

**CONFIDENTIAL****MINUTES OF THE ANNUAL GENERAL MEETING OF THE BRITISH ACADEMY OF COMPOSERS & SONGWRITERS WHICH TOOK PLACE ON 28<sup>TH</sup> NOVEMBER 2006 FROM 14.00-16.00 IN THE BOARDROOM OF THE PERFORMING RIGHT SOCIETY, COPYRIGHT HOUSE, LONDON, W1T 3LR**

David Ferguson (in the Chair)

**Apologies**

Apologies had been received from Ruth Barrett, Philip Bird, Gillian Debenham-Taylor, Bruce Fraser, Professor Stanley Glasser, Jill Goldman, Patrick Harrex, David McDonough, Michael Omer, Roxanna Panufnik, David Stoll, Dal Strutt, Marc Sylvan, and Guy Woolfenden.

The Chairman welcomed everyone to the meeting.

**1) CHAIRMAN'S REPORT**

David Ferguson reported on the external activities of the Company

**Copyright Tribunal**

He advised the meeting that the Academy had been an official intervener in the Copyright Tribunal dispute between PRS and the BPI, mobile telephone companies and internet service providers over on-line licensing rates. He thanked the Academy members who had agreed to appear as witnesses although they had not eventually had to appear as a settlement had been reached on most issues. The Academy did not see the outcome of an 8% royalty rate as either a victory or defeat, but at least there was now a minimum agreed royalty rate which had been set for three years. There had, as yet, been no agreement with regard to royalty rates based on advertising revenue. He reported that legal fees for the PRS were likely to be around £10,000,000.

He reported that the Academy had continued to be actively engaged with the Creators' Rights Alliance (CRA) which he chaired. He stated that, although the CRA had lost their administrator during the year, Lucy Weston would be on loan from the Academy to perform administrative duties for the CRA on a one day per week basis. He added that, in conjunction with the ALCS and the NUJ, the CRA had agreed to help plan events for National Copyright Day on 23<sup>rd</sup> April 2007, with the spotlight on the importance of and ways of protecting copyright.

**Parliamentary Reception and "Status Quo" Report**

The chairman went on to report that the Academy had hosted a Parliamentary Reception on 31<sup>st</sup> October 2006, the main reason for which had been to help to launch the "Status Quo?" report, which had been jointly commissioned by the Academy and the Musician's Union, based on UNESCO's "Status of the Artist" Declaration. Fellows Sir John Dankworth, Robin Gibb and David Arnold had attended the event and it had been a great success. A special CD had been produced for the occasion which had included a contribution from each of the Fellows who had attended and Sir Peter Maxwell Davies. He added that an electronic copy of the report was available on the Academy website and encouraged members to read it, in particular the simple recommendations listed at the front of the report. In addition,

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COMPANIES HOUSE

He said that he, Steve Levine, Sarah Rodgers and Chris Green, together with a deputation from the Musicians' Union had lunch with Creative Industries Minister Shaun Woodward who had seemed impressed with the report and its recommendations. The Academy aimed to continue to use the report to raise its profile with MPs and to gain their support on key issues.

#### MCPS-PRS

The Chairman then commented on the departure of MCPS-PRS Alliance CEO Adam Singer and advised the meeting that the Alliance was currently looking for a replacement. He reported that in the meantime, the MCPS-PRS Alliance was being run by a triumvirate of senior officers.

#### Office of Fair Trading

The Chairman then went on to comment on the Academy's two major issues with the Office of Fair Trading. He advised the meeting that the Academy was continuing its campaign to get the Arts Council involved in trying to resolve the Commission Fee Guidelines issue. As regards the long-standing "coercion" in broadcasting issue, with no willingness being shown by the OFT to investigate the matter further, the only remaining option had been to take it to Europe. At an initial meeting with DG Competition in Brussels, the Commission had requested further evidence to see if they could help.

#### EMWN (European Music Writer's Network)

The Chairman informed the meeting that progress towards establishing a European Music Writers' Network was now well advanced. It was expected that The EMWN would be formed at a conference in Madrid within the coming few months to act as an umbrella lobbying body representing the interests of the newly formed European Composers Federation (ECF), which represented arts music composers, FFACE (Federation of Film and Audio-visual Composers in Europe), which represented media music writers and the soon to be established APCOE (Alliance of Popular Composer Organisations in Europe), which would represent popular music and which was currently being led by the Academy chair himself.

He confirmed that the umbrella organisation would probably engage the services of a Brussels based lobbying agency.

## **2) CHIEF EXECUTIVE'S REPORT**

Chris Green reported on the internal activities within the Academy.

He advised the meeting that there had been seven main achievements during 2006; a highly successful Away day for Board and Executive Committee members, the installation of the Academy's new database, a major restructuring of staff and staff responsibilities, the bringing of the administration of the Awards in-house, the opening of a mini-office in Scotland, the launch of the Academy's new website and finishing the year with a surplus in excess of £80,000.

#### Membership

He reported that Fran Matthews had carried out an audit of the Academy database, which contained many errors and inaccuracies unidentified by the previous Membership Manager. He said that the database had now been cleaned up and that he was confident that it now held accurate information on membership. This exercise having been completed, and the new website launched, the Academy would be focussing on membership recruitment in the year ahead.

### Communications

Chris Green thanked Fran Matthews for the high standard of successful seminars and workshops organised for members in 2006 which had strengthened the Academy's identity and provided a thoroughly worthwhile service.

He added that the Academy publications "Four Four" and "The Works", under the Editorship of Jo Brown and with the input of Mark Fishlock who had contributed much of the copy, had proved a great success with Members.

The Chairman advised the meeting that, with regard to the new Academy website, all members were now able to manage their own web pages and update their biographies, which would reduce the cost of administration. The launch of the website was already instigating greater communication between the Academy and its members. The secure, members-only section meant that the Academy had been able to put sensitive but helpful and informative content on the site which had not been possible previously. Overall, the self-management style of the new website had reduced the element of subsidy required to efficiently service the Academy's Associate members.

Andy Neve asked whether the Academy was able to publish its Commission Fee Guidelines in the secure section of the website since the OFT had objected to their being publicly published. The chair said that this was not an option as it would make the Academy look more secretive and the potential fine which might be imposed by the OFT for the publication of such content could be as much as £75,000.

### Staff matters

Chris Green confirmed that Jo Brown was on maternity leave and was due back at work shortly. Lucy Weston had joined the Academy in August as Policy Coordinator and Jamie Gilmour had been appointed on a part-time basis to run the Academy's Scottish office based in Glasgow. He had already begun to provide members with advice, events and had set up a legal advisory service based on Scottish law.

### Academy major events

The CEO thanked Ray Davies and his Gold Badge Committee for their work on the 2006 Awards which had been a great success.

He went on to report on the Songwriters Academy, a new competition which had replaced Eurovision and Songsearch. He congratulated Fergal Kilroy on the significant success of the first year's activity which had been generously sponsored by Apple. There had been three entry groups, the under18s, over 18's solo writers and over 18' writing in groups or bands. There had been 700 entries overall many of which had been of a very high standard. He added that Apple had just confirmed that they were prepared to support this new event for the following .

### Financial achievements

Referring to the Academy's £80,000 surplus, he explained that this had been largely achieved through a £15,000 net profit from the Songwriters Academy, an exceptionally successful financial outcome from the Ivor Novello Awards for which much credit must go to Amanda McCarthy who has sold a record number of corporate packages., and through a final resolution of the long standing dispute with the MPA over the Kopinor monies from Norway. In addition, the appointment of Vick Bain as General manager and Financial Controller had led to considerably increased efficiency and a considerable number of savings through in house accounting and cost cutting.

### Objectives for 2007

Chris Green concluded by saying that the Academy's key ambitions for 2007 were to planned to stage an ongoing Membership drive, add further to membership services, continue to promote the Academy and add valuable content to the website.

### **3) EXECUTIVE COMMITTEE REPORTS**

#### **1) Concert Executive – Chair, Sarah Rodgers**

Sarah Rodgers reported on the British Composer Awards which had been held successfully on 24<sup>th</sup> November at the Hayward Gallery, on the South Bank. The venue had provided a welcome fresh look for the awards which had been attended by 160 people. Two nominees from commercially successful contemporary bands Joby Talbot (Divine Comedy) and Jonny Greenwood (Radiohead) had particularly excited the audience. She formally thanked the organisers.

She stated that the seminars "Looking After Our Catalogue" and "Working with Words" had both been successful and interesting. Other topics covered had included the OFT's decision with regards to publishing commission fee guidelines, the formation of the ECF in Europe, and the British Academy Regional Network, the role and function of which needed to be reviewed.

Sarah Rodgers added that the Academy had agreed to work in partnership with the Worshipful Company of Musicians to stage a major composers conference in 2008, the current working title of which was "Composers and the Community". She added that Academy Fellow Sir Peter Maxwell Davies had been confirmed as a key note speaker and had volunteered to participate in the Conference throughout the day.

Finally she made known her appreciation of the contribution which Alice Lemon had made to the work of the Academy during her two years on the staff.

#### **2) Media Executive – Chair, Mark Fishlock**

Mark Fishlock informed the meeting that the BBC had finally agreed a Commissioning Guidelines document which had been drafted by the Academy in conjunction with the Musicians' Union. He saw this as a good outcome. What had started off as a five page document had been successfully reduced to a single page as a result of Academy campaigning. He added that the model/sync licence had been held up as the OFT issue had got in the way. However, it was now complete and would be available shortly on the Academy website.

He stated that a number of people, including publishers, had written to the OFT regarding the coercion issue, but they had all received a similar letter denying that there was any evidence of coercion. He had subsequently written a further letter to the OFT two months previously but as yet had received no reply.

Mark Fishlock went on to comment on the use of wall to wall music during late night television quiz shows and of several hours duration. He advised the meeting that PRS had now picked up the issue. The chair suggested that this matter could be better dealt with in more detail under "Any Other Business".

Mark Fishlock reported next on the previous year's seminars, which had included a particularly successful evening hosted by Guy Michelmore under the title "Composing for Animation".

He concluded by reporting that the Media Executive had discussed looking at alternative methods of judging the media Ivors categories. He thanked members of his Executive for their contributions over the past year and added that Nick Hooper

had stood down from the Committee due to pressure of work on the new Harry Potter film and had been replaced by Robert Foster.

**3) Songwriters Executive – Chair, Gary Osborne**

Gary Osborne advised the meeting that the Songwriters Executive had had a particularly constructive year. He had been especially pleased that there had been a full house for the Gold Badge Awards with every recipient attending and only one Ivors recipient had been unable to attend. He also paid tribute to the contributions of the members of his Executive and to the Academy staff for their support.

**4) DIRECTORS' REPORT AND ACCOUNTS FOR THE YEAR ENDED  
30<sup>TH</sup> SEPTEMBER 2006**

These had been distributed to attending members, prior to the start of the meeting.

Adam Subramaniam, representing the auditors H W Fisher, declared that the document was a true and fair statement of the accounts. The meeting voted unanimously for the accounts to be adopted.

**5) THE REAPPOINTMENT OF ACADEMY AUDITORS, H W FISHER**

The chairman advised the meeting that with Vick Bain now undertaking most of the Academy's financial work in-house, the cost of external accounting support would be substantially reduced in the coming year.

The meeting then unanimously agreed to the reappointment of Messers H W Fisher as Academy auditors for the ensuing year in a motion proposed by David Penri Evans and seconded by Ron Roker.

**6) EXECUTIVE COMMITTEE ELECTIONS**

The Chairman advised the meeting that with the exception of Bob Foster having been co-opted to replace Nicholas Hooper as a member of the Media Executive, the Academy's three Executive Committees remained unchanged from the previous years elections.

**7) PROPOSED CHANGES TO THE ACADEMY'S ARTICLES OF ASSOCIATION**

The Chairman invited the meeting to look at the revised Academy Articles of Association proposals which were based on recommendations from an Academy "Awayday" earlier in the year, attended by members of the Board, all three Executive Committees and staff.

The main changes were the re-designation of 'Associate Members' as Members and the removal of the "student" and "Affiliate" categories of membership.

The Academy's external director Patrick Rackow then took the meeting through the proposed amendments in detail. He asked the meeting to note that the amended Articles also allowed for the introduction of new genres of music within the Academy's formal structure should it be felt appropriate.

A formal vote was then taken to adopt the revised Articles of Association, proposed by Andy Neve and seconded by David Bedford. The meeting voted unanimously in favour of the motion.

## **8) MINUTES OF LAST AGM**

The Chairman then asked if there were any matters arising in relation to the previous year's Minutes of the AGM. David Stoll asked whether the Academy kept an attendance record for its AGM's to which Chris Green responded in the affirmative, every year.

The Minutes of the 2005 AGM were then formally adopted by a unanimous vote and signed by the Chairman as a correct record.

## **9) ANY OTHER BUSINESS**

### Music Sales

Chris Green said that he had been contacted by Academy member Chris Wiggins, with regards to the apparent monopoly of Music Sales in relation to retail outlets. He had been told that Music Sales own retail outlets were refusing to display for sale sheet music by other suppliers, including individual self-published composers.

Academy CEO Chris Green undertook to raise the matter privately with Music Sales Executive Chris Butler. Chris Wiggins agreed to remind the Chair or CEO of this undertaking if he had not heard anything back before the following February.

### Free Downloads

Barry Mason expressed regret that the downloading for free from websites was affecting sheet music sales. He commented that although some such sites had been taken down, ironically a lot of them were being run by fans of the music.

### GEMA

In response to a query from the floor in respect of GEMA's general distribution policy and the suggestion that the German Society gave a large royalty share to the composer than the lyricist, David Ferguson suggested that this may have been as a result of the titles not having been incorrectly registered. To his knowledge, GEMA did not give a lower percentage to lyricists than composers. Having been advised that the matter had already been raised unsuccessfully with PRS member relations, he suggested that it now be taken up by the Academy's pro bone legal advisory service.

### Pre-AGM Lunch

In response to expressions of regret from the floor that the Academy had not provided the customary pre-AGM luncheon for members at the current year's AGM and for the opportunity which it provided for members to meet informally, Chris Green explained that this was due to the facility no longer being available in the PRS Boardroom. He promised to look into the possibility of reinstating the lunch on future occasions at an alternative venue if at all possible. He pointed out that, as a small recompense, the Academy had provided every attendee with a cloakroom ticket entitling them to a complimentary drink at the nearby Manouche wine bar following the AGM and he hoped that as many as possible would take advantage of this.

### Ivors Club

David Penri Evans asked whether the Ivors Club would be going ahead. The chair advised the meeting that there was some uncertainty on this front, although the project consultant had told the Academy that the necessary financial investment was in place. Patrick Rackow said that he thought that initial six month licence for the use of the Ivors trade mark which the Academy had granted to the Ivors Club had possibly now expired and that he would be checking the situation.

### Night time Quiz Shows

Roger Greenaway enquired of those present what the general view was of the apparent lack of success or movement within the PRS in relation to the monopolistic use of music for overnight television shows such as "The Mint" and "Quizmania". He had hoped that the PRS would have acted on this by now.

The Chairman referred the meeting to the Dobs Vie article in the recent issue of TheWorks and explained that ITV had run a programme called "Nightscreen" for several years which was broadcast throughout the night, to a soundtrack of 'in-house' library music with all the publisher's royalties going to the broadcaster's publisher. The Academy had made a complaint about this. PRS had changed its rules in 1997, since when the same premium rate had been used for any music on any channel at any time. ITV had recently launched ITV Play, which was broadcast for approximately five hours a night. The shows did not have the usual advertisements to pay for them and ITV clawed money back from the music used to pay for the programme. The Academy, amongst other bodies, had submitted a formal complaint to OFCOM. David Ferguson advised the meeting that David Bedford, Nigel Beaham-Powell and he himself were on the PRS Broadcast sub-committee which was discussing this problem. David Bedford said that he felt that it was simply unfair that three writers could ruin other writers' incomes. Nigel Beaham-Powell said that ITV paid PRS £14m for a blanket licence and it was anticipated that approximately £3m would go back to the broadcaster. However, but as the programmes had not yet been running for a whole year, it was impossible to get an accurate picture.

The Chairman explained that a weighting system could be introduced, related to the time of day, but that such a rule could not be applied across all channels, as it would have a detrimental effect on those channels which broadcast legitimate music programming. An alternative would be to introduce capping, so that if a single title achieved a certain level of earnings, it would from that point received further royalties on a declining scale. However, he pointed out that composers could make minor changes to the music which could enable them to escape the capping. He added that he agreed that the speed at which the Alliance was reacting was unsatisfactory and that it was within the remit of the PRS Board to react quickly to this issue, it was no longer acceptable to accept the state of play and a reform of the law was needed.

Patrick Rackow said that the Academy would be able to focus more keenly on this issue once the Copyright Tribunal was over. Mark Fishlock agreed and said that there should be fairness for all members as the situation was driving down the fixed print value for everyone else. It was pointed out that in pursuing their current practices in this area, broadcasters were not actually breaking the law. However, the practice raised serious moral questions and needed to be challenged. David Ferguson added that it was conceivable that the issue could be tested in the law courts. David Stoll pointed out that from a legal point of view all the PRS writer directors had an actual or potential financial in the issue by default. He was concerned that the writers of *The Mint* music could take PRS to court. He was also concerned that EMI, as the broadcaster's publisher in this instance, were allowed to sit on PRS Broadcast Distribution review committee and to have access to a considerable amount of sensitive information.

The Chairman concluded by saying that the Academy would continue to discuss the matter at both Executive and Board meetings and would keep members updated.

Songwriters Hall of Fame

David Stoll asked whether the Academy would have any involvement with the Songwriters Hall of Fame. The Chair felt that this was unlikely..

AGM 2007 venue

Ray Davies asked whether the next AGM might be at a new venue and the CEO said that he would be looking into this.

The Chairman thanked everyone for attending the AGM and closed the meeting at 4.15pm.



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**The Companies Acts 1985 and 1989  
COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**

**Of**

**BRITISH ACADEMY OF COMPOSERS AND SONGWRITERS**

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**INTERPRETATION**

1. In these Articles the words standing in the first column below shall bear the meaning set opposite to them respectively in the second column, if not inconsistent with the subject or context:-

The Act	The Companies Act 1985 as amended by the Companies Act 1989.
Member	a member of the Company with the qualifications set out in Article 4
The Articles	These Articles of Association of the Company
The Auditors	The auditors for the time being appointed by the Company

The Board	The Board of Directors for the time being of the Company (and "Director" has a corresponding meaning)
Clear days	In relation to a period of notice means the period excluding the day on which the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
The Company	the above-named Company
Co-opted Director	A Director co-opted by the Board under Article 34 (c)
The Executive Committees	The Executive Committees referred to in Articles 48, 49 and 50
Ex Officio Director	The Chair of an Executive Committee
Friend of the Academy	a member of the Company with the qualifications set out in Article 5
Genre	Specialist area of activity, being one of the following:- <ul style="list-style-type: none"> <li>(a) Songwriting and musical theatre</li> <li>(b) Concert music, opera and dance</li> <li>(c) Media and production music</li> <li>(d) such other areas of activity as the Board may from time to time prescribe</li> </ul>

Honorary Member	A member of the Company invited pursuant to Article 6.
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a hard copy from
Month	Calendar month
Nominated Director	A Director nominated by an Executive Committee under Article 34 (b)
The Office	The registered office of the Company
Professional Member	a member of the Company with the qualifications set out in Article 3.
The United Kingdom	Great Britain and Northern Ireland

Words importing the singular number only shall include the plural number, and vice versa. Words importing the masculine gender only shall include the feminine gender, and words importing persons shall not include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modifications thereof in force at the date on which the Articles become binding on the Company shall, if not inconsistent with the subject or context, bear the same meanings in the Articles.

## MEMBERS

2. There shall be five classes of membership of the Company:-
  - (a) Professional Member
  - (b) Member
  - (c) Friend of the Academy
  - (d) Honorary Member
  - (e) Corporate Supporter
3. A person shall be eligible to be a Professional Member if he is a full member or associate member of the Performing Right Society or other recognised music collecting society or has comparable Grand Rights income or any person whom the Board may from time to time consider to have appropriate qualifications to be a Professional Member. Professional Members shall pay the subscription from time to time stipulated by the Board and shall have the right to attend and vote at any General Meeting of the Company.
4. A person shall be eligible to be a Member if he is or has aspirations to be a professional composer or songwriter. Members shall pay the subscription from time to time stipulated by the Board and shall have the right to attend and vote at any General Meeting of the Company.
5. A person shall be eligible to be a Friend of the Academy if (a) he is thought by the Board to be of general support to the Company or its objects or any of them or to be otherwise suitable, or (b) he is a successor in title to any work of a deceased Professional Member or Member or (c) he is a member of a recognised organisation for composers and songwriters in another country. Friends of the Academy shall pay the subscription from time to time stipulated by the Board

and shall have the right to attend but not to vote at any General Meeting of the Company.

6. The Board may at any time invite any person it thinks appropriate to become an Honorary Member . Honorary Members shall pay no subscription and shall have the right to attend but not to vote at any General Meeting of the Company.
7. Corporate Supporters shall be companies and organisations (including academic institutions) which support the work of the Company. Corporate Supporters shall pay the subscription from time to time stipulated by the Board and shall have the right to attend but not to vote at any General Meeting of the Company.
8. The subscribers to the Memorandum of Association and such other persons as the Board shall admit to membership in accordance with the provisions of the Articles shall be members of the Company, subject to the provisions of Article 9. No person shall be admitted as a member of the Company unless his application is first approved by the Board which shall have absolute discretion as to the admission of any person as a member. Every member of the Company shall:-
  - (a) either sign a written consent to become a member or sign the Register of Members on becoming a member; and
  - (b) if a Professional Member or Member register as a member of one Genre. Genre membership may be changed subsequently by written notice to the Board but no more frequently than annually and no person shall become a member of more than one Genre at any time.
9. A person shall forthwith cease to be a member of the Company (provided always that at least one member of the Company remains on the Register of Members thereafter):

- (a) if he is removed by notice in writing to the Company signed by a majority of the Professional Members of the Company, or
  - (b) if by notice in writing to the Company he resigns his membership, or
  - (c) if he is removed by notice in writing from the Board on the grounds that he has failed to pay his membership subscription within three months of the due date.
10. The rights of a member shall be personal and shall not be transferable and shall cease on the death of such member.

### **GENERAL MEETINGS**

11. The Company shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Company holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
12. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
13. The Board may whenever they think fit convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on the requisition of members of the company pursuant to the provisions of the Act.
14. At least twenty-eight days notice in writing of every Annual General Meeting and of every meeting convened to pass a Special Resolution and at least fourteen clear days notice in writing of every other General Meeting, specifying the place, the

day and the hour of the meeting, and in the case of special business the general nature of that business, shall be given to such persons (including the Auditors) as are under these Articles or under the Act entitled to receive such notices from the Company, but with the consent of (in the case of an Annual General Meeting) all members, and (in the case of any other General Meeting) members having at least 95 % of the voting rights at the meeting intended to be convened and in either case having the right to attend and vote thereat, a meeting may be convened by such notice as those members may think fit.

15. The accidental omission to give notice of a meeting to, or the non receipt of notice of a meeting by, any person entitled to receive notice thereof shall not invalidate any resolutions passed, or proceeding had, at that meeting.

#### **PROCEEDINGS AT GENERAL MEETINGS**

16. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the profit and loss account and balance sheet, and the reports of the Board and of the Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.
17. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided the lesser of twenty Professional Members or one tenth of the total Professional Membership of the Company for the time being shall be a quorum.
18. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Board may determine, and if at such adjourned meeting a quorum is not

present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

19. The Chairman of the Company shall preside as chairman at every General Meeting at which he shall be present, but if he is not present within fifteen minutes after the time appointed for holding a meeting or is unwilling to preside, the members present shall choose some member in either case who shall be present, to preside at the meeting.
20. 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 business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as for an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
21. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the chairman or by any three members present in each case in person or by proxy and in each case entitled to vote at the meeting. Unless a poll be so demanded a declaration by the chairman that a resolution has been carried, or carried unanimously or by a particular majority, and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn, before the poll is taken.



22. Subject to the provisions of Article 21, if a poll be demanded in manner aforesaid it shall be taken at such time and place, and in such manner as the chairman shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded,
23. No poll shall be demanded on the election of a chairman of a meeting, or on any question of adjournment.
24. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall not be entitled to a second casting vote.
25. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

#### **VOTES OF MEMBERS**

26. Subject as hereinafter provided, every Professional Member shall have ten votes and every Member shall have one vote. Where a Professional Member votes on any resolution, he shall cast all ten votes in favour of, or against the resolution.
27. Save as herein expressly provided, no person other than a Professional Member or Member duly registered who has paid all monies then due to the Company, shall be entitled to vote on any question either personally or by proxy at any General Meeting.
28. Votes may be given on a poll either personally or by proxy.
29. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing.

30. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the Office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote (or in the case of a poll not less than twenty four hours before the time appointed for the taking of the poll) and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
31. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.
32. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

"I / We

a member of British Academy of Composers and Songwriters,

hereby appoint

or

and failing him / her,

of

to vote for me/ us and on my / our behalf at the

[Annual or Extraordinary, or adjourned , as

the case may be] General meeting of the

Company to be held on the        day of

And at every adjournment thereof.

As witness my hand / the hand of our duly

Appointed representative

This day of “

33. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

### **THE BOARD**

- 34 The Board shall be ex-officio, nominated or co-opted as follows:-
- (a) Ex-officio: the Chair of each Executive Committee;
  - (b) Nominated: two other members of each Executive Committee nominated in each case by that Council by notice in writing to the Company.
  - (c) Co-opted: no more than two persons each of whom need not be a member of the Company and each co-opted by the Board.

### **POWERS OF THE BOARD**

35. The business of the Company shall be managed by the Board who may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by statute or by the Articles required to be exercised or done by the Company in General Meeting, subject nevertheless to :-
- (a) the provisions of the Articles;
  - (b) the provisions of the statutes for the time being in force and affecting the Company; and
  - (c) such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting provided that no regulation made by the Company in General Meeting shall invalidate any

prior act of the Board which would have been valid if such regulation had not been made.

36. The Board for the time being may act notwithstanding any vacancy in their number but, if the number of Directors is less than the number fixed as the quorum the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a General Meeting.
37. In addition and without prejudice to any other powers hereby or by law conferred on the Board the Board may from time to time and for such period and to such extent and generally on such terms as the Board shall think fit delegate to any Director or Directors and / or any employee of the Company employed in or in connection with the management, administration, organisation and conduct of the affairs of the Company any powers or duties of the Board as may be reasonable.

#### **APPONTMENT AND RETIREMENT OF DIRECTORS**

38. No corporation may be appointed as a Director. No person may be appointed as Director:
  - (a) unless he has attained the age of 18 years; or
  - (b) in circumstances such that, had he already been a Director, he would have been disqualified from acting under the provisions of Article 39.

#### **DISQUALIFICATION OF DIRECTORS**

39. The office of Director shall be vacated:-
  - (a) if by notice in writing to the Company he resigns from the Board (but only if at least two Directors remain in office when the notice of resignation is to take effect ), or

- (b) if he is removed by notice in writing to the Company signed by a majority of the Professional Members of the Company, or
- (c) if he ceases to hold office by reason of any order made under the Company Directors Disqualification Act 1986, or
- (d) if he is removed from office by a resolution duly passed pursuant to S 303 of the Act, or
- (e) if he is absent from three consecutive meetings of the Board without the consent of the Chairman, or
- (f) if he becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs, or
- (g) if he is convicted of any criminal offence other than any minor motoring or similar offence that cannot reasonably damage the reputation of the Board.

#### **PROCEEDINGS OF THE BOARD**

- 40. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business, provided that such meetings are held at least six times during every year. Unless otherwise determined any five Directors which shall include Ex-officio Directors or Nominated Directors from at least two different Executive Committees shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In cases of equality of votes the chairman of the meeting shall have a second or casting vote.
- 41. The Chairman or two Directors each one being Ex-officio or Nominated in respect of a different Executive Committee may, and on the request of the Chairman or such Directors the Secretary shall, at any time summon a meeting of the Board by notice served upon all Directors. A Director who is absent from the United Kingdom shall not be entitled to notice of a meeting.

42. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Board generally.
43. The Board may delegate any of their powers to committees consisting of such Director or Directors and others as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such Committee shall be governed by the provisions of the Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board.
44. All acts bona fide done by any meeting of the Board or of any committee of the Board or by any person acting as a committee member, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid or continuance in office of any such member or person acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a *Director or member of the committee as the case may be.*
45. The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Company and of the Board and of committees of the Board, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
46. A resolution in writing signed by all the Directors or by all the members for the time being of any committee of the Board who are entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it

had been passed at a meeting of the Board or of such committee duly convened and constituted. Any such written instrument may be in several parts each signed by one or more Directors.

47. Any bank account in which any part of the assets of the Company is deposited shall be operated by or with the authority of the Directors and shall indicate the name of the Company.

### **EXECUTIVE COMMITTEES**

48. Members of a Genre shall elect no less than six and no more than twelve of their number to an Executive Committee. Such elections shall be held every three years in accordance with regulations to be made by the Board. All members of an Executive Committee shall resign immediately prior to each such election, but shall be eligible for re-election. Each member of a Genre shall have one vote in such elections.
49. Within 14 days of the election of each Executive Committee the members of such Executive Committee shall elect from their number a Chair and shall nominate two of their number (neither of whom shall be the Chair) to be Nominated Directors. The Chair shall notify the Board forthwith in writing, signed by the Chair, of the results of the election of members of the Executive Committee, of the Chair and of the nominations.
50. The Board shall delegate to each duly elected Executive Committee such powers as it shall from time to time see fit to develop policy and make recommendations to the Board in relation to areas of particular concern to or to the needs of the Genre represented by such Committee.

## **CHAIRMAN**

51. The Chairman of the Company shall be appointed by the Board of the Company from among the members of the Board for a period of up to three years and upon expiry of such period shall be eligible for re-appointment upon the same terms. Provided that the Chairman shall cease to hold such appointment forthwith upon ceasing to be a Director.
52. The Chairman shall preside as chairman at all meetings of the Board at which he shall be present, but if he is not present within fifteen minutes after the time appointed for holding a meeting or is unwilling to preside, the Vice Chairman shall preside at that meeting.

## **VICE CHAIRMAN**

53. The Board may appoint a Vice Chairman of the Company for a period of up to three years and upon expiry of such period he shall be eligible for re-appointment upon the same terms. Provided that the Vice Chairman shall cease to hold such appointment forthwith upon ceasing to be a Director.
54. *In the event of the Chairman not presiding at a meeting of the Board (as provided in Article 52) the Vice Chairman shall preside, but if he is not present within 15 minutes after the time appointed for holding a meeting or is unwilling to preside, other members of the Board present shall choose one of their number to preside at that meeting.*

## **PRESIDENT AND VICE PRESIDENTS**

55. The Board may from time to time appoint any person or persons to be President or Vice President of the Company upon such terms as the Board may think fit provided that no remuneration shall be paid to the President or to any Vice



President, nor shall any of them have any right to attend any meeting of the Board or of the Company.

### **SECRETARY**

56. The Secretary shall be appointed by the Board for such time, at such remuneration and upon such conditions as the Board may think fit, and any Secretary so appointed may be removed by the Board. The Board may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

### **ACCOUNTS**

57. The Board shall cause proper books of account to be kept to enable accounts to be prepared which comply with the relevant provisions of the Act. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Company and to explain its transactions.
58. The books of account shall be kept at the Office, or subject to Section 222 of the Act, at such other place or places as the Board shall think fit and shall always be open to the inspection of the Board or any Director.
59. At the annual General meeting in every year the Board shall lay before the Company accounts including a profit and loss account for the period since the last preceding account (or in the case of the first account since the incorporation of the Company) made up to a date not more than twelve months before such meeting, together with a balance sheet made up as at the same date. Such accounts shall be accompanied by reports of the Board and the Auditors. Copies of such accounts and reports (all of which shall be framed in accordance with any

statutory requirements for the time being in force) and of any other documents required by law to be annexed or by attaching thereto or to accompany the same shall not less than twenty one clear days before the date of the meeting, subject nevertheless to the provisions of Section 240 of the Act be sent to the Auditors and to all other persons entitled to receive notices of the General Meetings in the manner in which notices are hereafter directed to be served. The Auditors report shall be open to inspection and be laid before the meeting as required by Sections 241 of the Act.

60. Once at least in every year the accounts of the Company shall be examined and reported upon by the Auditors.
61. The Auditors shall be one or more properly qualified auditor(s) not being members of the Board and their duties shall be regulated in accordance with the Act.

## NOTICES

62. A notice may be served by the Company upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member as his registered address as appearing in the Register of Members.
63. Save as provided by the Act, only those members who are described in the Register of Members by an address within the United Kingdom shall be entitled to receive notice from the Company. Provided that any member described in the Register of Members by an address not within the United Kingdom who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address.

64. Any notice, if served by post, shall be deemed to have been served on the second day following that on which the letter containing the same is put in the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a first class prepaid letter.

### **INDEMNITY**

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

### **RULES**

66. The Board may from time to time make, alter add to or repeal such rules or byelaws as they deem necessary or expedient or convenient for the proper conduct and management of the Company. Provided that the Board shall adopt such means as it thinks sufficient to bring to the notice of members of the Company all such rules or byelaws. Provided further that no rule or byelaws shall be inconsistent with, or shall effect or repeal anything contained in the Memorandum of Association or the Articles.

### **ALTERATIONS**

67. No alterations shall be made to the Articles except by a resolution put to a General Meeting of the Company by the Board (a simple majority of whom at a duly convened Board meeting shall decide to put such resolution to a General

Meeting) and passed at such General Meeting (of which at least twenty one days notice has been give) by three quarters of those present and voting at such General Meeting.

## **DISSOLUTION**

68. Clauses 6,7 and 8 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in the Articles.