The Companies Act 1985

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL
(Adopted pursuant to the Special Resolution of 18 April 1999 and amended pursuant
to the Special Resolutions of 21 April 2005 and 24 April 2010)

ARTICLES OF ASSOCIATION
OF
INTERNATIONAL ARTIST MANAGERS' ASSOCIATION LIMITED

1. Definitions

In these Articles:

"the Act" means the Companies Act 1985 and any statutory modification or re
enactment thereof;

"the Association" means the International Artist Managers' Association Limited;

"Clients' Money" means money, of which the Member is not the beneficial owner,
received or held by a Member or by his firm on the account of a person for whom he or
it or his firm act in connection with the business of artist managers;

"Client Account" means an account which shall be in the name of a Member at a bank
and shall be used solely for the purpose of holding clients' money, or a separate account
opened in the name of a client or a person designated in writing by a client over which
the Member has a power of withdrawal on his sole signature or the signature of himself
or any partner co-director, servant, employee or other person connected with the firm.
A client account may be a current or deposit account;

"Extraordinary Resolution" shall have the same meaning as in the Act, namely - a
resolution passed by a majority of not less than three fourths of such Members as, being
entitled so to do, vote in person or, where proxies are allowed, by proxy at a general
meeting of which notice specifying the intention to propose the resolution as an
Extraordinary Resolution has been duly given;

the term "Member" includes, where the context so admits, Full Members, Affiliate
Members, Associated Members, Honorary Members and Honorary Life Members;

"Group of Companies" means;

(I) any group of companies which consists of any holding and subsidiary companies
as defined by section 736 of the Act; and
any group of bodies corporate or other firms, partnerships or legal entities which are associated or to be treated as associated within the meaning of section 2(6) of the Competition Act 1980.

"Ordinary Resolution" means a resolution passed by a simple majority of those voting;

"the seal" means the Common Seal of the Association;

"the Chief Executive" means any person appointed to perform the duties of the Chief Executive of the Association which shall also include all duties of the Secretary of the Association;

"Special Resolution" shall have the same meaning as in s 378 of the Act, namely - resolution passed by such a majority as is required for the passing of an Extraordinary Resolution save that reference to twenty-one days notice in s378(2) shall be substituted by twenty-eight days' notice.

"United Kingdom" means Great Britain and Northern Ireland.

Expressions referring to writing shall unless the contrary appears include reference to printing photography and other methods of reproducing words in visible form.

Unless the contrary appears words or expressions contained in these Articles shall bear the same meaning as in the Act. Words importing the masculine include the feminine, words importing the singular include the plural, and references to a "person" include corporations, non-corporate bodies and natural persons.

The expression "these Articles" when used herein means these Articles as from time to time amended, and includes any Appendices hereto.

2. Membership

The Board of Directors shall keep a register of the Members in accordance with s352 of the Act by recording their names, addresses, dates on which they became a Member, dates on which they ceased to be a Member and to which class of Member each belongs.

3. Eligibility for Membership

The following persons shall be eligible for membership of the Association:

(a) Full Members:

   (i) any person carrying on business as a professional artist manager; and

   (ii) who is approved by the Board of Directors;

(b) Affiliate Members:

   (i) any person not carrying on business as a professional artist manager but who carries on a business supplying to or receiving from the Association or Artists represented by its Members goods, services, finance or facilities or any organisation representing any such person or persons; and

   (ii) who is approved by the Board of Directors;
(c) Associated Members:

(i) any association or organisation not falling within the provisions of paragraphs (a) and (b) of this article 3; and

(ii) which is approved by the Board of Directors.

(d) Honorary Members:

(i) any person not falling within the provisions of paragraphs (a) and (b) of this article 3; and

(ii) who is invited by the Board of Directors to become an honorary member for such term and on such conditions as the Board of Directors shall determine.

(e) Honorary Life Members:

(i) any person not falling within the provisions of paragraphs (a) and (b) of this article 3; and

(ii) who is nominated by a Full Member; and

(iii) who is approved for admission to that membership by the Board of Directors.

4. Election of Members

(a) Any person described in Article 3(a)(i) may apply to be admitted as a Member of the Association (such person being hereinafter referred to as a "Full Member"). Any person described in Article 3(b)(i) may apply to be admitted as a Member of the Association (such person being hereinafter referred to as an "Affiliate Member"). Such application shall be made in the form to be determined from time to time by the Board of Directors. The Board of Directors shall have discretion to determine whether any applicant for membership falls within the class of person mentioned in paragraphs (a)(i), and (b)(i) of Article 3. The name of any person who applies for Membership shall be circulated to all the Full Members who may submit to the Board of Directors any objections to the approval of any such applicant(s) as a Member of the Association. The Board of Directors shall take into account such submissions, but the decision as to whether such application is approved shall be entirely within the discretion of the Board of Directors. If the application is approved by the Board of Directors as mentioned in paragraphs (a)(ii), and (b)(ii) of Article 3 such applicant shall be registered as a Full Member or Affiliate Member as the Board of Directors may determine.

(b) Any national or regional company, firm or entity or branch thereof which is part of a Group of Companies shall be eligible for membership of the Association notwithstanding that any other company, firm or entity or branch thereof within the same Group of Companies is a Member but subject always to the restrictions and limitations on voting set out in Article 8(f) below and the restrictions and the limitations on eligibility to stand for election to the Board of Directors set out in Article 10(e)(ii) below.
5. Termination of Membership

(a) The Board of Directors may terminate the membership of any Full, Affiliate or Associated Member:

(i) if that Full, Affiliate or Associated Member shall be three months or more in arrear with the payment of any amount due to the Association provided that the Member has been sent a formal demand for all such arrears at least one month before the expiry of the three month period;

(ii) if at any time that Full, Affiliate or Associated Member should fail to satisfy the criteria for a Full, Affiliate or Associated Member as provided in Article 3;

(iii) if that Full, Affiliate or Associated Member shall be adjudicated bankrupt or shall go into liquidation or become insolvent;

(iv) if that Full, Affiliate or Associated Member shall be in breach of these articles or of any other obligation arising out of his membership of the Association;

(v) if that Full, Affiliate or Associated Member shall be in breach of the Code of Practice as referred to in Article 10(a)(iii) or in breach of any law applicable in the Member’s country of registration with regard to the handling of client money;

(vi) if at the end of the first year of membership the Board of Directors decide to terminate that Full, Affiliate or Associated Member’s membership.

(vii) where in any territory or country which is the principal place of business of any Member, such Member is required by law to obtain a licence to carry on business as an artist's manager or any other business referred to in Article 3(b) or where in any such territory or country, such Member may be prohibited by law from carrying on such business:

(a) if that Full, Affiliate or Associated Member fails or ceases to have any such licence; or

(b) if that Full, Affiliate or Associated Member shall be subject to an order or direction prohibiting that Member from carrying on such business; or

(c) if that Full, Affiliate or Associated Member shall be subject to any application for any order or direction prohibiting such Member from carrying on such business

and the Board of Directors shall terminate the membership of any Full, Affiliate or Associated Member:

(viii) if the Members shall resolve that the Full, Affiliate or Associated Member should resign and he does not resign within 14 days of the passing of such resolution; and

(ix) if that Full, Affiliate or Associated Member resigns by not less than six months’ written notice delivered or sent to the Secretary.

(b) Except in the case of sub-paragraphs (i) and (ix) of paragraph (a) of this Article the Board of Directors shall:
(i) inform the Full or Affiliate Member in writing of the grounds on which it is proposed to terminate his membership and advise him that he has a period of four weeks (or two weeks in the case of termination under sub-paragraph (v) of paragraph (a) of this Article) in which to rectify his error or prepare his defence in writing (such defence not to comprise of more than 1,000 words) and provide the Board of Directors with 10 copies of the same;

(ii) fully and fairly consider whether or not the Full, Affiliate or Associated Member has rectified the error and/or consider the Full, Affiliate or Associated Member's written submission;

(iii) give the Full, Affiliate or Associated Member a written statement setting out its decision based on its consideration of the Full, Affiliate or Associated Member's written submission; and

(iv) simultaneously inform the Full, Affiliate or Associated Member of his rights to have the matter finally determined by the Appeals Committee.

(c) At the time when the Board of Directors shall inform such Member in writing of a termination under sub-paragraph (v) and (vii) of paragraph (a) of this Article as referred to in sub-paragraph (i) of paragraph (b) of this Article or at any time thereafter prior to any termination hereunder the Board of Directors shall be entitled to suspend the membership of such Member forthwith.

(d) No such termination shall have effect until the date when the Appeals Committee shall have finally determined the manner or (if such Full, Affiliate or Associated Member shall not by then have taken any steps to present his case to the Board of Directors or to have the matter determined by the Appeals Committee) two months (one month in the case of termination under sub-paragraph (v) and (vii) of paragraph (a) of this Article) after despatch to the Full, Affiliate or Associated Member of the findings of the Members or the Board of Directors.

(e) A Member shall remain a Member of the Association until termination hereunder or until the expiry or six months from the date of his written notice or resignation delivered to the Secretary at the Association's registered office.

(f) Upon termination of his membership a Member shall automatically cease to be or to be represented by, a Member of any committee of the Association.

(g) Upon termination of his membership, a Member shall not be entitled to recover any part of his subscription for the period then current.

5(A) The Board of Directors may terminate the membership of any Honorary Member or Honorary Life Member:

(i) if that Honorary Member or Honorary Life Member shall be adjudged bankrupt;

(ii) if, in the opinion of the Board of Directors, that Honorary Member or Honorary Life Member is likely to bring the Association into disrepute or otherwise be detrimental to the Association.

6. Affiliate and Associated Members

Affiliate and Associated Members may attend and speak at Meetings of the Members but may not vote thereat nor may they exercise any of the rights of Full Members.
6(A) Honorary Members and Honorary Life Members:

Honorary Members and Honorary Life Members may, on invitation from the Chairman attend at meetings of the Members but may not vote thereat nor may they exercise any of the rights of Full Members. This is without prejudice to the rights of a Full Member which may be represented at meetings of the Members and in other respects by a person who is in their own right an Honorary Member or Honorary Life Member.

7. Meetings of the Members

(a) The Board of Directors shall call an Annual General Meeting in every year at such time (within a period of not more than fifteen (15) months after the holding of the last preceding Annual General Meeting) and place as may be determined by the Board.

(b) All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

(c) Extraordinary General Meetings of the Members may also be called at any time in accordance with the Act by the Chairman of the Association or by the Board of Directors or by a requisition by Full Members representing not less than one tenth of the total voting rights of all the Full Members having at the date of deposit of the requisition a right to vote at Extraordinary General Meetings.

(d) An Annual General Meeting and an Extraordinary General Meeting at which it is proposed to pass a Special Resolution shall be called by twenty-eight (28) days' notice in writing at the least and similarly any other general meeting by twenty-eight days' notice in writing at the least (exclusive in either case of the day on which the notice is served or deemed to be served and of the day for which it is given).

(e) Every notice calling a general meeting shall specify the place and the day and hour of the meeting and the nature of the business to be transacted and in the case of an Annual General Meeting shall also specify the meeting as such. If any resolution is to be proposed as an Extraordinary Resolution or as a Special Resolution the notice shall contain a statement to that effect.

(f) The notice of such Special Resolution shall specify the place, date and time of the meeting and shall set out verbatim the Resolution to be proposed thereat.

(g) At each Annual General Meeting the Board of Directors shall lay before the Members a statement of accounts (together with the auditors' report thereof) and a report on the activities of the Association in respect of the financial period of the Association last ended in such form as may be required by law.

8. Procedure at Meetings of the Members

(a) Quorum

No business shall be transacted at any meeting of the Members unless a quorum of 15 Full Members is present in person or by representatives at the time when the Meeting proceeds to business.

(b) If within an hour from the time appointed for the Meeting a quorum is not present, the Meeting, if convened upon the requisition of Full Members shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at
the same time and place, or to such other day and at such other time and place
as the Board of Directors shall appoint, and if at such adjourned meeting a
quorum is not present within an hour from the time appointed for holding the
meeting the Full Members present in person or by their representative shall be
a quorum.

(c) **Chairman**

The Chairman of the Association shall be the Chairman of the Annual General
Meeting and all meetings of the Members. In the event of his absence, from all
or any of such meetings, or his unwillingness to chair any such meeting, that
meeting shall be chaired by one of the Deputy Chairmen as agreed between
them or in their absence the Members shall elect the Chairman.

(d) **Adjournment**

The Chairman may with the consent of any meeting at which a quorum is present
adjourn the meeting from time to time and from place to place but no business
shall be transacted at any adjourned meeting other than business left unfinished
at the meeting from which the adjournment took place. Whenever a meeting is
adjourned for seven days or more, notice of the adjourned meeting shall be given
in the same manner as an original meeting.

(e) **Voting**

No Full Member, nor any representative acting on his behalf shall be entitled to
vote at any general meeting of the Members unless the Annual Subscription
presently payable by him to the Association has been paid. Full Members who
are companies, firms or entities or branches thereof within a Group of
Companies shall be subject to the restricted voting rights set out in paragraph (f)
below. Subject thereto:

(i) on a show of hands every Full Member present at a meeting of the
Members in person or by representative shall have one vote but so that
a representative shall only have one vote on a show of hands regardless
of the number of Full Members he then represents;

(ii) any two or more Full Members present and entitled to vote at a meeting
of the Members in person or by representation may jointly demand that
voting in respect of any resolution shall be by secret ballot. On a ballot
each Full Member present in person or by representative shall have one
vote and a representative shall have one vote for each Full Member he
then represents. The procedure to be adopted for any such a ballot shall
be as set out in Appendix A (paragraph 1) to these Articles;

(iii) the Chairman of any meeting shall not vote unless there shall be an
equality of votes on a secret ballot in which event the Chairman shall
have a casting vote. Except otherwise provided in these Articles or the
Acts a resolution of a meeting may be passed by a simple majority of
votes;

(iv) unless a secret ballot is so demanded, a declaration by the Chairman
that a resolution has on a show of hands been carried or carried
unanimously, or by particular majority or lost and an entry to that effect
in the minutes of proceedings of the Association shall be conclusive of
evidence of the fact without proof of the number or proportion of the votes
recorded in favour of or against such resolution;
the demand for a secret ballot may be withdrawn; and

in the case of an equality of votes on a show of hands, the Chairman of the meeting shall be entitled to a casting vote.

Where there are 3 or more Full Members which belong to the same Group of Companies, a maximum of 3 such Full Members shall be entitled to vote at any General meeting of the Members or in respect of any other issue or resolution or election to be subject to a vote of the Members. The Chief Executive shall be informed at least 24 hours prior to any such Meeting or the closing date of voting in the case of any postal vote which 3 Full Members within the Group of Companies are nominated to vote. Subject to the above, paragraphs (e) above and (g) below shall apply.

Representatives

Subject to paragraph (f) above each Full Member may nominate one representative to attend and vote at any meeting of the Members. Such nomination or any change in an existing nomination shall be notified in writing to the Chief Executive not less than twenty-four (24) hours before the time appointed for such meeting. Provided the Chief Executive has not received notice not less than twenty-four (24) hours before a meeting of revocation of any such nomination any such representative shall be authorised to attend, speak and vote at such meeting, on behalf of the nominating Full Member. The nomination shall be in such written form as may be approved from time to time by the Chief Executive.

9. Client Account

Every Member who receives clients’ money in any capacity other than that of beneficial owner shall keep such money in a client account and shall account at the due time to such client in respect of such money held paid or received by a Member on behalf of such a client and shall keep such accounting records as are specified in any regulations made by the Association and provide such reports and certificates as may also be required by the Association.

Regulations shall be made in accordance with Article 10 below for the administration and enforcement of the provisions of paragraph (a) of this Article and such regulations may allow for exceptions to or variations of such provisions.

10. The Board of Directors

Powers and Duties

The Board of Directors shall manage all the affairs of the Association and may exercise all the powers of the Association except for those which must under these Articles be exercised by a meeting of the Members or by the Appeals Committee. The Board of Directors shall inform the Members in accordance with the provisions of Article 7(c) hereof.

The Chairman and/or the Board of Directors shall be entitled in his or their absolute discretion to refer matters which in his or their opinion are of major importance, to an Extraordinary General Meeting of the Members. In reaching a final decision in such matters the Board of Directors shall take account of the view of the Members.
(iii) The Board of Directors shall without limiting the generality of the above establish regulations to be observed by Members of the Association and such regulations may be set out from time to time in a Code of Practice with which the Members must comply. Such regulations may include in particular regulations relating to the holding of clients' money and the keeping by each Member of a client account and requiring the provision of appropriate reports and certificates by Members. All such regulations shall be subject to the prior approval of a meeting of the Members before being implemented by the Board of Directors but the Board of Directors shall itself determine the wording of any accountant's or auditor's report or certificate to be used in the administration of such regulations.

(b) Without prejudice to the provisions of paragraph (a) of this Article the Board of Directors shall have power, in the event of any Member failing to pay his Annual Subscription promptly, to make it a condition of the continued membership of such Member that for the year in which such Member is in arrear with this subscription the Board of Directors may increase his Annual Subscription by an amount not exceeding 25% thereof. Any Member aggrieved thereby may appeal to the Appeals Committee within one month of his being notified of such increased subscription.

(c) **Appointment of Agents**

The Board of Directors may appoint any person or body of persons to be agents for the Association for such purposes and with such powers as the Board of Directors shall think fit.

(d) **Co-opting of members**

The Board of Directors may from time to time co-opt up to a maximum of 4 Full Members and 3 Affiliate Members to serve on the Board of Directors for such period as the Board of Directors shall determine save that no such appointment or series of appointments of any co-opted Member shall exceed a period of 2 years with the option to remain in office for a third year. They shall retire at the end of the calendar year being 2 years after the date that they took office unless they have exercised the aforementioned option in which case they shall retire at the end of the calendar year being no later than 3 years after the date that they took office. The Board of Directors shall be entitled to remove any co-opted Members by simple majority at any time. Co-opted Members shall each be entitled to vote as a member of the Board of Directors on any business of the Board of Directors except any business relating to the co-opting of Members or the removal of any co-opted Members. In considering co-options to the Board of Directors, the Board of Directors shall have full regard to the overall interests of the Members taking into account geographical representation and specialist expertise.

(e) **Appointment**

(i) The Board of Directors shall consist of not more than 10 (or such other number as the Members may from time to time determine) elected representatives of Full Members (excluding for these purposes any Co-opted Members). Of the elected representatives, one or two shall be the Deputy Chairmen of the Association and one shall be Honorary Treasurer of the Association. The remainder shall be elected by the Members in accordance with the procedure set forth in Appendix A5 (1) hereof. The members of the Board of Directors shall remain in office for a period of 2 years with the option to remain in office for a third year. They shall retire at the end of the calendar year being 2 years after the
date that they took office unless they have exercised the aforementioned option in which case they shall retire at the end of the calendar year being no later than 3 years after the date that they took office. A member of the Board of Directors shall express his desire to remain in office for a third year in writing to the Board of Directors no later than by the end of September in his second year in office. Retiring Board Members shall be eligible for re-election or re-appointment as the case may be for a further period of 2 years with the option to remain in office for a third year, thereby remaining in office up to a maximum of 6 years, after which they are required to stand down.

(ii) Notwithstanding anything in sub-paragraph (i) above, where there is more than one Full Member who is part of the same Group of Companies, no more than one of those Full Members within that Group of Companies shall be entitled to be represented on the Board of Directors at any one time.

(iii) If a person who is a member of the Board of Directors ("the Original Board Member") ceases to be a partner director employee or sole principal of a Member ("the Original Member") and joins another Member of the Association the Original Board Member shall remain in office as a member of the Board of Directors subject only to the powers of the Members under Articles 10(g) and 10(h) and to the following rules:

(a) if the Original Board Member joins a Member of the Association which is not represented on the Board of Directors the Original Member shall be entitled to nominate another person for office on the Board of Directors (in addition to the Original Board Member who shall remain in office as a member of the Board of Directors) but the election of any such person shall be in accordance with the procedure set out in Appendix A5 (2). Any person so appointed shall hold office only until the end of the calendar year and shall then be eligible for re-election;

(b) if the Original Board member joins a Member of the Association which is already represented on the Board of Directors by an officer who is Chairman or Deputy Chairman or Treasurer of the Association such officer shall retain his position on the Board of Directors and the Original Board Member shall be deemed to have resigned unless he also is a Chairman or Deputy Chairman or Treasurer of the Association in which case the other members of the Board of Directors shall be able to determine by a simple majority which of the Original Board Member or such officer shall retain his or her position on the Board of Directors;

(c) if the Original Board Member joins a Member of the Association which is already represented on the Board of Directors by a person who is not a Chairman or Deputy Chairman or Treasurer of the Association and the Original Board Member is also not Chairman or Deputy Chairman or Treasurer of the Association then the other members of the Board of Directors shall be able to determine by a simple majority which of the Original Board Member or such other person shall retain his or her position on the Board of Directors;

(d) if the Original Board Member joins a company, or any other firm which is not a Member of the Association the Original Board
Member shall automatically cease to be a member of the Board of Directors.

(iv) If two or more Members of the Association shall merge the new firm or company, formed by the Members shall constitute one Member of the Association ("the New Member") and have one vote and any member of the Board of Directors who was a partner director employee or principal of either of the former Members shall remain a member of the Board of Directors save that if more than one director partner or employee of the New Member is a member of the Board of Directors then if one or more such member is Chairman or Deputy Chairman or Treasurer of the Association then he shall retain office as a member of the Board of Directors and the other such member or members shall be deemed to have resigned. If more than one of such members is a Chairman or Deputy Chairman or Treasurer of the Association or none of them is the remaining members of the Board of Directors shall be able to determine by a simple majority which of such members of the Board of Directors shall retain his or her position on the Board of Directors.

(f) Chairman

The Chairman of the Board of Directors will be the Chairman of the Association. In the event of the Chairman's absence from all or any meetings of the Board of Directors or his unwillingness to chair any such meeting, one of the Deputy Chairmen as appointed by majority vote of the Board of Directors to take the Chair and in the event of both Deputy Chairmen being absent from all or any meetings of the Board of Directors or their unwillingness to Chair any such meeting, that meeting shall, subject to the foregoing proviso, elect a Chairman from within its number.

(g) Removal

The Members shall have the power to remove by Ordinary Resolution for which special notice shall not be required, any person from the Board of Directors.

(h) Proceedings

(i) The Board of Directors may meet for the despatch of business, adjourn and otherwise regulate its meetings as it shall think fit.

(ii) Resolutions of the Board of Directors shall be decided by a majority of votes.

(iii) A meeting of the Board of Directors may be convened at any time by at least 21 days notice given by the Chief Executive. The Chief Executive shall be bound to convene a meeting on the requisition of not less than 5 Board members.

(iv) The quorum for the transaction of business by the Board of Directors shall be 5 or such other number as may from time to time be fixed by the Board.

(v) The Chairman shall not vote unless there be an equality of votes in which event the Chairman shall have a casting vote.

(vi) A resolution in writing signed by or on behalf of all members of the Board of Directors shall be as valid and effective as if it has been passed at a meeting thereof duly convened and held.
(vii) The Members shall have power at any time when a casual vacancy occurs to appoint any Full Member to be a member of the Board of Directors to fill such vacancy in accordance with the procedure set out in Appendix A5(2). Any person so appointed shall hold office only until the end of the calendar year and shall then be eligible for re-election.

(viii) All Members shall receive the Agenda and Minutes of Board of Directors Meetings on request. Members may attend meetings only if invited to do so by the Chairman of the Board of Directors but in any event will not speak at Board Meetings unless invited to do so by the Chairman of the meeting.

(i) Expenses

The members of the Board of Directors shall be paid all reasonable expenses properly incurred by them in attending and returning from Board of Directors meetings or general meetings of the Association or in connection with the business of the Association. Any further expenses reasonably and properly incurred in connection with their duties as a member of the Board of Directors may be reimbursed at the discretion of the Board of Directors.

11. The Executive Committee

(a) Subject to the provisions of this article and provided that such delegation does not conflict with the powers which must, under these Articles, be exercised by the Board of Directors or the Appeals Committee, the Board of Directors may delegate the day to day management of the Association to the Executive Committee. The Executive Committee shall consist of the Chairman of the Association, the Deputy Chairman (or, as the case may be, Deputy Chairmen) and the Honorary Treasurer.

(b) The Board of Directors has absolute power to amend the terms of reference of the Executive Committee or to withdraw its delegated authority from the Executive Committee or to disband the Executive Committee.

(c) Notice of meetings of the Executive Committee shall be given to each member of the Board of Directors (at the same time as notice is given to the members of the Executive Committee). Each member of the Board of Directors shall be entitled to attend any meeting of the Executive Committee, in person or by teleconference. A member of the Board of Directors exercising his right to attend a meeting of the Executive Committee shall be entitled to take a full part in the meeting other than on the vote in relation to any resolution of the meeting. For the avoidance of doubt, only the members of the Executive Committee shall be entitled to vote on any resolution proposed at a meeting of the Executive Committee.

(d) All proceedings of meetings and actions of the Executive Committee will be minuted and reported in writing, by the Secretary of the Association, to each member of the Board of Directors within 7 days of any such meeting or action.

12. Other Committees

The Members or the Board of Directors may delegate any of their powers to such Committees as they think fit provided that such delegation does not conflict with the powers which must, under these Articles, be exercised by the Members, the Board of Directors or the Appeals Committee. The Board of Directors will inform the Members of
any such powers so delegated. The Chairman of "Other Committees" shall be a Full Member and shall be elected either by way of a Membership Election or as directly appointed by the Board of Directors (it being at the sole discretion of the Board of Directors as to which alternative approach is chosen). Such Chairman shall remain in office for a period of 2 years with the option to remain in office for a third year. They shall retire at the end of the calendar year being 2 years after the date that they took office unless they have exercised the aforementioned option in which case they shall retire at the end of the calendar year being no later than 3 years after the date that they took office.

(a) **Membership of Committees**

Subject to sub-clause (b) below, the members of the above-mentioned Committees shall be Members of the Association willing to act in that behalf whether or not such Members are also members of or represented by members of the Board of Directors. Any such Committee shall in exercise of the function so delegated conform to any regulations that may be imposed upon it by the Members or the Board of Directors as the case may be and subject thereto, shall determine its own rules of procedure.

(b) the Board of Directors may appoint to any committee any persons who are not Members of the Association, insofar as the Board of Directors considers it necessary or desirable to do so taking into account the specific function and/or powers delegated to the committee, and any specialist knowledge or experience required to enable such committee to exercise its powers or carry out the functions so delegated provided always that such non-Members shall not at any time exceed one-third of the total number of members of the committee

(c) **Removal**

The Members (by Ordinary Resolution) or the Board of Directors as the case may be, shall have the power to remove any person from other Committees.

13. **Appeals**

(a) In the first instance the Board of Directors shall have power to determine appeals or complaints by:

(i) Full or Affiliate Members whose membership the Board of Directors or the Members shall have resolved to terminate as provided in article 5 (except sub-paragraphs (a)(i)(iv) thereof);

(ii) Members whose subscription shall have been increased by the Board of Directors pursuant to paragraph (b) of article 10; and

(iii) Members who complain that action contrary to these articles has been taken by any member of the Association or any Officer or committee thereof (except an Appeals Committee).

(b) The Board of Directors may (and in the event of a Member being dissatisfied with the determination of an appeal or complaint shall) appoint an Appeals Committee consisting of five Full Members (or, at the discretion of the Board of Directors, of four Full Members and one Affiliate Member) of which at least two shall be members of the Board of Directors. Those five members of the Appeals Committee shall then appoint one of their number (who must be a Full Member) as Chairman of the Appeals Committee.
The Appeals Committee shall have the power to decide upon its own procedure for considering an appeal or complaint and for making determination thereon but so that:

(i) any person or persons whose acts or omissions are impugned or criticised shall be given reasonable notice of the charges brought against him or them and shall be given a reasonable time to prepare his or their defence;

(ii) the complaint of every such person shall be given proper and due consideration;

(iii) a written statement of the findings of the Appeals Committee shall be given to every such person; and

(iv) no restriction shall be placed on any Member in respect of his instituting or prosecuting or defending any proceedings before any court or tribunal or giving evidence in any such proceedings.

The decision of an Appeals Committee shall be final and binding on all the parties.

On completion of its task of hearing and pronouncing of an appeal, an Appeals Committee shall be dissolved.

14. Officers

(a) President

The Board of Directors shall have the power to appoint a person to be the President of the Association for such term and on such conditions as it shall decide. The Members by special resolution shall have the power to remove the President from office.

(b) Chairman

The Board of Directors shall appoint the Chairman of the Association. The initial term of office of a Chairman shall be two years. A retiring Chairman shall be eligible for re-appointment to the office of a Chairman for a further term of one year and thereafter will be eligible for re-appointment for four further terms each of one year but for no further term (that is, for no more than a total period in office of seven consecutive years). It shall not be necessary for the Chairman to be a representative of a Member. The provisions of this Article shall be effective from the date of its adoption and shall at the discretion of the Board of Directors apply to the incumbent Chairman notwithstanding the previous provisions contained in these Articles relating to the appointment of the Chairman and his term of office.

(c) Deputy Chairman

The Members shall elect one or two Deputy Chairmen of the Association by postal, facsimile or other electronic ballot as set forth in Appendix A2 to these Articles. A retiring Deputy Chairman shall be eligible for re-election.
(d) **Honorary Treasurer**

The members shall elect the Honorary Treasurer as set forth in Appendix A4 to these Articles. A retiring Honorary Treasurer shall be eligible for re-election. The Members by Special Resolution shall have the power to remove the Honorary Treasurer from office.

(e) **Other Officers**

The Members shall have the power to appoint any person whether or not a member of the Association to be a Principal Officer of the Association.

(f) The areas of responsibility of the Principal Officers appointed by the Members shall be approved by the Members and reflected in the contracts of the Officers concerned. In exercising the powers conferred by this paragraph and paragraphs following, the Members shall have due regard to recommendations made by the Board of Directors.

(g) The Board of Directors may fix the terms, including remuneration upon which the Chairman and Principal Officers shall hold office.

(h) The Board of Directors may terminate the appointment of any Principal Officer if such Officer commits any act in breach of his contract notwithstanding anything in any contract between the Association and any such Officer but without prejudice to any claims any such Officer may have against the Association. Any Principal Officer tendering his resignation shall do so to the Board of Directors.

(i) The Members may terminate the appointment of any Principal Officer of the Association for any reason notwithstanding anything in the contract between the Association and any such Officer but without prejudice to any claim any such Officer may have for breach of any contract.

(j) In addition to the powers expressly conferred by these Articles on the Principal Officers or any of them the Principal Officers of the Association shall be entitled to attend and speak at meetings of the Members, or at any meeting of any committee of the Association.

15. **Subscription and Fees**

(a) Subscription shall be the subject of automatic annual review by the Board of Directors at which time the amount of payment due in respect hereof shall be fixed by the Board of Directors and may (subject to paragraph (b) of Article 10) consist of a fixed annual amount (hereinafter called “the Annual Subscription”) together with (in the case of Full Members) a further amount (in these Articles called “Artist Subscription”) which may be based upon the number of Artists represented exclusively by a Full Member in accordance with the provisions of Appendix B.

(b) If any dispute should arise between a Full Member and the Association as to the amount of that Full Member’s Artist Subscription the dispute shall be referred to some person whose place of business is situated in the United Kingdom as may be mutually agreed between the Full Member and the Board of Directors or in default of such agreement such person as may be appointed by the President of the Law Society and the decision of such person shall be final and binding. Such person shall have power to award costs incurred in the resolution of such dispute. No Member shall be treated as being in arrear with the payment of his
Artist Subscription for the purpose of any of these Articles if a dispute in regard thereto is pending under the provision of this paragraph.

16. **Auditors**

The Full Members shall at each Annual General Meeting elect the auditors of the Association who shall hold notice until the conclusion of the next following Annual General Meeting.

17. **Accounts**

(a) The Board of Directors shall cause proper books of account to be kept for the Association at the Registered Office of the Association or such other place as the Board of Directors think fit and such books shall always be open to inspection by members of the Board of Directors or any sub-committee delegated by the Board of Directors for this purpose.

(b) The Board of Directors shall from time to time determine whether and to what extent and under what conditions the accounts and the books of the Association or any of them shall be open to the inspection of Members.

(c) The Board of Directors shall from time to time cause to be prepared and to be laid before the Association in a general meeting such profit and loss account, balance sheets and reports as are required by the Act.

(d) A copy of every balance sheet (including every document required by the Act to be annexed thereto) which is to be laid before the Association in general meeting shall be available to every Member of the Association on request not less than 21 days before the date of the meeting.

18. **Agreements**

(a) Each member shall accept and observe all agreements concerned with any matter entered into by the Association provided that such agreements shall have been authorised by the Members.

Members shall use their best endeavours to ensure that non-members with whom they are associated likewise observe such agreements and agreed interpretations thereof.

(b) Where a Member controls a non-member, that Member shall use his best endeavours to ensure that the non-member accepts and observes all such agreements and agreed interpretations thereof.

PROVIDED THAT when such non-member acts in breach of such agreements or agreed interpretations thereof, the Member with which each such non-member is associated shall not be deemed to have acted in breach solely by reason of the breach by the non-member.

19. **Application of Funds**

All the property and funds of the Association shall be applied by or under the authority of the Members for the purposes of the Association. The Board of Directors shall authorise the investment of any of the funds of the Association.
20. **Alteration of the Articles**

These Articles and Memorandum of Association may at any time and from time to time be amended by the Members by Special Resolution PROVIDED THAT clauses 3, 4 & 5 of Appendix A may at any time and from time to time be amended by the Members by Ordinary Resolution.

21. **Copies of Articles, Reports and Accounts**

(a) A copy of these Articles may be obtained by any Member on application to the Chief Executive on payment of such amount as may from time to time be determined by the Board of Directors.

(b) A copy of the last Annual Report and accounts of the Association may be obtained by any Member on application to the Chief Executive free of charge.

(c) Any Member of the Association may at any time inspect the Register of Members.

22. **Seal**

The Board of Directors shall provide for the safe custody of the seal which shall only be used under the authority of the Board of Directors and every instrument to which the seal shall be affixed shall be signed by a member of the Board of Directors and shall be countersigned by the Chief Executive or by another member of the Board of Directors or some other person appointed by the Board of Directors for the purpose.

23. **Notices**

(a) Any notice or other written communication may be given or served by the Association on any Member personally or sent by post or airmail or by facsimile addressed to such Member at his address shown in the Register of Members.

(b) Any notice or other written communication by a Member on the Association must be served personally or sent by facsimile and post.

(c) Any such notices shall be deemed to be served:

   (i) if personally delivered, at the time of delivery;

   (ii) if posted, at the expiry of the three business days or in the case of airmail four business days after it was posted;

   (iii) if sent by facsimile, at the time of transmission (if sent during normal business hours, that is 9.30am to 17.30pm local time) in the place from which it was sent or (if not sent during such normal business hours) at the beginning of the next business day in the place from which it was sent.

(d) In proving such service it shall be sufficient to prove that personal delivery was made, or that such notice or other written communication was properly addressed stamped and posted or in the case of a facsimile message that an activity or other report from the sender's facsimile machine can be produced in respect of the notice or other written communication showing the recipient's facsimile number and the number of pages transmitted.
(e) Notice of every general meeting shall be given in a manner provided in these articles to:

(i) every Member;

(ii) every person being a legal personal representative or trustee in bankruptcy of a Member where the Member but for his death or bankruptcy would be entitled to receive notice of the meeting;

(iii) the Auditor of the Association;

(iv) every Principal Officer of the Association.

24. Indemnity

Provided that the provisions of this Article shall only have effect insofar as its provisions are not avoided by section 310 of the Act every Principal Officer of the Association and Member of the Board of Directors shall be indemnified out of the assets of the Association against all losses or liabilities which in such capacity he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 727 of the Act, in which relief is granted to him by the Court and no Principal Officer or Member of the Board of Directors shall be liable for any loss, damages or misfortune which may happen to or be incurred by the Association in the execution of the duties of his office or in relation thereto.

25. Winding Up

The Association shall be wound up voluntarily whenever an Extraordinary Resolution is passed requiring the Association to be so wound up. Subject to clause 5 of the Memorandum of Association which shall have effect as if the provisions thereof were repeated herein, upon the passing of such a Resolution the property of the Association shall be realised by the Board of Directors and the surplus, if any, after discharging or providing for all debts and liabilities of the Association shall be distributed among the Members rateably according to the amount of subscriptions respectively paid by such Members to the Association during the three complete financial years last preceding the date of dissolution.
APPENDIX A

VOTING AND ELECTION PROCEDURES

1. Meeting of Members

Article 8(e) provides that any Full Member or representative present at a General Meeting may demand a secret ballot. This procedure is as set forth below:

(a) on any demand for a secret ballot the Chairman shall announce the resolution(s) the subject of the ballot to the members present;

(b) the Chief Executive shall provide ballot papers so prepared that each Full Member or duly authorised representative entitled to vote at meetings of the Members may vote "for" or "against" the resolution(s);

(c) the ballot papers shall be folded by each Full Member or duly authorised representative and collected by the Chief Executive; and

(d) the Chief Executive shall open and count the votes in the presence of two scrutineers nominated by the Members and the Chairman shall announce the result.

2. Election Procedure for a Deputy Chairman of the Association

(a) Not less than 2 weeks before the last meeting of the Members prior to the end of the calendar year (being not more than 2 years from the beginning of the calendar year at which the Deputy Chairman was appointed) the Chief Executive shall despatch a letter or email to each Member asking for nominations for Deputy Chairman for the ensuing 2 years and specifying the date by which such nominations are to be returned.

(b) Each Member may nominate any person who is a Full Member of the Association as defined in Article 4 but must seek that person's prior consent to stand for office and so indicate on the nominations paper.

(c) The Chief Executive and one other officer shall open and scrutinise the returns. In the event that there is more than one nomination for the Deputy Chairmanship, the Chief Executive shall then send out numbered voting papers giving the names of all nominees.

(d) The Full Members each have one vote and shall return the voting papers to the Chief Executive by online to the Association using a designated unique password by such date as the Chief Executive shall determine.

(e) The votes shall be counted at least 7 days prior to the end of the calendar year in the presence of two scrutineers who shall not be candidates for the Deputy Chairmanship and the result shall be announced by the Chairman at the next General Meeting.

(f) In the event that there is only one nomination for the Deputy Chairmanship that nominee shall be elected ipso facto and the Deputy Chairman will similarly announce the result at the meeting of the Members.
3. Nomination procedure for elections under clauses 4, 5(1) and (2)

(a) Not later than 30 September of the relevant year the Chief Executive shall send a letter to all Full Members as the case may be inviting them to declare in writing that they will or will not stand for election as Honorary Treasurer or as ordinary members of the Board of Directors.

(b) The letter will state that any Full Member failing to return a positive or negative declaration within 20 working days of despatch of the letter shall be deemed to have declared that he is not prepared to stand for any or all of the said elections during the forthcoming year.

4. Election procedure for Honorary Treasurer

(a) Not less than 5 weeks prior to the end of the calendar year being not more than 3 years from the beginning of the calendar year at which the Honorary Treasurer was elected the Chief Executive shall despatch numbered voting papers to each Full Member. The voting papers will list separately only the names of Full Members who have declared their intentions to stand for election as Honorary Treasurer under clause 3 hereof.

(b) The Full Members have one vote only for the Honorary Treasurer.

(c) The Full Members shall return their completed voting papers by online to the Association using a designated unique password to the Chief Executive by the closing date for the voting.

(d) The votes shall be counted not later than one working day after the closure of voting in the presence of the current Chairman of the Association and one scrutineer who shall not be a candidate for the post of Honorary Treasurer.

(e) The results will be announced forthwith and the elected Honorary Treasurer will assume his seat at the first meeting of the newly-elected Board of Directors.

5. (1) Election procedure for the Board of Directors

(a) Not less than 5 weeks prior to end of the calendar year the Chief Executive shall despatch numbered voting papers to all Full Members. The voting papers will list only the names of Full Members who under clause 3 hereof have declared their intention to stand for election to the Board of Directors.

(b) The Full Members each have up to six (6) votes from among the names listed on the voting paper.

(c) The Full Members shall return their completed voting papers by online to the Association using a designated unique password to the Chief Executive by the closing date for the voting.

(d) The votes shall be counted not later than one working day after the closure of voting in the presence of the current Chairman of the Association and one other scrutineer who shall not be a candidate for a seat on the Board of Directors.
(e) The result will be announced to the Members prior to the end of the calendar year.

(f) In the event that the self-nominations under clause 3 hereof for the Board of Directors equal the seats available on the Board under this clause then the nominees will be elected ipso facto and the election procedure in (a) to (d) above will not take place.

(2) **Election procedure for the Board of Directors to fill any casual vacancy**

(a) Not more than four weeks after any casual vacancy in the Board of Directors has occurred the Chief Executive shall, despatch numbered voting papers to every Full Member. The voting papers shall list only those Full Members who have declared their intention to stand for election to the Board of Directors under clause 3 hereof.

(b) The Full Members each have one vote for each vacancy.

(c) The Full Members shall return the completed voting papers by facsimile or post using the envelopes provided to the Chief Executive by the closing date for the voting.

(d) The Chief Executive and another officer shall count the votes not later than one working day after the closure of voting. In the event of an equality of votes for any vacancy the current Chairman of the Association shall have a casting vote. The result(s) will be announced to the Members forthwith and the successful candidate(s) will assume his/their seats on the Board.

(3) **Election procedure to fill any vacancy caused by the resignation disqualification or expulsion of an officer of the Association**

(a) Not less than four weeks after any casual vacancy in respect of the office of Deputy Chairman, or Treasurer has occurred the Chief Executive shall dispatch numbered voting papers to every full Member listing those representatives of the full Members who have declared their intention to stand for election to the vacant office.

(b) The Full Members each shall have one vote for each such vacancy.

(c) The Full Members shall return the completed voting papers by online to the Association using a designated unique password to the Chief Executive by the closing date for the voting.

(d) The Chief Executive and another officer shall count the votes not later than one working day after the closure of voting. In the event of equality of votes for any vacancy there shall be a further ballot. The result of any ballot will be announced to the Members forthwith and the successful candidate will assume the office within the Association.

(e) Any such person elected in accordance with this process shall retire at the end of the calendar year but shall be entitled to offer himself or herself for re-election.
APPENDIX B

1. **Annual Subscription**

(a) On 1 January each year Full and Affiliate Members shall pay the applicable Annual Subscription which shall be fixed from time to time by the Board of Directors. The Board of Directors shall be entitled to determine differing annual subscription rates with reference to factors such as the number of employees or staff of any Member, the gross turnover of such Member or such other factor as the Board of Directors may consider fit. Any alteration in the annual subscription rates shall be notified to the Members no less than 3 months before the end of the preceding financial year.

(b) Upon being admitted into membership of the Association, the Member shall pay an Annual Subscription pro rata to the number of months between the date of joining and the next 31 December.

2. **Artist Subscription**

In addition to the Annual Subscription payable under clause 1 above each Full Member shall each year pay a sum to be fixed from time to time by the Board of Directors to be calculated in accordance with the number of exclusive Artists whom that Full Member represents or who is represented by an Affiliate Member or non-member which is controlled by that Full Member and those Artists will appear in the Association's publication "Classical Music Artists – Who Represents Whom?" (formerly the "Directory of Artists").