

AMCOS CONSTITUTION

Printed with all amendments as at November 2008



New South Wales
Companies Act, 1961
Companies (New South Wales) Code
Company Limited by Guarantee and not having a Share Capital

NEW SOUTH WALES
CORPORATE AFFAIRS COMMISSION

No. of Company 220595-15

STAMP DUTY
SIX DOLLARS

COMPANIES ACT 1961

(Section 16 (3))

CERTIFICATE OF INCORPORATION OF PUBLIC COMPANY

THIS IS TO CERTIFY that

AUSTRALASIAN MECHANICAL COPYRIGHT OWNERS SOCIETY LIMITED

is, on and from the nineteenth day of April, 1979, incorporated under the Companies Act, 1961, and that the company is a company limited by guarantee.

GIVEN under the seal of the Corporate Affairs Commission at Sydney, this nineteenth day of April, 1979.

F.J.O. RYAN
COMMISSIONER

Exd.

Companies Act 1961
Company Limited by Guarantee and not having a Share Capital

MEMORANDUM OF ASSOCIATION

OF

AUSTRALASIAN MECHANICAL COPYRIGHT OWNERS SOCIETY LIMITED.

1. The name of the Company (hereinafter called "the Society") is "AUSTRALASIAN MECHANICAL COPYRIGHT OWNERS SOCIETY LIMITED".
2. The registered office of the Society will be situated in Sydney, New South Wales.
3. The objects for which the Society is established are:
 - (a) To acquire by assignment, licence, agreement, or by any other means the rights in relation to any musical literary or dramatic work of reproduction in a material form or any part of such rights for any and all parts of the world by any means and in any manner whatsoever, and of authorising any such acts.
 - (b) To acquire by assignment, licence, agreement, or by any other means the rights in relation to any sound recording which reproduces any musical literary or dramatic work, or any part of such rights, for any and all parts of the world by any means and in any manner whatsoever, and of authorising any such acts.
 - (c) To grant licences permits or authorities for the use or exercise by others of any rights vested in or controlled by the Society.
 - (d) To charge collect receive and recover fees and royalties in respect of the use and exercise by others of any rights vested in or controlled by the Society and to institute or defend any legal proceedings for the purpose of enforcing or protecting any rights controlled by the Society or for the recovery of damages or fees or royalties.
 - (e) To act as agent for any person corporation or organisation in respect of any rights relating to musical dramatic or literary works or any sound recording which reproduces any such works.
 - (f) To pay and distribute to members and other persons corporations or organisations with which the Society has entered into contracts out of the moneys received by the Society such moneys as shall be available for payment and distribution in accordance with the Articles of Association of the Society and the terms of any contracts into which the Society has entered.
 - (g) To protect and promote the interests of members in relation to their musical literary and dramatic works.

- (h) To make submissions to, be represented before, or give evidence to, any enquiry, Royal Commission, committee, or other body which has been constituted for the purpose of enquiring into any matter connected with the objects of the Society or the interests of members in relation to their musical literary or dramatic works.
- (i) To be a party to any proceedings before any tribunal established by any statute having jurisdiction over any matter affecting the interests of the Society or its members.
- (j) To enter into and carry into effect contracts and arrangements with any persons firms corporations or organisations in respect of the use of any rights vested in or controlled by the Society or any property vested in or controlled by the Society.
- (k) To print publish and distribute any periodicals, books, leaflets or bulletins that the Society may think desirable for the promotion of its objects.
- (l) To carry on any business which may seem to the Society capable of being conveniently carried on in connection with the above objects and calculated either directly or indirectly to enhance the value of or render profitable any such works or rights.
- (m) To purchase or by other means acquire and prolong protect and renew whether in the Commonwealth of Australia or elsewhere any agencies copyrights licences protections and concessions which may appear likely to be advantageous or useful to the Society and to use and turn to account or grant licences or privileges in respect of the same.
- (n) To acquire or undertake the whole or any part of the business, property or liabilities of any person or company carrying on any undertaking or business which the Society is authorised to carry on or possessed of property suitable for the purposes of the Society.
- (o) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession or otherwise with any person, association or company carrying on or engaged in or about to carry on or engage in any business or transaction which this Society is authorised to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Society and to amalgamate with or become affiliated to any such association or company, and to lend money to, guarantee the contracts of or otherwise assist any such person, association or company, and to take or otherwise acquire shares and securities of any such company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.
- (p) To promote any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Society or for any other purpose which may seem directly or indirectly calculated to benefit this Society.
- (q) Generally to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Society may think necessary or convenient for the purposes of its undertaking or business.
- (r) To effect insurances on the property of the Society and against the death or sickness of or accident or injury to any Director servant or employee of the Society or other person or persons whose death sickness or injury would in the opinion of the Directors of the Society be likely to prejudicially affect the undertaking or revenue of the Society and generally to insure against loss accident disaster or damage of any and every description.

- (s) To give any guarantee or security or enter into any bond in connection with the Society's business or in connection with the business of or any proceedings at law or in equity and/or in admiralty instituted by or against any member or customer of the Society or any other person.
- (t) To lend money to such persons and on such terms as may seem expedient and in particular to members and others having dealings with the Society, and to guarantee the performance of contracts by any such persons.
- (u) To receive money on loan and to borrow or raise or secure the payment of money in such manner as the Society shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise charged upon all or any of the Society's property both present and future or by bank overdraft mortgage lien or otherwise and to purchase redeem or pay off any such securities.
- (v) To make draw accept endorse discount execute issue and negotiate cheques promissory notes bills of exchange bills of lading warrants debentures and other negotiable or transferable instruments.
- (w) To invest and deal with the moneys of the Society not immediately required upon such securities and in such manner as may from time to time be determined.
- (x) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any debentures or securities of the Society or in or about the formation or promotion of the Society or the conduct of its business.
- (y) To distribute among the members in specie in accordance with their respective rights and interests any property of the Society or any proceeds of sale or disposal of any property of the Society.
- (z) To sell or dispose of the undertaking of the Society or any part thereof for such consideration as the Society may think fit, and in particular for shares debentures or securities of any other company having objects altogether or in part similar to those of this Society.
- (aa) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Society.
- (bb) To remunerate the Directors Managers servants and employees of the Society or any of them by way of salary or commission or participation in revenue or by any or all of these modes.
- (cc) To employ managers agents clerks solicitors servants workmen mechanics draftsmen and labourers or other persons necessary for carrying on the business of the Society.
- (dd) To appoint any agent or agents for the collection and recovery of any moneys receivable by the Society in the exercise of its powers or otherwise for the purpose of the exercise of any of such powers.
- (ee) To procure the Society to be registered incorporated or otherwise duly constituted or recognised if necessary or advisable according to the law of any State of the Commonwealth of Australia or in any part of the world.

- (ff) To establish and support or aid in the establishment and support of associations institutions funds trusts and conveniences calculated to benefit employees or ex-employees of the Society or the dependants or connections of such persons and to grant pensions and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any show or exhibition or for any public general or useful object.
 - (gg) To undertake and execute any trusts the undertaking whereof may seem desirable and either gratuitously or otherwise.
 - (hh) To adopt such means of making known the business and operations of the Society as may seem expedient and in particular by advertising in the press by circulars by purchase and exhibition of works of art or interest by publication of books and periodicals and by granting prize rewards and donations.
 - (ii) To take apply for or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of this Society or carrying on any business capable of being conducted so as to directly or indirectly benefit this Society.
 - (jj) To obtain any provisional order or Act of Parliament and to enter into any arrangement with any Government or authority supreme municipal local or otherwise for enabling the Society to carry any of its objects into effect or for effecting any modification of the Society's constitution or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Society's interests.
 - (kk) To do all such things as the Society may from time to time deem conducive to the carrying out of the aforementioned objects or any of them.
 - (ll) To do all or any of the abovementioned things in any part of the world where the same may lawfully be done respectively and as principals agents contractors trustees or otherwise and by or through trustees agents or otherwise and either alone or in conjunction with any other corporations companies firms or persons.
4. The liability of the members is limited.
5. Every member of the Society undertakes to contribute to the assets of the Society in the event of the same being wound up during the time that he is a member or within one year afterwards for payment of the debts and liabilities of the Society contracted before the time at which he ceased to be a member and the costs charges and expense of winding up the same and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding twenty dollars.
6. The names addresses and occupations of the subscribers to this Memorandum of Association are as follows:-

Australian Music Publishers Association Limited,
215 Clarence Street,
SYDNEY.

Australasian Performing Right Association Limited,
25-27 Albany Street,
CROWS NEST.

Alan John Turner,

8/10 Victoria Street,
ROSEVILLE.

Manager

Colin Barrington Marks,
35 Hopetoun Avenue,
VAUCLUSE.

Solicitor

Ian Donald Ferguson,
2 Cook Road,
LINDFIELD.

Solicitor

We, the several persons and corporations who are the subscribers to this Memorandum of Association are desirous of being formed into a company in pursuance of this Memorandum of Association.

Executions of Subscribers being Corporations

The Common Seal of Australian
Music Publishers Association
Limited was hereunto affixed by
authority of the Council in the
presence of:

)
)
)
)
)

COMMON SEAL

Member of Council G.K. Harrison

Member of Council E.F. Albert

Secretary A.J. Turner

The Common Seal of Australasian
Performing Right Association
Limited was hereunto affixed by
authority of the Board in the
presence of:

)
)
)
)
)

COMMON SEAL

Director J.L. Sturman

Director C. Vaughan-Smith

Secretary G. Callaghan

Signatures of Other	Signatures and Addresses
Subscribers	of Witnesses
A.J. Turner	S. Garcia 8/9 Neilsen Ave <u>CARLTON</u>
Colin B. Marks	M. Weymouth 37 Telopea Ave <u>CARINGBAH</u>
I.D. Ferguson	M. Weymouth 37 Telopea Ave <u>CARINGBAH</u>

DATED the 24th day of January 1979.

ARTICLES OF ASSOCIATION

OF

AUSTRALASIAN MECHANICAL COPYRIGHT OWNERS SOCIETY LIMITED,

PRELIMINARY

Table "A"
not to
apply

1. The regulations contained in Table "A" of the Fourth Schedule to the Companies Act, 1961 shall not apply to this Company.

INTERPRETATION

Marginal
notes not
part of
Articles

2. 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.

Definitions

3. In these Articles unless there be something in the subject matter or context inconsistent therewith.

"the Society" means the AUSTRALASIAN MECHANICAL COPYRIGHT OWNERS SOCIETY LIMITED:

"the Companies Act" or "the Act" means the Companies Act, 1961 of New South Wales as amended from time to time by any statutory provision, and when any provision of the Act is referred to the reference is to that provision as amended by any statute for the time being in force;

"the office" means the registered office for the time being of the Society;

"the Seal" means the Common Seal of the Society;

"Secretary" shall include any person appointed to perform the duties of secretary;

"in writing" and "written" shall include printing lithography typing photo and electrostatic copying and all other modes of representing or reproducing words in a printed form;

"Board" means a meeting of the Directors duly called and constituted at which a quorum shall be present or as the case may be the Directors assembled or represented at such meeting;

"Directors" means the Directors for the time being of the Society or as the case may be the Directors assembled or represented at a Board;

"member" means and includes Full Members and Associate Members;

"affiliated society" means a society or association in any country having objects similar to those of the Society with which the Society has from time to time entered into a contract relating to the Mechanical Reproduction Right or any interest therein;

Words or expressions contained in these Articles shall be interpreted in accordance with the provisions of the Interpretation Act 1897 and of the Companies Act as in force at the date upon which these Articles became binding on the Society;

Words or expressions contained in these Articles shall have the meaning conferred by the Copyright Act 1968, where defined in that Act, subject however to any variation implied by the context;

Words importing the singular number include the plural number and vice versa;

Words importing the masculine gender include the feminine gender;

Words importing persons include corporations;

"copyright work" and "work" shall mean and include -

- (i) any musical work,
- (ii) any adaptation by way of transcription or arrangement of a musical work, and
- (iii) any song, lyric or other literary or dramatic work which has been written for the purpose of accompanying or being associated with any musical work and any translation or other adaptation thereof;

"Mechanical Reproduction Right" shall mean the right in relation to a copyright work of reproduction in a material form and without limiting the generality of the foregoing, shall include the right of making a sound recording of the work, making records of any sound recording of the work, incorporating the work into the sound track of a cinematograph film, making copies of any films which incorporate the work in the sound track, and the right of authorising any of the said acts.

MEMBERS

- Membership unlimited
4. For the purposes of the Companies Act the number for members is declared to be unlimited.
- Who are members
5. The members of the Society shall be as follows:-
- (a) all persons who are Full Members and Associate Members on the date of adoption of this Article, who shall be Full Members and Associate Members respectively; and
- (b) any person who is admitted to membership by the Board pursuant to Articles 6 and 7.
- Eligibility for membership
6. The following persons shall be eligible for admission to Membership of the Society:
- (a) any composer, author or publisher of a copyright work;
- (b) a person who owns or controls for the Commonwealth of Australia and/or the Dominion of New Zealand (together with any other countries, states or territories) the Mechanical Reproduction Right in a copyright work or any interest in such Mechanical Reproduction Right; and
- (c) any executor, administrator or trustee of the estate of a deceased member, or a beneficiary in the estate of a deceased member, or widow, widower, child or next-of-kin of a deceased member.
- Application for and admission to membership
7. (a) Any person who is eligible to make application for admission to membership of the Society may apply to the Board for admission to membership. Such application shall be made in writing, signed by the applicant, and shall be in such form as the Board shall from time to time prescribe. The Board may require any applicant to supply such evidence of eligibility as it considers reasonably necessary. The Board shall consider each application and may, in its absolute discretion, admit the applicant to membership with specific reference to the appropriate category of eligibility (a), (b) or (c) in Article 6.
- (b) Any person who has been admitted under category (a) of Article 6 shall be a Full Member.
- (c) Any person who has been admitted to membership under category (b) or category (c) of Article 6 shall be an Associate Member.
- (d) Where an annual administration fee has been fixed pursuant to Article 80(d) all applications for membership pursuant to Article 7(a) shall be accompanied by payment of such fee.
- Associate members
8. An Associate Member shall not be entitled to notice of, or to attend or vote at general meetings, but in all respects, except as otherwise provided by these Articles, shall have the same rights and privileges and be subject to the same obligations as a Full Member.

CESSATION OF MEMBERSHIP

By notice
of member

9. Any member may by not less than twelve months' notice in writing to the Secretary expiring on a 30th June determine his membership and his membership shall cease accordingly at the expiration of such period of notice provided that the Board may in its absolute discretion accept shorter notice and/or a different expiry date.
- 9A. A member may not terminate his membership until he has paid all debts owing to the Society.

By death

10. On the death of a member his membership of the Society shall cease and shall not be transmitted to any other person but the rights already vested in the Society by the member or controlled by the Society by virtue of his membership shall remain so vested or controlled for a period ending on the 30th June in the third year following the year in which the member's death took place, or, if a successor shall be elected during such period in respect of such member, so long as such successor remains a member. Any payment to which the member would, if living have been entitled under the provisions of these Articles in respect of any period prior to the election of such successor shall be made to the member's legal personal representative until a successor is elected, or until the 30th June of such third year as aforesaid whichever is the earlier date. Upon the election to membership of any successor as aforesaid, any payment to which the member would, if living, have been entitled under the provisions of these Articles in respect of any period subsequent to such election shall be made to such successor.

By change
in control

11. (a) In the case of a corporation being a member of the Society its membership shall cease if the Board so decides:
 - (i) in the event of an order being made or a resolution passed for its winding up;
 - (ii) in the event of it disposing of its assets or undertaking or being amalgamated with or associated with or coming under the control of any other corporation or any person being a person not previously connected with such corporation; or
 - (iii) if, having been admitted to membership on the basis of eligibility under Article 6 it ceases to satisfy the conditions of eligibility specified therein.
- (b) In the case of a person having been admitted to membership of the Society in partnership with any other person or persons under a firm name, that person's membership shall cease if the Board so decides in the event of and upon the dissolution of such firm or upon a change in its constitution or upon its amalgamation with or absorption by any other firm, company or person.
- (c) Upon the cessation of membership of the Society by a corporation or person as above set out the rights (if any) already vested in the Society by such corporation or person, or controlled by the Society by virtue of the election of such corporation or person to membership of the Society, shall remain so vested or controlled for a period of not less than six months ending on the next 30 June or 31 December from the date the cessation of membership as set out above occurred. If both of those periods are greater than six months then the shorter of those two

periods shall apply. Any payment to which the corporation or person would have been entitled if it or he had remained a member of the Society shall during such period be made to the person entitled for the time being to receive debts due to the corporation or person.

- By failure to pay administration fee
12. Where an annual administration fee has been fixed pursuant to Article 80(d) the membership of a member shall cease in the event the member has failed to pay the annual administration fee referred to in Article 80(d) within 15 months of that fee having been notified to the member.
- By expulsion
13. The Board at any time may by notice in writing to any member require him to withdraw from the Society, and in the event of such member within thirty days after the service of such notice failing to forward notice in writing of his intention to withdraw, the Board may forthwith expel such member, and from and after the receipt by the Board of such notice of withdrawal or on the posting by the Board of a notice to such member informing him of the passing of a resolution of the Board for his expulsion, he shall forthwith cease to be a member. Provided always that if before the expiration of such notice from the Board to any Full Member, a valid requisition for an extraordinary general meeting to review the expulsion shall have been lodged with the Secretary, such Full Member shall not cease to be a member or be deemed to have given notice of his intention to withdraw therefrom unless and until the Society in extraordinary general meeting shall have approved the action of the Board. If the Society in extraordinary general meeting shall approve the action of the Board, the member shall, as from the date of such meeting, cease to be a member. Provided always that if, at the time of giving the said notice, the Board shall also give the said member notice in writing accordingly, all or such portion of the rights (if any) already vested in the Society by such withdrawing or expelled member, or controlled by the Society by virtue of his previous membership, as are specified in the notice, shall remain so vested or controlled for a period of not less than six months ending on the next 30 June or 31 December from the date the cessation of membership occurred. If both of those periods are greater than six months then the shorter of those two periods shall apply. Any member who has so withdrawn or been expelled shall be entitled to receive payment from the Society until the end of such period in the same manner as he would have been entitled to receive the same had he remained a member during that period.
- Upon expiration of mechanical rights
14. The membership of a member shall ipso facto cease:
- (a) upon legal protection for the Mechanical Reproduction Right ceasing to subsist in all parts of the world in respect of all works in relation to which such member is entitled to participate in the allocation or distribution of moneys collected by the Society; or
 - (b) in the case of any member being an executor, administrator or trustee upon his having disposed of all interest in all Mechanical Reproduction Rights which have been vested in him as such executor or administrator or trustee.
- No transfer of membership
15. No member shall be at liberty to transfer his membership or any rights or privileges attached to such membership to any other person.

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| Proceedings pending | 16. 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 the 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. |
| Cessation | 17. Subject to the provisions of Articles 10, 11, 12, 13 and 16 and this Article 17 all rights privileges and of rights obligations of membership shall cease on the date of cesser of membership. In particular and without prejudice to the generality of the foregoing the member concerned shall cease to have any claim upon the assets of the Society and shall not be entitled to participate in any further allocations or distributions. Notwithstanding Article 9A, on cessation of membership the member remains liable for all moneys owing to the Society, whether owing as at the date of cessation or afterwards. |

CONTROL OF MECHANICAL REPRODUCTION RIGHTS

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| Agreement in respect of Mechanical Reproduction Rights | <p>18. Every member shall on admission to membership enter into an agreement with the Society in relation to Mechanical Reproduction Rights which are, or during his membership become, vested in or controlled by such member. Such Agreement shall provide for:-</p> <ul style="list-style-type: none"> (i) the nature of the grant of rights to the Society, namely assignment, appointment as exclusive licensee, appointment as non-exclusive licensee, or appointment as agent, or any combination thereof; (ii) the extent of the rights granted to the Society for the licensing and authorising of Mechanical Reproduction Rights and collection of licence fees; (iii) the rates of commission (including minimum commission) and charges to be payable to or levied by the Society in consideration of its services; (iv) methods of accounting for licence fees collected in respect of members works; (v) any other matters relating to the terms and conditions under which the Society shall be entitled to grant licences in respect of Mechanical Reproduction Rights, and to distribute and deal with the proceeds arising from the grant of such licences. |
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The content and form of such agreement shall be determined in each case by negotiation between the member and the Society, provided that the Society may decline to enter into any agreement which does not conform with its minimum policy requirements in relation to the extent and nature of the rights granted.

- Notification of works 19. Every member upon his admission shall notify to the Society upon forms or in manner prescribed by the Society all works in respect of which he is the publisher, or proprietor and shall thereafter so notify to the Secretary all further works which he has published or in which he has acquired an interest. Every member shall also inform the Society of the interest of any other person in any works so notified. Every member shall also deposit with the Society, upon request by the Society, a print or copy of each such work. The Society shall not be responsible for any loss or damage sustained by any member by reason of his failure to comply with the provisions of this Article.
- Members not to exercise or alienate Mechanical Reproduction Rights 20. No member shall be at liberty to alienate or exercise the Mechanical Reproduction Right in a manner inconsistent with the terms of any agreement entered into with the Society by such member pursuant to these Articles.

GENERAL MEETINGS

- Annual General Meeting 21. An Annual General Meeting of the Society shall be held in accordance with the provisions of the Companies Act. All general meetings other than the Annual General Meetings shall be called extraordinary general meetings.
- Extra-ordinary general meetings 22. The Board may whenever it thinks fit convene an extraordinary general meeting and extraordinary general meetings shall also be convened on such requisition or by such requisitionists as provided by the Companies Act.
- Notice 23. Subject to the provisions of the Companies Act relating to special resolutions and agreements for shorter notice fourteen days notice at the least (exclusive of the day on which the notice is served or deemed to be served but inclusive of the day for which notice is given) specifying the place the day and the hour of meeting and in case of special business the general nature of that business shall be given to such members and other persons as are entitled to receive such notices from the Society.
- Accidental omission 24. 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 thereof shall not invalidate the proceedings at any meeting.
- Special business 25. All business shall be 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 balance sheet and the report of the Directors and auditors the election of Directors in the place of those retiring and the appointment and fixing of the remuneration of the auditors.
- Postponement 26. The Board may by notice in writing to such members and other persons as are entitled to receive notice of meetings posted not less than four days prior to the date fixed for any general meeting (exclusive of the day on which such notice is served or deemed to be served but inclusive of the day on which such general meeting was fixed to be held) postpone such meeting either to a later date or indefinitely. This Article is subject to Article 21 and shall not

apply to a meeting called upon requisition or by requisitionists pursuant to the Companies Act.

PROCEEDINGS AT GENERAL MEETINGS

- No business without quorum 27. 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.
- Quorum 28. Five Full Members personally present shall be a quorum for a general meeting. For the purpose of this Article a person present who is representing a corporation which is a Full Member shall be deemed to be a member who is personally present.
- Chairman 29. The Chairman of Directors shall be entitled to take the chair at every general meeting, or, if there be no Chairman, or, if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting, the Full Members present shall choose another Director as Chairman, and, if no Director be present, or if all the Directors present decline to take the chair, then the Full Members present shall choose one of their number to be Chairman.
- Adjournment for lack of quorum 30. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; but in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if at such adjourned meeting a quorum is not present those Full Members who are present shall be a quorum, and may transact the business for which the meeting was called.
- Adjournment with consent of meeting 31. The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to 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 32. 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:-
- (a) by the Chairman;
 - (b) by at least four Full Members present in person or by proxy;
 - (c) by any Full Member or Full Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll is so demanded a declaration by the Chairman 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 the 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 the resolution. The demand for a poll may be withdrawn. No poll shall be demanded on the election of a Chairman.

- Poll 33. If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on a question of adjournment shall be taken forthwith.
- Poll - business to continue 34. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- Chairman - no casting vote 35. In the case of an equality of votes whether on a show of hands or on a poll the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall not be entitled to a second or casting vote.

VOTES OF MEMBERS

- Full 36. At any general meeting only Full Members shall be entitled to vote.
- Voting eligibility 36A. Notwithstanding any other provision in these Articles, if any Full Member has failed during any two consecutive financial years of the Society (ending with the financial year current as at the date of adoption of this Article or any subsequent financial year) to have had allocated to him any share of moneys collected by the Society, the member is not entitled to notice of, or to attend or vote at, any general meeting held after the expiry of the two consecutive financial years until after the expiry of a financial year during which the member has allocated to him a share of moneys collected by the Society.
- Show of hands 37. On a vote by show of hands every Full Member shall have only one vote.
38. On a poll each Full Member shall be entitled to the number of votes ascertained as follows:
- (a) The votes of each Full Member shall be based upon the total amount properly allocated to him by the Society during the preceding financial year as his share of monies collected by the Society in respect of the exercise of the Mechanical Reproduction Right assigned or licensed to the Society in accordance with these Articles. The total amount so allocated is hereinafter referred to as the "member's earnings".
 - (b) Every Full Member shall have one vote plus one additional vote for each complete \$500 of such member's earnings during the preceding financial year.
 - (c) Notwithstanding paragraphs (a) and (b) above, no Full Member shall be entitled to more than fifteen per centum of the total votes available to all Full Members who are entitled to attend and vote at general meetings of the Society.

- (d) If any Full Member being a corporation is related to another corporation which is a Full Member then for the purpose of determining voting entitlement pursuant to paragraphs (a), (b) and (c) above, the earnings of all such related members shall be aggregated. The total number of votes so available shall then constitute the voting entitlement of that one of the related corporations which has the highest member's earnings, and each of the other related corporations shall have only one vote each.
- (e) For the purpose of determining whether a Full Member being a corporation is related to another Full Member being a corporation, the definition of "related corporation" in the Corporations Act 2001 (and related definitions of "holding company" and "subsidiary company") shall apply.
- (f)
 - (i) If any Full Member being a corporation is or becomes related to another Full Member being a corporation, it shall so notify the Secretary of the Society.
 - (ii) If any Full Member has given a notice under paragraph (i) above that it is related to another Full Member, then that other Full Member need give no notification.
 - (iii) The notice shall be in writing signed by a director or the secretary of the Full Member giving the notice.
 - (iv) The notice shall be given:
 - (a) where the relationship is already in existence at the date of adoption of this Article, within 21 days of that date;
 - (b) in any other case, within 21 days of the date of formation of the relationship;provided that in no case shall notice be given later than 10 days before the date upon which any general meeting of members is to be held.
 - (v) The Society may at any time, by notice in writing to any Full Member, require that Full Member to inform the Society as to whether or not that member is related to any other Full Member and, if so, to identify that other Full Member. Within 10 days of the giving of the notice by the Society, the Full Member shall notify to the Society in writing the information requested. If so required by the Society, the information shall be notified in the form of a Statutory Declaration by a director or the secretary of the Full Member.
 - (vi) A notice once given shall remain in force in relation to all future meetings as referred to in paragraph (iv) above, provided that if after any notice has been given there is a change in the information contained in that notice, then a

fresh notice shall be given within the time specified in paragraph (iv) above specifying the change.

- (vii) In the event that no member of a group of related corporations being Full Members has given due notice as required by paragraph (i) or (v) above, or if the only notice given by a member of that group is false either by statement or omission, then each member of that group shall have only one vote each at any meeting held before a correct notice is duly given, provided that failure to enforce this restriction in relation to a vote taken at any such meeting shall not invalidate that vote.

- Proxies 39. On a show of hands or on a poll votes may be given either personally or by proxy.
- Proxy Instrument 40. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation either under seal or under the hand of an officer or attorney duly authorised. A statement on the instrument appointing the proxy that an officer has been duly authorised shall be sufficient evidence of such authorisation in the absence of any notice or knowledge to the contrary. Subject to the Act, a proxy must be a member of the Society entitled to vote.
- Form of Proxy 41. Any instrument appointing a proxy shall, as nearly as circumstances will admit, be in the form or to the effect following:-

AUSTRALASIAN MECHANICAL COPYRIGHT
OWNERS SOCIETY LIMITED

I _____ of _____
in the State of _____
being a Full Member of AUSTRALASIAN MECHANICAL COPYRIGHT
OWNERS SOCIETY LIMITED hereby appoint
_____ of _____
as my proxy to vote for me and on my behalf at the annual or extraordinary
(as the case may be) general meeting of the Society to be held on the
_____ day of _____ and at any adjournment thereof.

Signed this _____ day of _____ 20 .

- Deposit of proxy 42. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Society, or at such other place as is specified for that purpose in the notice convening the meeting, not less than twenty-four hours 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, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- Revocation etc. of proxy 43. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such

death, unsoundness of mind or revocation, as aforesaid has been received by by the Society at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

- Corporations
representa-
tives
44. Any corporation which is a 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 meeting or all meetings of the Society or of any class of members of the Society and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Society; for the purposes of these Articles such a representative at any such meeting shall be deemed to be a member.

A statement in writing signed by the secretary or a director of a corporation setting out the terms of a resolution passed in accordance with this Article shall be sufficient evidence of the passing of the resolution.

- Objections
45. 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 given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

DIRECTORS

- Number
46. The number of Directors shall be determined by the Directors but shall be not less than six nor more than fourteen, subject however to:-
- (a) any reduction owing to unfilled casual vacancies;
 - (b) any reduction due to omission or failure to elect the full number of Directors;
 - (b) an increase to fifteen owing to the appointment of a Managing Director pursuant to Article 81 who is not already a Director.

- Composition
47. The Directors shall be Full Members.

- Full Member
Director -
Extended
48. A Full Member which is a corporation may nominate any person who is its officer, representative or agent, and whether or not such a person is a member of the Society, for election or appointment as a Director and such person shall

Meaning

thereupon be eligible for election or appointment as a Director as if he were a Full Member. In the event of such person ceasing to be an officer, representative or agent of the corporation which has nominated him, then his office as Director shall forthwith become vacant.

- Retirement
by rotation
49. At each **annual** general meeting four of the Directors shall, in addition to any Director retiring pursuant to Article 53, retire from office provided that (subject to Article 53) no Director shall be bound to retire before he has been in office for three successive annual terms since the date of his last election.

- Order of
retirement
50. The Directors to retire, as aforesaid, shall be the Directors who have been longest in office. As between two or more who have been in office an equal length of time the Director or Directors to retire shall, in default of agreement between them, be determined by lot. The length of time a Director has been in

office shall be computed from his last election where he has previously vacated office. A retiring Director shall be eligible for re-election and shall act as a Director throughout the meeting at which he retires.

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| Retiring Directors may continue | 51. If at any annual general meeting at which an election of Directors ought to take place the places of the retiring Directors are not filled up, the retiring Directors or such of them as have not had their places filled up shall, if willing, continue in office until the next annual general meeting and so on from year to year until their places are filled up. |
| Removal by ordinary resolution | 52. The Society may, by ordinary resolution, remove a Director before the expiration of his period of office. |
| Directors may fill casual vacancies | 53. The Directors shall respectively have the power to appoint a Full Member to fill a casual vacancy but so that the number of Directors shall not exceed the number fixed by Article 46. Any Director so appointed shall (in addition to the Directors retiring pursuant to Article 49) retire from office at the next following annual general meeting of the Society but shall be eligible for re-election. "Casual vacancy" shall include a vacancy caused by an increase in the number of Directors by addition to or amendment of these Articles. |
| Nomination for election | 54. (a) No Member shall be entitled to nominate for election or appointment as a Director of the Society unless such Member is entitled to notice of, and to attend and vote at, the general meeting at which the election or appointment is to take place.

(b) Subject to Article 55(a), no person not being a retiring Director shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless not less than sixty days before the date appointed for the meeting there shall have been left at the registered office of the Society a notice in writing, signed by a Full Member, of his nomination of such person for election and signed also by such person signifying his consent to such nomination. |
| Transitional provisions | 55. (a) In calendar year 2003 only, no person not being a retiring Director shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless not less than fourteen days before the date appointed for the meeting there shall have been left at the registered office of the Society a notice in writing, signed by a Full Member, of his nomination of such person for election and signed also by such person signifying his consent to such nomination.

(b) In calendar year 2003 only, no postal voting will occur under Article 65 and the election of Directors will take place at the annual general meeting in that year.

(c) Any Director holding office immediately prior to the date of adoption of this Article, who is not required to retire in accordance with Articles 49 and 50 at the 2003 annual general meeting, may continue in his office until required to retire in accordance with Articles 49 and 50. |

- Continuing 56. The continuing Directors may act notwithstanding any vacancy in their body. Directors may act despite vacancy.
- Remuneration 57. The Directors shall be paid out of the funds of the Society by way of remuneration for their services as Directors such sum or salary as the members in general meeting may from time to time determine, and any such sum shall be divided among them in such proportions and manner as the Directors shall determine and in default of such determination within the year equally.
- Special allowances etc 58. If any Director, being willing shall be called upon to perform extra services, or to make any special exertions in going or residing abroad, or otherwise for any of the purposes of the Society the Society shall remunerate the Director so doing, either by a fixed sum or otherwise as may be determined by the Board, and such remuneration may be either in addition to or in substitution for his share in the remuneration provided in Article 57 hereof. Directors shall be paid also such reasonable travelling expenses and allowances as are authorised by the Board in connection with any travelling undertaken on behalf of the Society.
- Vacation of office 59. The office of Director shall become vacant if the Director:-
- (a) ceases to be a Director by virtue of the Companies Act;
 - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (c) becomes prohibited from being a Director by reason of any order made under the Companies Act;
 - (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (e) resigns his office by notice in writing to the Society;
 - (f) without special leave of absence from the Board, he is absent from the meetings of the Board during a period covered by three consecutive meetings;
 - (g) (not being a Managing Director) ceases to be a member entitled to notice of, to attend and to vote at general meetings, or the corporation of which he is the nominee pursuant to Article 48 ceases to be a member entitled to notice of, to attend and to vote at general meetings;
 - (h) ceases to be an officer, representative or agent of the corporation which has nominated him pursuant to Article 48;
 - (i) is removed from office pursuant to Article 52; or
 - (j) without the consent of the Society in general meeting holds any other office of profit under the Society except that of Managing Director.
- Contracting with Society 60. Any Director and any corporation or firm of which the Director is a member, employee or principal may enter into contracts with the Society and any Director may vote as Director or member in respect of any such contract

provided always that he shall have previously declared the nature of his interest or that of such corporation or firm in any such contract in the manner required by Section 123 of the Act.

- Appointment of alternate
61. Any Director may, with the consent of the Board, appoint by notice in writing to the Secretary some person to be an alternate Director to act in his place as an alternate Director during his absence and may revoke such appointment and appoint another alternate Director from time to time, provided that no person shall be appointed to be an alternate Director who is not a Full Member or the duly authorised representative of a Full Member which is a corporation. The alternate Director shall be entitled to notice of meetings of the Directors and to attend and vote thereat in the absence of the Director appointing him and shall at such meetings and generally in the absence of his principal have the same power to exercise all the powers of an ordinary Director. Any alternate Director shall ipso facto vacate office on his principal ceasing to be a Director, or if he becomes subject to any of the disqualifications mentioned in Article 59 or if he resigns, or if he be requested in writing by a majority of the Directors including his principal to resign. The appointment of an alternate Director may be for a fixed time and may be rescinded or determined at any time. The alternate Director shall not be entitled to be remunerated otherwise than out of the remuneration of the Director appointing him. Any alternate Director may be invested by the Board with any special duties in connection with the business of the Society.

CONDUCT OF VOTING

- Voting by ballot
62. Subject to Articles 53 and 55, elections to fill all vacancies for Directors arising from retirement or otherwise shall take place by ballot in accordance with Articles 63, 64, 65 and 68A.
- Ballot paper
63. Voting in all cases shall be by ballot paper on which the voter shall mark his votes by endorsing a tick opposite the names of each eligible candidate for whom he wishes to vote, being not more candidates than the number of Directors to be elected. Those of the candidates equal to the number to be elected who respectively receive the highest number of votes shall be deemed elected.
- Number of candidates
64. If the number of the duly nominated candidates does not exceed the number to be elected, then all such candidates shall be deemed elected without a ballot at the annual general meeting next following their nomination.
- Voting
65. In addition to any electronic voting procedures instituted under Article 68A, postal voting for Directors shall be available to any member entitled to vote on request by the member in writing to the Society within 5 days after the giving of notice of the general meeting at which the member wishes to vote. If a member requests to vote by post:
- (a) the Society will arrange for the appropriate documentation to be sent to the member in accordance with the Society's postal voting procedures determined by the Board from time to time;
 - (b) postal votes shall be exercised personally and not by proxy. A member which is a corporation shall exercise its postal vote by its representative appointed under Article 44;

(c) the non receipt by any member of a voting paper or any associated documentation shall not invalidate the ballot;

(d) all voting papers received by the Secretary by 7 days before the date fixed for the general meeting shall be counted in the ballot;

(e) prior to the general meeting the scrutineers shall aggregate the postal votes with the votes cast in accordance with procedures instituted under Article 68A, and shall count or cause to be counted the votes received in accordance with these Articles; and

(f) in the event of an equality of votes in favour of any 2 or more eligible candidates, the eligible candidates to be elected shall, prior to the general meeting, be determined by drawing lots in the manner determined by the Chairman.

65A. All votes must be counted before each annual general meeting and the Secretary must declare the result of the ballot, and the election of the Directors occurs, at the general meeting.

Scrutineers. 66. The scrutineers shall be two persons appointed by the Board, or failing appointment by the Board, by the Chairman for the election, who are partners or employees of the Society's auditors.

Informal votes 67. No voting paper shall be declared informal,

(i) because votes are endorsed for a lesser number of candidates than the number of Directors to be elected; or

(ii) because the method of completing the voting paper has not been strictly followed, if the scrutineers consider that nevertheless the voting intention has been made clear.

Ballot papers destruction 68. Ballot papers shall be destroyed after the declaration of an election, unless the Chairman of the meeting otherwise directs.

Electronic Voting Procedures 68A. Notwithstanding any other provision in these Articles setting out a method of voting, including postal voting, the Board may institute procedures for voting electronically, and for the electronic appointment of proxies and representatives appointed under Article 44, in such manner and at such times as it considers appropriate

PROCEEDINGS OF DIRECTORS

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| Meetings | 69. | The Directors may meet together for the despatch of business adjourn and otherwise regulate their meetings as they think fit. A Director may at any time and the Secretary shall on the requisition of a Director summon a meeting of the Directors. |
| Quorum | 70. | The quorum necessary for the transaction of the business of the Directors shall be not less than three. |
| Authority of meeting | 71. | A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under these Articles or the Companies Act vested in or exercisable by the Directors generally. |
| Voting | 72. | Questions arising at any meeting shall be decided by a majority of votes, and in case of an equality of votes, the Chairman shall not have a second or casting vote. |
| Chairman | 73. | The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office; but if no such Chairman is elected, or if at any meeting the Chairman is not present at the time appointed for holding the same, the Directors present shall choose one of their number to be Chairman of such meeting. |
| Committees | 74. | The Directors may delegate any of their powers to committees of one or more members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed upon it by the Directors. |
| Proceedings of Committees | 75. | The meetings and proceedings of any such committee, consisting of two or more members, shall be governed by the provisions herein contained for regulating meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding clause. |
| Validation of Directors | 76. | All acts done by any meeting of the Directors, or by a committee of Directors or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Directors or persons acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person, had been duly appointed and was qualified to be a Director. |
| Resolution in writing | 77. | A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more Directors. |
| Tele-conference | 77A. | (a) For the purposes of these Articles, the contemporaneous linking together in oral communication by telephone, audio-visual or other instantaneous means (Teleconference) of a number of the Directors (being not less than a quorum) constitutes a meeting of the Directors. |

(b) The provisions of these Articles relating to a meeting of the Directors apply to a Teleconference insofar as they are not inconsistent with the provisions of this Article 77A.

(c) The following provisions apply to a Teleconference:

- (i) each of the Directors taking part in the meeting must be able to hear and be heard by each of the other Directors taking part in the meeting and each Director so taking part is deemed for the purposes of these Articles to be present at the meeting; and
- (ii) at the commencement of the meeting each Director must announce his presence to all other Directors taking part in the meeting.

Absent
Directors -
notice

78. It shall not be necessary to give notice of a meeting of the Directors to any Director who is absent from the Commonwealth of Australia, or in the case of a Director who is ordinarily resident in the Dominion of New Zealand, who is absent therefrom, nor shall any meeting of the Directors be invalid on the ground that notice of such meeting was not given to or received by any Director in sufficient time to enable him to be present at such meeting.

POWERS OF DIRECTORS

General
powers
vested in
Board

79. The management of the business of the Society shall be vested in the board which, in addition to the powers and authorities by these Articles or otherwise expressly conferred upon it, may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not hereby or by the Companies Act expressly directed or required to be exercised or done by the Society in general meeting, but subject nevertheless to the provisions of the Companies Act and of these Articles.

Certain
specific
powers

80. Without prejudice to the general powers conferred by the last preceding Article, and the other powers conferred by these Articles, it is hereby expressly declared that the Directors shall have the following powers, that is to say power:-

- (a) from time to time to appoint any person as General Manager and/or other officer of the Society for such term and at such remuneration as they may think fit and (subject to any contract entered into between the Society and such General Manager and/or other officer) from time to time remove him and appoint some other person as General Manager and/or other officer in his place;
- (b) to delegate to a General Manager and/or other officer all such of its administrative powers as aforesaid as they may deem necessary for the full and proper administration of the affairs of the Society;
- (c) to borrow money and to mortgage or charge the undertaking and property of the Society or any part thereof and to issue debentures, as security for any debt liability or obligation of the Society or any third party;
- (d) to fix the amount, if any, and the due date for payment of an annual administration fee to be payable by members with, if considered

desirable, different annual administration fees payable by Full Members and Associate Members respectively;

- (f) to fix from time to time the rates of commission and charges to be payable to or levied by the Society in consideration of its service to Members;
- (g) to determine who shall be entitled to sign on the Society's behalf bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts and documents;
- (h) to provide for the establishment and conduct of any branch office in any part of the world for the transaction and management of the business of the Society;
- (i) from time to time to appoint any corporation firm person or body of persons to be the attorney or attorneys of the Society in any part of the world for such purposes and with such powers authorities and discretions and subject to such conditions as may be thought fit; and
- (j) to establish and regulate in the Commonwealth of Australia or the Dominion of New Zealand or in any other part of the world local boards, local managing or consulting committees or local agencies; and to appoint any one or more of their number or any other person or persons to be members thereof with such powers and authorities for such period and at such remuneration as they may deem fit; and to revoke any such appointment.

MANAGING DIRECTOR

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| Appointment | 81. The Board may, from time to time, appoint one or more of its number or any other person to be Managing Director of the Society, either for a fixed term not exceeding ten years or without any limitation as to the period for which he is to hold such office and may from time to time remove or dismiss him from office and appoint another in his place or places. |
| Not Subject rotation | 82. A Managing Director shall not, while he continues to hold that office, be subject to retirement by rotation and he shall not be taken into account in determining the rotation in which other Directors shall retire, but he shall subject to the provisions of any contract between him and the Society be subject to the same provisions as to resignation and removal as the other Directors of the Society and if he cease to hold the office of Director from any cause, he shall ipso facto, and immediately cease to be a Managing Director. |
| Remuneration | 83. The remuneration of a Managing Director shall from time to time be fixed by the Directors and may be by way of salary, commission or bonus, or by any or all of those modes and shall be paid out of the funds of the Society, and may be in addition to any remuneration which he may receive as a Director of the Society. |

- Powers 84. The Directors may from time to time entrust to and confer upon the Managing Director for the time being such of the powers exercisable by the Directors as they may think fit and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions, as they think expedient; and they may confer such powers, either collaterally with, or to the exclusion of, and in substitution for all or any of the powers of the Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any such powers.

SECRETARY

- Appointment 85. The Secretary shall in accordance with the Act be appointed by the Directors for such term, at such remuneration, and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

MINUTES

- How to be kept 86. (a) The Directors shall cause minutes to be duly entered in the books provided for the purpose:-
- (i) of all appointments of officers made by the Board;
 - (ii) of the names of the Directors present at each meeting of the Board or of any committee thereof;
 - (iii) of all orders made by the Board or a committee thereof;
 - (iv) of all resolutions and proceedings of general meetings and of meetings of the Board and Committees thereof.
- (b) Any such minutes of any meeting of the Directors, or any Committee or of the Society, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting shall be receivable as prima facie evidence of the matters stated in such minutes.
- (c) The books containing the minutes of general meetings of the Society shall be kept at the office and shall be open to the inspection of Members between the hours of 2 p.m. and 4 p.m. on each business day.

SEAL

- Method of affixing 87. The Directors shall provide for the safe custody of the seal which shall be used only by authority of the Board, and every instrument to which the seal is affixed shall be signed by two Directors whose signatures shall be witnessed by the Secretary or a third Director or by some other person appointed by the Directors for the purpose.

ALLOCATION OF MONEYS

- Order of application of receipts 88. (a) The earnings of the Society shall comprise:-
- (i) all administration fees received from members;

- (ii) all commissions and service fees received as consideration for services of the Society in representing members and affiliated societies;
- (iii) any interest arising from investments;
- (iv) any other income not specifically received on account of or on behalf of any particular member or members;
- (v) all income received by any pro-rata charge upon moneys collected on behalf of members.

All earnings shall be applied first to payment of all expenses of and incidental to the conduct management and operation of the Society (including the administrative costs of collecting those amounts), and any surplus then remaining, subject to Article 90, shall be held on trust for members pending its being allocated and distributed amongst the members in accordance with a method of entitlement to be fixed from time to time by the Board.

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| Distributions as soon as Possible | (b) Distributions shall be paid to members as soon as is reasonably possible after the allocation of the amounts for distribution. |
| No directions | (c) A member cannot direct the Society to pay an amount at a particular time. |
| Board to observe agreements | (d) Any method of entitlement fixed by the Board shall comply with the terms and conditions of any agreement in force from time to time between the Society and any member. |
| Time of Distributions | (e) The Board shall fix the times for distribution of moneys allotted to members. |
| Certification of receipts | (f) The declaration of the Board supported by the certificate of the Auditors as to the amount of moneys received by the Society shall be conclusive. |
| Interim allocations and/or Distributions | (g) The Board may from time to time make to the members such interim allocations and/or distributions as in their judgement the position of the Society justifies. |
| No dividends | (h) Notwithstanding any other provision of these Articles, the payment of a dividend to any member is prohibited. |
| Past members | (i) For the purpose of this Article only the word "member" shall be deemed to extend to and include a past member in respect only of such portion of his rights as are still vested in or controlled by the Society pursuant to Article 10. |

- Allocations and distributions final and binding
89. Allocations and distributions when made by the Board shall be final and binding except that the Board shall be at liberty to consider and if thought fit to make any adjustment:
- (a) in response to any claim by any interested persons made within three years of the date of the allocation or distribution concerned; or
 - (b) otherwise, within three years of the date of the allocation or distribution concerned.
- 89A. The Society may recover any moneys owed by the member to it from amounts allocated to the member or otherwise.
- Special provisions
90. The Board may before making any allocation and distribution among the members and affiliated societies:-
- (a) apply out of the receipts such sums as it thinks proper or has agreed to contribute towards: -
 - (i) any superannuation, benevolent, pension or similar fund which has been or may be established for the benefit of employees of the Society or their wives widows children or dependants;
 - (ii) any foundation, trust, or similar fund which has been established for the purpose of promoting and pursuing courses of action such as but not limited to anti-piracy that are to the general benefit of members.
 - (b) set aside, out of the receipts of the Society such sums as they think proper as a reserve fund to meet contingencies, or for special allocations or for repairing, improving, and maintaining any of the property of the Society, or for such other purposes as the Directors shall in their absolute discretion think conducive to the interests of the Society; and to invest the several sums so set aside upon such investments as they may think fit and from time to time deal with and vary such investments and dispose of all or any part thereof for the benefit of the Society and to divide the reserve fund into such special funds as they think fit with full power to employ the assets constituting the reserve fund in the business of the Society and that without being bound to keep the same separate from the other assets.
- Reserve fund

REGISTER OF MEMBERS

- Register to be kept
91. The Society shall keep a register of its members in accordance with the Companies Act and such register shall be open to inspection as therein provided.

ACCOUNTS

- Accounts to be kept
92. The Directors shall cause proper accounts to be kept with respect to:-
- (a) all sums of money received and expended by the Society and the matters in respect of which the receipt and expenditure takes place;
 - (b) all sales and purchases of goods by the Society, and

(c) the assets and liabilities of the Society.

- Books 93. The accounts shall be kept at the registered office of the Society; or at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.
- Inspection of accounts and records 94A. The members shall be entitled to inspect the accounting and other records of the Society at such times and places and under such reasonable conditions or regulations as the Directors shall from time to time determine, provided that no member (not being a Director of the Society) shall be entitled to require or receive any information containing any confidential information of the Society or any other person.
- Inspection of records regarding works 94B. Any member shall be permitted to inspect the records of the Society as they relate to that member's works at such times and places and under such reasonable conditions or regulations that the Directors shall from time to time determine, provided that any such members notifies the Society in writing that he wishes to do so, and such notice specifies as the day of inspection a business day, not earlier than seven business days after the date on which the notice is given.
- Profit and loss account etc. 95. The Directors shall from time to time in accordance with section 162 of the Companies Act cause to be prepared and to be laid before the Society in general meeting such profit and loss accounts, balance sheets, and reports as are referred to in that section.
- Balance sheet and report 96. A balance sheet shall be made out in every year and laid before the Society in general meeting made up to a date not more than six months before such meeting. The balance sheet shall be accompanied by a report of the Directors as to the state of the Society's affairs containing such information as may be required by section 162 of the Companies Act.
- Copies of balance sheet and report 97. A copy of such balance sheet and report shall, together with a copy of the auditor's report, seven days previously to the meeting be sent to the persons entitled to receive notice of general meetings in the manner in which notices are to be given hereunder.

AUDIT

- Auditors to be appointed 98. Auditors shall be appointed and their duties regulated in accordance with sections 165 and 167 of the Act.

NOTICE

- Method of giving notices
99. A notice may be given by the Society to any member either personally or by sending it by post to him at his registered address, or (if he has no registered address within the Commonwealth of Australia or the Dominion of New Zealand), to the address, if any, within the Commonwealth of Australia or the Dominion of New Zealand supplied by him to the Society for the giving of notices to him. Where a notice 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 on the second day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
- Notice after death
100. Any notice given in accordance with the last preceding Article addressed to a member at his registered address, or the address supplied by him for the giving of notices, shall notwithstanding that such member be then deceased, and whether or not the Society has notice of his decease be deemed to have been duly served until some other person be registered in his stead as representing such member, and such notice shall, for all purposes of these Articles, be deemed a sufficient service of such notice on his executors.
- Notice of general meeting
101. (1) Notice of every general meeting shall be given in any manner hereinbefore authorised to:-
- (a) every Full Member except those who (having no registered address within the Commonwealth of Australia or the Dominion of New Zealand) have not supplied to the Society an address within the Commonwealth of Australia or the Dominion of New Zealand for the giving of notices to them;
 - (b) the auditor for the time being of the Society.
- (2) No other person shall be entitled to receive notices of general meetings.

WINDING UP

- Procedure on winding up
102. 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 Mechanical Reproduction Rights controlled by the Society) and sums available for allocation and/or distribution in accordance with these Articles shall insofar 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 allocations from the Society in respect of the year ending on the 30th day of June immediately prior to such winding up; and the rights, if any, controlled by the Society by virtue of his membership, shall revert to such member or his personal representative notwithstanding any other provision in these Articles to the contrary.

INDEMNITY

- Directors and officers entitled to indemnity
103. (a) Every Director, Managing Director, manager, secretary, auditor and other officer or employee of the Society (all of whom are hereinafter comprehended within the word "officer") shall be indemnified by the Society against and it shall be the duty of the Directors out of the funds of the Society to pay all costs losses and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into or act or thing done by him as such officer or servant or in any way in the discharge of his duties including travelling expenses and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Society and have a priority as between the members over all other claims.
- (b) No officer of the Society shall be liable for the acts receipts neglects or defaults of any other officer or for joining in any receipt or other act for conformity or for any loss or expense happening to the Society through insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Society or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Society shall be invested or for any loss or damage arising from the bankruptcy insolvency or tortious act of any persons with whom any moneys securities or effects shall be deposited or for any loss occasioned by any error of judgment or oversight on his part or for any other loss damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto.
- (c) The relief from liability and indemnity contained in the two preceding subclauses shall take effect only so far as the same is not made void by the provisions of section 133 of the Companies Act.

CONFIDENTIAL INFORMATION

- Declaration committee to be signed
104. Every Director, Managing Director, manager, secretary, member of or other officer employed or engaged in the business of the Society and thereby having access to records accounts transactions or other information relating to the affairs of the Society, or of any member or other person with whom the Society has transacted business, shall sign a declaration pledging himself not to reveal other than to the Board or management, and not to use for his own business or private purposes, any of the information relating to such matters which may thereby come to his knowledge except when required so to do by the Board or by a general meeting or under a duty imposed by any statute or court of law.

We, the several persons and corporations who are the subscribers to the Memorandum of Association hereby agree to the foregoing Articles of Association.

Execution of Subscribers being corporations

The Common Seal of Australian) COMMON SEAL
Music Publishers Association)
Limited was hereunto affixed)
by authority of the Council)
in the presence of:)

Member of Council G.K. Harrison

Member of Council E.F. Albert

Secretary A.J. Turner

The Common Seal of Australasian) COMMON SEAL
Performing Right Association)
Limited was hereunto affixed by)
authority of the Board in the)
presence of:)

Director J.L. Sturman

Director C. Vaughan-Smith

Secretary G. Callaghan

Signatures of other Subscribers	Signatures and Addresses of Witnesses
A.J. Turner	S. Garcia 8/9 Neilsen Ave <u>CARLTON</u>
Colin B. Marks	M. Weymouth 37 Telopea Ave <u>CARINGBAH</u>
I.D. Ferguson	M. Weymouth 37 Telopea Ave <u>CARINGBAH</u>

DATED the

24th

day of

January

1979.