



A12

07/03/2015

#174

COMPANIES HOUSE

**BRITISH ACADEMY OF SONGWRITERS, COMPOSERS AND AUTHORS****Company Number 3643088****PASSED AT THE ANNUAL GENERAL MEETING OF THE COMPANY  
ON 16<sup>th</sup> JULY 2013****Resolution 2 (Special)**

That the Company's Articles of Association be amended as set out below

- I Article 6 **Classes of Membership.** Friend of the Academy changed to Friend of BASCA
- II Article 9 **Applications for Membership** Formalising the membership application process that exists already, allowing designated staff to manage the process in proxy of the board
- III Article 11 **Termination of Membership.** In the existing Articles there is a resignation and removal process outlined for members but we recommend an additional sub-clause which will bring it into line with the directors (existing clause 39) All of the parts of Article 11 outline the removal of a member under various circumstances, those who resign themselves, those who do not pay and parts C i and ii allow for the removal of a member who is repeatedly abusive or has been convicted of a serious criminal act It also states there will be an appeal process through the Members Charter
- IV Article 40 **Appointment of Directors** This clarifies the appointment procedure for directors in accordance with Article 64
- V Article 50 **Record Keeping** The Board must ensure that The Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, or every unanimous or majority decision taken by The Board
- VI Articles 53 to 55 **Conflicts of Interest** It is now standard practice for this to be stated in company Articles in line with the 2006 Companies Act This legally obliges directors to not only declare such conflicts of interest but to not let the conflicting situation arise in the first place, unless it has been authorised in advance The requirement will include situations where not only a director becomes a director of a similar or related company but also where an adult child or spouse works for a company's competitor, for example Where conflicts do arise, the directors need to be as open as possible by disclosing the conflict, distancing themselves from any discussions and decisions being made on the issue, possibly even standing down from the board in extreme situations



- vii    **Articles 56 to 62 Remuneration of Chairman and the Ex-Officio Directors**  
As well as legal duties set out in the 2006 Companies Act there has also been further guidance published in the 2010 and 2012 UK Corporate Governance Code, issued by the Financial Reporting Council. Therefore the inclusion of these Articles ensures we follow a rigorous framework for such payments, following these procedures will prevent conflicts of interest and be considered best practice. Essentially this means remuneration of any particular Director needs to be agreed with that Director not being present.
- viii   **Articles 63 to 67 Executive Committees** Reverts back to traditional voting pattern and allows for the removal of Executive members in line with the same rules that currently exist for the Directors.
- ix    **Articles 68 to 74 Sub Committees** This section mirrors that of the Executive Genre Committees and gives us the freedom to create as many sub committees as we wish while retaining board control, Article 69 assuring that each sub- committee has a serving Director as Chair.
- x    **Article 80: Audit Exemption** BASCA qualifies for an audit exemption under section 477 of the Companies Act 2006 as we fulfil all three financial conditions.
- xi    **Removed; old Articles 57 and 58** Vice Chairman, Presidents and Vice-Presidents. Removed as un-necessary positions.