescribe and shall operate for and during the period of the assignor's Membership, subject to the provisions of Articles 9, 10 and 11.

Provided always that any assignment to the Society:

- (i) of the Film Synchronisation Right shall expressly provide that the Society will at any time at the request of the composer or author of the work assign or license the Film Synchronisation Right in the work to the film producer or any other person who commissioned the composition or writing thereof provided that the Society shall have obtained from the producer of the film on the soundtrack of which the work is to be reproduced an agreement in a form satisfactory to the Society providing payment to the Society of such fees either by way of a lump sum payment or share of receipts or royalties or otherwise as the Society may require in respect of any exhibition of any film embodying the work in cinemas (motion picture theatres) in the U.S.A;
- (ii) shall specify the Categories of rights to be assigned by the Member to the Society.

- (cA) Each Member may on admission exclude (subject to the Rules) and may at any time after admission require (subject to Article 9(f) and the Rules) the Society to assign to him one or more of the following Categories of rights in all of his works:
- (i) the live public performance right;
  - (ii) the audio broadcasting right (other than the Online Right);
  - (iii) the public performing right of audio broadcast works;
  - (iv) the televising (audio-visual) broadcasting right (other than the Online Right) right;
  - (v) the public performing right of televised works;
  - (vi) the right of public performance by means of the theatrical exhibition of a film;
  - (vii) the public performing right of mechanically reproduced (sound bearing copies) works;
  - (viii) the Film Synchronisation Right;
  - (ix) the public performing right of works reproduced on video tape;
  - (x) the Online Right except for the Making Available Right;
  - (xi) the Making Available Right;
  - (xii) the exploitation rights resulting from technical developments or future change in the law.
- (cB) The Categories of rights referred to in Article 7(cA) shall be subject to such Rules as may from time to time be made by the Society in General Meeting PROVIDED ALWAYS that it shall not be a condition of such exclusion or assignment that the Member entrust the management of the Categories of rights to another Affiliated Society. The Member shall be entitled to receive sums to which he would have been entitled in accordance with the Rules in respect of any period prior to assignment to him of the Category of rights concerned and in relation to such sums, to such other rights as he shall be entitled to retain under any applicable law on collective management of copyright and related rights.
- (d) Pending the assignment of rights to the Society pursuant to this Article, every Member by virtue of his admission grants to the Society, for and during the period of Membership, subject to the provisions of Articles 9, 10 and 11, 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 authorise or permit or forbid the exercise of the rights to be administered by the Society on behalf of the Member;
  - (ii) to grant licences on his behalf for the exercise of such rights;
  - (iii) to collect fees, subscriptions, or monies whether for the authorised use of any of the Member's works, or by way of damages or compensation for the unauthorised use of such works;

- (iv) to institute and prosecute proceedings against all persons infringing the said rights 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 to compound, compromise, refer to arbitration or submit to judgement in any such proceedings, and generally to represent the Member in all matters concerning the said rights;
    - (v) to protect generally the said rights in the Member's works; and
    - (vi) to delegate authority to do any acts as aforesaid to any affiliated society and to any agent or representative in territories overseas, for the purpose of exercising the said rights in such territories.
  - (e) The Society may exercise and enforce the rights of Members of any affiliated societies pursuant to the terms of any contract now existing or which may hereafter be made between the Society and such affiliated societies.
  - (f) The Society may, by notice in writing to any Member, decline to exercise the whole or any part of the performing right in any particular work or works of which such Member is the composer, author, publisher or proprietor, and thereupon the provisions of sub-clauses (a) and (d) of this Article shall cease to apply to such right, and any assignment thereof already made to the 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.
  - (g) Any Member may (subject to compliance by such Member with the Rules) require the Society to assign to the Member in respect of each work (the performing right in which has been assigned to the Society by such Member as the composer, author, publisher or proprietor of such work) the right publicly to perform live such work.
  - (h) Subject to the Rules, every Member shall be entitled to grant licences for the non-commercial use(s) of one or more of the works of which that Member is the composer, author, publisher or proprietor. The Members' Council shall by notice in writing, general or specific, specify the non-commercial uses in respect of which the Member is authorised to grant licences under this Article 7(h).
- Membership not transferable      8.
- (a) Subject to Article 7(h), no Member shall be at liberty to (i) transfer his Membership to any other person; or (ii) to alienate or exercise the rights to be administered by the Society on behalf of the Member.
  - (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 person whether as employer or otherwise, without inserting in such contract an express provision reserving to such Member the rights to be administered by the Society on behalf of the Member.
- Termination of membership by - death      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 103, remain so vested or controlled:

- (i) for a period ending either on the 31st day of December in the seventh year following the year in which the Member's death took place unless within that period an admission as mentioned in the following paragraphs (ii) and (iii) takes place; or
- (ii) if a Successor shall be admitted to Membership during such period, then for so long as such Successor remains a Member; or
- (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 admission.
- Any payment to which the Member would, if living, have been entitled in accordance with the Rules in respect of any period prior to the admission of such Successor shall be made to the Member's personal representative until a Successor is elected, or until the end of such seventh year as aforesaid, whichever is the earlier date. Upon the admission to membership of any Successor as aforesaid, any payment to which the Member would, if living, have been entitled in accordance with the Rules in respect of any period subsequent to such admission shall be made to such Successor.
- (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 firm, or controlled by the Society by virtue of the Membership of such Limited Company or firm, shall subject to Article 103, remain so vested or controlled for a period ending on the 31st day of December in the seventh year following the year in which the liquidation or cessation of business occurred.
- (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 in any of the works in respect of which such Member is entitled to participate in Distributions, or
- (ii) in the case of any Member, being an executor or administrator, upon his having disposed of all interest in all performing rights which may have vested in him as such executor or administrator.
- (d) The Membership of a Standard Member may at any time be terminated on reasonable notice, either by the Members' Council in accordance with such general directions as the Board may from time to time give, or pursuant to such policies and in accordance with such procedures as the Members' Council may from time to time publish on the Society's website, be given notice by the Members' Council determining his Membership at the expiration of three months from the date of such notice, and his Membership shall cease accordingly. Such notice shall be in writing and shall be signed by the Secretary or other officer designated by the Members' Council.
- (e) Any Principal Voting Member or Voting Member may, pursuant to such policies and/or procedures as the Members' Council may from time to time publish on the Society's website, be given notice by the Members' Council of such notice, and his Membership shall cease accordingly. Such notice shall be in writing and shall be signed by the Secretary or other officer designated by the Members' Council.

- by the Member
- (f) Subject to the Rules and Article 9(g), any Member may:
- (i) by giving not less than three months' written notice to the Society, require the Society to assign to him one or more of the Categories of rights listed in Article 7(c)(cA);
  - (ii) by giving not less than three months' prior written notice to the Society, terminate his Membership.
- (g) The Members' Council may at its absolute discretion resolve the notice referred to in Article 9(f) shall only take effect from 31 December immediately following the giving of such notice provided that the Members' Council shall as soon as is practicable supply the Member with written reasons for so resolving.
- Pending proceedings - continuation of rights
10. 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 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.
11. If under the terms of any royalty advance or similar scheme operated by the Society for the benefit of Members or under any other agreement between the Member and the Society, the Society is entitled to collect and retain a specified amount from out of any sums that would otherwise be payable by way of Distribution to a Member ("the Specified Amount"), and such Member ceases to be a Member before the Society shall have collected and retained the Specified Amount, any rights which have been vested in the Society by such Member, or are controlled by the Society by virtue of his Membership, shall, unless the Members' Council shall have first agreed, remain so vested or controlled until the Society has collected and retained the Specified Amount.
- Cessation of membership - termination of rights, privileges etc.
- 12.
- (a) Subject to the provisions of sub-clause (b) and Articles 9, 10, 11 and 13, all rights, privileges and obligations of Membership shall cease on the date of cessation of Membership.
  - (b) Without prejudice to the generality of Article 12(a), 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 amount to which he may be entitled in accordance with the Rules in respect of any period prior to the cessation of Membership; and in relation to such amount, to such other rights as he shall be entitled under any applicable law on collective management of copyright and related rights.
13. On the bankruptcy of a writer Member or the liquidation (if a Limited Company) or cessation of business (if a firm) of a publisher Member any payment from the Society to which such Member would otherwise have been entitled shall be made to the person entitled for the time being to receive debts due to such Member and any existing direction given by such Member to the Society to make payments to any other person shall cease to have effect.
- 14.
- (a) The Members' Council may require each Member to pay to the Society an annual Membership fee ("the annual fee").

- (b) The Society may charge each Member the annual fee in such manner (including, without limitation, by deducting such fee from any monies distributable to such Member) and at such rate as the Members' Council may from time to time determine, provided that such rate is reasonable in the circumstances.
  - (c) Any Member who does not pay the annual fee shall not be entitled to receive any publications from the Society.
- 15.
- (a) The Society may require each Member to pay to the Society any expenses incurred by the Society at such Member's written request in relation to:
    - (i) any right not vested in the Society by such Member or
    - (ii) any right assigned back by the Society to such Member; or
    - (iii) any notice issued to such Member pursuant to Article 7(h)
 (in each case, "special expenses").
  - (b) The Society may charge each Member special expenses in such manner (including, without limitation, by deducting such expenses from any monies distributable to such Member) and at such rates as the Members' Council may from time to time determine provided that such rates are reasonable in the circumstances.

#### **GENERAL MEETINGS**

- |   |     |   |
|---|-----|---|
| Annual General Meeting                          | 16. | 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 meeting as such in the notice calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Society and that of the next. The Annual General Meeting shall be held at such time and place (or – in the case of an electronic General Meeting – on such electronic platform) as the Members' Council shall appoint.   |
| Extraordinary General Meetings                  | 17. | All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.   |
| Right to convene Extraordinary General Meetings | 18. | The Members' Council shall determine whether a General Meeting is to be held as a physical General Meeting or an electronic General Meeting. The Members' Council may, whenever it thinks fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default, may be convened by such requisitions, as Section 302 of the Companies Act provides. If at any time there are not within the United Kingdom sufficient Council Members capable of acting to form a quorum any Council Member or any two Principal Voting Members may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Members' Council. |

Electronic  
General  
Meetings

19. The Members' Council may resolve to enable persons entitled to attend a General Meeting hosted on an electronic platform (such meeting being an electronic General Meeting) to do so by simultaneous attendance by electronic means with no Member necessarily in physical attendance at the electronic General Meeting. The Members or their proxies present shall be counted in the quorum for, and entitled to vote at, the General Meeting in question, and that meeting shall be duly constituted and its proceedings valid if the chair is satisfied that adequate facilities are available throughout the electronic General Meeting to ensure that Members attending the electronic General Meeting who are not present together at the same place may, by electronic means, attend and speak and vote and otherwise participate. Nothing in these Articles prevents a General Meeting being held both physically and electronically.

#### **NOTICE OF GENERAL MEETINGS**

Notice of  
General  
Meeting

20. All General Meetings of the Society, including the Annual General Meeting, shall be called by at least fourteen days' notice in writing or in any other manner permitted by the Companies Act. The notice shall:
- (a) subject to Article 22, specify whether the meeting is to be held as a physical General Meeting or an electronic General Meeting;
  - (b) be exclusive of the day on which it is served or deemed to be served and of the day for which it is given;
  - (c) specify the place, the day and the hour of meeting including – in the case of an electronic General Meeting – the electronic platform for the meeting, which electronic platform may vary from time to time and from meeting to meeting as the Members' Council, in its absolute discretion, sees fit;
  - (d) in case of special business, specify 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. For electronic General Meetings, the notice shall include the principal meeting place where the chair shall be physically present and such location shall be the deemed principal meeting place (so marked in the records of the Society).

Accidental  
omission of  
notice

21. 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.

Change in  
place(s)/type/  
electronic  
platform  
and/or time of  
meeting

22. If, after the sending of notice of a General Meeting but before the meeting is held, or after the adjournment of a General Meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Members' Council decides that it is impracticable or unreasonable, as a result of (i) a reason beyond the Society's control or (ii) public safety guidelines or (iii) government guidance, to hold:
- (a) the physical General Meeting at the place(s) specified in the notice;
  - (b) the electronic General Meeting on the electronic platform specified in the notice; or

(c) the General Meeting as a physical General Meeting.

it may change the place(s) or electronic platform and/or convert any physical General Meeting into an electronic General Meeting and/or postpone the date and/or time at which the meeting is to be held. If such a decision is made, the Members' Council may then change the place(s) or type of meeting or the electronic platform and/or postpone the General Meeting again if it decides that it is reasonable to do so. In either case, no new notice of the meeting need be sent, but the Members' Council shall, if practicable, advertise the date, time and place of, or electronic platform for, the meeting and shall make arrangements for notices of the change of place(s) or electronic platform and/or postponement to appear at the original place(s) or electronic platform and/or at the original time.

23. Security at electronic General Meetings

The Members' Council when calling, and the chair at any time during, an electronic General Meeting, may make any arrangement and impose any requirement or restriction as is necessary to ensure the identification of those present and the security of the electronic communication and the sharing of documents to be made available prior to and at the meeting.

In this respect, the Society is able to authorise any voting application, system or facility for electronic General Meetings as it sees fit.

# PROCEEDINGS AT GENERAL MEETINGS

24. Business of General Meetings

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 Members' Council and Auditors, the appointment of Council Members in the place of those retiring, and the appointment, and fixing of the remuneration, of the Auditors.

25. Quorum

No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, ten Principal Voting Members present in person shall be a quorum.

26. Adjournment for lack of quorum

If, within half an hour after the time appointed for the meeting, a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and to such other time and place as the Members' 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 Principal Voting Members present shall be a quorum.

27. Adjournment for interruption/ lack of adequate/ secure facilities

If it appears to the chair that the facilities or security at an electronic General Meeting, have become inadequate or compromised, then the chair may, without the consent of the meeting, interrupt or adjourn the electronic General Meeting. All business conducted at that electronic General Meeting up to the time of that interruption or adjournment shall be valid. The provisions of Article 30 shall apply to that meeting.

28. Chair at General Meetings

The Chair of the Members' Council shall preside as chair at every General Meeting of the Society, failing whom the Deputy Chair, failing whom the Writer/President. If none of them is present within fifteen minutes after the time appointed for holding the meeting, or none of them is willing to act as chair, the Council Members present shall choose one of their number to chair the meeting.

29. Choice of Chair by Members

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



Adjourment of meeting	30.	The meeting chair may, with the consent (except in accordance with Articles 22 and 27) of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.	
Method of voting	31.		
	(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) demanded:	
		(i) by the chair of the meeting; or	
		(ii) by at least three Principal Voting Members or Voting Members present in person or by proxy; or	
		(iii) by any Principal Voting Member or Voting Member or Members present in person or by proxy and representing not less than one-tenth of the total votes of all Principal Voting Members and Voting Members which such Members may cast on a poll.	
	(b)	Without prejudice to Articles 31(a) and 31(c), all resolutions put to the Members at electronic General Meetings shall be voted on by a poll, which poll votes may be cast by such electronic means as the Members' Council in its absolute discretion deems appropriate for the purposes of such meeting.	
	(c)	Unless a poll be demanded under Article 31(a) or required under Article 31(b), a declaration by the chair of the meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book, containing the minutes of proceedings of the 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)	The demand for a poll may be withdrawn.	
Poll	32.	Except as provided in Article 31, if a poll is duly demanded it shall be taken in such manner as the chair 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.	
Chair - casting vote	33.	In the case of an equality of votes, whether on a show of hands (in a physical General Meeting) or on a poll (in either a physical General Meeting or an electronic General Meeting), the chair 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.	
Time for taking poll	34.	A poll demanded or conducted on the election of the chair 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 chair 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.	

## VOTES OF MEMBERS

Votes of  
principal Voting  
Members  
and Voting  
Members

- 35.
- (a) On a show of hands (at a physical General Meeting) every Voting Member and every Principal Voting Member who is present in person or by proxy shall have one vote.
  - (b) On a poll or on a ballot to determine the eligibility of a Council Member for appointment held under Article 72(b)(iii)(b):
    - (i) every Voting Member shall have one vote;
    - (ii) subject to Article 36, every Principal Voting Member shall have ten votes, and if qualified therefor in accordance with the provisions of this Article, an additional ten votes.
  - (c) Each Principal Voting Member who has either:
    - (i) been a Member for a continuous period of not less than twenty calendar years and during the immediately preceding twenty years had received in aggregate by way of Distributions from the Society an amount which is not less than ten times the amount which on the immediately preceding 31st December was the annual financial qualifying criterion for admission to Principal Voting Membership; or
    - (ii) being a Member for not less than two calendar years and during the immediately preceding two years had received in aggregate by way of Distributions from the Society an amount which is not less than twenty times the amount which on the immediately preceding 31st December was the annual financial qualifying criterion for admission to Principal Voting Membership, shall, subject to paragraphs (b)-(f) of this Article, be entitled to ten additional votes. Provided that for the purposes of this Article:
      - (a) reference in (i) and (ii) to any period of Membership ("Relevant Period") shall be deemed to include a reference to any period during which the Member was a member of an Affiliated society;
      - (b) the aggregate sums referred to in (i) and (ii) above shall:
        - (a) in the case of a writer or a publisher Member be computed by reference only to Distributions made by the Society in respect of Membership as writer or publisher as the case may be; and
        - (b) in the case of a Successor Member may include Distributions made by the Society in respect of each Membership of which the Member is the Successor; and

- (c) in the case of a writer or publisher Member who at any time during the Relevant Period was a member of an Affiliated society shall be deemed to include Distributions made by the Society during that period to the Affiliated society in respect of any works of which the Member is the writer or publisher as the case may be.
  - (d) As soon as practicable after the first day of January in each year the Secretary shall cause to be prepared and submitted to an independent auditor a list containing the name of each Principal Voting Member whose aggregate receipts from the Society during the immediately preceding twenty years, or during the immediately preceding two years as the case may be, was such as to entitle the Member to additional votes under the provisions of this Article.
  - (e) As soon as the list has been certified as correct by the independent auditor pursuant to this Article the Secretary shall notify in writing each Principal Voting Member whose name:
    - (i) is on the list but whose name was not on the immediately preceding list that, in accordance with the provisions of this Article, the Member is entitled to additional votes;
    - (ii) was on the immediately preceding list but whose name is not on the latest list that, in accordance with the provisions of this Article, the Member is no longer entitled to additional votes.
  - (f) Each Principal Voting Member whose name is on a list certified by the independent auditor pursuant to this Article may cast the ten additional votes on a poll at any General Meeting or in any ballot to determine the eligibility of a Council Member for appointment held under Article 72(b)(iii)(b) which takes place during the currency of that list.
  - (g) Subject to paragraph (h) of this Article any Member shall be entitled:
    - (i) to inspect the list of Principal Voting Members entitled to additional votes during the normal business hours on any day when the offices of the Society are open;
    - (ii) to be supplied by the Secretary as soon as practicable with a copy of the list on payment to the Society of a sum calculated at the rate prescribed from time to time under the Companies Acts in respect of the provision of copies of a Company's register of Members.
  - (h) The information in the list of Principal Voting Members entitled to additional votes is confidential to the Members of the Society and a Member who has inspected the list or has been supplied with a copy of the list shall not disclose any information on the list to any person who is not a Member.
- Designated Publishers - votes on appointment of Council Members
- 36.
- (a) This Article applies to a Designated Publisher who, pursuant to Article 73, has accepted an invitation to nominate an individual for appointment as a Designated Council Member.

A Designated Publisher who has accepted an invitation pursuant to Article 73 and whose nominee is either a Designated Council Member or is standing for appointment as a Designated Council Member cannot participate in a ballot held under Article 72(b)(iii)(b) to determine the eligibility of a Council Member for appointment (and if they do so vote, their vote shall not be counted).

Members of unsound mind	37.	A Member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, <i>curator bonis</i> , or other person in the nature of a committee, receiver, or <i>curator bonis</i> appointed by that Court, and any such committee, receiver, <i>curator bonis</i> , or other person may, on a poll, vote by proxy.
Votes on a poll	38.	On a poll votes may be given either personally or by proxy.
Proxy instrument	39.	The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing; or, if the appointer is a Limited Company, either under the common seal, or the hand of an officer thereof duly authorised; or, if the appointer is a firm, under the hand of a partner in the firm, or their attorney duly authorised.
Deposit of proxy	40.	The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a duly certified copy of that power or authority, shall be deposited at the registered office of the Society, or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours (excluding days that are not Business Days) before the time for holding the meeting, or adjourned meeting, at which the person named in the instrument proposes to vote, or in the case of a poll taken more than forty-eight hours (excluding days that are not Business Days) after it was demanded, not less than twenty-four hours (excluding days that are not Business Days) before the time appointed for taking the poll; and, in default, the instrument of proxy shall not be treated as valid.
Deposit of proxy by electronic means	41.	Where the Society has given an electronic address in: <ul style="list-style-type: none"> <li>(a) a notice convening a General Meeting of the Society; or</li> <li>(b) an invitation to appoint a proxy issued by the Society in relation to a General Meeting of the Society, then an appointment of a proxy in relation to that meeting and the power of attorney or other authority, if any, under which the appointment is made (or a duly certified copy of that power or authority) or any other document relating to proxies for that meeting may be sent by electronic means to that electronic address (subject to any conditions or limitations specified in the notice of the meeting) if the document is received at such electronic address not less than forty-eight hours (excluding days that are not Business Days) before the time for holding the meeting or adjourned meeting.</li> </ul>
Form of proxy	42.	An instrument appointing a proxy may be in the usual form, or in such form as the Members' Council may approve, and shall be deemed to confer on the person so appointed authority to exercise the same powers on behalf of the Member who appoints him as that Member could exercise if he were to attend the General Meeting concerned, including the authority to demand or join in demanding a poll.
Revocation etc of proxy.	43.	A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Society at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

- Corporations' representatives 44. Any Limited Company or firm which is a Principal Voting Member or Voting Member of the Society may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any General Meeting of the Society, and the person so authorised shall be entitled to exercise the same powers on behalf of the Company which he represents as that Company could exercise if it were an individual Principal Voting Member or Voting Member of the Society as the case may be.

#### **THE MEMBERS' COUNCIL**

- Composition of Members' Council 45. (a) Subject to Article 45(d), the Members' Council shall consist of not more than 27 Council Members in all (excluding Consultant Directors hereinafter mentioned, who shall not, except as mentioned in Article 48, be deemed to be Council Members), of whom not more than eleven shall be publishers (of whom three shall be Designated Council Members), and not more than eleven shall be writers. The Council Members shall be the persons who immediately prior to the adoption of these Articles constituted the Board of Directors of the Society.
- Independent non-executive Council Members (b) The Members' Council may propose to the Society in Annual General Meeting the confirmation of appointment as Council Members of not more than four persons who are neither Members of, nor in the employ of the Society, nor directly or indirectly interested in any contract with the Society as specified under Article 69(a)(viii). These Council Members shall retire from office at the third Annual General Meeting following that at which they were last appointed.
- Executive Council Member (c) The Members' Council may propose to the Society in Annual General Meeting the confirmation of appointment as a Council Member the chief executive officer for the time being of the Society. This Council Member shall retire from office at the third Annual General Meeting following that at which they were last appointed.
- (d) With effect from:
- (i) the 2021 Annual General Meeting, the number of writer Council Members and the number of publisher Council Members (whose number shall always include the three Designated Council Members) on the Members' Council shall not, in each case, exceed ten;
- (ii) the 2022 Annual General Meeting, the number of writer Council Members and the number of publisher Council Members (whose number shall always include the three Designated Council Members) on the Members' Council shall not, in each case, exceed nine;
- (iii) the 2023 Annual General Meeting, the number of writer Council Members and the number of publisher Council Members (whose number shall always include the three Designated Council Members) on the Members' Council shall not, in each case, exceed eight.
- Writer President 46. (a) The Members' Council may also elect from amongst the writer Council Members a Writer President for a term not exceeding two years. Any Writer President so appointed shall be eligible for re-appointment for a term not exceeding two years but shall not thereafter be eligible for re-appointment as such.
- (b) The Writer President shall not, while he continues to hold that office, be subject to retirement under Article 57 but he shall be subject to the same provisions as to resignation and removal as the other Council Members.

- (c) On the termination of office as Writer President, the Council Member shall retire at the next Annual General Meeting immediately following the termination of his office, at which meeting he can be validly proposed for re-appointment as a Council Member in accordance with and subject to the provisions of Articles 71 and 72.
- Consultant Directors and Honorary Members 47.
- (a) Consultant Directors may be appointed by the Members' Council on such terms and for such period as it shall deem expedient.
- (b) The Members' Council may also award any Member of the Society who has provided exceptional service to the Society the title of Honorary Member. Any Honorary Member shall not be an Officer of the Society nor be entitled to attend meetings of the Members' Council.
- Chair, and Deputy Chair of Members' Council 48.
- (a) The Members' Council shall appoint a writer Council Member or publisher Council Member (other than a Designated Council Member) to act as Chair for a term not exceeding three years. Any Chair so appointed shall be eligible for re-appointment for a further term not exceeding three years but shall not thereafter be eligible for re-appointment as such.
- (b) Without prejudice to the provisions of Article 48(a), the office of Chair shall alternate between publisher Council Member and writer Council Member other than as determined by the Members' Council in exceptional circumstances.
- (c) The Members' Council shall appoint a Council Member as Deputy Chair -
- (i) where the Chair is a writer Council Member, from any of the publisher Council Members other than Designated Council Members;
- (ii) where the Chair is a publisher Council Member, from any of the writer Council Members other than the Writer President.
- (d) The Deputy Chair shall be appointed for a term not exceeding three years and shall be eligible for re-appointment for a further term not exceeding three years, and shall not thereafter be eligible for reappointment as such.
- (e) Any person who may be appointed as Chair or Deputy Chair shall not, while he continues to hold one of these offices, be subject to retirement under Article 70 but he shall be subject to the same provisions as to resignation and removal as the other Council Members.
- (f) On the termination of office as Chair or Deputy Chair, the Council Member shall retire at the next Annual General Meeting immediately following the termination of his office, at which meeting he can be validly proposed for re-appointment as a Council Member in accordance with and subject to the provisions of Articles 71 and 72.
- Council Members' remuneration and expenses 49.
- (a) Each publisher Council Member and writer Council Member (other than the Chair, Deputy Chair and Writer President) shall be entitled to such remuneration as the Society may from time to time determine in General Meeting and, unless otherwise provided, the remuneration shall be deemed to accrue from day to day.
- (b) Each Council Member shall be entitled to receive for each meeting of the Members' Council, or any other Committee of the Members' Council, which he attends a fee amounting to such sum as the Society may from time to time determine in General Meeting.

- (c) Any sum determined by the Society in General Meeting from time to time under Article 49(a) ("base fee") or Article 49(b) ("base remuneration") shall for each subsequent calendar year be adjusted by the percentage change over the previous calendar year in the Retail Price Index, which change shall be calculated by reference to the proportion which the Retail Price Index published in the month of December immediately preceding each such year bears to the Retail Price Index so published for the previous year provided that nothing in this Article shall operate so as to restrict or otherwise prejudice the right of the Society in General Meeting to determine from time to time the base fee and/or base remuneration.
- (d) The Members' Council may remunerate in such manner as it thinks fit the Chair, the Deputy Chair and the Writer President. The Members' Council may also remunerate any Council Member or an Honorary Member, who shall 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.
- (e) The Council Members shall also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Members' Council, or any other Committee of the Members' Council, or General Meetings of the Society, or in connection with the Society's business.

Eligibility for  
appointment  
as Council  
Member

- 50.
- (a) Subject to Article 45 and paragraph (b) of this Article, no person who is not a Principal Voting Member shall be appointed or act as a Council Member, except in the capacity of Consultant Director.
  - (b) Subject to Article 50(c), in the case of a Limited Company or firm being a Principal Voting Member there may be appointed as a Council Member pursuant to Articles 71, 76 or 77 any person being either an executive director, proprietor, partner, principal shareholder, or manager or other officer in the employment of such a Limited Company or firm, notwithstanding that such person is not himself a Member and is not as such eligible for appointment as a Council Member, unless there is already in office as a Council Member (writer or publisher) a person who (in any of the above capacities) represents or is in the employment of the same Limited Company or firm, or another Limited Company or firm in the same group.
  - (c) No such person being or representing a Member qualifying for Membership under Article 4(b) shall be eligible for appointment as a Council Member except in the capacity of Consultant Director.

51.

- (a) For the purposes of this Article, a "writer corporation" means and includes any Principal Voting Member being a Limited Company or firm that is by virtue of an agreement with a writer the proprietor of the performing right or any interest therein, but does not include a publisher.
- (b) Subject to Article 51(c), no person who is not a writer shall be appointed to act as a writer Council Member except in the capacity of Consultant Director.
- (c) Subject to Article 69(c), in the case of a writer corporation, there may be appointed as a Council Member pursuant to Articles 71, 76 or 77 a person not being a writer, who is either an executive director, proprietor partner, principal shareholder or manager or other officer in the employment of such corporation, notwithstanding that such person is not himself a Member and is not as such eligible for appointment as a Council Member, unless there is already in office as a Council Member (writer or publisher) a person who (in any of the above capacities) represents or is in the employment of the same corporation, or another company or firm in the same group.

## POWERS AND DUTIES OF THE MEMBERS' COUNCIL

General powers vested in Members' Council	52.	The Council Members are the directors of the Society. The business and operations of the Society shall be conducted and managed by the Members' Council, who may exercise all such powers of the Society as are not, by the Companies Act, or by these Articles, or otherwise by law, required to be exercised by the Society in General Meeting, subject, nevertheless, to the provisions of the Companies Act or of these Articles, and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Society in General Meeting; but no regulation made by the Society in General Meeting shall invalidate any prior act of the Members' Council which would have been valid if that regulation had not been made.
Authorisation of conflicts of interest	53.	<p>In relation to any Council Member, the Members' Council may, subject to and in accordance with section 175 of the Companies Act and subject to such terms and conditions as the Members' Council may think fit, from time to time authorise any matter in respect of which that Council Member has, or might be said to have, a direct or indirect interest that conflicts or may be said to conflict, with the interests of the Society. In respect of any such authorisation that might be provided by the Members' Council, it shall be provided that where a Council Member has obtained any information through his involvement in such a position of actual or potential conflict otherwise than as a Council Member and in respect of which he owes a duty of confidentiality to another person, the Council Member is under no obligation to:</p> <p>(a) disclose such information to the Members' Council or to any Council Member or other officer or employee of the Society;</p> <p>(b) use or apply any such information in performing his duties as a Council Member, where to do so would amount to a breach of that duty of confidence and PROVIDED that such other person has itself acknowledged the Council Member's duty of confidentiality to the Society and has waived any requirement for the Council Member to disclose to that other person any confidential information belonging to or relating to the Society.</p>
	54.	Where, pursuant to any authorisation given to him under Article 53 or elsewhere in these Articles, a Council Member does or fails to do anything that would but for such authorisation be a breach of duty, he shall not, by reason of being a Council Member, be liable to the Society and no contract shall be liable to be avoided on such grounds.
Powers of Attorney	55.	The Members' 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 Members' 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 Members' 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 Members' Council may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
Execution of cheques, etc.	56.	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 Members' Council shall from time to time by resolution determine.
Distribution of receipts - general	57.	All monies received by the Society in respect of the exercise of the rights, licence or authority granted by the Members and the affiliated societies shall, subject to Article 58, be distributed or otherwise dealt with by the Members' Council in accordance with the Rules.



Distribution of receipts - specific purposes	58.	<p>The Members' 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> <ul style="list-style-type: none"> <li>(i) as gratuities, donations, pensions and emoluments to any Member or ex-Member of the Society 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;</li> <li>(ii) to any charitable or benevolent or similar fund which may be established for the benefit of Members, ex-Members or employees of the Society or their wives, widows, families or dependants;</li> <li>(iii) for the relief of human suffering;</li> <li>(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 Members or to or for the benefit of any society, association or company whose objects shall include any such purpose;</li> <li>(v) to establish any fund, trust, association or institution to carry out any of the purposes referred to in (i) to (iv) hereof.</li> </ul> <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 eighteen percent of the total of the amounts allocated to Members and affiliated societies during the preceding accounting year as shown in the Council Members (Directors)' Report and Accounts for that year adopted by the Society.</p> <p>(b) Set aside out of the receipts such sums as it thinks proper as a reserve fund to meet contingencies, or for future distribution, or for repairing, improving and maintaining any of the property or premises of the Society, and for such other purposes as the Members' Council shall 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 investments as it may think fit, and from time to time deal with or vary such investments and dispose of all or any part thereof for the benefit of the 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 the general purposes of the Society, and that without being bound to keep the same separate from the other assets.</p>
Appointment of Chief Executive	59.	The Members' Council may from time to time appoint any person (whether being a Member or not) as Chief Executive and/or other 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 and/or other officer) may from time to time remove him and appoint some other person as Chief Executive and/or other officer in his place.
Powers of Chief Executive	60.	The Members' Council may delegate to the Chief Executive and/or 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.
Role of Chief Executive in relation to Members' Council's Supervisory Function	61.	The Chief Executive shall be responsible for facilitating the performance by the Members' Council of its Supervisory Function but shall not carry out any part of the Supervisory Function.

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| Regulation of expenses and salaries | 62. | The Members' Council may regulate the general expenses of the Society and fix the salaries and emoluments of all employees, in consultation with the Chief Executive.   |
| Payment of expenses and liabilities | 63. | The Members' 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.  |
| Borrowing Powers                    | 64. | The Members' Council 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.  |
| Alteration of Rules                 | 65. | The Members' Council may make, and from time to time alter, the Rules specified in Clause 3(d) of the Memorandum of Association, and, without prejudice to the generality of the foregoing, may also make, and from time to time alter, separate or additional rules for regulating the provision, through trusts or associations, of gratuities, donations, or pensions for Members, ex-Members or employees of the Society, or their wives, widows, families or dependants. Provided that any Rules (other than such separate or additional rules) or any alterations of such Rules (other than as aforesaid) shall not take effect or come into operation unless or until the same have been approved by the Society in General Meeting.   |
|                                     | 66. | The Members' Council may establish procedures for investigating breaches by a Member of the provisions of these Articles or the Rules and Regulations of the Society or the conduct of a Member in his capacity as a Member of the Society or conduct by a Member prejudicial to the interests of the Society and may establish a Disciplinary Panel for the purpose of hearing and determining complaints against Members and, where it finds a complaint proved, recommending penalties for consideration by the Members' Council.  |
|                                     | 67. | The Members' Council shall establish: <ul style="list-style-type: none"> <li>(a) procedures for investigating a Member's complaint that the Society has not acted towards that Member in accordance with the Society's Constitution or the policies of the Members' Council in force from time to time; and</li> <li>(b) an independent review body for the purposes of hearing and determining unresolved complaints by Members.</li> </ul>  |
| Minutes                             | 68. | The Members' Council shall cause minutes to be duly made in books for the purpose: <ul style="list-style-type: none"> <li>(i) of all appointments of officers made by the Members' Council;</li> <li>(ii) of the names of the Council Members present at each meeting of the Members' Council and of any other Committee of the Members' Council; and</li> <li>(iii) of all resolutions and proceedings of all meetings of the Society and of the Members' Council and of any other Committee of the Members' Council;</li> </ul> <p>and any such minutes of any meeting of the Society, of the Members' Council or of any other Committee of the Members' Council, if purporting to be signed by the chair of such meeting or by the chair of the next succeeding meeting, shall be receivable as <i>prima facie</i> evidence of the matters stated in such minutes. Every Council Member present at any meeting of the Members' Council and of any other Committee of the Members' Council shall sign his name in a book to be kept for that purpose.</p> |

## DISQUALIFICATION OF COUNCIL MEMBERS

Vacation of  
office of  
Council  
Member

69.

(a) The office of Council Member shall be vacated:

- (i) if the Council Member being a writer or publisher Council Member ceases to be a Principal Voting Member; or, in the case of a Council Member appointed as the nominee of a Limited Company or firm, if such Company or firm ceases to be a Principal Voting Member;
- (ii) if, in the case of a Council Member appointed as the nominee of a Limited Company or firm, the Council Member ceases to hold the qualifications required for such nominees pursuant to Article 50;
- (iii) if the Council Member becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (iv) if the Council Member becomes disqualified from being a Council Member by reason of any order made under the Company Directors Disqualification Act 1986 or the Insolvency Act 1986 (both as amended from time to time);
- (v) if the Council Member becomes of unsound mind;
- (vi) if the Council Member, by notice in writing to the Society, resigns his office;
- (vii) if the Council Member without special leave of absence from the Members' Council absents himself from two consecutive meetings of the Members' Council provided that such absences shall not have effect under this part of the Article if the Members' Council shall resolve before the end of the following Members' Council meeting that the office of Council Member shall not be vacated; or
- (viii) if the Council Member, or if a Limited Company or firm of which the Council Member is the nominee pursuant to Article 50, 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 Council Member, Limited Company or firm is interested. Provided, however, that a Council Member shall not vacate his office by reason of his having entered into contracts with or done any work for the Society or 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 manner required by Section 177 and Section 182 of the Companies Act, but the Council Member shall not vote in respect of any such contract or work or any matter arising thereout; and if he does so vote, his vote shall not be counted. Provided also that no Council Member shall vacate his office by reason of his being remunerated pursuant to Article 49;
- (ix) if the Council Member being the Chief Executive ceases to be in the employ of the Society; or

- (x) if the Council Member being an Independent non-executive Council Member becomes a Member of, or is employed by the Society, or becomes directly or indirectly interested in any contract with the Society as specified under Article 69(a)(viii).
- Limit on user-owned publisher Council Members representing or employed by same company or group
- (b) Whenever the number of Council Members representing publishers which are user (licensee)-owned exceeds three the offices of all those Council Members representing User-owned publishers shall be vacated, and the Members' Council shall thereupon re-appoint three Council Members from those whose offices were vacated.
- (c) If for any reason more than one Council Member (writer or publisher) holds office while being an executive director, proprietor, partner, principal shareholder, or a manager or other officer in the employment of the same Limited Company or firm or another Limited Company or firm in the same group, the offices of all such Council Members shall be vacated and the Members' Council shall thereupon re-appoint one Council Member from those whose offices were so vacated PROVIDED ALWAYS that where one (but not all) of the Council Members required to vacate their office under this Article 69, is a Designated Council Member, the Members' Council shall re-appoint that Designated Council Member.
- (d) Any vacancy in the Members' Council occurring as a result of the vacation of offices pursuant to this Article and remaining unfilled after re-appointments made pursuant to this Article shall be treated as a casual vacancy and may be filled by the Members' Council in accordance with Article 77.
- (e) The re-appointment of a Council Member under this Article shall not be taken into account for the purposes of Article 70, but such a Council Member shall be regarded as having been last appointed or last re-appointed on the date when he was last so appointed or re-appointed prior to his re-appointment under this Article.
- (f) In the event that more than one Designated Council Member represents a Designated Publisher who is a member of the same group as another Designated Publisher, Article 69(c) shall not apply, and the Members' Council may invite the publisher Member (whose identity shall be determined in accordance with Article 73 having the next highest average annual Distribution from the Society in the preceding three years ending on 31 December (who is not already represented by on the Members' Council)) to nominate an individual to be a Designated Council Member and the Members' Council may appoint the individual to fill the vacancy. The person so appointed shall be subject to retirement at the Annual General Meeting following his appointment, for which he can be validly proposed for reappointment in accordance with and subject to the provisions of Article 72.

#### **RETIREMENT OF COUNCIL MEMBERS**

- Retirement 70. Subject to Articles 46 and 48, Council Members shall retire from office at the third Annual General Meeting following that at which they were last appointed. Office as a Council Member prior to the adoption of these Articles shall be deemed office as a Council Member for the purposes of these Articles.
- Replacement or re-appointment 71. The Society at the Annual General Meeting at which any Council Member retires in manner aforesaid may, subject to Articles 72 and 73, fill the vacancy by appointing any other person qualified pursuant to Articles 50, in the place of the Council Member so retiring, but the person so appointed shall always have the same qualification as writer, publisher, executive or non-executive independent Council Member as the Council Member in whose place he is appointed.

Eligibility for  
appointment  
or  
re-  
appointment

72.

- (a) Subject to Article 72(c) below, a retiring Council Member shall be eligible for re-appointment.
- (b) No person shall be eligible for appointment or re-appointment as a Council Member at any General Meeting unless:
  - (i) the person is proposed by the Members' Council as the executive or an Independent non-executive Council Member pursuant to Article 45(c) or 45(c); or
  - (ii) With effect from the 2021 Annual General Meeting, the person is an executive director, proprietor, partner, principal shareholder, or manager or other officer in the employment of a Designated Publisher and has been nominated for appointment as a Designated Council Member in accordance with the provisions of Article 73; or
  - (iii) (a) a notice in writing signed by ten Principal Voting Members proposing the appointment of the person as a writer Council Member or a publisher Council Member other than a Designated Council Member ("a non-Designated publisher Council Member") and a notice in writing signed by the person proposed expressing his willingness to be appointed or re-appointed as a Council Member shall have been left at the registered office of the Society or at such e-mail address as the Society may have prescribed for the purpose not less than three calendar months before the day appointed for the meeting (the closing date); and  
  
(b) in the event that on the closing date there are more candidates than there are vacancies for either writer or non-Designated publisher Council Members, then the person shall have been successful for one of the number of vacancies against the other persons proposed as Council Members in the same category in a ballot of Members of that category who are entitled to attend and vote at a General Meeting of the Society and to receive notice thereof.
- (c) A retiring Council Member who has held office for five terms shall not be eligible for re-appointment unless in the opinion of the Members' Council, there are such exceptional circumstances applying that it would be contrary to the interests of the Society for the Council Member not to stand for re-appointment.
- (d) The Members' Council shall appoint scrutineers of any such ballot, which shall be carried out in accordance with regulations (not being inconsistent with these Articles) approved by the Society in General Meeting.
- (e) For the purpose of Article 72(b)(iii)(b), reference to:
  - (i) a "category" in relation to any candidate or Member eligible to attend and vote at a General Meeting is a reference to the category of writer Member or publisher Member as the case may be;
  - (ii) a "Member of that category who is entitled to attend and vote at a General Meeting of the Society" includes a successor to a Member of that category."

73.

- (a) The Members' Council shall invite each of the three publisher Members ("Designated Publishers") with the highest average of annual Distributions from the Society in the preceding three calendar years to nominate a Council Member ("Designated Council Member") to the Members' Council. The term Designated Publisher shall include all publisher Members in the same Group (as defined in the Companies Act) as the designated Publisher and all publisher Members administered by the Designated Publisher, whether or not they have separate Membership of the Society, if the Distributions to such publisher Members are included in the calculations of the annual distributions, in accordance with Article 74.
- (b) The first Designated Council Members to be appointed pursuant to this Article shall be appointed at the 2021 Annual General Meeting.
- (c) In the event that a Member who would otherwise qualify as a Designated Publisher under Article 73(a) declines the invitation to nominate a Designated Council Member pursuant to this Article, then the Members' Council may extend the invitation to the Publisher (not being already represented on the Members' Council) with the next highest average annual Distribution from the Society in the preceding three years ending on 31 December.
- (d) As soon as practicable after the first day of January in each year the Secretary shall cause to be prepared and submitted to an independent auditor a list containing the names of the top [five] principal voting publisher Members as determined by the aggregate average Distributions from the Society during the immediately preceding three years.
- (e) As soon as the list has been certified as correct by the independent auditor pursuant to this Article, the Secretary shall notify the three Designated Publishers whose names are on the list. As soon as each succeeding list has been certified by the auditor pursuant to this Article, the Secretary shall notify any publisher Member whose name was on the immediately preceding list but whose name is no longer on the list of Designated Publishers PROVIDED that nothing in this Article shall require the Designated Council Member for the time being representing such principal voting publisher Member to vacate their office before the expiry of its term.
- (f) Any Member shall be entitled to request a copy of the list of Members prepared pursuant to this Article (but shall not be entitled to receive information about the aggregate average annual Distributions).

Annual  
Distribution

74. For the purposes of Article 73, the annual Distribution for a calendar year of a Principal Voting publisher Member shall be the aggregate of Distributions allocated and paid by the Society to that Member, including any sums paid to that Member under its direction in respect of any other publisher Member in its group or in respect of whose interest the Society has allocated sums for Distribution and which sums, if received by a Council Member on its behalf, would be required to be disclosed in that Council Member's annual individual statement pursuant to Regulation 9 of the Collective Management of Copyright (EU Directive) Regulations 2016.

Removal of  
Council  
Member

75. The Society may by Ordinary Resolution, of which special notice has been given in accordance with Section 312 of the Companies Act, remove any Council Member, before the expiration of his period of office, notwithstanding anything in these Articles or in any agreement between the Society and such person.

Filling  
vacancy  
caused by  
removal

76. The Society may by Ordinary Resolution of which notice has been given in accordance with the Companies Act, subject to Articles 72 and 73, appoint any other person qualified pursuant to Article 50 and/or 51, as the case may be, in place of any Council Member removed from office under Article 75, but the person so appointed shall always have the same qualification as writer, publisher, executive or Independent non-executive Council Member 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.

Casual  
vacancy

77.

- (a) The Members' Council may, in the event of any casual vacancy occurring in the Members' Council, fill such vacancy by appointing any person qualified pursuant to Article 76, other than a person who has been a member of the Members' Council within the previous 12 months. The person so appointed shall always have the same qualification as writer, publisher, executive or non-executive independent Council Member as the Council Member in whose place he is appointed, and shall be subject to retirement at the Annual General Meeting next following his appointment under this Article, for which he can be validly proposed for re-appointment in accordance with and subject to the provisions of Articles 72 and 73.

- (b) Where the casual vacancy occurs in respect of a Designated Council Member:

(i) subject to sub-paragraph (ii) below, the Members' Council shall invite the Designated Publisher of whom that Designated Council Member was its nominee to nominate another qualified individual for appointment in their place. Any nominee appointed pursuant to this Article shall be subject to retirement at the Annual General Meeting next following their appointment, for which they can be validly nominated for re-appointment in accordance with and subject to the provisions of Article 72;

(ii) pursuant to Article 69(a) or (vii), the Members' Council may invite the Publisher (not being already represented on the Members' Council) with the next highest average annual Distribution from the Society in the preceding three years ending on 31 December to nominate a qualified individual for appointment. Any nominee appointed pursuant to this Article shall be subject to retirement at the Annual General Meeting next following their appointment, for which they can be validly nominated for re-appointment in accordance with and subject to the provisions of Article 73.

Director's  
change of  
employment

78.

Subject to the provisions of Article (d), a publisher Council Member who ceases to be in the employment of one full Member publisher but immediately thereupon enters the employment of another full Member publisher during his term of office shall be subject to retirement at the Annual General Meeting next following his change of employment for which he can be validly proposed for re-appointment in accordance with the provisions of Articles 71, 72 and 73.

#### **PROCEEDINGS OF THE MEMBERS' COUNCIL AND COMMITTEES**

Meetings  
and  
voting

79.

The Members' Council may meet together for the despatch of business, adjourn or otherwise regulate its meetings, as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chair of the meeting shall have a second or casting vote. A Council Member or the Chief Executive may, and the Secretary on the requisition of a Council Member or of the Chief Executive shall, at any time summon a meeting of the Members' Council, or of any Committee of the Members' Council. It shall not be necessary to give notice of any such meeting to any Council Member for the time being absent from the United Kingdom.

Quorum

80.

The quorum necessary for the transaction of the business of the Members' Council, or of any Committee of the Members' Council may be fixed by the Members' Council, and, unless so fixed, shall be three.

Power to act  
even without  
quorum

81.

The continuing Council Members may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of the Members' Council, the continuing Council Members may act for the purpose of increasing the number of Council Members to that number or of summoning a General Meeting of the Society, but for no other purpose.

Chair	82.	The Chair of the Members' Council shall preside at all meetings of the Members' Council, and if at any meeting of the Members' Council the Chair is not present within five minutes after the time appointed for holding the same, the Deputy Chair or Writer President shall be chair of the meeting. If both the Deputy Chair and the Writer President are present within such time, the Council Members present may choose which of the two shall be meeting chair, and, if neither of the Deputy Chair or Writer President is present, the Council Members present may choose one of their number to be meeting chair.
Committees	83.	The Members' Council may delegate any of their respective powers to Committees consisting of at least one Independent non-executive Council Member, who shall act as the chair of that Committee and such Council Member or Council Members and employees as they think fit. Any Committee so formed shall in the exercise of the powers so delegated conform to any terms of reference that may be imposed on it by the Members' Council.
Chair of Committees	84.	The Chair of each Members' Council Committee shall be an Independent non-executive Council Member. If at any meeting the chair is not present within five minutes after the time appointed for holding the same, another Independent non-executive Council Member shall chair the meeting.
Committees - meeting and voting	85.	Subject to any terms of reference imposed on it by the Members' Council, any Committee formed under Article 83 may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the Council Members present, and in case of an equality of votes the chair of the meeting shall have a second or casting vote.
Validation of appointment of Council Members	86.	All acts done by any meeting of the Members' Council, or of any Committee of the Members' Council, or by any person acting as a Council Member, shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment of any such Council Members 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 Council Member.
Resolutions in Writing	87.	A resolution in writing, signed by all the Council Members for the time being entitled to receive notice of a meeting of the Members' Council or of any Committee of the Members' Council, shall be as valid and effectual as if it had been passed at such a meeting duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Council Members so entitled.
	88.	
	(a)	Subject to Article 88(b), a resolution in writing signed by a Special Majority of Qualifying Council Members shall be as valid and effectual as if it had been passed at a meeting of such Council Members duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Qualifying Council Members.
	(b)	A resolution under Article 88(a) shall not be effective unless a Notice in the prescribed form has been given to all Qualifying Council Members by such means and to such address as the Council Member shall have supplied for the purposes of receiving communications from the Society relating to meetings of Council Members.



- (c) For the purposes of Article 88(b) a Notice shall be in the "prescribed form" if (and only if) the Notice:
- (i) is specified to be a notice of a written resolution under this Article; and
  - (ii) includes:
    - (a) the terms of the resolution;
    - (b) in respect of the resolution, the number of Qualifying Council Members required to constitute the Special Majority; and
    - (c) the Specified Date.
- (d) For the purposes of this Article:
- (i) "Notice" means the notice of resolution referred to in Article 88(b);
  - (ii) "Special Majority" means not less than two-thirds of the Qualifying Council Member;
  - (iii) "Qualifying Council Member" means any Council Member entitled to vote on the resolution concerned (including any Council Member for the time being absent from the United Kingdom);
  - (iv) "Specified Date" means the date specified in the Notice as the earliest date on which the resolution, if signed by a majority of the Qualifying Council Members is to take effect, which shall not be less than 24 hours after Notice is given.

#### **THE SECRETARY**

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| Appointment of Secretary           | 89. | The Secretary shall be appointed by the Members' 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 Members' Council.   |
| Council Member acting as Secretary | 90. | A provision of the Companies Act or these Articles requiring or authorising a thing to be done by or to a Council Member and the Secretary shall not be satisfied by its being done by or to the same person acting both as Council Member and as, or in place of, the Secretary. |

#### **THE SEAL**

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| Method of affixing seal | 91. | The Seal of the Society shall not be affixed to any instrument except by the authority of a resolution of the Members' Council, or (if authorised by the Members' Council for that purpose) of any Committee of the Members' Council and in the presence of one Council Member and the Secretary or such other person as the Members' Council may appoint for the purpose; and the Council Member and Secretary or other person as aforesaid shall sign every instrument to which the Seal of the Society is so affixed in their presence. |
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#### **ACCOUNTS**

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| Accounts to be kept | 92. | <p>The Members' Council shall cause proper books of account to be kept with respect to:</p> <ul style="list-style-type: none"> <li>(i) all sums of money received and expended by the Society and the matters in respect of which the receipt and expenditure take place; and</li> <li>(ii) the assets and liabilities of the Society.</li> </ul> |
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Books of account	93.	The books of account shall be kept at the registered office of the Society, or at such other place or places in Great Britain as the Members' Council thinks fit and shall be open to the inspection of the Directors.
Inspection of books of accounts	94.	The Members' 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 Council Members, and no Member (not being a Council Member) shall have any right of inspecting any account or book or document of the Society, except as conferred by statute, or authorised by the Members' Council, or by the Society in General Meeting.
Copies of balance sheet and report	95.	Subject to Article 6(b), a copy of the annual report of Council Members and statutory accounts, together with a copy of the Auditor's report, shall be sent or made available to all Members, by such means as the Members' Council shall decide (including by way of electronic communication in accordance with Article 100), before the date of the Annual General Meeting next following. 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	96.	Auditors shall be appointed in accordance with Sections 485 to 488 of the Companies Act provided that any re-appointment of auditors shall be an actual (and not a deemed) re-appointment.
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#### **NOTICES**

Method of giving notice	97.	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 in any other manner permitted in these Articles or by the Companies Act.
Service by post	98.	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 24 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	99.	Notice of every General Meeting shall be given in some manner herein authorised to (i) every Principal Voting Member and Voting Member and (ii) the Auditors for the time being of the Society. No other persons shall be entitled to receive notices of General Meetings.
Communications – means of communication to be used	100.	Unless otherwise expressly provided in these Articles, anything sent or supplied by or to the Society under the Articles or the Companies Act may be sent or supplied in any way in which Schedules 4 and 5 of the Companies Act provides for documents or information to be sent or supplied by or to the company for the purposes of the Companies Act. Subject to the provisions of the Companies Act, any notice or other document or information to be given, sent or supplied by the Society to Members under these Articles may be given, sent or supplied by the Society by making it available on the Society's website.
	101.	This Article applies where, on two consecutive occasions, notices, documents or information sent or supplied by post have been returned undelivered. In that event the Member is not entitled to receive any notices, documents or information from the Society unless and until the Member gives the Society a new address where notices, documents or information can be sent or supplied.

## INDEMNITY

Council  
Members and  
officers  
entitled to  
indemnity

102.

- (a) The Members' Council of the Society may in any case in which it is alleged that an employee of the Society has acted improperly in relation to any of the affairs of the Society resolve to render such employee harmless and/or to indemnify them, their heirs, executors or administrators in respect of any claim for loss or damage whether arising by reason of negligence, breach of duty or breach of contract (fraud excepted) in relation to any act, omission, default or neglect touching and concerning the business of the Society whether or not such act, omission, default or neglect causes loss to the Society, any Member thereof or to any third party.
- (b) The Members' Council may to the extent permitted by Section 232 or Section 532 of the Companies Act or any re-enactment thereof indemnify any Officer of the Society or any person employed by the Society as Auditor against such liability incurred by them in defending any proceedings (whether civil or criminal) in which judgement is given in their favour or they are acquitted in connection with any application under Section 1157 of the Companies Act or any re-enactment thereof, in which relief is granted to them by the Court.
- (c) Subject always to the operation of any statutory limitation, the Members' Council may indemnify any Council Member in respect of any liability other than for fraud or dishonesty arising out of or in connection with any proceedings brought against him in his capacity as a director of an Affiliated society PROVIDED that any indemnity so given shall only be for that liability in respect of which the Affiliated society has neither undertaken to indemnify the Council Member nor purchased any contract of insurance on his behalf.

## WINDING UP

Procedure on  
winding-up

103.

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 and any sums distributable in accordance with the Rules) shall, in so far as they are available for the purpose, be apportioned among the persons who are Members at the date of such winding up in the proportions in which such Members received Distributions from the Society in respect of the year ending on the 31st day of December immediately prior to such winding up; and the rights (if any) vested in the Society by any Member, or controlled by the Society by virtue of his Membership, shall revert to such Member or his personal representative.