

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

**ARTICLES OF ASSOCIATION**

**Of**

**BRITISH ACADEMY OF SONGWRITERS, COMPOSERS AND AUTHORS  
(FORMERLY "BRITISH ACADEMY OF COMPOSERS & SONGWRITERS")**

**AMENDED BY SPECIAL RESOLUTION AT A GENERAL MEETING OF THE  
COMPANY 15<sup>th</sup> DECEMBER 2011**

THURSDAY



**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.
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The Articles	These Articles of Association of the Company
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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) Classical music and jazz</li> <li>(c) Media and production music</li> </ul>

(d) such other areas of activity as the Board may  
from time to time prescribe

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 or electronic form

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

Standard Member                    a member of the Company with the qualifications  
set out in Article 4

The United Kingdom                Great Britain and Northern Ireland

Student Member                      a member of the Company with the qualifications  
set out in Article 4(a)

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 six classes of membership of the Company -

- (a) Professional Member
- (b) Standard Member
- (c) Student Member
- (d) Friend of the Academy
- (e) Honorary Member
- (f) Corporate and Academic Supporters

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 Standard Member if he is or has aspirations to be a professional composer or songwriter and is a provisional 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 Standard Member Standard 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) A person shall be eligible to be a Student Member for one period of not more than three consecutive years if they are over the age of eighteen, in full time education and have aspirations to be a professional composer or songwriter. Student Members 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
- 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 Standard 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 and Academic Supporters shall be companies and organisations (including academic institutions) which support the work of the Company Corporate and Academic 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 Standard 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 Standard 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 Standard 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 The British Academy of Songwriters, Composers and Authors,  
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 Executive Committee 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.
- 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 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. Subject to the provisions of Articles 49-51 each member of an Executive Committee shall retire from office no later than the third Annual General Meeting following that at which they were elected.
49. Before the first Annual General Meeting following that at which these Articles are adopted all members of the Executive Committees shall resign prior to an election, but, subject to any regulations to the contrary made by the Board, shall be eligible for re-election.
50. Thereafter in each year one third of the members of each Executive Committee shall resign, those members being the ones who have served longest on the committee since last being elected or appointed. In the event that the number of members otherwise due to retire under this Article shall exceed one third of the total number of members of the Executive Committee and in the further event that there are insufficient members willing to stand down those members who will resign shall be chosen by lot.
51. Any person who has been appointed as Chairman under Article 55 shall not whilst he continues to hold office be subject to retirement under Articles 49 and 50 but he shall be subject to the same provisions as to resignation and removal as the other members of the Executive Committees.
52. Each Professional Member of a Genre shall have ten votes and each Standard Member of a Genre one vote in such elections.
53. Within 28 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

- 54 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**

- 55 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 for one further term only upon the same terms. Provided that the Chairman shall cease to hold such appointment forthwith upon ceasing to be a Director
- 56 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 or such other one of their number as the Board shall decide shall preside at that meeting

#### **VICE CHAIRMAN**

- 57 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 for one further term only upon the same terms. Provided that the Vice Chairman shall cease to hold such appointment forthwith upon ceasing to be a Director

#### **PRESIDENT AND VICE PRESIDENTS**

- 58 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**

- 59 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**

- 60 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.
61. 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
62. 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.

- 63 Once at least in every year the accounts of the Company shall be examined and reported upon by the Auditors.
- 64 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**

- 65 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.
- 66 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

- 67 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**

- 68 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**

69. 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**

70. 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**

71. 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