

THE COMPANIES ACTS 1985 and 1989

**Company Limited by Guarantee
and not having a Share Capital**

MEMORANDUM
- AND -
ARTICLES OF ASSOCIATION
- OF -
THE PERFORMING RIGHT
SOCIETY FOUNDATION

Incorporated: 4th January 2000

No: 3901665

As amended on 2nd May 2000, 10th April 2002, 10th October 2003, 12th June
2007, 24th June 2008, 9th February 2010, 21st June 2011, 13th December 2011,
12 February 2013, 10 February 2014, 15 July 2015, 26 April 2016 and
10 September 2020.

Iliffes Booth Bennett
23 High Street
Ingatestone
Essex CM4 9DU.

PLB/SRC/44274001

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COMPANIES HOUSE

The Companies Acts 1985 and 1989
Company Ltd by Guarantee and not having
a Share Capital

Memorandum of Association of
The Performing Right Society Foundation

1. The Company's name is The Performing Right Society Foundation (and in this document it is called 'the Charity').
2. The Charity's registered office is to be situated in England and Wales.
3. The Charity's objects ('the Objects') are the advancement of the education of the public in music and the appreciation of music by such means as the trustees decide including:-
 - (1) The provision of financial assistance to composers and songwriters, particularly those resident in the United Kingdom with a view to encouraging the composition and performance of new music of high quality
 - (2) The development of composers and songwriters through grants and donations to individuals and organisations
 - (3) The promotion of public performance of high quality by the holding of concerts recitals festivals exhibitions competitions meetings lectures seminars and training courses and any other event/project/assignment conducive to the attainment of the Objects.
4. In furtherance of the Objects but not otherwise the Charity may exercise the following powers:-
 - (1) to provide financial assistance and to make grants and donations to or for the benefit of composers, songwriters and publishers to improve and advance the education of the public in and the appreciation by the public of all aspects and genres of music of high quality and artistic merit and in particular (without prejudice to the generality of the foregoing)
 - (a) to promote music which is primarily written by composers and songwriters resident or working in the United Kingdom and/or is likely to be published or otherwise exploited in the United Kingdom
 - (b) to promote the composition writing development publication and performance of new music
 - (2) to provide financial assistance to or for the benefit of composers songwriters and students of music or other persons practising the art or science of music to further their musical development

- (3) to make grants and donations and otherwise to provide assistance to individuals and organisations whose purpose is the advancement of composer and songwriter development.
- (4) to finance or assist in the finance of public performances and every other mode of dissemination and communication to the public of musical works and especially of new music and to make grants to or for the benefit of musical festivals and competitions
- (5) to arrange and provide for whether by the provision of financial assistance or otherwise or join in arranging and providing for the holding of concerts recitals festivals exhibitions competitions meetings lectures seminars and training courses and any other event project and assignment dedicated to or otherwise conducive to the attainment of the Objects
- (6) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them
- (6a) to include donations to hardship funds which support PRS for Music songwriter and composer members' hardship needs as a result of COVID-19 in 2020
- (7) to establish or support any charitable trusts, associations, companies or institutions formed for the Objects;
- (8) to finance the copying publication or making available by any means whatsoever of music in any form or through any medium of a standard calculated to promote the public appreciation of music
- (9) to finance the publication or dissemination by whatever means of books audio or audio-visual products films programmes or other recorded material on music of a character calculated to promote musical composition
- (10) to make rules for the establishment and administration of any grants bursaries scholarships awards prizes and rewards and education awards and scholarships which may be made or established by the Charity
- (11) to appoint and constitute such advisory councils and committees as the Charity may think fit
- (12) at their discretion to appoint and remunerate consultants or experts (not being trustees) to advise on particular aspects of their affairs
- (13) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity;
- (14) to raise funds and to invite and receive contributions: provided that in raising funds the Charity shall not undertake any

- substantial permanent trading activities and shall conform to any relevant statutory regulations;
- (15) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
 - (16) subject to clause 5 below to employ such staff, who shall not be directors of the Charity (hereinafter referred to as 'the trustees'), as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;
 - (17) to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;
 - (18)
 - (1) to appoint as the investment manager for the Charity a person who, after inquiry, it is satisfied is a proper and competent person to act in that capacity and who is either :-
 - (a) an individual of repute with at least fifteen years' experience of investment management who is an authorised person within the meaning of the Financial Services Act 1986 or
 - (b) a company or firm of repute which is an authorised or exempted person within the meaning of that Act otherwise than by virtue of S.45(1)(j) of that Act;
 - (2) to delegate to an investment manager so appointed power at his discretion to buy and sell investments for the Charity on behalf of the Charity in accordance with the investment policy laid down by the Charity. The Charity may only do so on terms consistent with the provisions of this clause.
 - (3) Where the Charity makes any delegation under this clause they shall :-
 - (a) inform the investment manager in writing of the extent of the Charity's investment powers;
 - (b) lay down a detailed investment policy for the Charity and immediately inform the investment manager in writing of it and of any changes to it;
 - (c) ensure that the terms of the delegated authority are clearly set out in writing and notified to the investment manager;
 - (d) ensure that the Charity is kept informed of, and reviews on a regular basis, the performance of its investment portfolio managed by the investment manager and the exercise by him of his delegated authority;

- (e) take all reasonable care to ensure that the investment manager complies with the terms of the delegated authority;
 - (f) review the appointment at such intervals not exceeding Twenty-four months as the Charity thinks fit; and
 - (g) pay such reasonable and proper remuneration to the investment manager and agree such proper terms as to notice and other matters as the Charity shall decide and as are consistent with the provisions of this clause provided that such remuneration may include commission fees and/or expenses earned by the investment manager if and only to the extent that such commission fees and/or expenses are disclosed to the Charity
- (4) Where the Charity makes any delegation under this clause it shall do so on the terms that :-
- (a) the investment manager shall comply with the terms of his delegated authority;
 - (b) the investment manager shall not do anything which the Charity does not have the power to do;
 - (c) the Charity may with reasonable notice revoke the delegation or vary any of its terms in a way which is consistent with the terms of this clause; and
 - (d) the Charity shall give directions to the investment manager as to the manner in which he is to report to the Charity all sales and purchases of investments made on their behalf
- (19) to permit any investments comprised in the property of the Charity to be held in the name of any clearing bank, any trust corporation or any stockholding company which is a member of the Stock Exchange (or any subsidiary of such a stockbroking company) as nominee for the Charity and to pay any such nominee reasonable and proper remuneration for acting as such
- (20) to do all such other lawful things as are necessary for the achievement of the Objects.

5. The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity, and no trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the

Charity: Provided that nothing in this document shall prevent any payment in good faith by the Charity:

- (1) of the usual professional charges for business done by any trustee who possesses specialist skills or knowledge or by his or her firm, when instructed by the Charity to act on its behalf: Provided that at no time shall a majority of the trustees benefit under this provision and that a trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her firm, is under discussion;
- (2) of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a trustee;
- (3) of interest on money lent by any member of the Charity or trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the trustees;
- (4) of fees, remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1/100th part of the issued capital of that company;
- (5) of reasonable and proper rent for premises demised or let by any member of the Company or a trustee;
- (6) of any premium in respect of any indemnity insurance to cover the liability of the trustees which by virtue of any rule of law would otherwise attached to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the charity: Provided that any such insurance shall not extend to any claim arising from any act or omission which the trustees knew to be a breach a trust or breach of duty or which was committed by the trustees in reckless disregard of whether it was a breach of trust or breach of duty or not;
- (7) to any trustee of reasonable out-of-pocket expenses.

6. The liability of the members is limited.

7. Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £10) to the Charity's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Charity's debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

8. If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be

paid to or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by clause 5 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.

We, the persons whose names and addresses are written below, wish to be formed into a company under this memorandum of association.

Names and Addresses of Subscribers

DAVID VICKERMAN BEDFORD
12 Oakwood Road
Henleaze
Bristol BS9 4NR

ANTHONY MACKINTOSH
83 Elgin Crescent
London W11 2JF

ANNE JENNIFER DUDLEY
Orchard House
The Green
Sarratt
Herts. WD3 6BS

JOHN MICHAEL SWEENEY
29 Monkams Lane
Woodford Green
Essex IG8 0NJ

NIGEL ROBERT ELDERTON
Tudor Gables
Lower Wokingham Road
Crowthorne
Berks. RG45 6DB

For and on behalf of
PERFORMING RIGHT
SOCIETY LIMITED
29/33 Berners Street
London W1P 4AA

GERALD BERNARD KAUFMAN
36A Denison Road
Manchester M14 5RY

Dated: 9 December 1999

Witness to the above Signatures:

Name: Graham Ian Davies

Address: 10 Gowan Road
Willesden Green
London NW10 2SH

Occupation: PRS Membership Representative

**The Companies Acts 1985 and 1989
Company Ltd by Guarantee and not having a Share Capital**

**Articles of Association of
The Performing Right Society Foundation**

Interpretation.

1. In these articles:

‘the Charity’ means the company intended to be regulated by these articles;

‘the Act’ means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

‘the articles’ means these Articles of Association of the Charity;

‘Business Day’ means any day other than a Saturday, Sunday or a public holiday in England;

‘clear days’ in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

‘executed’ includes any mode of execution;

‘the memorandum’ means the memorandum of association of the Charity;

‘office’ means the registered office of the Charity;

‘the seal’ means the common seal of the Charity if it has one;

‘secretary’ means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;

‘the trustees’ means the directors of the Charity (and ‘trustee’ has a corresponding meaning);

‘the United Kingdom’ means Great Britain and Northern Ireland; and

words importing the masculine gender only shall include the feminine gender.

Subject as aforesaid, words or expressions contained in these articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

Members.

2. (1) The subscribers to the memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 70(1) shall be members of the Charity. No person shall be admitted a member of the Charity unless his application for membership is unanimously approved by the trustees.
- (2) Unless the trustees or the Charity in general meeting shall make other provision under Article 70(1), the trustees may in their absolute discretion permit any member of the Charity to retire, provided that after such retirement the number of members is not less than two.

General meetings.

3. The Charity shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Charity and that of the next: Provided that so long as the Charity holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places in the United Kingdom as the trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
4. The trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient trustees to call a general meeting, any trustee or any member of the Charity may call a general meeting.

Notice of general meetings.

5. An annual general meeting or any extraordinary general meeting shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:
 - (1) in the case of an annual general meeting, by all the members entitled to attend and vote; and

- (2) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 90 per cent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such."

The notice shall be given to all the members and to the trustees and auditors.

6. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at general meetings.

7. No business shall be transacted at any meeting unless a quorum is present. Five persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.
8. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place in the United Kingdom as the trustees may determine.
9. The chairman, if any, of the trustees or in his absence some other trustee nominated by the trustees shall preside as chairman of the meeting, but if neither the chairman nor such other trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the trustees present shall elect one of their number to be chairman and, if there is only one trustee present and willing to act, he shall be chairman.
10. If no trustee is willing to act as chairman, or if no trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
11. A trustee shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.

12. The chairman may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
13. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
 - (1) by the chairman; or
 - (2) by at least two members having the right to vote at the meeting; or
 - (3) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
14. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
15. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
16. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
17. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
18. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is

demand. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

19. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

Votes of members.

20. Subject to Article 17, every member shall have one vote.
21. No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Charity have been paid.
22. Votes may be given on a poll either personally or by proxy. 'On a show of hands every member present in person has one vote, and every proxy present who has been duly appointed by a member entitled to vote on the resolution has one vote. Except in the case of a corporation no person shall act as a proxy who is not entitled to be present and vote in his own right. A corporation may vote by its duly authorised representatives as provided in Section 375 of the Act.
23. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if such appointer is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.
24. The instrument appointing a proxy and the power of attorney (if any) under which it is signed or a notarially certified copy thereof shall be deposited at the office at least forty-eight hours before the time appointed for holding the meeting at which the person named in such instrument proposes to vote, otherwise the person so named shall not be entitled to vote in respect thereof. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
25. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy, provided that no intimation in writing of the death or revocation shall have been received at the office one hour at least before the time fixed for holding the meeting.

26. Any instrument appointing a proxy shall be in the following form, or as near thereto as circumstances will admit :-

THE PERFORMING RIGHT SOCIETY FOUNDATION

I
of
a member of THE PERFORMING RIGHT SOCIETY FOUNDATION
("the Charity") and entitled to votes, hereby appoint
of
another member of the Charity and failing him,
of
another member of the Charity to vote for me on my behalf at the
(Ordinary or Extraordinary, as the case may be) General Meeting of the
Charity to be held on the day of and at every
adjournment thereof.

As witness my hand this day of 20

- 26A Where the company has given an electronic address in:
a notice convening a general meeting of the company; or
an invitation to appoint a proxy issued by the company in relation to a
general meeting of the company,

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 48 hours (excluding days that are
not Business Days) before the time for holding the meeting or adjourned
meeting."

27. No objection shall be raised to the qualification of any voter except at
the meeting or adjourned meeting at which the vote objected to is
tendered, and every vote not disallowed at the meeting shall be valid.
Any objection made in due time shall be referred to the chairman whose
decision shall be final and conclusive.

28. A vote given or poll demanded by the duly authorised representative of a
member organisation shall be valid notwithstanding the previous
determination of the authority of the person voting or demanding a poll
unless notice of the determination was received by the Charity at the

office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

29. Any organisation which is a member of the Charity may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Charity.

The Trustees

30. No person shall be appointed a trustee who has not signed the appropriate form of consent
31. Subject to the provisions of Article 41 the trustees shall consist of not more than fifteen persons of whom :-
- (1) up to seven trustees (or no more than one half of the total number of trustees if fewer than fifteen) shall be nominated by the Board of Performing Right Society Limited and
 - (2) the remainder shall be persons who shall have a business background, or experience of fund raising and/or the provision of funding, or experience in education, or be a member or former member or a former officer or servant of a local or national government body, or experience in the performance of and/or composition of music; or a background in the arts and/or arts broadcasting and/or media
32. The first trustees shall be those persons named in the statement delivered pursuant to Section 10(2) of the Act, who shall be deemed to have been appointed under the Articles

Powers of trustees.

33. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Charity shall be managed by the trustees who may exercise all the powers of the Charity. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the trustees by the articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees.

34. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the trustees shall have the following powers, namely:
- (1) to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Charity or as permitted under clause 4(19) of the memorandum such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the charity;
 - (2) to enter into contracts on behalf of the Charity.

Appointment and retirement of trustees.

35. With effect from 12 June 2007, Trustees shall retire from office at the third Annual General Meeting following that at which they were last appointed or re-appointed or, if applicable, in accordance with Article 43. Office as a Trustee prior to the adoption of this Article shall be deemed office as a Trustee for the purposes of this Article.
36. (Repealed 12 June 2007)
37. If the Charity at the meeting at which a trustee retires by rotation does not fill the vacancy, the retiring trustee shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the trustee is put to the meeting and lost.
38. No person other than a trustee retiring by rotation shall be appointed or reappointed a trustee at any general meeting unless:
- (1) (in the case of a vacancy among the trustees nominated by the Board of Performing Right Society Limited) he is nominated by the Board of Performing Right Society Limited;
 - (2) (in the case of the other trustees) he is either (i) recommended by all the trustees or (ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Charity of the intention to propose that person for appointment or reappointment stating the qualifications of that person to satisfy Article 31(2) the particulars which would, if he were so appointed or reappointed, be required to be included in the Charity's register of trustees together with a notice executed by that person of his willingness to be appointed or reappointed.
39. No person may be appointed as a trustee:
- (1) unless he has attained the age of eighteen years; or

- (2) in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 44.
40. Not less than seven or more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than a trustee retiring by rotation at the meeting) who is either nominated by the Board of Performing Right Society Limited to act as its trustee pursuant to Article 31(1) or is recommended by the trustees for appointment or reappointment as a trustee at the meeting or in respect of whom notice has been duly given to the Charity of the intention to propose him at the meeting for appointment or reappointment as a trustee. Except in the case of a person nominated by the Board of Performing Right Society Limited the notice shall contain sufficient information about the qualifications of that person to satisfy Article 31(2) as well as the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Charity's register of trustees.
41. In the event that it shall prove not to be possible to appoint any person as a trustee in respect of the categories in Article 31(2) then the Charity shall appoint such other person as it shall think fit to fill the vacancy
42. The trustees may appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee in the case of trustees to be appointed under Article 31(2) provided that the appointment does not cause the number of such trustees to exceed any number fixed by or in accordance with the articles as the maximum number of trustees. A trustee so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the trustees who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.
43. Subject as aforesaid, a trustee who retires at an annual general meeting may, if willing to act, be reappointed as a trustee. If a trustee is retiring after a period of continuous service exceeding nine (9) years ('Retiring trustee'), the trustees may if in the best interests of the Charity agree to allow the Retiring trustee, if willing to act, to be re-elected for a maximum continuous period of twelve (12) months ('Reappointed Period'), in order to help recruit a successor trustee and/or undertake a process of induction and mentoring with the successor trustee. At the end of the Reappointed Period the Retiring trustee shall not be eligible for re-election.

Disqualification and removal of trustees.

44. A trustee shall cease to hold office if he
- (1) ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
 - (3) resigns his office by notice to the Charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or
 - (4) is absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his office be vacated.
 - (5) is removed by ordinary resolution of the Charity passed in general meeting of which special notice has been given in accordance with Section 303 of the Act after the meeting has invited the views of the trustee concerned and considered the matter in the light of any such views
 - (6) (in the case of a trustee who is nominated by the Board of Performing Right Society Limited and that trustee is an employee or director of Performing Right Society Limited) if he shall leave that Society's employment or cease in respect of the Society to hold the office of director and the Board of Performing Right Society Limited resolves that in consequence thereof he should cease to hold office as a Trustee.
 - (7) (in the case of a trustee appointed by virtue of his being qualified under Article 31(2)), if he shall for whatever reason cease to be so qualified and the other trustees resolve unanimously that in consequence thereof he should cease to hold office as a trustee
- 44.(a) In the case of a trustee nominated by the Board of the Performing Right Society Limited but who has ceased to be an employee or director of the Society, he shall, subject to any resolution of the Board of the Society to the contrary, continue in office until the third Annual General Meeting following that at which he was last appointed or re-appointed, at which he may be validly proposed for re-appointment as a Trustee under Article 31(1) or Article 31(2), in accordance with Article 40. A trustee who continues to hold and retires from office pursuant to the provision of this Article shall not by reason of such retirement be regarded as having retired by rotation for the purposes of any other provision of these Articles.

Trustees' expenses.

45. The trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of trustees or committees of trustees or general meetings or otherwise in connection with the discharge of their duties, but shall (subject to clause 5 of the memorandum) otherwise be paid no remuneration.

Trustees' appointments.

46. Subject to the provisions of the Act and to clause 5 of the memorandum, the trustees may appoint one or more of their number to the unremunerated office of managing director or managing trustee or to any other unremunerated executive office under the Charity. Any such appointment may be made upon such terms as the trustees determine. Any appointment of a trustee to an executive office shall terminate if he ceases to be a trustee. A managing director or managing trustee and a trustee holding any other executive office shall not be subject to retirement by rotation.
47. Except to the extent permitted by clause 5 of the memorandum, no trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Charity is a party.

Proceedings of trustees.

48. Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit. A trustee may, and the secretary at the request of a trustee shall, call a meeting of the trustees. It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom. Save as provided for in these Articles questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.
- 48a. Notwithstanding Article 48 the trustees may make a decision without meeting together and may do so by electronic means. Notice of the request for a decision to be made shall be sent to all of the trustees by electronic means requesting each trustee to respond within seven days from the date of the notice with their approval for the request or their disapproval and such decision of the trustees may be taken in accordance with this Article when the majority of trustees respond to such notice by electronic means indicating that they approve of the decision requested to be made. In the event that insufficient number of trustees shall approve the requested decision within the seven day period referred to above then the decision shall not be approved and the request shall be held over until the next meeting of the trustees. Notification of

the decision (or disapproval) of the trustees shall thereafter be communicated to all of the trustees by electronic means and the decision shall subsequently be tabled at the next meeting of the trustees for ratification (or, in the case of disapproval, confirmation thereof) by the trustees.

49. The quorum for the transaction of the business of the trustees shall be three.
50. The trustees may act notwithstanding any vacancies in their number, but, if the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
51. The trustees may appoint one of their number to be the chairman of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the trustee so appointed shall preside at every meeting of trustees at which he is present. But if there is no trustee holding that office, or if the trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the trustees present may appoint one of their number to be chairman of the meeting.
52. The trustees may appoint one or more sub-committees consisting of three or more trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the trustees would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the trustees.
53. All acts done by a meeting of trustees, or of a committee of trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a trustee and had been entitled to vote.
54. A resolution in writing, signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees, shall be as valid and effective as if it had been passed at a meeting of trustees or (as the case may be) a committee of trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees.

- 54a. Trustees meetings may be held by telephone or by televisual or other electronic or virtual means, where necessary and where agreed by resolution of the Trustees in which all participants may communicate simultaneously with all other participants.
55. Any bank account in which any part of the assets of the Charity is deposited shall be operated by the Trustees and shall indicate the name of the Charity ("the Charity's Account"). All cheques and orders for the payment of money from the Charity's Account shall be signed by at least two trustees or by one trustee and an employee of the Charity up to an agreed limit. For the purposes of this Article the words "employee of the Charity" shall be deemed to include any person who has been appointed by the Charity to exercise general control or management of the administration of the Charity and who is for the time being authorised by the Trustees to sign cheques and orders for the payment of money from the Charity's Account.

Advisory Council

56. The trustees may appoint an Advisory Council to assist the trustees in the management of the Charity which shall consist of such persons holding such qualifications but not being a trustee or an employee of the Charity or an employee of Performing Right Society Limited as the trustees shall think fit. The remit of the Advisory Council shall be prescribed from time to time by the trustees.
57. Subject to Article 58 each member of the Advisory Council shall hold office on such terms and for such period as the trustees shall think fit and shall be eligible for reappointment
58. The trustees shall review on a regular basis and in any event not less than once per year the composition and effectiveness of the Advisory Council and may at any time determine or vary the terms of the appointment of one or more members of the Council

Secretary.

59. Subject to the provisions of the Act, the secretary shall be appointed by the trustees for such term, at such remuneration (if not a trustee) and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

Minutes.

60. The trustees shall keep minutes in books kept for the purpose:
(1) of all appointments of officers made by the trustees;

- (2) of all resolutions of the Charity and of the Trustees (including, without limitations, decisions of the Trustees made without a meeting); and
- (2) of all proceedings at meetings of the Charity and of the trustees and of committees of trustees including the names of the trustees present at each such meeting.

The Seal.

61. The seal shall only be used by the authority of the trustees or of a committee of trustees authorised by the trustees. The trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a trustee and by the secretary or by a second trustee

Accounts.

62. Accounts shall be prepared in accordance with the provisions of Parts 15 and 16 of the Companies Act 2006.

Annual Report.

63. The trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Charity Commissioners.

Annual Return.

64. The trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Charity Commissioners.

Notices.

65. (1) Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the trustees need not be in writing.
- (2) Notice of a general meeting may be given—
- (a) in hard copy form,
 - (b) in electronic form
- or partly by one such means and partly by another.
- (3) Notice in electronic form shall only be sent to a person who has agreed that notice may be sent or supplied in that form and may only be sent to an address specified for that purpose by the intended recipient.

Members are deemed to have agreed to receive notice in electronic form unless they specifically request to be sent hard copies.

(4) The Charity shall provide an electronic address at which it agrees to receive any document or information relating to proceedings at a meeting of which notice has been given

66. The Charity may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Charity an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Charity.
67. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
68. Where a notice is sent by post, proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of forty-eight hours after the envelope containing it was posted.

Indemnity.

69. Subject to the provisions of the Act every trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

Rules.

70. (1) The trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:
- (i) the admission and classification of members of the Charity (including the admission of organisations to

membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members provided that any rules or bye laws made under Article 70(1)(i) shall not be effective unless :-

- (a) they are made by a majority consisting of not less than three quarters of the trustees and;
 - (b) approved by the Charity in general meeting in accordance with Article 70(3) below
- (ii) the conduct of members of the Charity in relation to one another, and to the Charity's servants;
 - (iii) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
 - (iv) the procedure at general meetings and meetings of the trustees and committees of the trustees in so far as such procedure is not regulated by the articles;
 - (v) the composition, procedures and remit of the Advisory Council in so far as such matters are not regulated by the articles;
 - (vi) generally, all such matters as are commonly the subject matter of company rules.
- (2) Subject to Article 70(3) below the Charity in general meeting shall have power to alter, add to or repeal the rules or bye laws and the trustees shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or bye laws, which shall be binding on all members of the Charity. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.
- (3) In the case of any rules or bye laws made by the trustees pursuant to Article 70(1)(i) (admission etc. of members) such rules shall not take effect or come into operation unless or until they have been approved by the Charity in general meeting by a majority containing not less than three quarters of the votes of the members voting and any proposed alteration, addition to or repeal of such rules shall not take effect unless and until such alteration, addition or repeal as the case may be has been so approved.

Names and Addresses of Subscribers

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For and on behalf of
PERFORMING RIGHT
SOCIETY LIMITED
29/33 Berners Street
London W1P 4AA

GERALD BERNARD KAUFMAN
36A Denison Road
Manchester M14 5RY

Dated: 9 December 2000

Witness to the above Signatures:

Name: Graham Ian Davies

Address: 10 Gowan Road
Willesden Green
London NW10 2SH

Occupation: PRS Membership Representative