

The New Articles of Association adopted in place of the old Articles of Association vide Special Resolution passed at the Annual general Meeting dated 5th January, 2008

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| | <p>THE COMPANIES ACT, 1956</p> <p>ARTICLES OF ASSOCIATION</p> <p>OF</p> <p>THE INDIAN PERFORMING RIGHT SOCIETY LIMITED</p> <p>(Company Limited by Guarantee and not having Share Capital)</p> |
| Definitions | <p>1. (a) In these Articles, unless there is something in the subject or context inconsistent therewith:-</p> <p>(i) "Affiliated society" means any of the societies in other countries, having objects similar to those of the society, with which the Society is for the time being affiliated.</p> <p>(ii) "Audio – visual Publisher" means a Publisher of any music and/or of any words which are or may be associated with any music through the medium of Cinematograph Films, Telefilms, Teleserials and / or such Audio Visual Medium.</p> <p>(iii) "Author" means an author, adapter or translator of any words which are or may be associated with any music.</p> <p>(iv) "Background Music" means in respect of any work, the exclusive right to reproduce the work in any part of the world on the sound-track of any Cinematograph film/and any other form of videography.</p> <p>(v) "Ballet" means a choreographic work having a story, plot or abstract idea, devised or used for the purpose of interpretation by dancing and/ or miming and includes country or folk dancing, and dance sequences.</p> |



(vi) "Board of Directors / Board / Governing council " means the Board constituted under the Companies Act 1956, pursuant to these Articles.

(vii) "Cinematograph film" means any work of visual recording on any medium produced through a process from which a moving image may be produced by any means and includes a sound recording accompanying such visual recording and "Cinematograph" shall be construed as including any work produced by any process analogous to Cinematography including video films.

(viii) "Communication to the Public" means making any work available by wire or wireless means for being seen or heard or otherwise enjoyed by the public directly or by any means of display or diffusion other than by issuing copies of such work regardless or whether any member of the public actually sees, hears or otherwise enjoys the work so made available. For this purpose, Communication through satellite or cable or any other means of simultaneous communication to more than one household or place of residence including residential rooms of any hostel shall be deemed to be communication to the public

(ix) "Companies Act" means the Companies Act, 1956, as amended from time to time.

(x) "Composer" in relation to a musical work, means the person who composes the music regardless of whether he records it in any form of graphical notation.

(xi) "Director" means a member of the Board of Director / Governing council as constituted under the Companies Act.



(xii) "Distribution" means any distribution which may, pursuant to the Rules, be made among the Members and affiliated societies out of the monies received, by the Society in respect of the exercise of the rights, licence or authority granted by them to the Society; and "distributed" and "distributable" have corresponding meanings. "

(xiii) "Dramatico-Musical Work" means an opera, operetta, musical play, revue or pantomime, and plays consisting of any form of music and of words and music written expressly thereof.

(xiv) "India" means the Union Territory of India, as defined in the Constitution. of India and any amendment thereof

(xv) "Indian Work" means a literary, dramatic or musical work –

- (a) The author of which is a citizen of India; or
- (b) Which is first published in India; or
- (c) The author of which, in the case of an unpublished work is, at the time of making the work, a citizen of India

(xvi) "Literary Work" includes compilations of Musical Works and Dramatico-Musical works or any other combinations of the same.

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"Mechanical Right" means and includes the right of making recordings of all musical works or parts thereof and such words and parts thereof (if any), as are set out in Article I(a) (ix) and recording



includes without limitation to the generality of the expression the aggregate of sounds embodied in records, discs, tapes and cartridges of all kinds.

(xviii) Member : are those audio and or audio - visual publishers , authors and composers who have created their respective work(s) as provided under the copyright Act but are not Copyright Owners and not owner members.

(xviii) "Membership" means membership of the Society.

(xix) "Musical Work" without prejudice to the generality of the expression, includes :-

(a) a work consisting of music and includes any graphical notation of such work but does not, include any words or any action intended to be sung, spoken or performed with the music.

(b) any combination of melody and harmony or either of them, printed, reduced to writing or otherwise graphically produced or reproduced

(c) any part of a musical work including any vocal or instrumental music recorded on the soundtrack of any film;

(d) any musical accompaniment to non-musical plays,

(e) any words or music of monologues having a musical introduction or accompaniment,

(f) performance of any vocal or instrumental music either live or by recorded disc, tape, soundtrack of film or in any other form of audio or video recording,

(g) Any other words (or part of words) which are



associated with a musical work (even if the musical work itself is not in copyright, or even if the performing rights in the musical work are not administered by the Society)

(xx) "Owner" means any person owning wholly or partially the copyrights in the literary, musical works, dramatic works or Cinematograph film.

(xxi) "Owner Member" are those Audio and or Audio Visual Publisher, Authors and Composers who own the work(s) pursuant to the definition of 'owner'.

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

(xxiii) "Performing Right" means the right to perform and/or communicate to the public any musical work or parts thereof and/or such words and parts thereof as are associated therewith and would mean and include the right of performing in public, communicating to the public, broadcasting (including telecasting) and causing to be transmitted to subscribers to a diffusion service in all parts of the World, by any means and in any manner whatsoever, all musical works or parts thereof and such words and parts thereof as are associated therewith including (without prejudice to the generality of the expression 'musical works') the vocal and instrumental music in Cinematograph films, the words and/or music of monologues having musical introduction, and/or accompaniment, and the musical accompaniment in non-musical plays, dramatico-musical works



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| | <p>including operas, operettas, Musical plays, reviews or pantomimes and ballets, video, plays, serials documentaries, dramas, commentaries etc. accompanied by music and the right of authorising any of the said Acts.</p> <p>(xxv) "Publisher" means a publisher of any work(s) which are or may be associated with any work(s) pursuant to the memorandum and articles.</p> <p>(xxvi) "Rules" means the rules made under Copyright Rules 1958 with amendment thereof.</p> <p>(xxvii) "Seal means the common seal of the Society</p> <p>(xxviii) "Secretary" means any person appointed to perform the duties of the Company Secretarial functions of the company and holding the position of a principal officer of the company.</p> <p>(xxix) "Society" means The Indian Performing Right Society Limited.</p> <p>(xxx) "Writer" means a composer or author.</p> |
| <p>Interpretation:</p> | <p>(i) In these Articles expressions referring to writing shall be constituted as including references to printing lithography photography, and other modes of representing or reproducing words in a visible form.</p> <p>(ii) Words importing the singular number includes the plural number, and vice versa.</p> <p>(iii) Words importing the masculine gender include the feminine.</p> |



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| | <p>(iv) Words importing persons include firm or company.</p> <p>(v) Words or expressions contained in these Articles shall bear the same meaning as in the Companies Act and/or the Copyright Act or any statutory modifications made therein from time to time.</p> |
| | MEMBERSHIP |
| Number Unlimited | 2. For the purpose of enrolling members , the number of Members are declared to be unlimited. |
| Who are Members | <p>3. The Members of the Society are:-</p> <p>First Owner member(s)</p> <p>Second Member(s)</p> <p>Both the category of membership have been defined under Article 1 xv(iii) & Article 1 xx(ii) .</p> |
| Eligibility for Membership: | <p>4. The following persons shall be eligible for membership of the Society:-</p> <p>FOR OWNER MEMBER</p> <p>A. Any Writer, Composer or Author or Audio - visual Publisher who are owners. Documents for establishing ownership shall be submitted to the society which shall be verified by the concerned authorities and / or by the committees constituted by the society from time to time.</p> <p>B. Any spouse, widow, child or other relative, next to kin, beneficiary under the will, personal or legal representative or a trustee of a deceased composer, author, writer, publisher and audio visual publisher or of any deceased member shall be eligible for</p> |



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| | <p>membership, so long as the Copyright in the works of the deceased member subsists under the Copyright Act 1957.</p> <p>FOR MEMBER :</p> <p>A. Those person who have created the audio visual / musical or literary work and have been published but are not owners of the Copyright.</p> <p>B. Any spouse, widow, child or other relative, next to kin, beneficiary under the will, personal or legal representative or a trustee of a deceased composer, author, writer, publisher and audio visual publisher or of any deceased member shall be eligible for membership, so long as the Copyright in the works of the deceased member subsists under the Copyright Act 1957.</p> |
| <p>Applications for Membership</p> | <p>5 (a) Any person who is eligible may apply to the Society for admission to membership. Such application shall be made in writing, signed by the applicant and shall be in such form as the Board shall from time to time prescribe for the owner member or associate member. Each applicant shall submit such evidence of eligibility and fulfillment of the qualifying criteria as the Board considers to be reasonably necessary.</p> <p>(b) . Each application shall be considered by the Board or in such other manner as the Board may from time to time direct. The Board shall have full and unrestricted power to refuse any application without assigning any reason for such refusal .</p> |



(c.) . No person may be admitted by the society as a Member of any category unless he has fulfilled the qualifying criteria prescribed for that category. Save that the Board may in its discretion at any time admit any person who is eligible for membership to any category of Member, notwithstanding that he has not fulfilled the qualifying criteria for that category. if the Board is satisfied that there are special circumstances in view of which it would be in the interests of the Society for that person to be so admitted.

1. As soon as practicable after any qualifying criteria have been prescribed and, where necessary, approved the Board shall issue to the applicant a certificate in writing of the Membership of such applicant in such form as the Board may prescribe signed by a Director of the Society and counter signed by the Secretary or any other officer appointed therefor; and cause them to be published in a journal or other periodical published by the Society at the time of the Annual General Meeting for the Information of Members.
2. The Board shall examine the list and when satisfied , that shall certify that the persons named thereon have been duly admitted to be owner 'member' and the name of such member will be entered in the Register of Owners.
3. The Board may in recognition of long and



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| | <p>valuable services rendered by any retiring Member or any other person directly connected with the aims and objects of the Society appoint such person to be the member of Honour for the duration of his life time.</p> <p>4. In case of a firm, the membership shall be in the name of the firm.</p> |
| <p>Membership not Transferable:</p> | <p>6. No Member shall be at liberty to transfer his membership to any other person, or to alienate or exercise the performing right or mechanical right vested in the membership or by these Articles required to be so vested or controlled.</p> <p>(a) No Member shall enter into any contract under which he shall or may be required whether for valuable consideration or not, to write or compose any work for any non-member whether as employee or otherwise, without inserting in such contract an express provisions reserving to such Member wholly or partially the performing right and mechanical right in any such work.</p> |
| <p>Termination of Membership-</p> | <p>7.</p> <p>(a) By Death : On the death of the Member his membership shall cease and shall not be transmitted to any other person, but the rights (if any) already vested in the Society by the Member, or controlled by the Society by virtue of his membership, shall, subject to the articles which shall remain so vested or controlled :-</p> <p>(i) for a period ending either on the 31st day of March in the seventh year following the year in which the Member's</p> |



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

(ii) if a successor shall be elected to membership during such period, then for so long as such successor remains a Member or

(iii) if a person is elected during such period to membership of an affiliated society in respect of the rights of the deceased Member, then up to the date of such election.

Any payment to which the Member would, if living have been entitled to in accordance with the Rules in respect of any period prior to the election of such successor shall be made to the Member's legal representative until a successor is elected or until the end of such seventh year as aforesaid; whichever is the earlier date. Upon the election to membership of any successor as aforesaid, any payment to which the Member would, if living. have been entitled in accordance with the Rules in respect of any period subsequent to such election shall be made to such successor.

By Liquidation:

(b) In the case of a Member, being a Limited Company or a firm, its membership shall cease, in the case of a Limited Company, in the event of and upon the liquidation of such Limited Company (other than voluntary liquidation for the purpose of reconstruction), and in the case of a firm in the event of and upon such firm ceasing to carry on business. Upon such liquidation or cessation of business the rights (if any) already voted in the Society by such Limited Company or firm, or controlled by the. Society by virtue of the membership of such Limited Company or firm shall, subject to Article remain so vested or controlled for a period ending



on the 31st day of March in the seventh year following the year in which the liquidation or cessation of business occurred. Any payments to which the Limited Company or firm would, if it had remained a Member, have been entitled in accordance with the Rules in respect of such period shall be made to the person entitled for the time being to receive debts due to the Limited Company or firm.

By Expiry of Copyright

- (c) The membership of any member shall ipso facto cease:-
- i. upon the expiration of the longest period for which copyright subsists by virtue of statute in any country which is either a member of the Berne Union or a party to the Universal Copyright Convention in any of the works in respect of which such member is entitled to participate in distribution, or in the case of any Member being an executor or administrator under a successor certificate/will upon his having disposed of all interest in all performing and mechanical rights which may have vested in him as such as an executor or administrator.
 - ii. in the case of any Member being an executor or administrator under a successor certificate/will upon his having disposed of all interest in all performing and mechanical rights which may have vested in him as such as an executor or administrator.
 - iii. Sell or assignment ...buyer Would not become a members – but that members who has sold or assigned would cease to be a member.



By the Board of Directors.

- (d) The Board shall be entitled to terminate membership of any member in the following manner:-
- i. Any member acting contrary to the interest or prejudice of the Society or otherwise does any act or acts detrimental to the interest of the Society and/or commits any breach or violation of any of the Articles of Association of the Society or the rules thereof from time to time , the Board shall be entitled to determine and/or terminate his membership of the Society by passing or adopting a resolution to that effect on a case to case basis.
 - ii. However, no resolution terminating the membership of any member shall be passed by the Board unless and until the Board and through the Secretary or any other official of the Society issue Show Cause Notice in' writing at such of his last known address giving an opportunity to the member concerned to show cause within -14 days as to why his membership of the Society should not be determined or terminated. On receipt of such notice by the member concerned he should show cause why his or her membership should not be determined or terminated and his explanation shall be taken into consideration by the Board prior to passing a resolution determining or terminating the membership of the member concerned.
 - iii. In the event of the not showing cause to the Board of Directors, the Board shall be entitled to determine or terminate the membership of the member concerned.



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| | <p>iv. On the passing of the resolution by the Board determining or terminating the membership of any member concerned, such member shall cease to be a member of the Society with immediate effect.</p> |
| | <p>By the Member</p> <p>(e) Any member may by giving two months notice in writing to the Secretary terminate his membership:</p> <ol style="list-style-type: none"> i. three years after his first election to membership at the end of the month in that third year corresponding to the month in which he was first elected to membership and ii. thereafter on any third anniversary of that date; iii. Provided that in the case of any person who is already a Member when this Article comes into operation the initial three year period shall be calculated from the anniversary of his election to membership which immediately follows the coming into operation of this Article. iv. if the Society fails to fulfill its commitment as laid down in the Assignment Agreement |
| <p>Pending Proceedings continuation of control of Rights</p> | <p>8 . If any proceedings have been instituted by or against the Society in respect of a Member- works either in the name of the Society or of the Member and such Member ceases to be a Member during the pendency of the proceedings any rights the subject of such proceedings which have been vested in the Society by such member or are controlled by the Society by virtue of his membership shall remain so vested or controlled until such proceedings are finally disposed of .</p> |
| <p>Cessation of</p> | <p>9. Subject to the provisions of Articles all rights, privileges and</p> |



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| Membership – Termination of Rights, privileges, etc. | obligations of membership shall cease on the date of cessation membership in particular but without prejudice to the generality of the foregoing the Member concerned shall cease to have any claim assets of the Society and shall not be entitled to participate in any distributions, save as to any payment to which he may be entitled to in accordance with the Rules in respect of any period prior to the cessation of membership. |
| Accidental omission of Notice | 10. The accidental omission to give notice of a meeting to, or the non receipt of notice of a meeting by, any Member entitled to receive notice shall not invalidate the proceedings at that meeting. |
| | GENERAL MEETINGS |
| Annual General Meetings | 11. The Society shall in each year hold a General Meeting as its Annual General Meeting by owner members, in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it, and not more than twelve months shall elapse between the date of one Annual General Meeting of the Society and that of the next. The first Annual General Meeting shall be held within eighteen months of the incorporation. The Annual General Meeting of the owner members shall be held at such time and place as the Board shall appoint. |
| Extraordinary General Meetings: | 12. All General Meetings other than Annual General Meeting of the owners shall be called Extraordinary General Meetings. EGM can be called by the Board . AGM of the company can be called only by the owner members. |
| Right to Convene Extraordinary General Meetings | 13. The Board may, whenever it thinks fit, convene an Extraordinary General Meeting. It shall, also be convened on a requisition, or in default, may be convened by such requisitionists, under Section 289 of the Companies Act 1956 provides. |
| Notice of General Meetings | 14. An Annual General Meeting or Extra ordinary General Meeting called by the owner members shall be as per the provisions of Companies Act 1956 and any other meeting called by the non- |



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| | owners shall be conducted as per the rules framed by the Board. |
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| Quorum | 15. No business shall be transacted at any General Meeting unless a quorum of Owner Members are present pursuant to Section 174 and other applicable provisions of the Companies Act 1956 . |
| Adjournment for lack of Quorum | 16. If, within half an hour after the time appointed for the meeting, a quorum is not present, the meeting, if convened upon the requisition of Members, the meeting shall be dissolved; in any other case the members present shall be the Quorum or it shall stand adjourned to such other day and at such other time and place as the Board of Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the owner Members present shall be the quorum. |
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| Chairman at General Meetings | 17(a) The Chairman of the Board of Directors shall preside as chairman at every General Meeting of the Society. If there is no such Chairman of the board of Directors , or if he is not present within thirty minutes after the time appointed for holding the meeting, or if he is not willing to act as chairman, the Vice Chairman shall be the Chairman of the meeting and failing him, the Directors present shall choose one of their number to be Chairman of the meeting. |
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| | 17. b If at any meeting no Director is present within thirty minutes after the time appointed for holding the meeting, the Owner Members present shall choose one of their number to be chairman of the meeting. |
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| Adjourned meetings | 18. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the Meeting), adjourn |



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| | <p>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.</p> |
| <p>Method voting 0</p> | <p>19 (a) At any General Meeting , first all decisions will be taken by show of hands and matters / resolutions will be decided by a majority of votes from those owner Members present and eligible to vote .</p> <p>Upon request of a Five of the Owner Members, a resolution may be voted upon by a ballot and same is acceptable to the Chairman of the Meeting.</p> <p>(b) In the event that a matter is to be resolved by a show of hands, a declaration by the Chairman of the meeting that a resolution has on a show of hands been carried unanimously or by a particular majority (as the case may be) , or lost, and an entry to that effect in the book containing the minutes of proceedings of the Society, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, such resolution.</p> <p>(c) If voting is to be done by poll, the Chairman shall issue official ballot papers to all those Members entitled to vote and present at the meeting, listing the name of the owner Member and the number of votes he is entitled to cast.</p> |



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| | <p>(d) Each Member shall have one vote for each work registered with and assigned to the Society for the purposes of a poll by ballot.</p> <p>(e) Number of votes for each owner members on the basis of 'work' shall be derived on the methodology arrived by the Board of Directors or any committee appointed for the said purpose from time to time. On verifying the documents submitted by the owner members, the name of such owner member(s) will be entered in the "Register of Owners" maintained by the society.</p> |
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| Poll by Ballot | 20. A poll by ballot shall be taken in such manner as the Chairman of the meeting directs, and the result of the poll by ballot shall be declared prior to the adjournment of the meeting at which the poll was conducted. |
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| Chairman casting vote | 21. In the case of an equality of votes, whether on a show of hands or on a poll by ballot, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall, be entitled to a second or casting vote. |
| Time for taking poll | 22. A poll demanded on the election of a Chairman of a meeting or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs; and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll. |
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| Voting to Alter | 23. For the purpose of altering this Article, necessary resolutions |



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| | shall be passed as per the relevant provisions of the Companies Act by the Owner Members present in person and entitled to vote at the meeting. |
| | VOTES OF MEMBERS |
| Votes of Members | <p>24.</p> <p>(a) Every Member shall have one vote for each work registered with and assigned to the Society, unless the voting is conducted on a show of hands. No Member shall be entitled to vote unless he is present in person.</p> <p>(b) Units of work Units shall be assigned as under to the works of members registered with the Society for the purpose of voting.. Musical Work – One Vote per work. Literary Work – One Vote per work.</p> <p>(c) Proxy provision have not been contemplated pursuant to the proviso of Section 176 of the Companies Act 1956 and no proxy forms will be annexed to the Notice of the meetings.</p> <p>(d) Votes may be given personally in the case of individuals and in relation to firms, companies or corporate bodies, votes may be given as provided by these Articles or by a representative duly authorized under Sec. 187 of the Companies Act</p> <p>(e) Firms entitled to vote may do so by writing; duly signed by all the firm, intimating the Board of Directors of the person authorized by the firm to act as its representative at any General Meeting of the Society and the person so authorized shall be entitled to exercise the same powers on behalf of the firm which he represents as that firm could behalf of the firm which he represents as that firm</p> |



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| | <p>could exercise if it were an individual Owner Member of the Society. The aforesaid writing shall be deposited at the registered office of the Society not less than seventy-two hours before the time for holding the meeting.</p> <p>(f) Corporate entity entitled to vote may do so by writing; duly signed by a Board resolution , intimating the Board of the society of the person so authorized by the corporate entity to act as its representative at any General Meeting of the Society and the person so authorized shall be entitled to exercise the same powers on behalf of the said entity which he represents . The aforesaid writing shall be deposited at the registered office of the Society not less than seventy-two hours before the time for holding the meeting.</p> |
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| | <p>(e) If any Member entitled to vote be a lunatic, idiot or non compos mentis, the vote on his behalf shall be cast by his Committee or other legal guardian; provided that such evidence of the authority of the person claiming to vote shall be accepted by the Board shall have been deposited at the office of the Society not less than seventy-two hours before the time of holding the meetings.</p> |
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| | <p>BOARD OF DIRECTORS</p> |
| <p>Composition of Board of Directors:</p> | <p>a. 25. a . Subject to the provisions of Section – 252, 253, 255, 256, 257, 258, 259 , 260, 262 and of other applicable provisions of the Companies Act</p> |



1956 , the society will have the constitution of Board of Directors under the provisions to the Companies Act as hereunder.

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| 1. Publisher member | - 6 |
| 2. Composers | - 2 |
| 3. Lyricist | - 2 |
| 4. By nomination (a maximum of) | - 12 |

- b. Both the term Board of Directors and Governing Council used herein in the memorandum and articles are synonym .
- c. Only the owner member will be eligible for holding the position of the Directorship, save in case of nominee directors.
- d. Individuals who are citizens of India can only become Board members or representative thereof. However for appointment and / or induction of any foreign national as Board member of the Company shall be subject to the approval of the Board of Directors in majority and necessary approvals as required by the statute.
- e. Nominee directors will be appointed by the Board on the resolution passed by Owner Members by a majority and need not be an owner. Increase and / or decrease of the Nominee directors shall be subject to the total strength allowed to constitute the Board pursuant to the provisions of the Companies Act 1956 and Central Government approval , if necessary.
- f. The ratio of the composition of the Board will stand as it is in case of increase or decrease of the Board members.
- g. The Chairman and Vice-Chairman of the Board



shall be voted and appointed by the Board of Directors and shall hold office for such period as determined by the Board.

- h. Board has the power to form any committee and / or Council as it deem fit from time to time and has the power to confirm and ratify the rules for managing the affairs of the company in order to conduct the object the society.
- i. In case the ownership is of Company or firm , the person whose name is being proposed for Directorship shall be duly authorized by the said entity.
- j. Any other positions of Emeritus Chairman , President , Consultant Director shall be subject to the rules framed by the Board of Directors.
- k. Appointment , re-appointment and / or replacement of Directors shall be under the provisions of the Companies Act 1956.
- l. Only owner members can stand for the position of Director on Board (except the nominee directors) and the Qualifying requirement for Publisher , Lyricist and Composer will be as under :
 - i Publisher : they should have 2000 Indian Musical & Literary works published and/or contained on the sound track of Indian Cinematograph Films / Teleserials or have 2000 Indian Musical & Literary works published and/or contained on Discs and/or cassettes.
 - ii. For a Composer he should have 300 Indian Musical Works published and/or contained on the soundtrack of Indian Cinematograph Films/ Teleserials or have 300 Indian Musical Works published and/or



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| | <p>contained on Discs and/or cassettes or has composed background music for 60 films/televfilms or has composed background music for 15 teleserials aggregating to 240 episodes 'or has albums (whether by way of CD's or Cassettes) of his vocal or instrumental compositions prior to the date of the incorporation of the Society or thereafter,</p> <p>iii. For an Author he shall have 300 musical works publish~ and/or contained on the soundtrack of Cinematograph Films/Teleserials or have 300 Musical works published and/or contained on discs and/or cassettes prior to the date of the incorporation of the Society or thereafter,</p> |
| Member of Honour | 26. The Board may elect distinguished individuals and other persons who have rendered special services in the field of works in the arts, culture, education, infrastructure or societies with having reciprocal agreements with IPRS as Member of Honour on such terms as it shall deem expedient. |
| Consultant Directors | 27. Consultant / Consultant Directors may be appointed by the Board of Directors on such terms and for such period as it shall deem expedient |
| Chairman and Vice Chairman of the Board | 28. The Chairman and Vice-Chairman of the Board of Directors shall be voted and appointed by the Board and shall hold office for such period as determined by the Board. |



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| Directors remuneration and Expenses | 30. The Board or Council members shall not be entitled as such to any remuneration; but the Board may remunerate in such manner as it thinks fit . The Board members and / or Council office bearers shall be paid all travelling, hotel and other expenses and also a sitting fee properly incurred by them in attending and returning from meetings of the Board , Council in connection with the Society's business. |
| | POWER AND DUTIES |
| General Powers vested in the Board | 31. The affairs and operations of the Society shall be conducted and managed by the Board as per the provisions of the Companies Act 1956 who may exercise all such powers within the purview of the memorandum and articles, required to be exercised by the Society in General Meeting, subject, nevertheless, to the provisions of the said Act or of these Articles, and to such regulations, being not inconsistent with the aforesaid statutes and / or as may be prescribed by the Society in the General Meeting., as applicable |
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| Appointment of Council / Executive Council | 32. Subject to as aforesaid, the Board may appoint the Council and / or or Executive Council for such purposes and with such powers. authorities and discretions and for such period and subject to such conditions as it may think fit. |
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| Power of Attorney | 33. The Board of Directors may. from time to time and at any time by power of attorney appoint any company, firm, person or body of persons whether nominated directly or indirectly by the Board to be the attorney or attorneys of the Society for such purposes, and with such powers, authorities and discretions and for such period, and subject to such conditions as it may think fit Any such powers of |



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| | attorney may contain such provisions for the protection and convenience of 'persons dealing with any such attorney as the Board may think fit, and may also authorise any such attorney to delegate all or any of the powers authorities and discretions vested in him. |
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| Execution of Cheques etc. | 34. All cheques. promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Society shall be signed, drawn. accepted, endorsed or otherwise executed, as the case may be in such manner as the Board shall from time to time by resolution determine. |
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| Distribution of Receipts – General Purposes | 35. All moneys received by the Society in exercise of the copyright, licence or authority assigned to the Society by its members and affiliated societies shall be paid by way of royalty and/or fees to such assignors in consideration of assignment of their rights. Such consideration shall be paid after meeting the expenses of the company incurred in the exercise of the rights assigned to it or in otherwise carrying out the operations of the company so however that such expenditure shall first be met from any revenue which the Society may receive from any sources other than from the exercise of the assigned rights and the balance alone shall be charged against the receipts from the exercise of such rights. It is clearly understood that the consideration payable to the assignors shall constitute an over-riding or prior charge on the copyright fees collected by the Society and the Society is entitled to no profit or gain out of the receipts from the exercise of rights assigned to it |



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| <p>Distribution of Receipts Specific Purposes</p> | <p>36. The Board may before making any distribution among the Members:-</p> <p>(a) Apply out of the receipts such sums as it thinks proper or has agreed to contribute</p> <p>(i) As gratuities, donations, pensions and emoluments to any Member Or ex-Member or any person at any time in the employment of the Society or engaged in any business acquired by the Society and the wives. Widows, families and dependants of any such persons~</p> <p>(ii) to contributions to any benevolent. pension, or similar fund which may be established for the benefit of Members, ex-Members or employees of the Society or their wives, widows. families or dependants;</p> <p>(iii) for the relief of distress caused by natural disasters or other exceptional calamities~</p> <p>(iv) by way of loan or gift or on such terms as may be thought fit for any purpose conducive to the improvement or advancement of the composition, teaching or performance of music or for any other purpose calculated to benefit Members or to or for the benefit of the Society. Association or Company whose objects shall include any such purpose;</p> <p>(v) to establish any fund. trust. association or institution to carry out any of the purposes referred to in .(i) to (iv) hereof</p> <p>(vi) to set aside such sums as it thinks proper for paying subscriptions. loans, donations, gifts, or other payments for any of the purposes for which power is given by relevant sub clauses of the Memorandum of Association.</p> <p>Provided that any payments under (ii). (iii) and (iv) hereof shall not in anyone accounting year in aggregate exceed a sum which is</p> |
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| | equivalent to ten percent of the total of the amounts allocated and paid to Members and affiliated societies during the preceding accounting year as shown in the Directors' Report and Statement of Accounts for that year adopted by the Society. |
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| Reserve Fund | (b) to transfer such sums as it think proper to a reserve fund to meet contingencies. of for of the Society. but not so as to change any right or interest of any Member in respect of his works. |
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| Appointment of Chief Executive Officer | 37. The Board may from time to time appoint any person (Whether being a Member or not) as Chief Executive Officer and/or other officers of the Society for such term and at such remuneration as it may think fit, and (subject to any contract entered into between the Society and such Chief Executive Officer and/or other officers) may from time to time remove and appoint some other person as Chief Executive Officer and/or other officers in his or their places. The chief executive officer so appointed will not be holding the position of a principal officer pursuant to the Companies Act 1956 unless specifically resolved by the Board. |
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| Power of Chief Executive Officer | 38. The Board may delegate to the Chief Executive Officer and/or other officer all such of its administrative powers as aforesaid as it may deem necessary for the full and proper administration of the affairs of the Society. Further the Chief Executive Officer is fully authorized to institute legal proceedings. execute and make all Deeds, Affidavits, Plaints, Suits, Power of Attorney, Assignments and Assurances and all such Legal documents and Acts for and on behalf of the Society for the proper and effective enforcement of the Copyright of the Society's Members. |



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| Payment of Expenses and Liability | 39. The Board shall pay and defray the expenses and liabilities of the Society incurred in the exercise or enforcement of the rights vested in or controlled by the Society. out of the monies received by the society in respect of the exercise or enforcement of such rights. |
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| Borrowing Power | 40. The Board may from time to time borrow raise or secure the payment of such sum or suns of money as it may deem requisite for any purpose which it may deem expedient in the interests of the Society but not so as to charge any right or interest of any Member in respect of his works. |
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| Alterations of Rules | 41. The Board may make and from time to time alter / amend Memorandum and article of of Association and, without prejudice to the generality of the foregoing. Shall also make, and from time to time after, separate or additional rules for regulating the provision, through trusts or associations, of gratuities donations or pensions for Members, Ex-Members or employees of the Society, or their wives, widows, families or dependants. |
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| Minutes | 42. The Board , Council, Executive Council and other Committees shall cause minutes to be duly made in books for the purpose: <ul style="list-style-type: none"> (i) Of all appointments of officers made by the Board , Council or Executive Council. (ii) of the names of the members present at each meeting of the Board , Council and Executive Council and of any Committee or Sub-Committee therof. (iii) of all resolutions and proceedings of all meetings of the Board , |



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| | <p>Council, Executive Council and of any Committee or sub-committee. Any such minutes of any meeting of the Society, of the Board , Council, Executive Council, or of any Committee 'or Sub-committee of the Council or Executive Council, if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting shall be receivable as prima facie evidence of the matters stated in such minutes. Every Director present at any meeting of the Board , Council or Executive Council and of any Committee of the Council or Executive Council shall sign his name in a book to be kept for that purpose.</p> |
| | <p>DISQUALIFICATION OF DIRECTORS</p> |
| <p>Vacation of Office of Director</p> | <p>43. The office of Director shall be vacated :</p> <p>(i) if the Director ceases to be a Member, or, in the case of a Director appointed as the nominee of a Limited Company or firm, if such Company or firm ceases to be a Member,</p> <p>(ii) it in the case of a Director appointed on behalf of a Company or firm, the Director ceases to hold the qualification required for such nominees pursuant to the Articles.</p> <p>(iii) if the Director becomes bankrupt or makes any arrangement or composition with his creditors generally;</p> <p>(iv) if the Director becomes prohibited from being a Director by reason of any order made under Section 274 of the Companies Act~</p> <p>(v) if the Director becomes of unsound mind;</p> <p>(vi) if the Director, by notice in writing to the Secretary, resigns his office;</p> |
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| Removal of Director | 45. The Society may by ordinary Resolution, of which special notice has been given in accordance with Section 284 of the Companies Act, remove any Director before the expiration of his period of office, notwithstanding anything in these Articles or in an any agreement between the Society and such person |
| Filing vacancy caused by removal | 46. The Society may appoint any other person , subject to the requirements enumerated in the Articles, to fill the casual vacancy pursuant to Section 260 of the Companies Act 1956. |
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| | PROCEEDINGS OF THE BOARD |
| Meetings & Voting | 47. The Board may meet together for the despatch of business, adjourn or otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes as per the provisions of Board powers . In case of an equality of votes the Chairman of the meeting shall have a second or casting vote. |
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| Chairman | 49. The Chairman of the Board failing whom any person as decided by the majority of Directors present shall preside at all meetings of the Board . If at any meeting of the Board, the Chairman or the person so appointed are not present within five minutes after the time appointed for holding the same, the Directors present may choose one- of their numbers to be Chairman of the meeting. |
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| Committees | 50. The Board may delegates any of their respective powers to Committees / Councils consisting of such Director or Directors as they think fit. Any Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it |



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| | THE SECRETARY GENERAL |
| Appointment of Secretary | 51. The Secretary General shall be appointed by the Board as per the provisions of the Companies Act 1956 for such term, at such remuneration, and upon such conditions, as it may think fit; and any Secretary General so appointed may be removed by the Board and another person appointed in his place. |
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| | THE SEAL |
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| Method of affixing Seal | 53. The seal of the Society shall not be affixed to any instrument except by the authority of a resolution of the Board in the presence of at least two Directors and the Secretary or such other person as the Board may appoint for the purpose; and such two Directors and Secretary or other person as aforesaid shall sign every instrument to which the seal of the Society is so affixed in their presence. |
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| | ACCOUNTS |
| Accounts to be kept | 54. The Board shall cause proper books of account to be kept with respect to: (i) all sums of money received and expended by the Society and the matters in respect of which the receipt and expenditure takes place; and (ii) the assets and liabilities of the Society |



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| Right to information | 55. Save as required under any statute for time being in force, No member shall be entitled to demand any information or any information concerning any detail of Company's trading or any matter which may be in the nature of a trade secret or secret process that may relate to the conduct of the business of the company , which is in the opinion of the Board of Directors it will be inexpedient in the interest of the member(s) of the Company to inform to the public |
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