**THE COMPANIES ACT, CAP. 50**

**Company Limited by Guarantee and not having a Share Capital**

# MEMORANDUM OF ASSOCIATION

**o f**

# COMPOSERS AND AUTHORS SOCIETY OF SINGAPORE LIMITED

1. The name of the Company is "COMPOSERS AND AUTHORS SOCIETY OF SINGAPORE LIMITED" (hereinafter called "the Society").

2. The registered office of the Society will be situated in Singapore.

3. For the purposes of this Memorandum the expression "right owner" means –

   i. the composer of a musical work;
   ii. the author of a literary or dramatic work;
   iii. any other person who is entitled to an interest in such works.

4. The objects for which the Society is established are: -

   (a) To exercise and enforce on behalf of right owners all such rights and remedies as may from time to time subsist under the law relating to copyright and neighbouring rights in Singapore or in any other country or territory and which the Society may at any time decide to administer.

   (b) To own, manage, administer and grant licences for the exercise of any of the rights subsisting in such works.

   (c) To collect and to receive the royalties and any other monies payable for the exercise of such rights and remedies and their enforcement.

   (d) In the exercise or enforcement of such rights and remedies to make and from time to time rescind, alter or vary any arrangements and agreements with respect to any such exploitation of such works in regard to the mode, periods or extent in for or to which and the terms on which any such exploitation of such works may be made or employed, and to collect and receive and give effectual discharges for all royalties, fees and other monies payable under any such agreements or arrangements or otherwise in respect of any such exploitation by all necessary actions or other proceedings, and to recover such royalties, fees and other monies, and to restrain and recover damages for the infringement by means of any such exploitation as aforesaid of the copyright of such works or any other rights of the proprietors or of the Society on their behalf in respect of such works, and to release, compromise or refer to arbitration any such proceedings or actions or any other disputes or differences in relation to the premises.

(e) (i) To obtain from the right owners such assignments, assurances, powers of attorney or other authorities or instruments as may be deemed necessary or expedient for enabling the Society to exercise and enforce in its own name or otherwise all such rights and remedies as aforesaid, and to execute and do all such assurances, agreements and other instruments and acts as may be deemed necessary or expedient for the purpose of the exercise or enforcement by the Society of such rights and remedies as aforesaid.

(ii) To admit to membership of the Society the right owners, their heirs and such other persons, if any, as the Society shall deem necessary or expedient.

(f) (i) To distribute the monies received by the Society in the exercise of the foregoing powers, after making provision thereout for the expenses and liabilities of the Society incurred in such exercise or in otherwise carrying out the purposes and operations of the Society and for any contributions or payments for any of the purposes specified in the next following sub-clause hereof, amongst the right owners and members entitled thereto in accordance with the rules to be for the time being in force with respect to the distribution thereof.

(ii) To maximise such distributions by implementing its objects and conducting its business in such a manner as not to profit thereby.

(g) (i) To grant gratuities, donations, pensions and emoluments or make advances to any person at any time in the employment of the Society, or engaged in any business acquired by the Society, and the wives, widows, families and dependants of any such persons.

(ii) To establish, support, subscribe to and aid in the establishment and support of funds, trusts, associations or institutions calculated to benefit Members or ex-Members of the Society or persons employed by the Society.

(iii) To subscribe money for the relief of distress caused by natural disasters or other exceptional calamities.

(iv) To make payment by way of loan or gift or on such terms as may be thought fit for any purpose conducive to the improvement or advancement of the writing of literature in all its forms, including drama, and of the composition, teaching or performance of music, and of the creation of other original material or to or for the benefit of any society, association or company whose objects shall include any such purpose;

(v) To receive contributions, subscriptions or donations for any of the aforesaid purposes.

(h) To carry on any business which may seem to the Society capable of being conveniently carried on in connection with the above objects or calculated, directly or indirectly, to enhance the value of or render profitable any of the property or rights of the Society or of the right owners.

(i) To acquire or undertake the whole or any part of the business, property or liabilities of any person or company carrying on any undertaking or business which the Society is authorised to carry on or possessed of property suitable for the purposes of the Society.

(j) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession or otherwise with any person, association or company carrying on or engaged in or about to carry on or engage in any business or transaction which this Society is authorised to carry on or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit this Society, and to amalgamate with or become affiliated to any such association or company, and to lend

money to, guarantee the contracts of or otherwise assist any such persons, association or company, and to take or otherwise acquire shares and securities of any such company, and to sell, hold, reissue, with or without guarantee, or otherwise deal with the same.

(k) To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of this Society or carrying on any business capable of being conducted so as directly or indirectly to benefit this Society.

(l) To promote any company or companies for the purpose of acquiring all or any of the property or liabilities of this Society or for any other purpose which may seem directly or indirectly calculated to benefit this Society.

(m) Generally to purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property and any rights or privileges which the Society may think necessary or convenient for the purposes of its undertaking or business.

(n) To invest and deal with the monies of the Society not immediately required in such manner as may from time to time be determined.

(o) To borrow or raise or secure the payment of money in such manner as the Society shall think fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Society's property (both present and future), and to purchase, redeem, or pay off any such securities.

(p) To remunerate any person or company for services rendered or to be rendered in placing or guaranteeing the placing of any debentures, debenture stock or other securities of the Society or in or about the formation or promotion of the Society or the conduct of its business.

(q) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures and other negotiable or transferable instruments.

(r) To sell or dispose of the undertaking of the Society or any part thereof for such consideration as the Society may think fit, and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this Society.

(s) To adopt such means of making known the operations of the Society as may seem expedient, and in particular by advertising in the press, by circulars, by publication of books and periodicals.

(t) To procure the Society to be registered or recognised in any foreign country of territory.

(u) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Society.

(v) To appoint any agent or agents for the collection and recovery of any monies receivable by the Society in the exercise of its powers or otherwise for the purpose of the exercise of any of such powers.

(w) To seek admission to the Confederation Internationale des Societies d'Auteurs et Compositeur whose headquarters are situated in Paris, France.

(x) To do all or any of the above things in Singapore or in any other country or territory abroad and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.

(y) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Society.

PROVIDED ALWAYS that nothing herein contained shall be deemed to empower the Society to carry on the business of banking.

AND PROVIDED ALWAYS that the objects of the Society shall not extend to any of the objects mentioned in the definition of trade union contained in the Trade Unions Act, Cap. 333.

5. The liability of the Members is limited.

6. Every Member undertakes to contribute to the assets of the Society, in the event of the same being wound up during the time that he is a Member or within one year afterwards, for the payment of debts and liabilities of the Society contracted before the time at which he ceases to be a Member, and the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding TEN Singapore Dollars.

**NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS**

Sd: PAUL JEYASINGAM EDWARDS
41 Jalan Mulia
Singapore 1336

Music Publisher

Sd: GOH KENG LENG
73 Elliot Road
Singapore 1545

Management Consultant
Author / Composer

Dated this 22nd day of May 1987.

Witness to the above signatures:-

Sd: DEBORAH LI SUI MAY
Advocate & Solicitor,
c/o Allen & Gledhill,
Advocates & Solicitors
36 Robinson Road #18-
01 City House
Singapore 0106

**NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS**

Sd: KAM KEE YONG
41 Jalan Mulia
Singapore 1336

COMPOSER

Sd: KOH NAM SENG
11 Hong San Walk
Singapore 2368

Author / Composer
Recording Artiste

Dated this 22nd day of May 1987.

Witness to the above signatures:-

Sd: DEBORAH LI SUI MAY
Advocate & Solicitor,
c/o Allen & Gledhill,
Advocates & Solicitors
36 Robinson Road #18-
01 City House
Singapore 0106

**NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS**

Sd: KOH WHUAN LIANG
Blk 85 Commonwealth Close
#10-77 Singapore 0314

Author / Composer
Recording Producer

Sd: LEONG YOON PING
97 Mergui Road
#09-97 Singapore 0821

Composer

Dated this 22nd day of May 1987.

Witness to the above signatures:-

Sd: DEBORAH LI SUI MAY
Advocate & Solicitor,
c/o Allen & Gledhill,
Advocates & Solicitors
36 Robinson Road #18-
01 City House
Singapore 0106

**NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS**

Sd: KEN LIM CHIH CHIANG
612 Telok Blangah Road
Fairways Condominium
#07-07 Singapore 0409

Author / Composer

Dated this 22nd day of May 1987.

Witness to the above signatures:-

Sd: DEBORAH LI SUI MAY
Advocate & Solicitor,
c/o Allen & Gledhill,
Advocates & Solicitors
36 Robinson Road #18-
01 City House
Singapore 0106

**NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS**

Sd: MONTEIRO JEREMY IAN
Blk 123 Yishun Street Road
#12-501 Singapore 2776

Composer / Performer

Dated this 22nd day of May 1987.

Witness to the above signatures:-

Sd: DEBORAH LI SUI MAY
Advocate & Solicitor,
c/o Allen & Gledhill,
Advocates & Solicitors
36 Robinson Road #18-
01 City House
Singapore 0106

**NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS**

Sd: TEO POH GEK
Blk 684 Race Course Road
#09-302 Singapore 1336

Author / Composer
Recording Artiste

Sd: YIM WING KUEN JIMMY
2B, 6A, Fuk Kwan Avenue
Causeway Bay
Hong Kong

Lawyer

Dated this 22nd day of May 1987.

Witness to the above signatures:-

Sd: DEBORAH LI SUI MAY
Advocate & Solicitor,
c/o Allen & Gledhill,
Advocates & Solicitors
36 Robinson Road #18-01 City House
Singapore 0106

**THE COMPANIES ACT, CAP. 50**

**Company Limited by Guarantee and not having a Share Capital**

**ARTICLES OF ASSOCIATION**

**O f**

**COMPOSERS AND AUTHORS SOCIETY OF SINGAPORE LIMITED**
**Adopted by Special Resolution passed on 19th December 1989**

## PRELIMINARY

1. (a) In these Articles, unless there is, something in the subject or context inconsistent therewith: - *Definitions*

(i) "Affiliated Society" means any of the societies in other countries, having objects similar to those of the Society, with which the Society is for the time being affiliated.

(ii) "Author" means an author, adapter or translator of any words which are or may be associated with any music.

(iii) "CISAC" means the Confederation Internationale des Societies d'Auteurs et Compositeurs whose headquarters are situated in Paris, France which is a promoter of the Society and will be providing technical assistance, guidance and training programmes to the Society.

(iv) "the Companies Act" means the Companies Act, Cap. 50 as amended from time to time.

(v) "Composer" means a composer or arranger of any music.

(vi) "the Council" means the Council for the time being of the Society as constituted and authorised to act pursuant to these Articles.

(vii) "Director" means a member of the Council and includes any person duly appointed and acting for the time being as an Alternate Director.

(viii) "Distribution" means any distribution which may be made amongst the Members and Affiliated Societies out of the monies received by the Society in respect of the exercise of the rights, licence or authority granted by them to the Society pursuant to these Articles; and "distributed" and "distributable" have corresponding meanings.

(ix) "Member" means and includes a Full Member, Associate Member and Successor Member.

(x) “Full Member” means a Member of the Society elected to full membership pursuant to Article 5 and having the rights, privileges and obligations provided for by these Articles.

(x) “Independent Director” means a person who is not a Member of the Society, elected by the Members to ensure that policies and financial decisions of the Council are in the general interest of its Members and to help the Council to take into consideration the views and perspectives of the general public in its decision-making process.

(xi) “Executive Director” means the Chief Executive Officer of the Society elected by Members to assume full executive responsibilities and liabilities of the Society.

(xii) "Publisher" means a person who publishes any Works and shall include a Local Publisher.

(xiii) "Local Publisher" means,

(aa) in the case of an individual, a Publisher who is a permanent resident or citizen of Singapore and who is ordinarily resident in Singapore, and

(bb) in the case of a corporation, wherever incorporated, a Publisher in which Singapore citizens or permanent residents who are ordinarily resident in Singapore or Singapore Corporations are interested or deemed to be interested by virtue of Section 7 of the Companies Act, in the aggregate, to the whole of the issued share capital of such corporation.

(xiv) "Seal" means the common seal of the Society.

(xv) "Secretary" means any person appointed to perform the duties of the Secretary of the Society.

(xvi) "Singapore Corporation" means any corporation, wherever, incorporated in which Singapore citizens or permanent residents who are ordinarily resident in Singapore are interested or deemed to be interested by virtue of Section 7 of the Companies Act, in the aggregate, to the whole of the issued share capital of such corporation.

(xvii) "the Society" means Composers and Authors Society of Singapore Limited.

(xviii) "These Articles" means these Articles of Association.

(xix) "Writer" means an Author or Composer.

(xx) "Work" means and includes a literary, dramatic, musical or artistic work which expressions shall in these Articles bear the same meanings as used in the Copyright Act, Cap. 63 as amended from time to time.

(xxi) Personal Representative of the Member means the stated beneficiary (or beneficiaries) or the executor or administrator or trustee of his estate made in the Will by the Member or according to the rules of intestacy as laid down in the Intestate Succession Act (CAP. 146) or Section 112 of the Administration of Muslim Law Act (Cap. 3), whichever applicable, if the Member died without making a Will.

(xxii) "Key Officer" means a member of the Council or a Committee of the Council, Patron, Nominated Director, Alternate Director, or a senior management of the Society

(xxiii) "Artificial Intelligence" or "AI" means any computational system, software, algorithm, machine learning model, generative artificial intelligence system, large language model or other technology capable of generating literary, dramatic, musical, artistic or other copyrightable expression, and includes any successor or substantially similar technology as the Council may determine from time to time.

(b) In these Articles: -

(i) expressions referring to writing shall be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form;

(ii) words denoting the singular number include the plural number and vice versa;

(iii) words denoting the masculine gender include the feminine gender; and

(iv) words denoting persons include corporations. .

(c) Any marginal notes which may be reproduced with these Articles do not form part of these Articles and shall have no bearing on the interpretation thereof.

(d) Save as aforesaid, any word or expression used in the Companies Act and the Interpretation Act, Cap. 1 shall, if not inconsistent with the subject or context bear the same meaning in these Articles.

## MEMBERSHIP

*Number of Members*

2. The maximum number of Members with which the Society proposes for admission purpose be ten thousand.

*The Members*

3. The Members shall be: -

(a) the subscribers to these Articles; and

(b) any person who is admitted to membership pursuant to Article 5.

*Eligibility*

4. The following persons shall be eligible for admission to membership of the Society: -

(a) any Writer;

(b) any Publisher;

(c) any person who is:

(i) a widow, or

(ii) a child, or any other relative, or a next-of-kin, or

(iii) a beneficiary under the will, or

(iv) a personal representative

of a deceased Writer or Publisher, or of any of the persons mentioned in Article 4(c) (i) to (vi); or of a person who, immediately before his death, was in a category declared to be eligible for membership pursuant to Article 4(d);

(d) any person who is within a category declared by resolution of the Council, and approved by the Society in a General Meeting, to be eligible for membership; and the Council shall in such a resolution specify the terms and conditions of membership (including voting rights, if any) which shall apply to membership by virtue of this Article 4(d).

5. (a) (i) Any person who is eligible under Article 4 may apply to the Society for admission to membership. Such applications shall be made in writing, signed by the applicant or in the case of a corporation by its duly authorised representative, and shall be in such form as the Council shall from time to time prescribe. The Council may require an applicant to supply such evidence of eligibility as it considers reasonably necessary.

*Admission of Members*

(ii) Each application shall be considered by the Council or in such other manner as the Council may from time to time direct. The Council shall have full and unrestricted power to refuse any application without assigning any reason for such refusal.

(iii) Any person who is eligible for membership may be admitted to membership either by the Council or in accordance with such other procedure as the Council may from time to time direct.

(iv) There shall be the following categories of Members: -

(aa) Associate Member;

(bb) Full Member who shall be either a Writer Full Member or a Publisher Full Member;

(cc) Successor Member;

(dd) Such further category or categories, if any, in respect of any person or persons admitted to membership under Article 4(d).

(v) The qualifying criteria for admission to the categories referred to in Articles 5(a)(iv)(aa) and (bb) above shall be as follows: -

(aa) For the category of Associate Writer Member, the applicant shall be a Writer of a Work which has been either:

(1) commercially recorded, or

(2) commercially published, or

(3) broadcast, or

(4) performed in public such number of times as the Council shall in its absolute discretion consider appropriate having regard to the nature of the work and the performance or performances in question.

(5) The Work relied upon by the applicant for admission shall be the result of substantial human authorship, such that the applicant is responsible for the originality and protectable expression embodied in the Work. The use of Artificial Intelligence shall not, of itself, disqualify a Work, provided that the Council is satisfied that Artificial Intelligence has been used only in an incidental or ancillary manner and has not materially contributed to the originality or protectable expression embodied in the Work.

(bb) For the category of Associate Publisher Member, the applicant shall be a Publisher of at least 5 works which have been either commercially recorded, or commercially published.

Each of the five (5) Works relied upon by the applicant for admission shall satisfy the requirements of Article 5(a)(v)(aa)(5).

(cc) For the category of Full Member, subject further to the eligibility provision in Article 5(v)(ee) for Publisher Full Member, the applicant shall meet the following criteria:

(1) he is a Singapore citizen or Permanent Resident residing in Singapore for writer members or a locally-registered corporation under the Companies Act for publisher members;

(2) he has been an Associate Member of the Society for not less than 3 years; and

(3) his royalties collected through the Society meet such criteria as the Council may prescribe from time to time pursuant to paragraph 5(a)(vii).

(dd) Notwithstanding article 5(a)(v)(cc), a member who has been a Full Member of the Society for at least 10 years since its incorporation will become a Full Member for his lifetime subject to articles 9, 10, 11.

(ee) For the category of Full Publisher Member, the applicant shall not be a legal entity that conducts music label, music recording, retailing, and other related business activities that may have a conflict of interest with the business activities of the Society.

(vi) A Full Member shall automatically become an Associate Member if the

royalties received from the Society by him do not fulfil the qualifying criteria established pursuant to paragraph 5(a)(vii). He however shall again automatically become a Full Member if the royalties received from the Society by him fulfil the qualifying criteria established pursuant to paragraph 5(a)(vii).

(vii) The Council shall from time to time establish the criteria which the royalties received from the Society by a Member must fulfil so as to qualify the Member to become or to remain a Full Member.

(viii) As soon as practicable after the qualifying criteria have been established and approved pursuant to paragraph 5(a)(vii) the Council shall cause them to be notified to the Members in some suitable way; but the accidental omission by the Council to comply with this paragraph shall not invalidate the criteria nor any change in membership status made in accordance with this criteria.

(b) A person admitted to membership by virtue of his eligibility under Article 4(c) shall be a Successor Member.

(c) A person admitted to membership by virtue of his eligibility under Article 4(d) shall be in such class of membership as shall be specified by the resolution declaring the category to which that person shall be so admitted.

(d) Without prejudice to the other provisions in these Articles, with effect from the close of the General Meeting at which the Special Resolution adopting these Articles is passed, each of the following Members shall be a Publisher Full Member or a Writer Full Member as indicated here below opposite his name: -

| Name | Membership |
|---|---|
| Music & Melody Publishing Pte Ltd | Publisher Full Member |
| Goh Keng Leng | Writer Full Member |
| Kam Kee Yong | Writer Full Member |
| Koh Nam Seng | Writer Full Member |
| Koh Whuan Liang | Writer Full Member |
| Leong Yoon Pin | Writer Full Member |
| Ken Lim Chih Chiang | Writer Full Member |
| Monteiro Jeremy Ian | Writer Full Member |
| Teo Poh Gek | Writer Full Member |

(e) Any person who has been admitted to membership shall have issued to him a certificate as to his membership in such form, and signed by such officer of the Society as the Council shall from time to time designate.

(f) In respect of the period between the incorporation of the Society and the first General Meeting, the powers of the Council for purposes of admitting Members shall be exercised by the pro-tem Committee referred to in Article 39 and all references in this Article to "Council" shall read "pro-tem Committee".

6. (a) An Associate Member shall not be entitled to receive notices of, or attend or vote at General Meetings, but shall be entitled to receive a copy of the annual reports of the Council and Auditors. Save as otherwise provided in these Articles, an

*Rights and duties of Members*

Associate Member shall have the same rights and privileges and be subject to the same obligations as a Full Member.

(b) A Successor Member shall be entitled to receive notices of, and attend General Meetings, but shall not be entitled to vote thereat except with the prior approval of the Council and the Society in General Meeting and on such terms and conditions, if any, as may be determined by the Council and approved by the Society in General Meeting. Save as otherwise provided in these Articles, a Successor Member shall have the same rights and privileges and be subject to the same obligations as a Full Member.

(c) Every member shall be bound to further to the best of his or her or its ability the objects, interests, and influence of the Society, and shall observe all bylaws of the Society made pursuant to the powers in that behalf hereinafter contained.

*Admission of rights*

7. (a) The Society may require every Member, on admission, or at any time thereafter, to assign or cause to be assigned to the Society all rights in any Works to be administered on his behalf by the Society.

(b) Every assignment to the Society pursuant to this Article shall be in such form as the Council may from time to time prescribe and shall operate for and during the period of the assignor's membership, subject to the provisions of Articles 9 and 10.

(c) The rights to be administered by the Society on behalf of a Member shall be such rights in any Works as the Council shall, in its discretion, after consulting the Member, accept for administering on his behalf, and shall be set out in writing in a statement signed by the Member and by such officer of the Society as the Council shall from time to time designate.

(d) Pending the assignment of rights to the Society pursuant to this Article, and in so far as such assignment may extend, every Member by virtue of his election grants to the Society, on and during the period of his membership, subject to the provisions of Articles 9 and 10, in his name or in that of the Society but at the Society's sole charge and expense, the sole power and authority:-

(i) to authorise or permit or forbid the exercise of the rights to be administered by the Society on behalf of the Member;

(ii) to grant licences on his behalf for the exercise of such rights;

(iii) to collect fees, subscriptions or monies whether for the authorised use of any of the Member's Works the rights in which shall have been assigned to the Society pursuant to this Article, or by way of damages or compensation for the unauthorised use of such Works;

(iv) to institute and prosecute proceedings against all persons infringing the said rights and if the Society in its discretion thinks fit, to defend or oppose any proceedings taken against any Member in respect of such rights, and to compound, compromise, refer to arbitration or submit to judgement in any such proceedings, and generally to represent the Member in all matters concerning the said rights;

(v) to protect generally the said rights in the Member's Works; and

(vi) to delegate authority to do any acts as aforesaid to a regional representative or to any Affiliated Society or to any agent or representative in territories overseas, for the purpose of exercising the said rights in such territories.

(vii) to authorize the National Library Board of Singapore to digitize, archive and preserve the Member's Works in the government-owned digital portal, known as "MusicSG", which allows for public access subject to conditions to be negotiated from time to time between National Library Board of Singapore and the Society unless the Member specifically inform the Society not to do so.

(e) The Society may administer, exercise and enforce:-

(i) the rights in any Works of the members of any Affiliated Society; and

(ii) the rights in any Works of any person who is not a Member, provided the Council is satisfied that the administration of such rights by the Society would not be in any way contrary to the interests of its Members.

(f) The Society shall not be obliged to accept for administration, licensing, enforcement or distribution of any Work unless the Council is satisfied that the Work is the result of substantial human authorship and that the Member is responsible for the originality and protectable expression embodied in the Work.

(g) In determining whether a Work satisfies Article 7(f), the Council may have regard to the extent and manner in which Artificial Intelligence has been used in the creation of the Work and may disregard incidental or ancillary uses of Artificial Intelligence which, in the opinion of the Council, have not materially contributed to the originality or protectable expression embodied in the Work.

(h) The Council may require any applicant or Member to furnish such declarations, statutory declarations, information, drafts, recordings, source files, working materials or other evidence as the Council considers reasonably necessary to determine compliance with these Articles.

(i) Where the Council is not satisfied that a Work complies with Articles 5 or 7, it may refuse to admit the applicant as a Member, decline to administer the Work, or cease administering the Work, as the case may be.

(j) The Council may issue, amend and publish such by-laws, policies, guidelines, standards and administrative procedures as it considers necessary or expedient for the implementation of Articles 5 and 7, including guidelines on the acceptable use of Artificial Intelligence in the creation of Works.

(k) Any applicant or Member who knowingly or recklessly makes a false or misleading declaration or furnishes false or misleading information concerning the authorship of any Work may be subject to disciplinary action by the Council, including refusal of admission, rejection of the Work, suspension or termination of membership in accordance with these Articles, recovery of royalties wrongly distributed, and such other action as the Council considers appropriate and lawful.

(l) The administration by the Society of rights pursuant to Article 7(e) shall be governed by contractual arrangements entered into between the Society and the

Affiliated Society or other person as the case may be.

8. (a) No Member can transfer his membership to any other person, or to alienate or exercise the rights to be administered by the Society on behalf of the Member. *Membership not transferable*

(b) No Member shall enter into any contract under which he shall or may be required, whether for valuable consideration or not, to write or compose any Work for any non-member whether as employer or otherwise, without inserting in such contract an express provision reserving to such Member the rights to be administered by the Society on behalf of the Member.

9. (a) "On the death of the Member, his membership shall cease and shall not be transmitted to any other person, but the rights in any Works (if any) already vested in the Society by the Member, or controlled by the Society by virtue of his membership, shall, subject to Article 84, remain so vested or controlled: - *Termination of Membership*

(i) for a period ending on the 31st day of December in the seventh year following the year in which the Member died unless within that period a Successor Member in respect of the aforesaid rights of the deceased Member is admitted to membership; or

(ii) a person is admitted during such period to membership of an Affiliated Society in respect of the aforesaid rights of the deceased Member, then up to the date of such admission.

Any distribution to which the Member would, if living, have been entitled in respect of any period prior to the admission of such Successor Member shall be made to the Member's personal representative until a Successor Member is admitted, or until the end of such seventh year as aforesaid, whichever is the earlier date. Upon the admission to membership of any Successor Member as aforesaid, any payment to which the Member would, if living, have been entitled in respect of any period subsequent to such admission shall be made to such Successor Member.

(b) In the case of a Member being a corporation or a firm, its membership shall cease, in the case of a corporation, in the event of and upon the liquidation of such corporation (other than voluntary liquidation for the purpose of reconstruction), and, in the case of a firm, in the event of and upon such firm ceasing to carry on business. Upon such liquidation or cessation of business, the rights in any Works (if any) already vested in the Society by such corporation or firm, or controlled by the Society by virtue of the membership of such corporation or firm, shall, subject to Article 84, remain so vested or controlled for a period ending on the 31st day of December in the seventh year following the year in which the liquidation or cessation of business occurred. Any payment to which the corporation or firm would, if it had remained a Member, have been entitled in respect of such period shall be made to the person entitled for the time being to receive debts due to the corporation or firm.

(c) The membership of any Member shall ipso facto cease: -

(i) Upon cessation in all parts of the world of the subsistence of the rights vested in the Society for administration in respect of Works in relation to which such Member is entitled to participate in distributions of the Society, or

(ii) in the case of any Member, being an executor or administrator, upon his having disposed of all interest in all rights in any Works which may have vested in him as such executor or administrator.

(d) Any Member may be given notice or in such other manner as the Council may from time to time direct determining his membership at the expiration of fourteen days from the date of such notice, and his membership shall cease accordingly. Such notice shall be in writing and shall be signed by the Secretary or other officer designated by the Council. Provided always that if, before the expiration of such notice from the Council, such Member shall in writing require the Council to submit the question of the continuance of his membership to the decision of the Society in General Meeting, he shall not cease to be a Member unless and until the Society in General Meeting shall have approved the action of the Council. If the Society in General Meeting shall approve the action of the Council, the Member shall cease to be a Member at the conclusion of such meeting.

(e) Any Member may terminate or vary his membership by giving notice in writing to the Secretary. Society will inform the member of the effective date of termination or variation, between 6 to 9 months after receiving such notice.

(f) A subscriber to these Articles who is not a Writer nor a Publisher may by giving a notice in writing to any member of the pro-tem Committee terminate his membership forthwith.

*Pending proceedings*

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

*Termination of rights, privileges etc.*

11. Subject to the provisions of Articles 9 and 10, all rights, privileges and obligations, of membership shall cease on the date of cessation of membership. In particular, but without prejudice to the generality of the foregoing, the Member concerned shall cease to have any claim upon the assets of the Society, and shall not be entitled to participate in any further distributions, save as to any payment to which he may be entitled in respect of any period prior to the cessation of membership.

## GENERAL MEETINGS

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

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

14. The Council may, whenever it thinks fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as Section 176 of the Companies Act provides. If at any time there are not within Singapore sufficient Directors capable of acting to form a quorum, any Director or any two Members entitled to vote may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council. The time and place of any Extraordinary General Meeting shall be determined by the Council. *Convening of Extraordinary General Meetings*

## NOTICE OF GENERAL MEETINGS

15. (a) An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Society other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. The Notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given in the manner herein mentioned or in such other manner, if any, as may be prescribed by the Society in General Meeting, to such Members as are under these Articles entitled to receive such notices from the Society. *Annual General Meeting*

Provided that a General Meeting notwithstanding that it has been called by a shorter notice than that specified above shall be deemed to have been duly called if it is so agreed: -

(i) in the case of an Annual General Meeting by all the Members entitled to attend and vote thereat; and

(ii) in the case of an Extraordinary General Meeting by that number or majority in number of the Members having a right to attend and vote thereat as is required by the Companies Act.

(b) If any resolution is to be proposed as a Special Resolution or as requiring special notice, the notice shall contain a statement to that effect.

(c) There shall appear with reasonable prominence in every such notice a statement that a Member who is entitled to attend and vote at a meeting or at a meeting of any class of Members shall be entitled to appoint a proxy to attend and to vote instead of him and that a proxy need not be a Member of the Company. *Contents of notice*

16. 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 shall not invalidate the proceedings at that meeting. *Accidental omission of Notice*

## PROCEEDINGS AT GENERAL MEETINGS

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

18. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, twenty Members present in person who are entitled to vote or, in the case of a corporation or firm, whose duly appointed representative is present, shall be a quorum. *Quorum*

19. If within half an hour after the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members who are entitled to vote, 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 to such other day and to such other time and place as the Council may determine and if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the Members present in person who are entitled to vote shall be a quorum. Notice of any such adjournment as aforesaid shall be required to be given to the Members. *Adjournment for lack of quorum*

20. Subject to the provisions of the Companies Act, a resolution in writing signed by every Member entitled to vote or, in the case of a corporation or a firm by its duly authorised representative shall have the same effect and validity as an Ordinary Resolution of the Society passed at a General Meeting duly convened, held and constituted, and may consist of several documents in the like form, each signed by one or more of such Members. The expressions "in writing" and "signed" include approval by telefax or telex, cable or telegram by such Member. *Resolution in writing*

21. (a) The Chairman of the Council shall preside as chairman at every General Meeting. If there is no such Chairman of the Council, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is not willing to act as chairman, the Deputy Chairman shall preside as chairman at the meeting. If the Deputy Chairman is not present or is not willing to act as chairman, the Directors present shall choose one of their number to be Chairman of the meeting. *Chairman at General Meeting*

(b) If at any meeting no Director is willing to act as Chairman, or if no Director is present

within fifteen minutes after the time appointed for holding the meeting, the Members present who are entitled to vote shall choose one of their number to be Chairman of the meeting.

22. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

*Method of voting*

23. (a) 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 on the declaration of the result of the show of hands) demanded -

(i) by the Chairman of the meeting; or

(ii) by at least three Members present in person or by proxy or in the case of corporation or firm by its duly appointed representative and entitled to vote thereat; or

(iii) by any Member or Members present in person or by proxy or in the case of a corporation or firm by its duly appointed representative and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting.

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

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

*Poll*

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

*Chairman's casting vote*

25. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.

*Time for taking poll*

26. A poll demanded on the election of a Chairman of a meeting, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time (not being more than thirty days from the date of the meeting) and place as the Chairman of the meeting directs; and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

27. If any votes be counted which ought not to have been counted or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting or at any adjournment thereof and not in any case unless it shall in the opinion of the Chairman of the meeting be of sufficient magnitude. *Votes counted in error*

28. For the purpose of altering this Article or Articles 4, 8, 29, 32, 39 or 48, a Special Resolution shall be passed by a majority containing not less than three-fourths of the votes of the Members voting who are Writers and not less than three-fourths of the Members voting who are Publishers.

## VOTES OF MEMBERS

29. Subject to Articles 4(d) and 6(b), only Full Members shall be entitled to vote and shall have one vote each on a show of hands. No Member shall be entitled to vote on a show of hands unless he is present in person or by proxy or, in the case of a corporation or firm, by this duly authorised representative present in person. *Voting*

30. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive. *Objections*

31. A Member who is entitled by virtue of these Articles to vote but who is of unsound mind, or in respect of whom an Order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis, or other person in the nature of a committee, receiver or curator bonis appointed by that Court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy, provided that such evidence as the Council may require of the authority of the person claiming to vote shall have been deposited at the registered office not less than forty eight hours before the time appointed for holding the meeting. *Members of Unsound Mind*

32. On a poll, votes may be given either personally or by proxy. On a poll each Full Member shall be entitled to the number of votes (including fractions) ascertained as follows:- *Votes on a poll*

    (a) The total number of votes available to each Full Member shall be ascertained by reference to the total amount properly allocated to him by the Society pursuant to these Articles during the preceding financial year as that member's share of the Society's distributions to its Members during such year which allocation is referred to herein as "Member's earnings".

    (b) Every Full Member shall have one vote and an additional vote for every S$1,000 of that Member's earnings during the preceding financial year.

(c) Notwithstanding Articles 32 (a) and (b) above, no Member shall be entitled to exercise any number of votes exceeding ten per centum of the total number of votes of all Members entitled to vote and who are present in person or by proxy at General Meetings. For the purpose only of calculating the voting entitlement of any Full Member in accordance with this Article 32(c) such limitation shall not apply to the determination of the voting entitlement of the other Full Members.

(d) (i) If the total number of all Publisher Members' votes determined in accordance with Articles 32(a) to (c) shall exceed the total number of Writer Members' votes so determined, then the number of votes available to each Publisher Member entitled to vote shall be reduced by multiplying that number by the fraction of which the total of the Writer Members' votes is the numerator and the total of the Publisher Members' votes is the denominator

(iii) If the total number of Writer Members' votes determined in accordance with Articles 32(a) to (c) above shall exceed the total number of Publisher Members' votes so determined, then the number of votes available to each Writer Member entitled to vote shall be reduced by multiplying that number by the fraction of which the total Publisher Members' votes is the numerator and the total Writer Members' votes is the denominator.

33. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing; or, if the appointer is a corporation, either under the common seal or the hand of an officer thereof duly authorised; or, if the appointer is a firm, under the hand of a partner in the firm or their attorney duly authorised. *Proxy instrument*

34. A proxy need not be Member of the Society but can only represent a maximum of 3 members at any one meeting. *Proxy need not be a member*

35. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power of attorney or authority, shall be deposited at the registered office of the Society, or at such other place within Singapore as is specified for that purpose in the notice convening the meeting,at least 48 hours before the time 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, at least 48 hours before the time appointed for taking the poll; and in default the instrument of proxy shall not be treated as valid. *Deposit of proxy*

36. An instrument appointing a proxy may be in the usual form, or in such form as the Council may approve, and shall be deemed to confer authority to demand or join in demanding a poll. *Form of proxy*

37. 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 such death, insanity or revocation as aforesaid shall have been received by the Society at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used. *Revocation, etc, of proxy*

38. Any corporation which is a Member may by resolution of its directors or other governing body, and a firm which is a Member may by instrument under the hand of a partner or the firm's attorney duly authorised, authorise any person being either a director, partner, officer or manager in the employment of such corporation or firm to act as its representative at any General Meeting, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation or firm as the corporation or firm could exercise if it was an individual Member.

*Corporation's representatives*

## THE COUNCIL

39. (a) (1) Subject to article 39(a)(2) and 39(a)(3), the Council shall consist of thirteen directors of which eleven shall be elected from among the Society's members in accordance with this Article by the Members in General Meeting, of whom-

*Composition of the Council*

(aa) six shall be Writer Members who must be Singapore citizens elected by the Writer Full members, which number shall include at least two Special Elected Directors, one representing Writer members of music with Malay or Indian lyrics; and the other, Serious or Classical Music, and

(bb) five shall be Publisher Members, of which at least three or more must be Singapore citizens, and which number shall include at least one Local Publisher, elected by the Publisher Full Members,

and the remaining two directors of whom -

(cc) one shall be non-member, elected by Full Members to become the Independent Director; and

(dd) one shall be the Chief Executive Officer elected by Full Members to become the Executive Director,

in these Articles referred to as "Elected Directors".

(2) An Election Committee, comprising the Chairman of the Council, the Secretary and the Chief Executive Officer, shall determine the eligibility of the Writer Members standing for election in the Special Elected Director category under Article 39(a)(1)(aa), and the qualification of interest under Article 39(a)(3). The decision of the Committee shall be deemed as final and no appeal shall be entertained. The Committee shall notify all Special Elected Director nominees of their eligibility within a week after the closing of nomination.

(3) There shall not be at any time three or more Elected Directors in the Council who have a direct or indirect commercial interest in the same business entity or venture other than those owned by the Society. In the case where the number of such Elected Directors have exceeded the prescribed number stated herein, the remaining Council Members not affected shall be empowered to remove any number of Elected Directors to comply with the provision in this Article. The seat(s) left vacant may be casually filled under Article 40.

(4) No Elected Director shall be permitted to hold any directorship, employment, office or consultancy position in any other similar organizations or corporations that are in competition or may have a potential conflict of interest with the Society.

(5) (i) The Council shall nominate one or more persons who are not Members of the Society to stand for election by the Full Members as the Independent Director.

The Independent Director shall:

(aa) exercise independent judgment and provide neutral, objective and impartial views in the deliberations and decision-making of the Council;

(bb) act at all times in the best interests of the Society as a whole and all its Members, and not as a representative of any particular class, sector or constituency of Members;

(cc) contribute professional knowledge, experience and expertise that complement those of the elected Directors and strengthen the Council's governance, strategic oversight and decision-making;

(dd) promote high standards of corporate governance, accountability, transparency and integrity in the affairs of the Society;

(ee) provide constructive challenge, independent oversight and objective advice to the Council and senior management where appropriate; and

(ff) perform such other duties and responsibilities as may be assigned by the Council or the Society in General Meeting, provided that such duties are consistent with these Articles.

A person nominated for election as the Independent Director shall satisfy the following qualifications:

(1) be a Singapore Citizen;

(2) possess substantial senior leadership experience in the management of a corporation, charity, public institution or other organisation with an annual turnover exceeding Five Million Singapore Dollars for a continuous period of not less than three (3) years;

(3) possess such academic, professional or other qualifications and experience as the Council considers appropriate having regard to the needs of the Society; and

(4) be independent of the Society and have no direct or indirect commercial, financial, professional, employment, family or other relationship which, in the opinion of the Council, is likely to impair, or reasonably be perceived to impair, the person's independent judgment in the discharge of his duties as an Independent Director.

(6) Every Director shall recognise that appointment to the Council carries significant responsibilities and an appropriate commitment of time and effort to the affairs of the Society. Without prejudice to the fiduciary duties and obligations of Directors under these Articles and applicable law, every Director shall be expected to:

(aa) attend all meetings of the Council and General Meetings of the Society, except where prevented by reasonable cause;

(bb) prepare for, actively participate in and contribute constructively to the deliberations and decision-making of the Council;

(cc) serve on such committees, working groups or task forces of the Council as may be appointed from time to time, having regard to the Director's experience, expertise and availability;

(dd) devote sufficient time and attention to understand the Society's affairs, strategic priorities, financial position, governance responsibilities and significant risks to enable the Director to discharge his duties effectively;

(ee) exercise independent judgment and act honestly, diligently and in good faith in the best interests of the Society; and

(ff) undertake such continuing education, training and familiarisation as the Council may from time to time consider appropriate to enable Directors to discharge their responsibilities effectively.

(b) The First Directors are: -

PAUL JEYASINGAM EDWARDS
GOH KENG LENG
KAM KEE YONG
KOH NAM SENG
KOH WHUAN LIANG
LEONG YOON PIN
KEN LIM CHIH CHIANG
MONTEIRO JEREMY IAN
TEO POH GEK
YEUNG CHIN WAI, WILLIE
YIM WING KUEN, JIMMY

who shall form the pro-tem Committee, the only functions of which are: -

(i) to convene the first General Meeting pursuant to Section 176 of the Companies Act for purposes of passing the Special Resolution adopting these Articles;

(ii) to convene the second General Meeting (being the first Annual General Meeting) for purposes of electing the Elected Directors;

(iii) to admit Members in accordance with the requirements of Article 5 during the period between the closure of the aforesaid first General Meeting and the aforesaid second General Meeting; and

(iv) to accept notices of termination delivered to any member of the pro-tem Committee pursuant to Article 9(f), such acceptance may be made by any member of the pro-tem Committee receiving such notice.

The First Directors shall, subject to the provisions of the Companies Act, hold office until the second General Meeting at which the election of Directors referred to in Article 39(b)(ii) shall take place.

(c) The Writer Full Members and the Publisher Full Members together shall elect a Chairman from among their number who, in the case of equality of votes in their voting, shall have a single casting vote both on a show of hands and on a poll in addition to the vote or votes which he is otherwise entitled to exercise in such election.

(d) For the purpose of this Article 39, any corporation, which is a Member may by resolution of its directors or other governing body, and any firm which is a Member may by instrument under the hand of a partner or the firm's attorney duly authorised, nominate any person being either a director, partner, officer or manager in the employment of such corporation or firm to act as a Director.

(e) At each Annual General Meeting three Publisher Directors and three Writer Directors shall, in addition to any Director retiring pursuant to Article 40, retire from office provided that each Director elected under Article 39(a)(1) shall hold office for a period of two years but not exceeding three years from the date of election except for interim provisions in Article 39(f). Each Director shall retire from office at the Annual General Meeting following that on which his term is due to expire but shall be eligible for re-election.

(f) Three Writer Directors and three Publisher Directors elected at the twelfth Annual General Meeting on 29 June 1999 shall have their term of offices extended by one Annual General Meeting, that is they shall retire at the fifteenth Annual General Meeting. The Directors whose office terms are to be extended shall be those with the higher number of votes in the last election. As between Directors who have equal number of votes, the retiring Directors shall, in default of agreement between them, be determined by vote in the Council. The Writer Directors whose offices are extended by one Annual General Meeting shall decide, subject to eligibility and approval of Council, whether they would want to be the Special Elected Directors provided for in Article 39(a)(1)(aa).

40. Subject to Article 39, the Directors who are Writer Members and the Directors who are Publisher Members shall respectively have the power to appoint a Writer Member or a Publisher Member to fill a casual vacancy or as an additional Director in either the category of a Director who is a Writer Member or in the category of a Director who is a Publisher Member as the case may be but so that the number of Elected Directors shall not exceed the number fixed by these Articles. Any Director so appointed shall retire from office together with the other Elected Directors in accordance with Article 39(e), but shall be eligible for re-election at the Annual General Meeting.

*Patron*

41. (a) The Council may appoint a Patron of Society who is either a Member or, not being a Member, a person who is a distinguished citizen of Singapore.

(b) The Elected Directors shall among the Writer Directors, elect the Chairman of the Council and the Deputy Chairman of the Council.

(c) Without prejudice to the fiduciary duties and responsibilities owed by every Director under these Articles and applicable law, the Chairman of the Council shall, in addition to his duties as a Director:

(i) provide leadership to the Council and promote its effective functioning;

(ii) lead the Council in setting the strategic direction, objectives and long-term vision of the Society;

(iii) approve and set the agenda for meetings of the Council, taking into account matters proposed by Directors and the Chief Executive Officer;

(iv) ensure that the Council receives accurate, timely, relevant and sufficiently clear information from senior management to enable informed decision-making and effective discharge of its governance responsibilities;

(v) serve as the principal liaison and communication channel between the Council and the Chief Executive Officer, while respecting the executive authority and responsibilities of the Chief Executive Officer in the day-to-day management of the Society;

(vi) promote constructive relations among Directors and between the Council and senior management, and facilitate open discussion and effective decision-making by the Council;

(vii) promote high standards of corporate governance and ensure that the affairs of the Society are conducted in accordance with these Articles, applicable law and good governance practices; and

(viii) perform such other duties and responsibilities as may be assigned by the Council or the Society in General Meeting, provided that such duties are consistent with these Articles.

*Patron entitled to notices etc.*

42. The Patron shall be entitled to receive notices of, attend and participate in all General Meetings, meetings of the Council and of any Committee of the Council, but unless he is a Writer Full Member or a Publisher Full Member, he shall not be entitled to vote at General Meetings or at meetings of the Council or of a Committee of the Council.

*Nomination of candidates for election*

43. (a) No person, unless recommended by the Council for appointment, shall be eligible for election to the office of Director at any General Meeting as Directors unless: -

(i) a notice in writing signed by a Full Member of his intention to propose such person for election; and

(ii) a notice signed by such person indicating his willingness to be elected

are left at the registered office of the Society not less than fourteen days nor more than twenty-one days before the date appointed for the meeting.

(b) A retiring Director shall be eligible for re-election and the provisions of Article 43(a) shall not apply to such person.

44. The Society in General Meeting may by ordinary resolution remove the Patron, Independent Director, Executive Director or any Elected Director before the expiration of his or her period of office, notwithstanding anything in these Articles or in any agreement between the Society and such person.

*Removal of Director*

45. (a) Other than the Independent Director and Executive Director, all Elected Directors shall not be remunerated for their services rendered to the Society, except for attendance fee at Council and Committee Meetings and such fee may, at the discretion of the Society, be determined from time to time in General Meeting.

*Directors' remuneration and expenses*

(b) The Council may, with the prior approval of the Society in General Meeting, remunerate in such manner as it thinks fit the Patron or any Director who shall be called upon to render any special services and which he may agree to render to the Society, or who shall have rendered any special services to the Society.

(c) The Patron and the Directors shall also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Council or any Committee of the Council or General Meetings or in connection with the Society's business.

46. The provisions of Section 153 of the Companies Act shall apply.

*Age limit for Directors*

## ALTERNATE DIRECTORS

*Appointment of Alternate Directors*

47. (a) A Nominated Director may at any time with the consent of the Council by writing under his hand and deposited at the registered office or by telefax, telex or by cable sent to the Secretary appoint any delegate to the Asian Committee of CISAC to be his Alternate Director and may in like manner at any time terminate such appointment. Any appointment or removal by telefax, telex or cable shall be confirmed as soon as possible by letter, but may be acted upon by the Society meanwhile.

(b) Any delegate to the Asian Committee of CISAC may act as an Alternate Director to represent more than one Nominated Director and such Alternate Director shall be entitled at Council meetings to one vote for every Nominated Director whom he represents.

(c) The appointment of an Alternate Director shall determine ipso facto if his appointor ceases for any reason to be a Nominated Director or if he himself becomes subject, where applicable, to any of the disqualifications mentioned in Article 54 or if he resigns or if he be requested in writing by a majority of the Directors to resign.

(d) An Alternate Director shall be entitled to receive notices of meetings of the Directors and to attend and vote as a Director at any such meeting at which the Nominated Director appointing him is not personally present and generally, if his appointor is absent from Singapore or is otherwise unable to act as such Nominated Director, to perform all functions of his appointment as a Director (except the power to appoint an Alternate Director) and to sign any resolution in accordance with the provisions of Article 63.

(e) An Alternate Director shall not be taken into account in reckoning the minimum or maximum number of Directors allowed for the time being under these Articles but he shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the Council attended by him at which he is entitled to vote Provided that he shall not constitute a quorum under Article 59 if he is the only person present at the meeting notwithstanding that he may be an Alternate to more than one Nominated Director.

(f) An Alternate Director may be repaid by the Society such expenses as might properly be repaid to him if he were a Director and he shall be entitled to receive from the Society such proportion (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the society from time to time direct, but save as aforesaid he shall not in respect of such appointment be entitled to receive any remuneration from the Society.

(g) The Council may, at its discretion, vest in an Alternate Director any special duties in connection with the business of the Society.

## POWERS AND DUTIES OF THE COUNCIL

48. The business and operations of Society shall be conducted and managed by the Council, who may exercise all such powers of the Society as are not required by the Companies Act or any of these Articles to be exercised by the Society in General Meeting, subject, nevertheless, to the provisions of the Companies Act and of these Articles.

*General powers vested in the Council*

49. Without prejudice to the general powers conferred by the last preceding Article, and the other powers conferred by these Articles, it is hereby expressly declared that the Council may, on behalf of the Society, execute the following powers, that is to say, the power:-

*Specific powers*

(a) from time to time to appoint any such person as Administrator or other officer of the Society for such term and at such remuneration as it may think fit and (subject to any contract entered into between the Society and such Administrator or other officer) from time to time to remove him and appoint some other person as Administrator or other officer in his place;

(b) to delegate to the Administrator 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;

(c) to borrow money and to mortgage or charge the undertaking and property of the Society or any part thereof, and to issue debentures as security for any debt, liability or obligation of the Society;

(d) to determine who shall be entitled to sign on the Society's behalf bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts and documents;

(e) to provide for the establishment and conduct of any branch office in any part of the world for the transaction and management of the business of the Society; and

(f) from time to time to appoint any corporation, firm, person or body of persons to be the attorney or attorneys of the Society in any part of the world for such purposes and with such powers, authorities and discretions, and subject to such conditions as may be thought fit.

50. (a) The Council shall have power from time to time to make, alter and repeal all such by-laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Society.

*By-laws*

(b) The Council shall adopt such means as it deem sufficient to bring to the notice of Members all such by-laws, alterations and repeals, and all such bylaws, so long as they shall be in force, shall be binding upon all Members. Provided that no by-laws shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum or Articles of Association of the Society, and that any by-law may be set aside by a Special Resolution of a General Meeting and such setting aside shall not invalidate any act carried out in accordance with such by-laws which were in force prior to such setting aside.

## MINUTES

51. (a) The Council shall cause Minutes to be duly entered in the books provided for the purpose – *Keeping of Minutes*

(i) of all appointments of officers made by the Council;

(ii) of the names of the Directors present at each meeting of the Council or of any Committee thereof;

(iii) of all orders made by the Council or a Committee thereof; and

(iv) of all resolutions and proceedings of General Meetings and of meetings of the Council and Committees thereof.

(b) Any such Minutes of any meeting of the Directors or any Committee or of the Society, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be receivable as prima facie evidence of the matters stated in such Minutes.

(c) The books containing the Minutes of General Meetings shall be kept at the registered office of the Society or the principal place of business in Singapore of the Society and shall be open to the inspection of Members between the hours of 2 p.m. to 5 p.m. on each business day.

(d) Any Director or the Secretary of any person appointed by the Council for the purpose shall have power to authenticate any documents relating to the constitution of the Society and any resolutions passed by the Society or the Council, and any books, records, documents and accounts relating to the business of the Society, and to certify copies thereof or extracts therefrom as true copies or extracts. *Power to authenticate documents*

(e) A document purporting to be a copy of a resolution of the Council or an extract from the minutes of a meeting of Council which is certified as such in accordance with the provisions of Article 51(d) shall be conclusive evidence in favour of all persons dealing with the Society upon the faith thereof that such resolution has been duly passed or, as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the Council. *Certified copies of resolution of the Directors*

## ALLOCATION OF MONIES

52. (a) All monies received by the Society in respect of the rights, licences or authorities granted by Members and Affiliated Societies pursuant to these Articles shall (after deduction of withholding tax and levies if any) be applied first to payment of all expenses of and incidental to the conduct, management and operation of the Society, and then, subject to Article 53, shall be allocated and distributed amongst the Members and Affiliated Societies in accordance with a scheme of distribution to be fixed from time to time by the Council.

*Order of application of receipts*

(b) Any scheme of distribution fixed by the Council shall comply with the terms and conditions of any agreement in force from time to time between the Society and any Member or Affiliated Society.

*Council to observe agreements*

(c) The Council shall fix the times for distribution of monies allotted to Members.

*Time of Distributions*

(d) The declaration of the Council supported by the certificate of the Auditors as to the amount of the monies received by the Society shall be conclusive.

*Certification of receipts*

(e) The Council may from time to time make to Members such interim allocations and/or distributions as in its judgement the position of the Society justifies.

*Interim allocations and/or distributions*

(f) For the purposes of this Article only, the word "Member" shall be deemed to extend to and include a past Member in respect only of such portion of his rights as are still vested in or controlled by the Society pursuant to Articles 9 and 10.

*Past Members*

(g) Allocations and distributions when made by the Council shall be final and binding except that the Council shall be at liberty to consider and if it thinks fit to admit any claims made by any interested person within two years of the date of the allocation or distribution concerned.

*Allocation and distributions final and binding*

(h) The Society shall maintain, and make available to Members on request, a Distribution Policy that sets out from time to time:

(i) the basis for calculating entitlements to receive payments from remuneration and/or licence fees collected by the Society (Revenue);

(ii) the manner and frequency of payments to Members; and

(iii) the general nature of amounts that will be deducted from Revenue before distribution

53. The Council may before making any allocation and distribution among the members and Affiliated Societies –

*Special provisions*

(a) apply out of the receipts such sums as it thinks proper or has agreed to contribute: -

(i) As a superannuation, benevolent, pension or similar fund which has been or may be established for the benefit of Members or ex-Members or any person at any time in the employment of the Society, or wives, widows, children or other dependants of such persons; and

(ii) for the relief of human suffering

(iii) any foundation, trust or similar fund which has been established for the purpose of promoting the use and recognition of Asian music.

*Reserve fund*

(b) set aside, out of the receipts of the Society, such sums not exceeding five per centum of the receipts of the Society for the preceding financial year as they think proper as a reserve fund to meet contingencies, or for special allocations, or for repairing, improving and maintaining any of the property of the Society, or for such other purposes as the Council shall in its absolute discretion think conducive to the interests of the Society; and to invest the several sums so set aside upon such investments as they may think fit and from time to time deal with and vary such investments and dispose of or any part thereof for the benefit of the Society and to divide the reserve fund into such special funds as they think fit with full power to employ the assets constituting the reserve fund in the business of the Society and that without being bound to keep the same separate from the other assets.

## DISQUALIFICATION OF DIRECTORS AND KEY OFFICERS

*Vacation of office of Director*

54. (a) The office of an Elected Director shall be vacated –

(i) if the Director ceases to be a Member; or in the case of a Director elected as the representative of a corporation or firm, if such corporation or firm ceases to be a Member;

(ii) if in the case of a Director elected as the representative of a corporation or firm, the Director ceases to hold the qualification required for such nominees pursuant to Article 39(f).

(iii) if the Director becomes bankrupt or makes any arrangement or composition with his creditors generally;

(iv) if the Director becomes prohibited from being a Director by reason of any order made under Section 154 of the Companies Act;

(v) if the Director becomes of unsound mind;

(vi) if the Director, by notice in writing to the Society left at the registered office, resigns his office;

(vii) if the Director without special leave of absence from the Council absents himself from the meetings of the Council, either during a period of six successive calendar months or during a period covered by three consecutive meetings, whichever is the longer, attendances at meetings of Committees of the Council to count as attendances at meetings of the Council; or

(viii) if the Director, or if a corporation or firm of which the Director is the nominee pursuant to Article 39(i) or of which he is a member, is directly or indirectly interested in any contract with the Society or participates in the profits of any contract with the Society other than a contract in respect of any Works the copyright of which such Director, corporation or firm is interested.

Provided, however, that a Director shall not vacate his office by reason of his having entered into contracts with or done any work for the Society or by reason of his being the nominee or a member of any corporation or firm which has entered into contracts with or done any work for the Society, if he shall have declared the nature of his interest or the nature of the interest of such corporation or firm in manner required by Section 156 of the Companies Act, but the Director shall not vote in respect of any such contract or work or any matter arising thereout; and if he does so vote, his vote shall not be counted nor shall he be counted in the quorum present at the meeting. Provided also that no Director shall vacate his office by reason of his being remunerated pursuant to Article 45.

(ix) if the Director is removed under Article 39(a)(3)

(b) A person is disqualified from being a Key Officer of the Society: *Vacation of office of Director*

(i) if the person is disqualified under any written law from being a director of a company;

(ii) if the person was a key officer of another collective management organisation at the time that other another collective management organisation was issued with a cessation order (excluding a cessation order that was set aside after reconsideration or appeal); or

(iii) if the person was removed as a key officer of another collective management organization under a regulatory direction (excluding a regulatory direction that was set aside after reconsideration or appeal). and if less than 3 years have expired after the cessation order or regulatory direction referred to in Article 54(b)(ii) and (iii) above.

## PROCEEDINGS OF THE COUNCIL AND COMMITTEES

55. The Council may meet together for the despatch of business, adjourn or otherwise regulate its meetings, as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote. Any Director may and the Secretary on the requisition of a Director shall at any time summon a meeting of the Council or of any Committee of the Council by giving at least five days' notice of the meeting of the Council or the Committee of the Council to every Director and in the case of a meeting of any Committee of the Council, to every Director who is a member thereof, whether he is present in Singapore or not. *Meeting and voting*

56. The quorum necessary for the transaction of the business of the Council shall be four. A meeting of the Council at which a quorum is present shall be competent to exercise all the powers and discretions for the time being exercisable by the Council. *Quorum*

57. The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of the Council, the continuing Directors may act for the purpose *Power to act even without quorum*

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

58. The Chairman of the Council shall preside at all meetings of the Council. If at any meeting of the Council the Chairman is not present within five minutes after the time appointed for holding the same, the Deputy Chairman shall preside to chair the meeting, or failing which, the Directors present may choose one of their number to be Chairman of the meeting. *Chairman*

59. (a) The Council may delegate any of its respective powers to Committees consisting of such Director or Directors as it thinks fit. Subject to Article 59(b), any Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Council. *Committees*

(b) The quorum necessary for the transaction of the business of a Committee of the Council may be fixed by the Council and, unless so fixed, shall be two.

60. Any Committee, appointed by the Council may elect a Chairman of its meetings. If no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting. *Chairman of Committees*

61. Any Committee appointed by the Council may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the Directors present, and in case of equality of votes the Chairman of the meeting shall have a second or casting vote. *Committees-meeting and voting*

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

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

(b) A resolution in writing may include approvals provided by electronic means, including email, provided that:

(i) each director entitled to receive notice of a meeting of directors clearly indicates their approval in writing;

(ii) the resolution is in like form across all responses; and

(iii) the approvals are received and documented by the Company Secretary or other designated officer of the Company.

## THE SECRETARY

64. The Secretary shall be appointed by the Council for such term, at such remuneration, and upon such conditions, as it may think fit; and any Secretary so appointed may be removed by the Council. *Appointment of Secretary*

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

## THE SEAL

66. (a) The Council shall provide for the safe custody of the Seal.

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

(c) The Society may exercise the powers conferred by the Companies Act with regard to having an official seal for use abroad, and such powers shall be vested in the Council. *Official Seal*

## ACCOUNTS

67. The Council shall cause proper books of account to be kept with respect to *Accounts to be kept*

(i) all sums of money received and expended by the Society and the matters in respect of which the receipt and expenditure take place; and

(ii) the assets and liabilities of the Society.

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 Society and to explain its transactions.

68. The books of account shall be kept at the registered office of the Society or at such other place or places in Singapore as the Council thinks fit, and shall be open to the inspection of the Directors. *Books of account*

69. The Council shall from time to time determine whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Society or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Society, except as conferred by the Companies Act or authorised by the Council or by the Society in General Meeting.

*Inspection of books of accounts*

70. The Council shall from time to time, in accordance with the Companies Act cause to be prepared, and to be laid before the Society in General Meeting, such accounts, balance sheets and reports as are required by the Companies Act.

*Accounts, balance sheets and*

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

*Copies of balance sheet and*

## AUDIT

72. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Companies Act. Every Auditor of the Society shall have a right of access at all times to the accounting and other records of the Society and shall make his report as required by the Companies Act.

*Appointment of Auditors*

73. Subject to the provisions of the Companies Act all acts done by any person acting as an Auditor shall, as regards all persons dealing in good faith with the Society, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment.

*Validity of acts of Auditors in spite of some formal defect*

## NOTICES

74. (a) Any notice or document may be given by the Society to any Member either (a) personally; or (b) by sending it by prepaid mail or by cable, or telex or telefax to him at his registered address, or if he has no registered address within Singapore, to the address (if any) within Singapore supplied by him to the Society for the giving of notices or documents to him.

*Method of giving notice*

(b) Any notice or document served under any of the provisions of these Articles on or by the Society or any officer of the Society may be tested or verified by telex or telefax or telephone or such other manner as may be convenient in the circumstances but the Society and its officers are under no obligation so to test or verify any such notice or communication.

75. Any Member with a registered address within Singapore or who shall have supplied to the Society an address within Singapore for the giving of notices or documents to him shall be entitled to have served upon him at such address any notice to which he is entitled under these Articles.

*Members shall be served at address in Singapore*

76. Any Member who having no registered address within Singapore and has not supplied to the Society an address within Singapore for the service of notices shall not be entitled to receive notices from the Society.

*No services of notice on Members with no Singapore address*

77. Any notice or document given in conformity with Article 74 shall be deemed to have been given at any of the following times as may be appropriate: -

*When service effected*

(i) when it is delivered personally to the Member, at the time when it is so delivered;

(ii) when it is sent by prepaid mail to an address in Singapore in the case of a notice of a General Meeting at the expiration of twenty-four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post; and

(iii) when the notice or document is sent by cable or telex or telefax on the day it is so sent.

78. In proving such service or sending, it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into the post office as a prepaid letter or that a telex or telefax was properly addressed and transmitted or that a cable was properly addressed and handed to the relevant authority for dispatch.

79. Any notice or document on behalf of the Society or of the Council shall be deemed effectual if it purports to bear the signature of the Secretary or other duly authorised officer of the Society, whether such signature is printed or written.

*Signature on notice*

80. When a given number of days' notice or notice extending over any other period is required to be given, the day of service shall, unless it is otherwise provided or required by these Articles or by the Act, not be counted in such number of days or period.

*Day of service not counted*

81. The provisions of Articles 74, 77, 78, 79 and 80 shall apply mutatis mutandis to notices of meetings of the Council or any Committee of the Council.

*Notice of meetings of Council or any Committee of Council*

82. Notice of every General Meeting shall be given to: -

*Notice of meetings of General Meeting*

(i) the Patron (whether or not he is a Member);

(ii) subject to Article 6, every Member except those who (having no registered address within Singapore) have not supplied to the Society an address within Singapore for the giving of notices to them;

(iii) the Auditors for the time being of the Society. No other person shall be entitled to receive notices of General Meetings.

## INDEMNITY

*Directors and officers entitled to indemnity*

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

## WINDING UP

*Procedure on winding up*

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