



# The Indian Performing Right Society Limited

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**CERTIFIED TRUE COPY OF SPECIAL RESOLUTION PASSED AT THE ANNUAL GENERAL BODY OF THE INDIAN PERFORMING RIGHT SOCIETY LIMITED HELD ON 21<sup>ST</sup> SEPTEMBER, 2000 AT HARBOUR HALL, HOTEL JUHU CENTAUR, JUHU TARA ROAD, BOMBAY - 400 049 AT 3.00 P.M.**

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## **1. Alteration of the Articles of Association of the Company:**

**“RESOLVED THAT** pursuant to Section 31 of the Companies Act, 1956 and other applicable provisions, if any, and pursuant to Article 27 of the Articles of Association of the Company, the Articles of association of the Company be altered in the manner following:

### **• Interpretation**

**8.1** In Article 1 of the Articles of Association of the Society, the following new definitions be added:

1(a)(xxxiii) “Communication to the public” means making any work available 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 hotel or hostel shall be deemed to be communication to the public.

1(a)(xxxiv) “Provisional Members” means a Member of the Society elected to Provisional Membership pursuant to Article 5 and having the Rights, privileges and obligations provided for Provisional Members by these Articles.

1(a)(xxxv) “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 other Audio Visual medium.

**8.2** Article 1(a) (xv), 1(a) (xvii), 1(a) (xix) and 1(a) (xxviii) of the Articles of Association of the Society be deleted and in its place the following new Articles shall be substituted:

1(a)(xv) “Members” means and includes Full Members, Associates Members, Honorary Members and Provisional Members.

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

- (a) any 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 a 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).

1(a)(xix) "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 services in all parts of the world, by any means and in any manner whatsoever, all musical works or parts thereof and such words or part thereof as are associated therewith including (without prejudice to the generality of the expression 'musical work') 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 including operas, operattas, Musical plays, revues or pantomimes and ballets, videos, plays, serials, documentaries, dramas, commentaries etc. accompanied by music and the right of authorizing any of the said Acts.

1(a)(xxviii) 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.

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- 8.3** On the above resolution being passed and becoming effective, the serial numbers of sub-articles of Article 1(a) shall change.

**MEMBERSHIP**

- 8.4** Article No. 4 of the Articles of Association be deleted and in its place the following new Article shall be substituted:

4. The following persons shall be eligible for Membership of the Society
- a) any Writer, Composer, Author, Publisher or Audio Visual Publisher.
  - b) Any spouse, widow, child or other relative, next to kin, beneficiary under a will, personal or legal representative or a trustee of a deceased Composer, Author, Writer, Publisher and Audio Visual Publisher or of any deceased member.

- 8.5** Article No. 5(c) of the Articles of Association be deleted and in its place the following new Article shall be substituted:

5(c) There shall be four Categories of Members namely:

- i) Full Members
- ii) Associate Members
- iii) Honorary Members
- iv) Provisional Members

- 8.6** Article No. 5 (e) of the Articles of Association be deleted and in its place the following new Article shall be substituted:

5(e) The qualifying criteria for each category of member shall be prescribed from time to time by the Governing Council and in the case of Full Members, shall be approved by the Society in its Annual General Meeting. As soon as practicable after any qualifying criteria have been prescribed and, where necessary, approved, the Governing Council shall cause the same to be informed to its Members by any means thought fit.

- 8.7** Article No. 6 of the Articles of Association be deleted and in its place the following new Article shall be substituted:

- 6
- (a) Save as hereinafter provided Provisional Members and Associate Members shall have the same Rights and privileges and be subject to the same obligations as a Full Member.
  - (b) Provisional Members shall not be entitled to receive Notice of, or attend, or vote at General Meetings, nor be entitled to receive a copy of the Directors Annual Report and Accounts.
  - (c) Associate Members shall be entitled to receive Notice of, attend General Meetings, receive a copy of the Directors Annual Report and Accounts, but shall not be entitled to vote at General Meetings.

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- (d) An Honorary Member shall not be entitled to receive notice of, or attend or vote at General Meetings, nor will he be entitled to the receipt of any payment out of the funds of the Society, but he shall be entitled to receive a copy of the Directors Annual Report and the Audited Accounts except in cases as the Governing Council may at its discretion decide on.

**THE GOVERNING COUNCIL**

**8.8** Article 30(a), 30 (d) and 30 (e) be deleted and in its place the following new Articles shall be substituted:

- 30(a) Subject to the provisions of the Section 252 of the Companies Act, 1956, the Governing Council shall consist of not more than 24 Directors excluding President of Honour and the Authors, Composers, Publishers and Audio Visual Publishers shall have equal representation.
- 30(d) A full Member intending to stand for the election to the post of a Director of the Governing Council has to further fulfill the following requirements to be eligible to stand for election:
- (i) "For a Composer, he should have 60 Musical Works published and/or contained on Sound Tracks of Cinematograph Films/ Teleserials or have 200 Musical Works published and/or contained on Discs and/or Cassettes or has composed Background Music for 20 Films/ Telefilms or has composed Background Music for 15 Teleserials aggregating to 104 Episodes or has 40 Albums (whether by way of CDs or Cassettes) of his Vocal or Instrumental Compositions."
  - (ii) "For an Author, he shall have 60 Musical Works published and/or contained on Sound Tracks of Cinematograph Films/ Teleserials or have 160 Musical Works published and/or contained on Discs and/or Cassettes."
  - (iii) "For a Publisher, they should have 600 Musical Works published and/or contained on Sound Tracks of Cinematograph Films/ Teleserials or have 1000 Musical Works published and/or contained on Discs and/or Cassettes or has Published Background Music for 12 Films or has published Background Music for 20 Telefilms or has published Background Music for 15 Teleserials aggregating to 195 Episodes."
  - (iv) "For an Audio Visual Publisher, he shall have Published Background Music for 12 Films."
- 30(e) A Director shall retire from the Governing Council on attainment of 70 years of age. However, those who attain 70 years during their term of Directorship, shall retire on completion of their respective term. Such Directors shall be eligible for recognition as per Article 32 of the Articles of Association of the Society.

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**APPOINTMENT OF DIRECTOR GENERAL**

**8.9** In Article 43 the words “General Manager” be replaced with words “Director General”

**8.10** Article 44 be deleted and in its place the following new Article shall be substituted:

44. The Governing Council may delegate to the Director General 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 Director General 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 Member.

**ROTATION OF DIRECTORS**

**8.11** In Article 51 of the Articles of Association of the Society, the words “and one owner or publisher” shall be deleted.

**8.12** In Article 52 of the Articles of Association of the Society, the words “Writer or Owner of Music” shall be deleted and in its place the words “Audio Visual Publisher” shall be substituted:

**8.13** Article 53 of the Articles of Association of the Society shall be deleted and in its place the following new Article shall be substituted:

53. A retiring Director shall be eligible for re-appointment. Any other full Member of the Society shall be eligible for appointment to the office of the Director on his having complied with the requirements as envisaged in Article 30(d) of the Articles of Association of the Society and he shall 14 days before the date appointed for the General Meeting, leave at the Registered Office of the Society, a Notice in writing in the prescribed form, signed by him, signifying his candidature for the office of a Director at any General Meeting countersigned by 2 full Members of the Society by way of proposal of such a person for election.

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

**8.14** Article 60 of the Articles of Association of the Society shall be deleted and in its place the following new Article shall be substituted:

60. The Chairman of the Governing Council, failing whom the Chairman of the Executive Council, failing whom the Vice-Chairmen shall

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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, or the Vice-Chairmen are not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their members to be Chairman of the meeting.

### **2. Alteration of the Rules of the Society:**

**“RESOLVED THAT** pursuant to Section 31 of the Companies Act, 1956 and other applicable provisions, if any and Article 47 of the Articles of Association, the Rules of the Society be altered in the following manner:

9.1) Rule 1 of the Rules of the Society shall be deleted and in its place, the following new rule shall be substituted:

**Rule 1:** In these Rules unless there be something in the Subject or context inconsistent therewith, the definitions of various terms used therein shall be the same as those mentioned in the Articles of Association of the Society.

9.2) Rule 2(a) and (b) of the Rules of the Society shall be deleted and in its place, the following new rule shall be substituted:

**Rule 2(a):** Every Member upon his election shall notify to the Society upon forms or in the manner prescribed by the Society, all Works of which he is the Composer/Author/Publisher/Audio Visual -Publisher and shall thereafter so notify to the Society all further works as and when he becomes a person interested therein. Every Member shall deposit with the Society, upon request by the Society, a written copy of each such work. The Society shall not be responsible for any loss or damage sustained by any Member by reason of his failure to comply with the provision of this Rule.

**2(b):** In the event that a Member makes a Notification which in the opinion of the Governing Council is false or misleading, any registration of the person interested in the work which was made by the Society pursuant to such notification shall be ineffective.

9.3) Rule 3 of the Rules of the Society shall be deleted and in its place, the following new rule shall be substituted:

**Rule 3:** Information may be submitted by a Member of the Society upon forms or in any manner prescribed by the Society in relation to the performance of musical works, which information shall be correct in all material particulars and may be used by the society in assessing sums to be distributed to Members in accordance with Rule 4 below.

9.4) Rule 4 (a) to (i) of the Rules of the Society shall be deleted and in its place, the following new rule shall be substituted:

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**Rule 4(a):** By virtue of the rights vested or required to be vested in the Society pursuant to its Articles of Association, the Society shall exercise and enforce in accordance with these Rules, and for the benefit of its members and the members of its affiliated Societies, in relation to all works the rights in which are vested in or controlled by or required to be vested in or controlled by the Society, pursuant to the said Articles, all the rights and remedies in respect of public performance, conferred and provided by the Indian Copyright Act, 1957 and all other Acts for the time being in force. All monies received by the Society in respect of the exercise of the rights, license or authority granted by the members and the affiliated societies shall, subject to the said Articles, be divided, apportioned, distributed or otherwise dealt with in accordance with these Rules.

**4(b):** All sums collected by the Society in respect of the exercise in India of the Rights to be administered by the Society in the works controlled, assigned or enforced by the Society, shall in the first place be credited to separate revenue accounts entitled (1) Broadcasting Fees Account and (2) General Fees Account in accordance with the source from which such sums shall have been received, as the Governing Council shall from time to time direct.

**4(c):** The Society's expenses incurred for the collection and distribution of its revenue and the carrying out of the administration of its business and operations shall be deducted from the sums credited respectively to the said revenue accounts in such a manner and in such proportions as the Governing Council shall from time to time direct. All sums remaining after such deductions as are authorized by these Rules and/or the Articles and as the Governing Council may determine, be credited to and /or distributed among the persons interested in the several works, in such manner and in the such proportion as the Governing Council may from time to time determine, having regard to such value, in relation to the rights being administered by the Society in the said works, as the Governing Council may from time to time assign to each work and to the number of times the rights have been exercised in each work as determined from the returns made by the licensees of the Society or in such other manner as the Governing Council may from time to time determine, and as regards each such work, among the persons interested therein in accordance with the normal basis of division, subject to paragraph (f) of this Rule. Provided that pending such distribution, the Governing Council may authorize the application of such amounts from the revenue accounts to the purchase of such investments, and upon such terms, as the Governing Council shall from time to time determine.

**4(d):** All sums received by the Society other than those specified in paragraph (b) of this Rule shall be dealt with and distributed in accordance with paragraph (c) of this Rule.

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- 4(e): In the case of works composed and contained in Cinematograph Films released for public exhibition prior to the Society's incorporation, the ownership of such work will be determined as per Agreement or Contract drawn if any.

In the absence of any such Agreement or Contract and in case of works composed and / or contained in Cinematograph Films released for public exhibition after the Society's incorporation (i.e. 23<sup>rd</sup> August, 1969), the Share of the Publisher shall be not more than 50% of the Net Fee, the balance of 50% is to be shared between the Composer and the Author concerned in the ratio of 30% and 20% respectively, but only if such composer, author or publisher is a member of the Society and the provision of Article 5 of the Articles of Association of the Society have been duly complied with.

In the case of Royalties from Performance of Music through Audio Visual Medium, the share of the Publisher shall be not more than 25% of the Net Fee, the share of the Audio Visual Publisher shall not be more than 25% of the Net Fee, and the balance of 50% is to be shared between the composer and the Author concerned in the ratio of 30% and 20% respectively, but only if such composer, author, publisher or Audio Visual Publisher is a member of the society and the provision of Article 5 of the Articles of Association of the society have been duly complied with. In Case where the Audio Visual Publisher is not a member, his share shall be given to the Publisher.

- 4(f): Any member may be notice in writing to the Society require the Society to pay to any person named in such notice the whole or any stated proportion of the total sum credited or allocated to such member at any given distribution, provided that such notice does not specify any particular work, and provided that such notice shall cease to have effect automatically upon the bankruptcy, liquidation or cessation of business of such member.
- 4(g): All sums allocated and unclaimed for three years after the sending out of the Society's warrant for the same, or notice thereof, to the last known address of the members or of the persons to whom he has directed payment thereof to be made, should be forfeited and place to the Reserve Fund.
- 4(h): Distribution shall be made at such period or periods in each year as may be determined by the Governing Council and when made, shall be final and binding, save in respect of any valid claims made by the persons interested, within a period of one year from the date of distribution concerned.
- 4(i): The society may recover from any Member any sums paid in error by deducting such sums from any monies distributable to such Member in future.



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9.5) Rule 5 of the Rules of the Society shall be deleted and in its place, the following new rule shall be substituted:

**Rule 5:** No legal proceedings in respect of the Performing Right of any works for the time being controlled by the Society shall be instituted or undertaken by any Member without the sanction of the Governing Council.

9.6) Rule 6 of the Rules of the Society shall be deleted and in its place, the following new rule shall be substituted:

**Rule 6:** Every Member shall refrain from doing anything likely to limit or prejudice the success of the Society, and shall cooperate with the Society and its officers and with his fellow-Members in enforcing the observance and performance of these Rules and in furthering the aims and objects of the society, and shall render to the society, its officers and his fellow-Members all reasonable assistance in that behalf.

9.7) Rule 7 of the Rules of the Society shall be deleted and in its place, the following new rule shall be substituted:

**Rule 7:** Any additions to, or variations or alterations of these rules shall be formulated by the Governing Council and submitted to a general meeting of the Society for approval.

9.8) Rule 8 of the Rules of the Society shall be deleted and in its place, the following new rule shall be substituted:

**Rule 8:** If a Member makes a notification under Rule 2 and / or Rule 3, which is incorrect, misleading or false, or if any Member is a party to or benefits from any such notification or information, the Governing Council may in its absolute discretion having regard to the circumstances of each case seek the following remedies and take the following measures or any one or more of them as it may determine.

- a) The Governing Council may require the Member to repay any sums obtained from the Society improperly and any such sum shall be recoverable from the Member as a civil debt.
- b) The Governing Council may withhold distributions of fees from the Member until full compensation including costs and expenses incurred by the Society has been effected and the amount of any penalty has been recovered and may withhold distribution of fees from any Member in the interim where there is reason to believe that fees have been obtained improperly and while the facts are being ascertained.
- c) The Governing Council may impose a summary penalty on a Member who has received or attempted to obtain fees improperly from the Society not exceeding three times the aggregate net fees which the member has obtained or attempted to obtain, together

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with reimbursement of any expenses incurred by the society in investigating the matter. The Governing Council shall only impose a summary penalty if the Member consents to the matter being dealt with by the Governing Council after first being informed in writing of the amount of the proposed penalty and expenses and that if he does not agree to the matter being dealt with summarily by the Governing Council, it will be referred to a Disciplinary Panel by way of a complaint for hearing and determination in accordance with Rule 9 below. If the Member consents in writing to the matter being dealt with by the Governing Council, he shall be given an opportunity of being heard in person by the Governing Council at its next meeting in order to request a cancellation or reduction of the penalty. A Member which is a partnership or limited company shall be represented by a partner or director or by a manager or an officer who is in its permanent and exclusive employment. Any penalty and any expense imposed by the Governing Council and directed by the Governing Council shall be recoverable as a civil debt from the Member.

- d) The Governing Council may refer any matter to the Executive Committee for investigation or for the preferring of a Complaint to the Disciplinary Panel and may act on the recommendations of the Executive Committee and may confirm or reduce any findings or determination of the Disciplinary Panel.
- e) The Governing Council may take any appropriate proceedings in law and may refer any matter to appropriate authorities.
- f) Any net fees withheld or repaid pursuant to this Rule shall be credited to the relevant separate account and shall then form part of the overall sums available for distribution, or be placed to the Reserve Fund at the discretion of Government Council. The amount of any penalty or expenses recovered shall be place to the Reserve Fund.

9.9) Rule 9 (a)-(i) Rules of the Society shall be deleted and in its place, the following new rule shall be substituted

- Rule 9: a) The Governing Council may appoint an independent Panel to be called the Disciplinary Panel to hear and determine Complaints against Members and to impose penalties where it finds a Complaint proved.
- b) The Disciplinary Panel shall consist of a Chairman who shall be legally qualified and two lay Members. The chairman and one lay Member shall be neither employed by nor a Member of the Society . The other lay Member may be a Member of the Society but shall not be the Member of the Governing Council or of any Committee of the Society. Remuneration of the Members of the Disciplinary Panel shall be at the discretion of the Governing Council.

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- c) The Governing Council shall be responsible for considering ,investigating and taking action upon a matter concerning the conduct of a Member of the Society in his capacity as a Member and in particular any allegation of a breach by a member of the Articles of Association or of the Rules of the Society.
- d) The Governing Council may if it thinks fit proceed by way of Complaint before the Disciplinary Panel. A complaint shall be in writing containing a brief statement of the facts upon which the Governing Council intends to rely, addressed to the Chairman of the Disciplinary Panel and a copy shall be sent to the Member concerned.
- e) On receiving a Complaint, the Chairman of the Disciplinary Panel shall give such as he considers appropriate to ensure a fair and orderly dealing and determination of the Complaint.
- f) The Disciplinary Panel shall regulate its own procedure and shall determine the Complaint after a fair and impartial hearing or, if the Member concerned does not appear after being given the opportunity to appear and be heard by himself or by his representative, on the facts proved or admitted to the satisfaction of the Disciplinary Panel.
- g) The Disciplinary Panel may dismiss a Complaint or where it finds a Complaint proved may in the exercise of its discretion make all or any of the following orders :-
  - (i) The payment of a fine , the amount of which shall not exceed the costs of investigating and determining the Complaint which have fallen on the Society together with an amount not exceeding 3 times the average of the amounts distributed to the Member in the last three years in which distributions have been made to him.
  - (ii) An order that the Member reimburse to the Society the expense incurred by the Society in investigating and rectifying any improper claim or any improper conduct by the Member.
  - (iii) The withholding of distributions due to the Member until any fine shall have been paid any order for costs has been discharged.
  - (iv) The withholding of the distributions due to the Member as a penalty not exceeding three times the aggregate net fees which the Member has received improperly.
  - (v) A caution, warning or admonition.
  - (vi) Legal costs which shall be in the Discretion of the Disciplinary Panel and shall be assessed by the Panel and awarded as a fixed sum.

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- h) Any sums of money awarded by the Disciplinary Panel shall be recoverable by the Society or by any other person to whom it is awarded as a civil debt.
- i) Any determination by the Disciplinary Panel shall be subject to confirmation by the Governing Council and may be reduced or waived but not increased.

9.10) Rule 10 of the Rules of the Society shall be deleted and in its place, the following new rule shall be substituted

**Rule 10:** In the event of any dispute regarding infringement or ownership of the Copyright in a musical work or works in the Society's repertoire (which thereby calls into question any Member's entitlement to sums allocated or to be allocated for distribution in accordance with Rule 4) and provided the Society is notified in writing and a request is made to that effect, and if satisfied that such dispute is being actively pursued, the Governing Council may direct that payment of all or any part of such sums be suspended until the dispute has been resolved and written notice of any change in entitlement has been given to the Society.

**CERTIFIED TO BE TRUE**

**For THE INDIAN PERFORMING RIGHT SOCIETY LIMITED**



**DIRECTOR**



# The Indian Performing Right Society Limited

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## EXPLANATORY STATEMENT

Under Section 173(2) of the Companies Act, 1956

### Item No. 5:

To be in line with present times as also to deal with changed and current situations as a result of the progress of the Society, your Directors feel and have after due study and application decided to amend certain clauses of the Articles of Association of the Society, for which it seeks your approval and consent. The Explanation as required under Section 173 of the Companies Act, 1956 is given hereunder :

### Item No.1 of the Annexure :

The definition of "Communication to the Public", "Provisional Members" and "Audio Visual Publisher" though being mentioned and referred to during the business of the Society is not found as defined in our Articles of Association. Hence, this definition which is in line with the Copyright Act, 1957 is to be added.

Your Directors commend this resolution for approval.

### Item No.2 of the Annexure :

Definitions of 4 terms viz. "Members", "Musical Works", "Performing Rights" and "Referral Clause" as defined at present are not comprehensive and in accordance with changed times. Hence, these definitions need to be redefined so as to make them more comprehensive and also to incorporate certain items within them, due to the expanding technologies.

Your Directors commend this resolution for approval.

### Item No.3 of the Annexure :

Since the Definition clause of the Articles of Association of the Society is being amended, your Directors feel that the definitions be arranged in an alphabetical order to enable ease in reading.

Your Directors commend this resolution for approval.

**Item No.4 of the Annexure :**

**With the opening up of the Membership of the Society to Audio Visual Publishers, this Article needs to be amended.**

**Your Directors commend this resolution for approval.**

**Item No.5 of the Annexure :**

**Since a new Category of Member namely - Provisional Members is created, the same needs to be added.**

**Your Directors commend this resolution for approval.**

**Item No.6 of the Annexure :**

**Article 5(e) of the Articles of Association of the Society, prescribe the criteria for Admission to Membership of the Society. The Governing Council feels that it is not advisable to have the qualifying criteria being mentioned in the Articles of Association itself. Since, keeping pace with fast changing circumstances during the progress of the Society, at times it is felt that the qualifying criteria be amended immediately. However, at present it is not possible to do so unless it is amended at an Annual General Meeting which takes place once a year. Thus, your Directors require that the matter of fixing the qualifying criteria with respect to Provisional and Associate Members be left to the Governing Council.**

**Your Directors commend this resolution for approval.**

**Item No.7 of the Annexure :**

**Since a new category of Membership namely – Provisional Member is created, the Rights and Duties of such Members needs to be described.**

**Your Directors commend this resolution for approval.**

**Item No.8 of the Annexure :**

With the opening up of Membership of the Society to Audio Visual Publishers, it has become imperative that they also represent their interest on the Governing Council of the Society. Accordingly, the Governing Council needs to be expanded to 24 Directors with equal representation to all the 4 Categories of Members.

To keep in line with the recent Music scenario, it is felt that the Society be run by eminent, responsible, mature and able Members on the Governing Council. As you would appreciate, Members having maturity and experience can only steer the Society to greater heights in future. Thus, it is being recommended to revise the qualifying criteria for Full Members who would like to stand for election to the post of a Director on the Governing Council.

Further, as far as retirement of Directors from the Governing Council based on the age limit factor is concerned, your Directors feel that it is very unIndian and indecent that a Director has to retire in between his term of office just because of this technical age limit. Your Directors therefore feel that the concerned retiring Director should retire only at the time of the completion of his term of office.

Your Directors commend this resolution for approval.

**Item No.9 of the Annexure :**

Since the Governing Council has appointed a Director General to head the Society in all its matters and operations, it is but natural that the earlier head of office – General Manager be changed to Director General.

Your Directors commend this resolution for approval.

**Item No.10 of the Annexure :**

For the purposes of better, smooth, effective and fast functioning of the Organisation, the Director General needs to be given legal powers to go ahead and thus the proposed amendment is being recommended.

Your Directors commend this resolution for approval.

**Item No.11 of the Annexure :**

For the sake of clarity, the words are required to be deleted.

Your Directors commend this resolution for approval.

**Item No.12 of the Annexure :**

Since the Society has started admitting Audio Visual Publishers as its Members, the terminology of Owner of Music needs to be changed.

Your Directors commend this resolution for approval.

**Item No.13 of the Annexure :**

The procedure to be followed for standing for election to the post of a Director of the Governing Council is unclear and hence the Article needs further elaboration and change.

Your Directors commend this resolution for approval.

**Item No.14 of the Annexure :**

For further clarity and effective management during times of emergency, it is felt that the Vice Chairman should also be able to Chair any Meeting.

Your Directors commend this resolution for approval.

By Order of the Governing Council  
For THE INDIAN PERFORMING RIGHT SOCIETY LTD.

  
DIRECTOR