

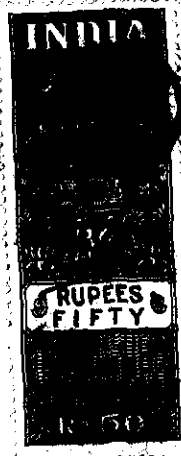
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THE COMPANIES ACT, 1956

For Addl / Registrar



For Asst. Supdt. of Stamps,
Bombay

ARTICLES OF ASSOCIATION

OF THE *S.P. Ltd*

INDIAN PERFORMING RIGHT SOCIETY LIMITED

(Company Limited by Guarantee and not having a share Capital)

INTERPRETATION

1. In these Articles, unless there be something in the subject or context inconsistent therewith:—

- a) "Companies Act" means the Companies Act, 1956.
- b) Words or expressions contained in these Articles shall bear the same meaning as in the Companies Act, or any statutory modification thereof in force at the date at which these Articles become binding on the Society.
- c) 'The Society' means the abovenamed Company.
- d) 'The Governing Council' means the Governing Council for the time being of the Society, as constituted and authorised to act pursuant to these Articles.
- e) 'The Executive Committee' means the Executive Committee for the time being of the Society, as constituted and authorised to act pursuant to these Articles.
- f) 'Director' means a member of the Governing Council.
- g) 'Ex-Officio Director' means a director appointed as an Ex-Officio director pursuant to these Articles.
- h) 'The Secretary' means any person appointed to perform the duties of the Secretary of the Society.
- i) 'The Seal' means the common Seal of the Society.
- j) 'The Rules' mean the Rules from time to time made for the purposes mentioned in Clause IIIA (4) of the Memorandum of Association.
- k) 'Full Member' means a member of the Society elected to full membership pursuant to Article 3, and having the rights, privileges and obligations provided for Full Members by these Articles.

- l) 'Associate Member' means and includes a Member of the Society elected to Associate Membership pursuant to Article 3 and having the rights privileges and obligations provided for Member by these Articles.
- m) 'Member' means and includes Full Member, Associate Member and Honorary member.
- n) 'Membership' means membership of the Society.
- o) 'Composer' means a composer or arranger of any music and/or a music director acting as such in respect of any music.
- p) 'Author' means an author, adapter or translator of any words which are or may be associated with any music.
- q) 'Writer' means a composer or author.
- r) 'Publisher' means a publisher of any music or works and/or of any words which are or may be associated with any music or works.
- s) 'Owner' means any person owning wholly or partially or having any proprietary interests in the public performing right in any work or music published or contained on the sound track of a cinematograph film and/or in any words which are or may be associated with any such music.
- t) '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.
- u) 'Distribution' means by 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.
- v) 'Performing right' means and includes the right of performing in public, broadcasting 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 (if any) 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 of non-musical plays, and the right of authorising any of the said Acts.
- w) 'Performance' includes, unless otherwise stated, any mode of 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 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.
- x) 'India' means the Union Territory of India, as defined in the Constitution of India and any amendment thereof.
- y) Expressions referring to writing shall be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

- 2) Words importing the masculine gender include the feminine.
- 21) Words importing persons include firm or company.

MEMBERSHIP

2. For the purpose of the registration of the Society the number of Members is declared to be unlimited.

3. (1) Any of the following persons of the categories mentioned hereinafter complying with the conditions respecting them may be admitted as Full Members of the Society:—

(a) A composer or author (as defined in Article 1) whose musical works may have been published and/or contained on the sound track of at least twelve cinematograph films and/or works which are or may be associated in such music prior to the date of the incorporation of the Society or thereafter;

(b) An owner who may have for valuable consideration engaged the services of an author or composer to compose and/or arrange musical works for at least three cinematograph films produced and released for exhibition prior to the incorporation of the Society or thereafter;

And a full member shall continue to remain full member so long as he shall during each consecutive period of 12 months from the date of his joining the Society there shall accrue and the Society has credited to him a sum not less than Rs. 5,000/- pursuant to its rules for the time being, or such sum as may be fixed by the Governing Council from time to time.

(2) A publisher who has been actively engaged as a music publisher for a minimum period of twelve calendar months and who has published at least twenty-four musical works prior to the incorporation of the Company or thereafter, may be admitted as an Associate Member of the Society and shall continue to remain Associate Member so long as he shall during each subsequent consecutive period of twelve months there shall accrue and the Society has credited to him pursuant to its rules for the time being a sum of Rs. 10,000/- or such sums as may be fixed by the Governing Council from time to time may be admitted as an Associate Member of the Society.

(3) A person who is actively engaged with the promotional activities of the aims and objects of the Society or whose association with the Society may tend to further the interest and objects of the Society or who has acquired otherwise than as a film producer copyright in the works of authors and/or composers and/or owners and thereby there shall accrue to him a sum not less than Rs. 5,000/- or such lesser sum as may be fixed by the Governing Council, may be admitted as an Honorary Member of the Society.

(4) An ex-officio director appointed under these Articles shall be an Honorary Member of the Society.

(5) A person (hereinafter in these Articles referred to as "the successor") being the widow, child or other relative, next of kin, beneficiary under his will or personal representative of a deceased composer author publisher or owner or of any deceased member may be admitted as Full Member, Associate Member or Honorary Member as the case may be.

(6) The Governing Council shall have full and unrestricted power to refuse any application for membership without assigning any reason for such refusal.

(7) Every application for membership shall be made to the Governing Council in writing in such forms as the Governing Council may prescribe; and on such application being accepted by the Governing Council it shall issue to the applicant a certificate in writing of the membership of such applicant, in such form as the Governing Council may prescribe, signed by a Director of the Society and counter-signed by the Secretary or any other Officer appointed therefor.

(8) In case of a firm, the membership shall be in the name of the firm.

(9) An Associate Member shall not be entitled to notice of, or to attend or vote at general meetings, but in all other respects, except where otherwise provided by these Articles, shall have the same rights and privileges and be subject to the same obligations as a Full Member and shall be eligible (without further application) for election as Full Member by the Governing Council at its discretion.

(10) The Governing Council may in recognition of long and valuable services rendered by any retiring President, Member or any other person directly connected with the aims and objects of the Society appoint such person to be the President of Honour for the duration of his life time.

4. (a) Each and every Member shall, on election, and/or at any time thereafter on request by the Society, assign or cause to be assigned to the Society (i) the performing right in all or any works or parts of works, present and future, of which he is the composer, author, publisher, and/or owner; and/or (ii) the whole or any part of the performing right in any work or part of a work to the extent that any such right or part of a right is or shall during his membership be or become vested in him. Such assignment shall be in the form prescribed by the Society and shall operate for and during the period of the assignor's membership, subject to the provisions of Articles 6 and 10.

(b) Pending such assignment, and in so far it may not extend, every Member by virtue of his election grants to the Society for and during the period of his membership, subject to the provisions of Articles 6 and 10, in his name or in that of the Society, the sole power and authority:—

- i) to authorise or permit or forbid the exercise of the performing right in respect of all or any works or part of works, present and future, of which he is the composer, author, publisher, owner, and/or the performing right in which is or shall during his membership be or become vested in him;
- ii) to grant licences on his behalf for the exercise of the performing right in respect of all or any of such works;
- iii) to collect fees, subscriptions and all monies whether for the performance of any such works, or by way of damage or compensation for unauthorised performance of such works;
- iv) to institute and prosecute proceedings against all persons infringing the said performing right and, if the Society at its discretion thinks fit, to defend or oppose any proceedings taken against any Member in respect of such works, and to compound, compromise, refer to arbitration or submit to judgment in any such proceedings, and generally to represent the Member in all matters concerning the said performing right;
- v) to protect generally the performing right in the said works; and

vi) to delegate authority to do any acts aforesaid to any affiliated society to any agent or representative in territories overseas, for the purpose of exercising the said rights in such territories.

(c) The Society may exercise and enforce the performing right of members of any affiliated societies, pursuant to the terms of any contracts now existing or which may hereafter be made between the Society and such affiliated societies.

(d) The Society may accept and act upon the authority of any Member or affiliated society to exercise the performing right in their works to a greater extent than that defined in Article 1(w).

or part (e) The Society may, by notice in writing to any Member, decline to exercise the whole or any part of the performing right in any particular work or works of which such Member is the composer, author, publisher or owner, and thereupon the provisions of sub-clauses (a) and (b) of this Article shall cease to apply to such right, and any assignment thereof already made to the Society by such Member shall be determined by the Society. Provided always that the Society may at any time, and from time to time, by further notice in writing to such Member, withdraw such notice in respect of all or any of the rights comprised therein, whereupon the provisions of sub-clause (a) and (b) of this Article shall again apply to such right or rights.

5. (a) No Member shall be at liberty to transfer his membership to any other person, or to alienate or exercise the performing right vested in the Society by the Member, or controlled by the Society by virtue of his membership or by these Articles required to be so vested or controlled.

(b) No Member shall enter into any contract under which he shall or may be required, whether for valuable consideration or not, to write or compose any work for any non-member whether as employer or otherwise, without inserting in such contract an express provision reserving to such Member wholly or partially the performing right in any such work.

6. (a) On the death of a 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 Articles 79, remain so vested or controlled for a period ending on the 31st day of December in the seventh year following the year in which the Member's death took place, or if a successor shall be elected during such period, so long as such successor remains a Member. Any payment to which the Member would, if living, have been entitled in accordance with the Rules in respect of any period prior to the election of such successor shall be made to the Member's personal representative until a successor is elected, or until the end of such seventh year as aforesaid, whichever is the earlier date. Upon the 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.

(b) In the case of a Member, being a Limited Company or a firm, its membership shall cease, in the case of a limited Company, in the event of and upon the liquidation of such Limited Company (other than voluntary liquidation for the purpose of reconstruction), and, in the case of a firm, in the event of and upon such firm ceasing to carry on business. Upon such liquidation or cessation of business, the rights (if any) already vested in the Society by such Limited company or firm, or controlled by the Society by virtue of the membership of such Limited Company or firm, shall, subject to Article 79, remain so vested or controlled for a period ending on the

31st day of December in the seventh year following the year in which the liquidation or cessation of business occurred. Any payment 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.

7. The membership of any Member shall ipso facto cease:

- (i) upon the expiration of the period for which copyright subsists in all the works in respect of which such Member is entitled to participate in distributions;
- (ii) if he fails to fulfil the respective conditions provided in sub-clauses (1) (2) (3) and (4) of Article 3; or
- (iii) in the case of any Member, being an executor or administrator, upon his having disposed of all interest in all performing rights which may have vested in him as such executor or administrator.

8. Any Member if so permitted by the Governing Council shall not less than three calendar months before the 31st day of December 1976 or the 31st day of December of every seventh year thereafter give notice in writing to the Secretary to determine his membership on such 31st day of December and if such notice is duly received by the Society his membership shall cease accordingly.

9. The Governing Council shall not except on disciplinary grounds in accordance with the Rules of the Society for the time being give to any Member notice of determination of his membership. A notice so issued shall be in writing signed by the secretary or other officer. At the expiration of fourteen days from the date of such notice, his membership shall cease accordingly. Provided always that if, before the expiration of such notice from the Governing Council to any full Member or Honorary Member such Member shall in writing require the Governing Council to submit the question of the continuance of his membership to the decision of the Society in Extraordinary General Meeting, he shall not cease to be a Member unless and until the Society in Extraordinary General Meeting shall have approved the action of Governing Council. If the Society in Extraordinary General Meeting shall approve the action of the Governing Council, the Member shall cease to be a Member at the conclusion of such meeting.

10. If any proceedings have been instituted by or against the Society in respect of a Member's works, either in the name of the Society or of the Member, and such Member ceases to be a member during the pendency of the proceedings, any rights the subject of such proceedings which have been vested in the Society by such Member, or are controlled by the Society by virtue of the membership, shall remain so vested or controlled until such proceedings are finally disposed of.

11. Subject to the provisions of Articles 6 and 10, all rights, privileges and obligations of membership shall cease on the date of cesser of membership. In particular, but without prejudice to the generality of the foregoing, the Member concerned shall cease to have any claim upon the Society, and shall not be entitled to participate in any further distributions save as to any payment to which he may be entitled in accordance with the Rules in respect of any period prior to cesser of membership.

GENERAL MEETINGS

12. The Society shall in each year hold a General Meeting as its Annual General Meeting, in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it. The first Annual General Meeting shall be held within eighteen months of the incorporation, and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Society and that of the next. The Annual General Meeting shall be held at such time and place as the Governing Council shall appoint.

13. All General Meetings other than Annual General Meetings shall be called General Meetings.

14. The Governing Council may, whenever it thinks fit, convene a General Meeting, and General Meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as section 169 of the Companies Act provides. If at any time there are not within India sufficient Directors capable of acting to form a quorum, any Director or any two Full Members may convene a General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Governing Council.

NOTICE OF GENERAL MEETINGS

15. Any General Meeting of the Society, whether Annual General Meeting or General Meetings may be called by giving not less than twenty one days notice in writing.

16. 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.

PROCEEDINGS AT GENERAL MEETINGS

17. All business shall be deemed special that is transacted at a General Meeting, and also that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts and balance sheets, the reports of the Governing Council and Auditors, the appointment of Directors in the place of those retiring, and the appointment, and fixing of the remuneration, of the Auditors.

18. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, five Members present in person, entitled to attend and vote personally, shall be a quorum.

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

20. The Chairman of the Governing Council, shall preside as chairman at every General Meeting of the Society. If there is no such Chairman of the Governing Council, or if he is not present within fifteen 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.

21. If at any meeting no Director is present within fifteen minutes after the time appointed for holding the meeting, the Full Members present shall choose one of their number to be Chairman of the meeting.

22. 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.

23. (a) At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hand unless a poll is (before or on the declaration of the result of the show of hands) demanded:

(i) by the chairman of the meeting; or

(ii) by at least five Full Members present in person; or

(iii) by Full Members present in person and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting.

(b) Unless a poll be so demanded, a declaration by the Chairman of the meeting that resolution has on a show of hands been carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of proceedings of the Society, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against such resolution.

(c) The demand for a poll may be withdrawn.

24. Except as provided in Article 26, if a poll is duly demanded it shall be taken in such manner as the Chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

25. 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 be entitled to a second or casting vote.

26. 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.

27. For the purpose of altering this Article or Articles 3, 33, 34, 39, 40, 41 and 42 the necessary special resolution shall be passed by a majority vote of not less than three fourths of the members present in person and entitled to vote at the meeting.

VOTES OF MEMBERS

28. Subject to the regulations contained in these articles, every Full Member and Honorary Member shall have one vote, as well on a poll as on a show of hands. No Member entitled to vote appoint another person, whether a member or not of the Company, to attend and vote instead of himself.

29. 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 authorised under Sec. 187 of the Companies Act.

30. A firm entitled to vote may by a writing signed by all the partners of the firm intimate to the Governing Council the person authorised by the firm to act as its representative at any General Meeting of the Society and the person so authorised shall be entitled to exercise the same powers on behalf of the firm which he represents as that firm could exercise if it were an individual Full Member or Honorary 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.

31. Any Company or body corporate entitled to vote may, by a resolution of its Board of Directors or Governing Body, authorise such person as it thinks fit to act as its representative at any meeting of the Society in accordance with the provisions of Sec. 187 of the Companies Act and a person authorised by a resolution as aforesaid shall be entitled to exercise the same rights and powers on behalf of the Company or body corporate which he represents as the Company or body corporate could exercise if it were an individual Full Member or Honorary Member of the Society. The resolution of the Board of Directors or other Governing Body of the Company or Body corporate shall be deposited at the registered office of the Society not less than 72 hours before the time for holding the meeting.

32. If any Member entitled to vote be a lunatic, idiot or non composmentis, the vote on his behalf shall be by his Committee or other legal guardian; provided that such evidence of the authority of the person claiming to vote as shall be accepted by the Governing Council shall have been deposited at the office of the Society not less than seventy-two hours before the time of holding the meetings.

THE GOVERNING COUNCIL

33. The Governing Council shall consist of not more than twenty-four directors, *subject to the provisions of Section 252 of The Companies Act. J. N. Singh*

34. (a) Prior to the incorporation of the Society, Natsin (India) Private Ltd. having been and continue to be the Agents for India on behalf of The Performing Right Society Limited a Company registered in U.K. Natsin (India) Private Ltd. being familiar with the technical know-how and is able to render technical legal consultative advice and assistance to the Society. So long as Natsin (India) Private Ltd. provide technical know-how and render technical legal and consultative advice, Natsin (India) Private Ltd. shall be and remain entitled to appoint one-third of the total number of directors of the Governing Council for the time being as directors of the Governing Council, with power to remove such director or directors of the Governing Council from office and on a vacancy being caused in such office from any cause, whether by resignation, death, removal or otherwise, to appoint another, person as a director of the Governing Council. Such appointment and removal shall be effected by a writing addressed to the Secretary of the Society under the hand of the Chairman of Natsin (India) Private Ltd., and the same shall take effect forthwith upon being delivered to the Society.

(b) The director or directors of the Governing Council appointed under clause (a) above, are referred to herein as ex-officio director or directors. The ex-officio director or directors shall not be liable to retire by rotation or subject to the provisions of the Companies Act be removed from his or their Office by the Company.

(c) The right to appoint ex-officio director or directors as provided in the sub-clause (a) above shall not be modified affected or determined by any change in the name or style of Natsin (India) Private Ltd. or their successors in business.

35. The Chairman and Vice-Chairman of the Governing Council shall be appointed by the Governing Council and each of whom shall be a Full Member or Hon. Member of the Society and shall hold office for such period as determined by the Governing Council. If he is an Ex-Officio Director he shall not, while he continues to hold his office, be subject to retirement by rotation, but he shall be subject to the same provisions as to resignation and removal as the other Directors.

36. The Chairman and Vice-Chairman of the Governing Council shall be designated as President and Vice-President of the Society respectively.

37. The Directors (other than Ex-Officio Directors) of the Governing Council shall not be entitled as such to any remuneration; but the Governing Council may remunerate in such manner as it thinks fit the President of Honour, or any Director of the Governing Council or an Honorary Member of the Society, who may be called upon to render any special services and which he may agree to render to the Society, or who shall have rendered any special services to the Society. The Directors including ex-officio, Directors of the Governing Council shall also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Governing Council, Executive Committee or any sub-committee of the Governing Council, or Executive Committee, or in connection with the Society's business.

38. No person who is not a Full Member or Honorary Member shall be appointed to act as a Director, except as Ex-Officio Director appointed under these Articles; provided that in the case of a Limited Company or firm being a Member there may be appointed as a Director any person being either a director, partner, officer or manager in the permanent employment of such Limited Company or firm, notwithstanding that such person is not himself a Member and is not eligible for election.

POWERS AND DUTIES OF THE GOVERNING COUNCIL

39. The operations and affairs of the Society shall be conducted and managed by the Governing Council who may exercise all such powers of the Society as are not, by the Companies Act, or by these Articles, required to be exercised by the Society in General Meeting, subject, nevertheless, to the provisions of the Companies Act or of these Articles, and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Society in General Meeting; but no regulation made by the Society in General Meeting shall invalidate any prior act of the Governing Council which would have been valid if that regulation had not been made.

40. Subject to as aforesaid, the Governing Council shall appoint an Executive Committee for the day to day conduct of the operations and affairs of the Society with such powers authorities and discretions (not exceeding those vested in or exercisable by the Governing Council under these Articles) and for such period and subject to such conditions as it may think fit. The executive committee shall consist of seven persons of whom there shall be four or more from amongst the ex-officio directors. Each member of the executive committee shall have one vote in person. The executive committee may elect a Chairman from amongst the members of the Executive Committee. The Chairman shall have a casting vote.

41. The Governing Council shall by power of attorney appoint Natsin (India) Pvt. Ltd. to be the attorneys of the Society for such purposes, and with such powers, authorities and discre-

tions (not exceeding those vested in or exercisable by the Governing Council under these Articles), on such terms and conditions, as it may think fit. Such power of attorney may contain provisions for the protection and convenience of persons dealing with such attorney as the Governing Council may think fit, and may also authorise such attorney to delegate all or any of the powers, authorities and discretions vested in it.

42. 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 Executive Committee shall from time to time by resolution determine.

43. All monies received by the Society in respect of the exercise of the rights, licence or authority granted by the Members and the affiliated societies shall, subject to Article 44, be distributed or otherwise dealt with by the Governing Council in accordance with the Rules.

44. The Governing Council, may, before making any distribution among the Members:

- (a) Apply out of the receipts such sums as it thinks proper or has agreed to contribute as:
- (i) Gratuities, donations, pensions and emoluments to any Member or Ex-Member of the Society or any person at any time in the employment of the Society, or engaged in any business acquired by the Society, and the wives, widows, families and dependants of any such persons;
 - (ii) 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.
- (b) Set aside out of the receipts such sums as it thinks proper as subscriptions, donations, loans, gifts or other payments for any of the purposes for which power is given by sub-clauses (iii) and (iv) of clause III (6) of the Memorandum of Association, provided, that without the assent of the Society in General Meeting the aggregate of all such payments shall not in any one year exceed the sum of Rupees twenty thousand and Rupees two lacs respectively under the provisions of the aforementioned sub-clauses.
- (c) Set aside out of the receipts such sums as may be authorised by each member in writing out of his gross royalty collections during each period of twelve consecutive months for the purpose of rehabilitating or stabilising the Society and to expand the field and scope for the use of music generally.
- (d) Set aside out of the receipts such sums as it thinks proper as a reserve fund to meet contingencies, or for future distribution, or for repairing, improving and maintaining any of the property or premises of the Society, and for such other purposes as the Governing Council shall in its absolute discretion think—necessary or conducive to the interests of the Society, and may invest the several sums so set aside in such investments as it may think fit, and from time to time deal with or vary such investments and dispose of all or any part thereof for the benefit of the Society, and may divide the reserve fund into such special funds as it thinks fit, and employ the reserve fund, or any part thereof for the general purposes of the Society, and that without being bound to keep the same separate from the other assets.

43. The Executive Committee may from time to time appoint any person (whether being a member or not) as General Manager 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 General Manager and/or other officers) may from time to time remove and appoint some other person as General Manager and/or other officers in his or their places.

46. The Executive Committee may delegate to the General Manager 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.

47. The Executive Committee 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.

48. The Executive Committee may from time to time borrow, raise or secure the payment of such sum or sums of money as it may deem requisite for any purpose which it may deem expedient in the interests of the Society, but not so as to charge any right or interest of any Member in respect of his works.

49. The Governing Council may make and from time to time alter the rules specified in Clause IIIA(4) of the Memorandum of Association, and, without prejudice to the generality of the foregoing, may also make, and from time to time alter, separate or additional rules for regulating the provision, through trusts or associations, of gratuities, donations or pensions for Members, Ex-Members or employees of the Society, or their wives, widows, families or dependants. Provided that any Rules (other than such separate or additional rules) or any alterations of such Rules (other than as aforesaid), shall not take effect or come into operation unless or until the same have been approved by the Society in General Meeting.

50. The Governing Council Executive Committee and other Committees shall cause minutes to be duly made in books for the purpose:

- (i) of all appointments of officers made by the General Council or Executive Committee.
- (ii) of the names of the Directors present at each meeting of the Governing Council and the Executive Committee and of any Committee or Sub-Committee of the Governing Council.
- (iii) of all resolutions and proceedings of all meetings of the Governing Council, Executive Committee and of any committee or sub-committee of the Governing Council or Executive Committee;

and any such minutes of any meeting of the Society, of the Governing Council, Executive Committee, or of any Committee or Sub-committee of the Governing Council or Executive Committee, if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting, shall be receivable as prima facie evidence of the matters stated in such minutes. Every Director present at any meeting of the Governing Council or Executive Committee and of any Committee of the General Council or Executive Committee shall sign his name in a book to be kept for that purpose.

DISQUALIFICATION OF DIRECTORS

51. The office of Director shall be vacated:

- (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;

- (ii) if, in the case of a Director appointed as the nominee of a Limited Company or firm, the Director ceases to hold the qualification required for such nominees pursuant to Article 38;
- (iii) if the Director becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (iv) if the Director becomes prohibited from being a Director by reason of any order made under section 274 of the Companies Act;
- (v) if the Director becomes of unsound mind;
- (vi) if the Director, by notice in writing to the Secretary, resigns his office;
- (vii) if the Director absents himself from three consecutive meetings of the Governing Council or from all meetings of the Governing Council for a continuous period of three months, whichever is longer, without obtaining leave of absence from the Governing Council;
- (viii) if the Director, or if a Limited Company or firm of which the Director is the nominee or of which he is a member, is directly or indirectly interested in any contract with the Society or participates in the profits of any contract with the Society, other than a contract in respect of any musical, literary or dramatic works in the copyright of which such Director, limited Company or firm is interested. Provided, however, that a Director shall not vacate his office by reason of his having entered into contracts with or done any work for the Society or by reason of his being the nominee or a member of any Limited Company or firm which has entered into contracts with or done any work for the Society, if he shall have declared the nature of his interest or the nature of the interest of such Limited Company or firm in manner required by Sections 297 and 299 of the Companies Act, but the Director shall not vote in respect of any such contract or work or any matter arising thereout; and if he does so vote, his vote shall not be counted. Provided also that no Director shall vacate his office by reason of his being remunerated pursuant to Article 37 for any special services he may render to the Society.

ROTATION OF DIRECTORS

52. (1) At the first Annual General Meeting of the Society held next after the date of the General Meeting at which the first Directors are appointed and at every subsequent Annual General Meeting, one-third of such of the Directors for the time being as are liable to retire by rotation, or if their number is not three or a multiple of three, then, the number nearest to one-third shall retire from office.

52. At every Annual General Meeting of the Society, two-third Directors for the time being shall retire from office. The Director or Directors so to retire on each occasion shall be the Director or Directors who shall have been longest in office since his or their last appointment or re-appointment; but, as between Directors who have been in office for the same period, the Director or Directors in that class to retire shall (unless otherwise agreed among themselves) be determined by lot.

53. The Society at the Annual General Meeting at which any Director (other than Ex-Officio) liable to retire aforesaid may fill in the vacancy by appointing any other person qualified pursuant to Article 38, in the place of the Director so retiring, but the person so appointed shall

always have the same qualifications as Author, Composer, Publisher, Writer or Owner of music as the Director in whose place he is appointed. In default of such appointment, the retiring Director shall be deemed to have been re-appointed at such meeting.

54. A retiring Director shall be eligible for re-appointment. No person not being a retiring Director shall, be eligible for appointment to the office of 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 him signifying his candidature for the office of director at any General Meeting or signed by a Full or Honorary Member, of his intention to propose such person for election.

55. 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.

56. The Society may by ordinary Resolution, appoint any other person qualified pursuant to Article 38 in place of any Director removed from office under Article 55, but the person so appointed shall always have the same footing or qualification as a writer publisher owner of music as the Director in whose place he is appointed, and shall be subject to retirement at the same time as his immediate predecessor in office would have been.

57. The Governing Council may, in the event of any casual vacancy occurring in the Governing Council, fill such vacancy by appointing any person qualified pursuant to Article 38, but the person so appointed shall always be of same footing category or as writer or publisher or owner of music to be qualified as the Director in whose place he is appointed, and shall be subject to retirement at the same time as his immediate predecessor in office would have been.

PROCEEDINGS OF THE GOVERNING COUNCIL, EXECUTIVE COMMITTEE AND COMMITTEE AND COMMITTEES

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

59. The quorum necessary for the transaction of the business of the Governing Council, Executive Committee or of any Committee shall be one third of its total strength (any fraction contained in that one-third being rounded off as one), or two Directors, whichever is higher, provided that where at any meeting the number of interested Directors exceeds or is equal to two-thirds of the total strength, the number of the remaining Directors, that is to say, the number of the Directors who are not interested, present at the meeting being not less than two shall be quorum during such time.

60. The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of the Governing Council, the continuing Directors may act for the purpose

of increasing the number of Directors to that number or of summoning a General Meeting of the Society, but for no other purpose.

61. The Chairman of the Governing Council, failing whom the Chairman of the Executive Committee shall preside at all meetings of the Governing Council. If at any meeting of the Governing Council, the Chairman or the Chairman of the Executive Council is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting.

62. The Executive Committee and any Committee may elect a chairman of its meetings. If no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.

63. The Executive Council, and any Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the Directors present, and in case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

64. All acts done by any meeting of the Governing Council, the Executive Committee, or of a Committee of the Governing Council or Executive Committee, or by any person acting as a Director, shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment of any such Directors or persons acting as aforesaid, and that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

65. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Governing Council, the Executive Committee or of any Committee of the Governing Council or Executive Committee shall be valid and effectual as if it had been passed at such a meeting duly convened and held.

THE SECRETARY

66. The Secretary shall be appointed by the Executive Committee for such term, at such remuneration, and upon such conditions, as it may think fit; and any Secretary so appointed may be removed by the Executive Committee and another person appointed in his place.

67. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

THE SEAL

68. The seal of the Society shall not be affixed to any instrument except by the authority of a resolution of the Governing Council, or (if authorised by the Governing Council for that purpose) of the Executive Committee or of any Committee of the Governing Council or Executive Committee and in the presence of at least two Directors and the Secretary or such other person as the Governing Council may appoint for the purpose; and such two Directors and Secretary or other person as aforesaid shall sign every instrument to which the seal of the Society is so affixed in their presence.

ACCOUNTS

69. The Governing Council shall cause proper books of account to be kept with respect to:
- (i) all sums of money received and expensed by the Society and the matters in respect of which the receipt and expenditure take place; and
 - (ii) the assets and liabilities of the Society.
70. The books of account shall be kept at the registered office of the Society, or at such other place or places in India as the Governing Council thinks fit, and shall be open to the inspection of the Directors.
71. The Governing Council shall from time to time determine whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Society or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a director) shall have any right of inspecting any account or book or document of the Society, except as conferred by statute, or authorised by the Governing Council, or by the Society in General Meeting.
72. The Governing Council shall from time to time, in accordance with sections 210, 211 and 217 of the Companies Act, cause to be prepared and to be laid before the Society in General Meeting, such accounts, balance sheets and reports as are referred to in those Sections.

73. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Society in General Meeting, together with a copy of the Auditor's report, shall, not less than twenty-one days before the date of the meeting, be sent to all such Members as are entitled to receive notices of General Meetings of the Society. Provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Society is not aware.

AUDIT

74. Auditors shall be appointed, and their duties regulated in accordance with the provisions of the Companies Act.

NOTICES

75. A notice may be given by the Society to any Member either personally or by sending it by post to him to his registered address, or (if he has no registered office within India) to the address (if any) within India supplied by him to the Society for the giving of notice to him.

76. Where a notice to a Member is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of forty-eight hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

77. Notice of every General Meeting shall be given in same manner hereinabove authorised to (i) every member entitled to vote except those who (having no registered address within India) have not supplied to the Society an address within India for the giving of notices to them, and (ii) the Auditors for the time being of the Society. No other person shall be entitled to receive notices of General Meetings.

INDEMNITY

78. The Directors (including Ex-Officio), General Manager, Auditors, Secretary and other Officers for the time being of the Society, and the trustees (if any) for the time being acting in relation to any of the affairs of the Society, and each one of them and their heirs, executors and administrators, shall be indemnified and secured harmless out of the assets and property of the Society from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their heirs, executors, or administrators, shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices or trusts, except such (if any) as they shall incur or sustain by or through their own wilful neglect or default respectively, and none of them shall be answerable for the acts, receipts, neglects or defaults of the other or others of them, or for joining in any receipt for the sake of conformity or for any bankers or other persons with whom any monies or effects belonging to the Society shall or may be lodged or deposited for safe custody, or for insufficiency or deficiency of any security upon which any monies of or belonging to the Society shall be placed out or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto, unless the same shall happen by or through their own wilful neglect or default respectively.

WINDING UP

79. In the event of and upon the winding up of the Society, whether voluntary or otherwise, at any time, the assets of the Society, (other than the performing right vested in or controlled by the Society pursuant to these Articles and any sums distributable in accordance with the Rules) shall, in so far as they are available for the purpose, be apportioned among the persons who are members at the date of such winding up, in the proportions in which such Members received distributions from the Society in respect of the year ending on the 31st day of the December immediately prior to such winding up and the rights (if any) vested in the Society by a Member, or controlled by the Society by virtue of his membership, shall revert to such Member or his personal representative.

Bombay this

day of

1969.

v. n. singh

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

Name of Subscriber	Address & Description and Occupation of Subscriber	Signature of Subscriber	Signature of witness with Address, Description and Occupation
I. S. JOHAR (Sunder Sen Johar) s/o Anant Ram Johar SRS	23, Lotus Court Churchgate Bombay Film Producer	I. S. Johar	Kanti Ravi Kaicker No 1 SINDHU 87, Subhas Chandra Road, Bombay 20 w/o Mr. B. Kaicker service.
FRUIT PAUL s/o Mahinder Paul SRS	5, Anand Kunj, Linking Road, Bombay-54. Film Producer.	Shalin Jit Paul	Kanti Ravi Kaicker s/o Mr. B. Kaicker Service
Shri. M. D. Tripathi s/o Dina Nath Tripathi SRS	Tide ways - St. John Baptist Rd. Bandra, Bombay 50 Music Director	M. D. Tripathi	Kanti Ravi Kaicker "
J. K. Menon (Jankalil Keshav Menon) s/o Kungun Keshav Menon SRS	12, Shanti Niketan, opp - Kirti College, Bombay - 28 Secretary, MCOA (ex-officio)	J. K. Menon	Kanti Ravi Kaicker "
Prem Nath Wadhawan s/o Lal Chand Wadhawan SRS	5, Patange Bldg Chamas Bldg Rd, Parel, Bombay 12 (Music Director)	Prem Nath Wadhawan	Kanti Ravi Kaicker "
R. V. Tahar (Raghuji Chand Tahar) s/o D. F. Ram, Lathi SRS	Shiv Shanti Bhavan Church St. Bombay-20	R. V. Tahar	Kanti Ravi Kaicker "
S. V. Singh s/o Mr. R. V. Singh	Tajmahal Hotel Bombay (No-officio)	S. V. Singh	Kanti Ravi Kaicker "

Dated at Bombay this 18th day of August 1969.