

**COPYRIGHT SOCIETY OF
COMPOSERS, AUTHORS
AND PUBLISHERS INC.**

(COSCAP)

By-law No.5

Enacted the 28th, January 2017

Registered office
No.11,
8th Avenue Belleville
Saint Michael
BARBADOS
WEST INDIES

INDEX

Arrangement of Sections	Article No	Page
PART 1		
Definitions	1.0	4
Restrictions of the Undertaking of the Society	1.1	7
Registered Office	1.2	7
The Seal	1.3	7
Members	1.4	7
PART 2		
Composers, Authors and Publishers of Music	2.0	9
Eligibility for Admission	2.1	9
Rights and Duties of Part 2 Membership	2.2	9
Assignment of Rights	2.3	9
Membership not Transferable	2.4	11
Termination of Membership by Death	2.5	11
Termination of Membership by Liquidation	2.6	12
Termination of Membership by Disposal of Interest	2.7	12
Termination of Membership by Expiry of Copyright	2.8	12
Termination of Membership by the Council	2.9	12
Termination of Membership by the Member	2.10	13
Pending Proceedings – continuation of control rights	2.11	13
Cessation of Membership – termination of rights, privileges, etc	2.12	13
PART 3		
Performers and Producers of Sound Recordings, Audi-visual		
Works and Films	3.0	14
Eligibility for Admission	3.1	14
Rights and Duties of Part 3 Membership	3.2	14
Assignment and Licensing of Rights	3.3	14
Membership not Transferable	3.4	15
Termination of Membership by Death	3.5	16
Termination of Membership by Liquidation	3.6	16
Termination of Membership by Disposal of Interest	3.7	16
Termination of Membership by Expiry of Copyright	3.8	16
Termination of Membership by the Council	3.9	17
Termination of Membership by the Member	3.10	17

Pending Proceedings – continuation of control rights	3.11	17
Cessation of Membership – termination of rights, privileges, etc	3.12	17

PART 4

General Provisions	4.0	18
Entrance Fees	4.1	18
The Council	4.2	18
Powers and Duties of the Council	4.3	21
Disqualification of Directors	4.4	22
Proceedings of the Council and Committees of Council	4.5	22
Officers	4.6	24
Protection of Directors and Officers	4.7	24
Meetings of Members	4.8	25
General Meetings	4.9	26
Notice of General Meetings	4.10	26
Minutes	4.11	30
Allocation of Monies	4.12	31
Committees	4.13	32
Accounts	4.14	33
Audit	4.15	34
Notices	4.16	34
Financial Year	4.17	35
Cheques Drafts and Notes	4.18	35
Execution of Instruments	4.19	35
Procedure on Winding Up	4.20	35
Amendment	4.21	36

GENERAL BY-LAW OF A NON-PROFIT
COMPANY WITH NO AUTHORISED SHARE CAPITAL
INCORPORATED UNDER THE COMPANIES ACT, CAP. 308

THE COMPANIES ACT, CAP. 308

BY-LAW No.4

A by-law relating generally to the conduct of the affairs of the

COPYRIGHT SOCIETY OF COMPOSERS, AUTHORS AND PUBLISHERS INC.
(hereinafter called “the Society”)

BE IT ENACTED as the general by-law No. 4 of the **COPYRIGHT SOCIETY OF COMPOSERS, AUTHORS AND PUBLISHERS INC.** (hereinafter called “the Society”) as follows:

PART 1

DEFINITIONS

In this by-law and all other by-laws of the Society, unless the context otherwise requires:

- i. “Act” means the Companies Act Cap. 308 as from time to time amended and every statute substituted therefor and, in the case of such substitution, any references in the by-laws of the Society to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes;
- ii. “Active membership” means a member who has been admitted to membership of the Society and a member who has fulfilled the requirements of a provisional member and has been admitted to membership pursuant to the provisions of Part 2 or Part 3;
- iii. “Affiliated Society” means any of the societies in other countries, having objects similar to those of the Society and with which the Society is for the time being affiliated;
- iv. “Audio-Visual Work” means a recording on any medium from which a moving image and sounds may be produced and shall include, but shall not be limited to: films, television programmes, cartoons, animations and games;
- v. “Author” includes an author, adapter or translator of any literary work which is or may be associated with any music;

- vi. "Ballet" means a choreographic work having a story, plot or abstract idea, devised or used for the purpose of interpretation by dancing and/or miming, but does not include country or folk dancing, nor tap dancing nor precision dance sequences.
- vii. "CARRA" means the Caribbean Related Rights Association Inc. (now dissolved), which previously administered the rights granted under the Copyright Act to performers and producers.
- viii. "Copyright Act" means the Copyright Act 1998, Cap.300 of the Laws of Barbados, as amended from time to time;
- ix. "Composer" means any person who has created a musical work or who has made such a contribution to the creation of a musical work as would entitle him to be treated for the purposes of the Copyright Act as the author or a joint author of that work;
- x. "Council" means the Council for the time being of the Society as constituted and authorised to act pursuant to these Articles;
- xi. "Director" means a member of the Council;
- xii. "Distribution" means any distribution which may be made among 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 and, "Distributed" and "Distributable" have corresponding meanings;
- xiii. "Honorary member", means an individual who accepts appointment as Honorary member upon the invitation of the Council in recognition of his work;
- xiv. "Member" means and includes writer members, publisher members, performer members, producer members, proprietor members, and successor members;
- xv. "Musical Work" without prejudice to the generality of the expression includes:
 - (a) Any part of a musical work;
 - (b) Any music incorporated in the sound track of any audio-visual work or broadcast;
 - (c) Any musical accompaniment to a non-musical play;
 - (d) Any words or music of a monologue having a musical introduction or accompaniment;
 - (e) Any words which are associated with a musical work (even if the musical work itself is not in copyright or even if none of the rights in the musical work are administered by the Society);
 - (f) Any arrangement of an existing musical work provided the arrangement contains sufficient originality to entitle it to be treated as a work protected by copyright law separate and distinct from the existing work;
- xvi. "Performer" means any singer or musician who has made, either singly or jointly with other singers or musicians, a sound recording which has been contained in a phonogram or audio-visual work and has been released to the public and would entitle him to be treated as a person having performer's rights pursuant to the Copyright Act;
- xvii. "Performance" includes, unless otherwise stated, any mode of acoustic presentation, including any such presentation by means of a sound recording, film broadcast or

- xviii. cable programme, or by any other means, and references to “perform” and “performing” shall be construed accordingly;
- xix. “Performing right” means, in relation to a musical work, the right to do, or authorise other persons to do, any of the following acts:
 - (a) to perform the work in public;
 - (b) to broadcast the work or include it in a cable programme service, in so far as such rights subsists under the law relating to copyright in Barbados, and includes such corresponding rights as subsist
 - (c) under the laws relating to copyright in all other countries in the world as in force from time to time;
- xx. “Phonogram” means a portable physical medium on which a sound recording has been made regardless of the method by which the sounds may be reproduced;
- xxi. “Producer” means any person, corporation or firm by whom the arrangements necessary for making a sound recording, whether to be embodied in a phonogram, film or audio-visual work, are undertaken, and who, under contract with a performer, is entitled to be treated as having recording rights in a recording pursuant to the Copyright Act;
- (xxi) “Provision Member” means a member who is the owner of copyright or related rights and wishes to support the mission and goals of the Society and who is eligible for membership and has made an application for membership and has been accepted. Such provisional member shall have all the privileges and obligations of an active member, but shall not be eligible to vote on matters coming to a vote of the active members of the Society and shall not be eligible to hold any office of the Society or any of its divisions. Provisional membership is limited to a two-year period and is a prerequisite for active membership in the Society;
- (xxii) “PRS” means the Performing Right Society Limited, incorporated in the United Kingdom on the 6th day of March, 1914;
- (xxiii) “Proprietor” means a person, other than a writer, publisher or successor, who owns any right or interest which may be administered by the Society;
- (xxiv) “Publisher” means a person who publishes any literary or musical work;
- (xxv) “Reproduction right” means the right to make or authorise the making of copies in any material or musical works with or without associate or other matter whether by mechanical or electronic or digital, laser, optical or other process or technique whether now known or created in the future and regardless of the medium on which the recording is made or the method by which the works are copied and the words “reproduce” and “reproducing” shall be construed accordingly;
- (xxvi) “Seal” means the common Seal of the Society;
- (xxvii) “Secretary” means any person appointed to perform the duties of the Secretary of the Society;
- (xxviii) “Successor” means any person eligible for membership of the Society in accordance with the by-laws of the Society;
- (xxix) Words importing the singular number shall include the plural number and vice versa;
- (xxx) Words importing the masculine gender shall include the feminine and neuter gender and vice versa;
- (xxxi) The word “person” shall include bodies corporate, companies, partnerships, syndicates, trusts and any association of persons; and the word individual means a natural person;
- (xxxii) “Writer” means an author or composer;
- (xxxiii) In these Articles 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;

(xxxiv) 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.

1.1 RESTRICTIONS ON THE UNDERTAKINGS OF THE SOCIETY

- (a) The Society will restrict its undertaking to the non-profit service of administering and protecting the performing right, reproduction right and the synchronization right granted to composers and authors and certain rights granted to performers and producers of sound recordings and films by the Copyright Act 1998 Cap. 300 of the Laws of Barbados and every statute substituted therefor or supplementing same. Such service will include the collection and distribution of royalties due for the exploitation of the said rights, the promotion and development of the international music industry and such other useful activities as may reasonably be regarded as furthering, directly or indirectly the undertaking of the Society which may include but which shall not be limited to the administration and protection of production music and the online exploitation of master recordings for both members and non members of the Society;
- (b) The Society has no authorised share capital and is to be carried on without pecuniary gain to its members, and any profit or other accretions to the Society will be used in furthering its undertaking.

1.2 REGISTERED OFFICE

The registered office of the Society shall be in Barbados at such address as the Directors may fix from time to time by resolution.

1.3 THE SEAL

- (a) The common seal, an impression of which appears in the margin hereof, shall be the common seal of the Society;
- (b) Council may by resolution authorize for use in any country other than Barbados or for use in any district or place not situated in Barbados, an official seal, which shall be a facsimile of the common seal of the Society with the addition on its face of the name of that country, district or place where it is to be used;
- (c) The Society may, by instrument in writing under its common seal, authorize any person appointed for that purpose to affix the Society's official seal to any document to which the Society is party in the country, district or place where its official seal can be used;
- (d) A person who affixes an official seal of the Society to a document shall, by writing under his hand, certify on the document the date on which, and the place at which the official seal is affixed.

1.4 MEMBERS

1.4.1 Categories:

The Society shall have the following categories of membership namely:

- (a) Provisional members

- (b) Active members

1.4.2 Membership Unlimited:

The membership of the Society shall be unlimited.

1.4.3 Application:

- (a) All applications for membership shall be made in writing, signed by the applicant, and shall be made 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;
- (b) Application for membership shall be made to the Society upon such form as the Council shall from time to time prescribe and shall be supported by such evidence as may be required.

1.4.4 Admission of Members:

- (a) Where a person who is eligible for admission has duly made an application for membership, he shall be considered firstly as a provisional member for a period of two years beginning from the date of application;
- (b) Each applicant 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;
- (c) Any person who is eligible for membership may be admitted to membership either by the Council itself or in accordance with such procedure as the Council may from time to time prescribe;
- (d) No person may be admitted by the Council as a member of any category unless he has fulfilled the qualifying criteria prescribed for that category;
- (e) The qualifying criteria for each category of member shall be fixed from time to time by the Council;
- (f) 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;
- (g) Persons admitted to provisional membership shall be referred to as provisional members and persons admitted to active membership either under Part 1 or Part 2 shall be referred to as hereinafter provided.

PART 2

2.0 COMPOSERS, AUTHORS AND PUBLISHERS OF MUSIC

This section shall apply to composers, authors and publishers or their successors or any other proprietor of copyright in a musical work.

2.1 Eligibility for admission:

The following persons shall be eligible for admission to membership of the Society under Part 2:

- (a) Any writer, publisher or proprietor shall be eligible for admission as a member;
- (b) Any woman, child or other relative, next-of-kin, beneficiary under the will or Personal Representative of a deceased writer publisher or proprietor of any deceased member shall be eligible for admission as a successor member;
- (c) Persons eligible for active membership under this part shall be referred to and classed as follows:
 - (i) Writer: referred to as writer member;
 - (ii) Publisher: referred to as publisher member;
 - (iii) Proprietor: referred to as proprietor member; and
 - (iv) Successor: referred to as successor member.

2.2 Rights and duties of Part 2 membership:

- (a) Save as hereinafter provided a proprietor member and a successor member shall have the same rights and privileges and be subject to the same obligations as writer and publisher members;
- (b) A proprietor member and a successor member shall be entitled to receive notice of, and attend, general meetings but shall not be entitled to vote or be an elected Director.

2.3 Assignment of rights:

- (a) The Society may require every member, on admission, or at any time thereafter, to assign or license as the case may be or cause to be assigned or licensed as the case may be to the Society all rights to be administered on his behalf by the Society;
- (b) Every assignment or license as the case may be to the Society pursuant to the provisions of 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 this Part relating to termination of membership and pending proceedings;
- (c) Save for licensor's the rights to be administered by the Society on behalf of a member shall be:
 - (i) the performing right;

- (ii) in the case of writer members only, the film synchronisation right in every work composed or written by the member primarily for the purpose of being recorded on the soundtrack of a particular film or films in contemplation when such work was being commissioned;
- (iii) the reproduction right; and
- (iv) or any derivative right or parts of the rights mentioned in sub-paragraphs (i), (ii) and (iii), as the Council shall direct, in its discretion,

for the whole world or such part or parts of the whole world as the Council shall direct, in all or any of the works, present and future, of which the member is the writer, publisher, proprietor or successor;

(d) Pending the assignment *and or licensing* of rights to the Society pursuant to this Article, and in so far as such *assignment and or license* may not extend, every member by virtue of his election shall be deemed to have granted to the Society for and during the period of membership, subject to the provisions of this Part relating to termination of membership, 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 and to administer on his behalf the making of sound recordings pursuant to any regulations which may now be in force or which may come into force in future;
- (iii) to collect fees, subscriptions or monies whether for the authorised use of any of the member's works, or by way of damages or compensation for the unauthorized 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 judgment 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 any territory for the purpose of exercising the said rights in such territories;

(e) Any publisher of music who holds membership in another performing right Society shall:

- (i) be eligible for membership in the Society, and
- (ii) if he so desires, to divide the administration of his repertoire between such Societies of which he is a member, provided there are no encumbrances, legal or otherwise, within the terms of his membership in any such other Society that may prevent him from entering into a membership agreement with the Society.
- (iii) on admission, or at such other time as may be required by the Society grant to the Society a license for the administration of the performing right and

any other right in copyright controlled by the publisher of music, and save for any limitation of territory as may be agreed to by the publisher of music and the Society, the Society shall have the right to administer the rights in the same manner as it administers the rights granted under the assignments from other members.

- (iv) The rights privileges and obligations of a member who is a publisher of music and whose rights have been licensed to the Society under this subsection shall, unless otherwise provided herein, be the same as any other publisher member.
- (f) The Society may exercise and enforce:
 - (i) The rights of the members of any affiliated society pursuant to the terms of any contract now existing or which the Society may hereafter enter into with any such society;
 - (ii) The rights of any person who is not a member of the Society, provided the Council is satisfied that the administration of such rights by the Society would not be in any way be contrary to the interests of the Society.

2.4 Membership not transferable:

- (a) No member shall be at liberty to transfer his membership to any person, or to alienate or exercise the rights to be administered by the Society on behalf of the member;
- (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.

2.5 Termination of membership by death:

- (a) On the death of the member his membership shall cease or change as the case may be and shall not be transmitted to any other person, but the rights, if any, already vested in the Society, by the member, or controlled by the Society by virtue of his membership, shall, subject to the provisions of Article 4.20 remain so vested or controlled:
 - (i) for a period ending either on the 31st day of December in the third year following the year in which the member's death took place unless within
 - (ii) that period an election as mentioned in the following paragraphs (ii) and (iii) takes place; or
 - (iii) if a successor shall be admitted to membership during such period, then for so long as such successor remains a Member; or
 - (iv) if a person is admitted during such period to membership of an affiliated society in respect of the rights of the deceased member, then up to the date of such admission;
- (b) Any distribution to which the member would, if living, have been entitled in respect of any period prior to the admission of such successor shall be made to the member's

Personal Representative until a successor is admitted or until the end of such third year as aforesaid, whichever is the earlier date. Upon the admission to membership of any successor 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.

2.6 Termination of membership by liquidation:

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 re-construction), 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, if any, already vested in the Society by such Corporation or firm by virtue of the membership of such Corporation or firm, shall, subject to the provisions of Article 4.20 remain so vested or controlled for a period ending on the 31st day of December in the third 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.

2.7 Termination of membership by expiry of copyright:

The membership of a member shall cease upon the expiration of the longest period for which copyright subsists by virtue of statute in any country which is either a member of the Berne Union or a party to the Universal Copyright Convention in any of the works in respect of which such member is entitled to participate in distributions.

2.8 Termination of membership by disposal of interest:

In the case of any member, being a Personal Representative of a deceased member, upon his having disposed of all interest in all rights, which may have vested in him as such Personal Representative.

2.9 Termination of membership by the Council:

Any member may be given notice by the Council 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 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 extra-ordinary General Meeting, he shall not cease to be a member unless and until the Society in Extra-Ordinary General Meeting shall have approved the action of the Council. If the Extra-Ordinary General Meeting shall approve the action of the Council, the member shall cease to be a member at the conclusion of such meeting.

2.10 Termination of membership by the member:

- (a) Save for a member who is a publisher of music and who has pursuant to the provisions of 2.3 (e) under this Part granted to the Society a license for the administration of the performing right and any other right in copyright controlled by that publisher of music any member may, by giving three month's notice in writing to the Secretary, terminate his membership:
 - (i) two years after his first admission to membership at the end of the month in that second year corresponding to the month in which he was first elected to membership; and
 - (ii) thereafter, on any anniversary of that date.
- (b) In the case of a member who is a publisher of music and whose rights have been licensed to the Society pursuant to the provisions of 2.3 (e) under this Part his membership may be terminated by the giving of three months notice in writing to the Secretary, to terminate his membership:
 - (i) two years after his first admission to membership at the end of the month in that second year corresponding to the month in which he was first elected to membership; and
 - (ii) thereafter, by giving three month's notice in writing to the Secretary, terminating his membership:

2.11 Pending proceeding – continuation of control rights:

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 the member, and such member ceases to be a member during the pendency 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.

2.12 Cessation of membership – termination of rights, privileges, etc.:

Subject to the provisions under this Part relating to termination of membership and pending proceedings, 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 cesser of membership.

PART 3

3.0 PERFORMERS AND PRODUCERS OF SOUND RECORDINGS AUDIO-VISUAL WORKS AND FILMS

This section shall apply to performers of musical works and to producers of sound recordings, films and audio visual works.

3.1 Eligibility for admission:

The following persons who are holders of rights under the Copyright Act shall be eligible for admission to membership of the Society under Part 3:

- (a) Any performer;
- (b) Any producer of a sound recording, audio visual work or film;
- (c) Any woman, child or relative, next-of-kin, beneficiary under the will or Personal Representative of a deceased performer or producer of a sound recording, audio-visual work and or film of any deceased member shall be eligible for admission as a successor member;
- (d) Persons eligible for active membership under this part shall be referred to and classed as follows:
 - (i) Performer: referred to as performer member;
 - (ii) Producer: referred to as producer member;
 - (iii) Proprietor: referred to as proprietor member; and
 - (iv) Successor: referred to as successor member.

3.2 Rights and duties of Part 3 membership:

- (a) Save as hereinafter provided a proprietor member and a successor member shall have the same rights and privileges and be subject to the same obligations as writer and publisher members;
- (b) A proprietor member and a successor member shall be entitled to receive notice of, and attend, general meetings but shall not be entitled to vote.

3.3 Assignment and licensing of rights:

- (a) The Society may require every member, on admission, or at anytime thereafter, to exclusively license or cause to be exclusively licensed to the Society all rights to be administered on his behalf by the Society;
- (b) Every exclusive licence to the Society pursuant to the provisions of 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 licensor's membership, subject to the provisions under this Part relating to termination of membership and pending proceedings;
- (c) The rights to be administered by the Society on behalf of the members to whom this section applies shall be:

- (i) The broadcasting right;
 - (ii) in the case of a performer member only, the recording right in every live performance given by the member except for the purpose of making a sound recording under contract with a producer of sound recordings or films;
 - (iii) the right to show or play in public the whole or any substantial part of any sound recording or film in which the members are the sole or part owners of the copyright or other rights;
 - (iv) any derivative right or parts of the rights mentioned in sub-paragraphs (i), (ii) and (iii) above;
- (d) Pending the licensing of rights to the Society pursuant to this paragraph, and in so far as such licensing may not extend, every member by virtue of his election shall be deemed to have granted to the Society for and during the period of membership, subject to the provisions under this Part relating to termination of membership and pending proceedings, 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 collect fees, subscriptions or monies whether for the authorized use of any member's works or by way of damages or compensation for the unauthorized use of such works;
 - (iii) 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 members in respect of such rights, and to compound, compromise, refer to arbitration or submit to judgment in any such proceedings, generally to represent the member in all matters concerning the said rights;
 - (iv) to protect generally the said rights in the member's works; and
 - (v) to delegate authority to do any acts as aforesaid to a regional representative or to any affiliated Society or association or to any agent or representative in any territory for the purpose of exercising the said rights in such territories.

3.4 Membership not transferable:

- (a) No member under this Part shall be at liberty to 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;
- (b) No member shall enter into any contract under which he shall or may be required, whether for valuable consideration or not, to perform for any person 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.

3.5 Termination of membership by death:

- (a) On the death of a member his membership shall cease or change as the case may be and shall not be transmitted to any other person, but the rights, if any, already vested in the Society, by the member, or controlled by the Society by virtue of his membership, shall, subject to the provisions of Article 4.20 remain so vested or controlled:

- (i) for a period ending on the 31st day of December in the third year following the year in which the member's death took place unless within that period an election as mentioned in the following paragraphs (ii) and (iii) takes place; or
 - (ii) if a successor shall be admitted to membership during such period, then for as long as such successor remains a member; or
 - (iii) if a person is admitted during such period to membership of an affiliated Society in respect of the rights of the deceased member, then up to the date of such admission;
- (b) Any distribution to which the member would, if living, have been entitled in respect of any period prior to admission of such successor shall be made to the member's Personal Representative until a successor is admitted or until the end of such third year as aforesaid, whichever is the earlier date. Upon the admission to membership of any successor 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.

3.6 Termination of membership by liquidation:

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 re-construction), 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 by business, the rights, if any, already vested in the Society by such Corporation by virtue of the membership of such Corporation or firm, shall, subject to the provisions of Article 4.20 remain so vested or controlled for a period ending on the 31st day of December in the third 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.

3.7 Termination of membership by expiry of copyright or other rights:

The membership of a member shall cease upon the expiration of the longest period for which copyright subsists by virtue of statute in any country which is either a member of the Berne Union or a party to the Universal Copyright Convention in any of the works in respect of which such member is entitled to participate in distributions;

3.8 Termination of membership by disposal of interest:

In the case of any member, being a Personal Representative of a deceased member, upon his having disposed of all interest in all rights which may have vested in him as such Personal Representative.

3.9 Termination of membership by the Council:

Any member may be given notice by the Council 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 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 Extra-Ordinary General Meeting, he shall not cease to be a member unless and until the Society in Extra-Ordinary General Meeting shall have approved the action of the Council. If the Extra-Ordinary General Meeting shall approve

the action of the Council, the member shall cease to be a member at the conclusion of such meeting.

3.10 Termination of membership by the Member:

- (a) Any member may, by giving three month's notice in writing to the Secretary, terminate his membership:
 - (i) two years after his first admission to membership at the end of the month in that second year corresponding to the month in which he was first elected to membership; and
 - (ii) thereafter, on any anniversary of that date.

3.11 Pending proceeding – continuation of control rights:

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 the member, and such member ceases to be a member during the pendency 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.

3.12 Cessation of membership – termination of rights, privileges, etc.:

Subject to the provisions under this Part relating to termination of membership and pending proceedings, 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 cesser of membership.

PART 4

4.0 GENERAL PROVISIONS

This section applies to all members of the Society unless otherwise stated.

4.1 ENTRANCE FEE

Every member shall pay to the Society an entrance fee the amount of which shall be determined from time to time by the Council and the Council may prescribe a different fee for different categories and or classes of members.

4.2 THE COUNCIL

4.2.1 Composition of the Council:

- (a) The members of the Council shall consist of:
 - (i) five active writer members elected as Directors by the writer members at a General Meeting (the writer Directors);
 - (ii) two active publisher members elected as Directors by the publisher members at a General Meeting (the publisher Directors);
 - (iii) one active performer member elected as Director by the performer members at a General Meeting (the performer Director);
 - iv) two producer members elected as Directors by the producer members at a General Meeting (the producer Directors);
 - (v) one such representative as may from time to time be nominated by the Government Ministry which is at the time responsible for intellectual property affairs; and
 - (vi) one Consultant Director as may from time to time be appointed by Council.
- (b) A person shall only be eligible for election as a Director under sub-paragraphs (a) (i), (ii), (iii) and (iv) if he is either an active member himself or, in the case of a publisher Director or producer Director, has been nominated in writing by, and as the representative for, a publishing, or record company or firm which is itself a member;
- (c) The representative as may from time to time be nominated as Director by the Ministry responsible for intellectual property affairs pursuant to sub-paragraph (a) (v) shall be in writing and may be made after consultation with the elected Directors, and shall be for a period not exceeding two years; but any nominated Director shall be eligible for re-nomination for a further period not exceeding two years;
- (d) The nomination of Directors pursuant to sub-paragraphs (a) (v) may be revoked by the said Ministry at any time by an instrument in writing, whereupon the nominee shall cease to be a Director;
- (e) Subject to the provisions of this article, each person elected as Director shall be elected for a term of two years. A person elected as Director may serve a maximum of three consecutive terms. No person who has served three consecutive terms as Director whether such service or any part thereof was in his own behalf or as

representative of another member shall be eligible for re-election as a Director for any other term, unless recommended by a two-third majority of Council in writing. Unless sooner determined a Director shall continue in office until the conclusion of the General Meeting at which his successor is elected or appointed as the case may be.

4.2.2 Casual Vacancy:

- (a) The Council may, in the event of any casual vacancy occurring among the elected Directors fill such vacancy by appointing any person eligible for such appointment and any Director so appointed shall hold office until the next Annual General Meeting following appointment whereupon he shall retire, but shall be eligible for re-election.
- (b) In the event that the Chairman's office is vacated before the expiration of his tenure the Deputy Chairman shall automatically fill the vacancy but only to serve out the remaining time left by the Chairman, but he shall be eligible for re-appointment.

4.2.3 Appointment of Honorary Directors:

- (a) The Council may appoint a person, who has made a distinguished contribution to the cultural life of Barbados, as an Honorary Director of the Society.
- (b) There shall not be more than three Honorary Directors at any one time.

4.2.4 Honorary Directors – terms of appointment:

- (a) The appointment of an Honorary Director shall be for such term not exceeding two years as the Council shall determine; but an Honorary Director may be re-appointed for further successive terms;
- (b) The appointment of an Honorary Director may be terminated by the Council at any time without giving any reason therefor;
- (c) An Honorary Director shall be entitled to receive notices of, attend, and participate in, all General Meetings of the Society and meetings of the Council, but shall not be entitled to vote at General Meetings or at meetings of the Council;
- (d) An Honorary Director shall not be eligible to hold the office of Chairman or Deputy Chairman of Council or of any committee of Council.

4.2.5 Consultant Directors:

- (a) The Council may appoint Consultant Directors on such terms and conditions and for such periods as it shall deem expedient;
- (b) A Consultant Director shall be entitled to receive notices of, attend, and participate in, all General Meetings of the Society and meetings of the Council. A Consultant Director shall be entitled to vote at General meetings and at meetings of the Council.
- (c) An Honorary Director shall not be eligible to hold the office of Chairman or Deputy Chairman of Council or of any committee of Council. A Consultant Director shall be eligible to hold the Office Deputy Chairman of Council or Chairman of any committee of Council.

4.2.6 Chairman:

- (a) The Council shall appoint from among the writer Directors and publisher Directors of Council a Chairman from among all Directors and a Deputy Chairman;
- (b) The Chairman and Deputy Chairman shall each be appointed for a term not exceeding two years, but shall be eligible for re-appointment;
- (c) The Chairman and Deputy Chairman shall each cease to hold office if he ceases to be a member of the Council.

4.2.7 Nomination of candidates for election as Directors:

No person not being a retiring Director, shall, unless recommended by the Council for appointment, be eligible for election to the office of Director at any General Meeting unless, not less than three or more than twenty-one days before the date appointed for the meeting, there shall have been left at the Registered Office of the Society a notice in writing signed by a writer, publisher performer or producer member, of his intention to propose such person for election, and also notice in writing signed by the intended candidate of his willingness to stand for election.

- 4.2.7.1 Council may establish a Nominating Committee to identify and recommend suitable persons for appointment to the office of Director, Honorary Director or Consultant Director or as an Officer of the Society.

4.2.8 Directors' remuneration and expenses:

- (a) Each elected Director shall be entitled to receive for each meeting of the Council or of any committee of the Council which he attends such sum as the Society may determine in General Meeting;
- (b) The Director appointed by the Ministry responsible for intellectual property affairs and each Honorary Director shall be entitled to receive for each meeting of the Council or any committee of the Council which he attends such sum as the Council may think fit from time to time.
- (c) The Council may remunerate in such manner as it thinks fit any Director who is called upon to render any special service and which he may agree to render the Society, or who shall have rendered any special service to the Society;
- (d) Each Director shall be paid all reasonable travelling, hotel and other expenses properly incurred by him in attending and returning from meetings of the Council or any committee of the Council or General Meetings of the Society or in connection with the Society's business outside of Barbados.
- (e) The Council shall fix the remuneration for the Chairman, Deputy Chairman, Consultant Director, the Secretary, the Treasurer and such other Officer(s) of the Society including a Chief Executive Officer as may from time to time be duly appointed.

4.2.9 No age limit for Directors:

Notwithstanding any statutory provision for the time being in force, no person shall be disqualified from being elected or re-elected as a Director or from continuing in office as a Director, solely by reason of his having attained the age of seventy years or any other age; nor shall it be necessary to give to the member special notice either of any resolution to elect or re-elect any such person as aforesaid, or of the age of any such person or existing Director as aforesaid.

4.3 POWER AND DUTIES OF THE COUNCIL

4.3.1 General Powers vested in the Council:

The affairs of the Society shall be managed by the Council, which may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not, by the by-laws or any special resolution of the Society or the Companies Act expressly directed or required to be done by the Society at a General Meeting of the Society.

4.3.2 Certain specific powers:

Without prejudice to the general powers conferred by the general powers vested in the Council, and the other powers conferred by this by-law, it is hereby expressly declared that the Council shall have the following powers, that is to say, power:-

- (a) from time to time to appoint any person, whether being a member or not, as Executive Officer 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 Chief Executive Officer or other Officer, and may from time to time remove him and appoint some other person as Chief Executive Officer or other Officer in his place;
- (b) to delegate to a Chief Executive Officer or other Officer all or 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 not exceeding the sum of \$500,000.00 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 or any third party; and any loan exceeding \$500,000.00 shall first require a resolution in respect thereof by the members voting in an Extra-Ordinary General Meeting;
- (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 deemed fit.

4.4 DISQUALIFICATION OF DIRECTORS

Vacation of office of Director:

The office of an elected Director shall be vacated:

- (a) if the Director ceases to be a member, or in the case of a Director elected as the nominee of a Corporation or firm, if such Corporation or firm ceases to be a member;
- (b) if, in the case of a Director elected as the nominee of a Corporation or firm, the Director ceases to hold the qualifications required for such nominee;
- (c) If the Director becomes bankrupt or makes arrangements or composition with his Creditors generally;

- (d) if the Director is convicted of any criminal offence involving fraud or dishonesty;
- (e) if the Director becomes of unsound mind;
- (f) if the Director, by notice in writing to the Society, resigns his office;
- (g) if the Director without special leave of absence from the Council absents himself from the meetings of the Council, either during a period of four 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; and
- (h) if the Director, or if a Corporation or firm of which the Director is the nominee 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 musical, literary or dramatic works in 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 90 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; provided also that no Director shall vacate his office by reason of his being remunerated pursuant to these by-laws.

4.5 PROCEEDINGS OF THE COUNCIL AND COMMITTEES OF COUNCIL

4.5.1 Meetings and voting:

- (a) The Council may meet together for the dispatch 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;
- (b) The Chairman, Deputy Chairman or any Director or Chief Executive Officer may at any time summon a meeting of the Council or of any committee of the Council;
- (c) The Secretary at the request of the Chairman, Deputy Chairman or any Director or Chief Executive Officer shall at any time summon a meeting of the Council or of any Committee of the Council.

4.5.2 Quorum:

- (a) The quorum necessary for the transaction of the business of the Council or of any committee of the Council may be fixed by the Council and, unless so fixed, shall, in the case of the Council be six, of whom at least three shall be writer Directors and three other elected Directors of which at least two of such other Directors shall not be writer Directors and in the case of any committee, two elected Directors.
- (b) If a quorum is not present within 30 minutes of the time appointed for a meeting, the meeting shall stand adjourned to the same day in the next week at the same time, and place, and if at the adjourned meeting a quorum is not present within 30 minutes of

the appointed time, the Directors present and entitled to vote shall constitute a quorum.

4.5.3 Limited Power to act even without quorum:

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 by-laws as the necessary quorum of the Council the continuing Directors may act for the purpose of increasing the number of Directors to that number or of summoning a General Meeting of the Society but for no other purpose.

4.5.4 Chairman:

The Chairman of the Council, and, in his absence, the Deputy Chairman, shall preside at all meetings of the Council. If at any meeting of the Council, neither the Chairman nor Deputy Chairman is present within thirty minutes of the time appointed for the meeting, the Directors present may choose one of their number to be Chairman of the meeting.

4.5.5 Resolution in lieu of meeting:

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

4.6 OFFICERS

4.6.1 Chief Executive Officer:

The Council may from time to time appoint a Chief Executive Officer and may delegate to him full authority to manage and direct the business and affairs of the Society, except such matters and duties as by law must be transacted or performed by the Council or by the members in general meeting, and to employ and discharge agents and employees of the Society or may delegate to him any lesser power. He shall conform to all lawful orders given to him by the Council of the Society. He shall at all reasonable times give to the Council and or any Director thereof all information they may require regarding the affairs of the Society.

4.6.2 Secretary:

4.6.2.1 Appointment of Secretary:

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.

4.6.3 Director acting as Secretary:

A provision of the Companies Act or these by-laws requiring or authorising a thing to be done by or to a Director and or 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.

4.6.4 Treasurer

4.6.4.1 Appointment of Treasurer:

The Treasurer shall be appointed by the Council for such term, at such remuneration, and upon such conditions, as it may think fit, and any Treasurer so appointed may be removed by the Council.

4.7 PROTECTION OF DIRECTORS AND OFFICERS

Directors and Officers entitled to indemnity:

- (a) Subject to section 97 of the Companies Act, except in respect of an action by or on behalf of the Society to obtain a judgment in its favour, the Society shall indemnify a Director or Officer of the Society or a person who acts or acted at the Society's request as a Director or Officer of a body corporate of which the Society is or was a shareholder or creditor, and his personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a Director or Officer of such Society, if:
 - (i) he acted honestly and in good faith with a view to the best interests of the Society; and
 - (ii) in the case of a criminal or administrative action or proceeding that is enforced by monetary penalty, he had reasonable grounds for believing that his conduct was lawful;
- (b) No Director or Officer of the Society shall be liable to the Society for:
 - (i) the acts, receipts, neglects or defaults of any other Director or Officer or employee or for joining in any receipt or act for conformity;
 - (ii) any loss, damage or expenses incurred by the Society through the insufficiency or deficiency of title to any property acquired by the Society or for or on behalf of the Society;
 - (iii) the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Society shall be placed out or invested;
 - (iv) any loss damage arising from the bankruptcy, insolvency or tortuous act of any person, including any person with whom the monies, securities or effects shall be lodged or deposited;
 - (v) any loss, conversion, misapplication or misappropriating or any damages resulting from any dealings with any monies, securities or other assets belonging to the Society; and
 - (vi) any loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same happens by or through his failure to exercise the powers and to discharge the duties of his office honestly and in good faith with a view to the best interests of the Society and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;
- (c) Nothing herein contained shall relieve a Director or Officer from the duty to act in accordance with the Companies Act or the Regulations or relieve him from liability for a breach thereof.

MEETINGS OF MEMBERS

4.8 GENERAL MEETINGS

4.8.1 Annual General Meetings:

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 lapse 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.

4.8.2 Extra-Ordinary General Meetings:

Save as herein provided all General Meetings, other than Annual General Meetings, shall be called Extra-Ordinary General Meetings.

4.8.3 Rights of Council to convene Extra-Ordinary General Meetings:

- (a) The Council may, whenever it thinks fit, convene an Extra-Ordinary General Meeting;
- (b) The Council shall, on the requisition of five percent of the members of the Society who have a right to vote at the meeting requisitioned, forthwith convene a meeting of members, and in the case of such requisition the following provision shall have effect:
 - (i) The requisition must state the purpose of the meeting and must be signed by the requisitionists and deposited at the Society's Registered Office, and may consist of several documents in like form each signed by one or more of the requisitionists;
 - (ii) If the Council does not, within twenty-one days from the date of the requisition being so deposited, proceed to convene a meeting, the requisitionists or any of them may themselves convene the meeting, but any meeting so convened shall not be held after three months from the date of such deposit;
 - (iii) Unless subsection (3) of section 129 of the Companies Act applies, the Council shall be deemed not to have duly convened the meeting if they do not give notice as is required by the said Act within fourteen days from the deposit of the requisition;
 - (iv) Any meeting convened under this paragraph by the requisitionists shall be called as nearly as possible in the manner in which meetings are to be called pursuant to the Companies Act.

4.8.4 Special meetings:

Special meetings of the members may be convened by order of the Chairman, Deputy Chairman or by the Council at any time and at any place in Barbados or, if all of the members entitled to vote at such meetings so agree, outside Barbados.

4.9 NOTICE OF GENERAL MEETINGS

- 4.9.1** Annual General Meetings and a meeting called for the passing of a Special Resolution shall be called by twenty-one day's 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 day's 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 manner hereinafter 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 by-laws, entitled to receive such notice from the Society.

4.9.2 Accidental omission of notice:

The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any member, director or the Auditor of the Society shall not invalidate any resolution passed or any proceedings taken at any meeting of the members.

4.10 PROCEEDINGS AT GENERAL MEETINGS

4.10.1 Business at General Meetings:

All business that is transacted at an Extra-Ordinary General Meeting is special business, and all business that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts and balance sheet, the reports of the Council and Auditors, and election of Directors in the place of those retiring, and the re-appointment, and fixing of the remuneration, of the Auditors is special business.

4.10.2 Quorum:

No business shall be transacted at any General Meeting unless a quorum of members entitled to vote is present at the time when the meeting proceeds to business. Save as herein otherwise provided, nine writer members present in person, three publisher members present in person, five performer members present in person and three producer members either present in person or in the case of a Corporation whose duly appointed representative is present, shall be a quorum.

4.10.3 Adjournment for lack of quorum:

If a quorum is not present within 30 minutes of the time appointed for a meeting, the meeting if convened upon the requisition of members, shall stand 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 30 minutes of the appointed time, the members entitled to vote who are present shall constitute a quorum;

4.10.4 Adjournment of Meeting:

The Chairman of any meeting may with the consent of the meeting and shall if so directed by the meeting, adjourn the meeting from time to time to a fixed time and place and no notice of such adjournment need be given to the members unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more in which case notice of the adjourned meeting shall be given as for an original meeting. Any business that might have been brought before or dealt with at the original meeting in accordance with the notice calling the same may be brought before or dealt with at any adjourned meeting for which no notice is required.

4.10.5 Chairman at General Meetings:

The Chairman of the Council shall preside at every General Meeting of the Society. If there is no such Chairman of the Council, or if he is not present within thirty minutes of the time appointed for the meeting, or is not willing to act as Chairman, then the meeting shall be

chaired by the Deputy Chairman if he is present or, failing that, the Directors present shall choose one of their number to be Chairman of the meeting.

4.10.6 Choice of Chairman by Members:

If at any meeting no Director is willing to act as Chairman, or if no Director is present within thirty minutes of the time appointed for the meeting, the Members present shall choose one of their number to be Chairman of the meeting.

4.10.7 Method of voting:

- (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 entitled to vote present in person or by proxy; or
 - (iii) by any member or members entitled to vote who are present in person or by proxy 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.

4.10.8 Poll:

Except as provided herein in relation to the Chairman's casting vote, 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.

4.10.9 Time for taking poll:

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 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.

4.10.10 Chairman – casting vote:

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.

4.10.11 Votes of members:

Voting rights:

- (a) Every writer member, publisher member, performer member, and producer member shall have one vote on a show of hands. No member shall be entitled to vote on a show of hands unless he is present in person, or in the case of a Corporation the duly authorised representative is present in person;

- (b) On a poll, every writer member, publisher member, performer member and producer member shall have one basic vote plus such additional votes as he may be entitled to under paragraph (d) of this Article;
- (c) A person who has provisional membership shall not have voting rights, but shall be eligible to attend Annual General Meetings and other General Meetings of the Society;
- (d)
 - (i) As soon as practicable after the end of each calendar year the Secretary of the Society shall prepare and submit to the Council a list duly certified by him;
 - (aa) of the name of every writer member, publisher member, performer member and producer member who, at the end of the preceding calendar year, had been a member of the Society and, for a continuous period of at least two years and who had received not less than fifty dollars (\$50.00) exclusive of unallocated allowance from or through the Society, at some time during the preceding three calendar years in respect of identified uses of the rights in his works administered by the Society;
 - (bb) and also of the names of every writer member, publisher member, performer member and producer member who received royalties from or through the Society during the preceding calendar year in respect of the exercise of rights which were during the year administered by the Society;
 - (ii) Every writer member, publisher member, performer member and producer member whose name appears in category (aa) of the list shall be, as from the date of the latest list and until the date of the next list, entitled to one additional vote;
 - (iii) Every writer member, publisher member, performer member and producer member whose name appears in category (bb) of the list shall be, as from the date of the latest list and until the date of the next list, entitled to one additional vote for every complete earnings unit credited to him on the list;
 - (iv) No member whose name appears in either category (aa) or category (bb) of the list shall be entitled to more than fifteen percent of all the additional votes credited on the list; and in calculating all the additional votes for the purpose of this provision any reduction in additional votes for an individual member by reason of this provision shall be ignored;
 - (v) For the purpose of this Article the earnings unit shall be the sum of One Thousand Dollars Barbados currency (\$1,000.00) or such other sum as may from time to time be prescribed by the Council and approved by the members in General Meeting;
- (e) Immediately after the Secretary has submitted the list to the Council pursuant to paragraph (d) of this Article he shall send a written notification to each writer member, publisher member, performer member and producer member:
 - (i) whose name appears in category (aa) of the list;
 - (ii) whose name appears in category (bb) of the list;
 - (iii) whose name was in one of the categories in the preceding list, but whose name is not in that category in the current list;

indicating in each case the number of earnings units credited to the member and the number of additional votes to which he is entitled;

4.10.12 Members of unsound mind:

A member 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, curator bonis appointed by that Court, and any such committee, receiver, curator bonis, or other person may, on a poll, vote by proxy.

4.10.13 Votes on a poll:

On a poll votes may be given either in person or by proxy.

4.10.14 Proxy instrument:

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.

4.10.15 Deposit of a proxy:

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 or authority, shall be deposited at the Registered Office of the Society or at such other place within Barbados as is specified for that purpose in the notice convening the meeting, not less than forty-eight 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, not less than twenty-four hours before the time appointed for taking the poll and, in default, the instrument of proxy shall not be treated as valid.

4.10.16 Form of proxy:

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.

4.10.17 Revocation, etc. of proxy:

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.

4.10.18 Representatives of corporations, composers and writers:

Any Corporation which is a publisher member or producer member of the Society may, by resolution of its directors or other governing body, authorise any person either a director, officer or manager in the employment of such Corporation, to act as its representative at any General Meeting of the Society and the person so authorised shall be entitled to exercise the same powers on behalf of the Corporation which he represents as that Corporation could exercise if it were an individual publisher member or producer member of the Society. Writer members and performer members shall also be entitled to the same privilege granted under this Article to publisher members and producer members who are Corporations to authorise any person to act as their representative at any General Meeting.

4.11 MINUTES

How to be kept:

- (a) The Council shall cause minutes to be duly entered in the books provided for the purpose:
 - (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 decisions 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 meetings 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 the General Meetings of the Society shall be kept at the office of the Society and shall be open to the inspection of members between the hours of 9:00 a.m. and 1:00 p.m. on each business day.

4.12 ALLOCATION OF MONIES

4.12.1 Distribution Receipts – Specific Purposes

The Council may, before making any distribution among Members:

- (a) Apply out of the receipts such sums as it thinks proper or has agreed to contribute:
 - (i) As gratuities, donations, pensions and emoluments to any Member or ex-Member of the Society or any person at any time in the employment of the Society or engaged in any wives, widows, families and dependents of any such persons;
 - (ii) To any charitable or benevolent or similar fund which may be established for the benefit of Members, ex-Members or employees of the Society or their wives, widows, families or dependents;
 - (iii) For the relief of human suffering;
 - (iv) 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 composition, teaching or performance of music or for any other purpose calculated to benefit Members or to or for the benefit of any society, association or company whose objects shall include any such purpose;
 - (v) To establish any fund, trust, association or institution to carry out any of the purposes referred to in (i) to (iv) hereof provided that any payments under (ii), (iii) and (iv) hereof shall not in any one accounting year in aggregate exceed a sum which is equivalent to eighteen percent of the total of the amounts allocated to Members and affiliated societies during the preceding year as shown in the Society's audited accounts for that year adopted by the Society.
- (b) Set aside out of the receipts such sums as it thinks proper as a reserve fund to meet contingencies, or for future distribution, or for repairing, improving and maintaining any property or premises of the Society, and for such other purposes as the Council shall in its absolute discretion think necessary or conducive to the interests of the Society, and may invest the several sums so set aside in such investments as it may think fit, and from time to time deal with or vary such investments and dispose of all or any part thereof for the

benefit of the Society, and may divide the reserve fund into such special funds as it thinks fit, and employ the reserve fund or any part thereof for the general purposes of the Society, and that without being bound to keep the same separate from the other assets.

4.12.2 Distribution Rules:

- (a) The Council shall, subject to this Article, make, and may from time to time amend, rules regulating the payment to members and to affiliated societies, by way of allocation, distribution or in any other way, monies received by the Society resulting from its administration of the rights, licenses and authorities entrusted to it;
- (b) Any distribution rules made by the Council shall be consistent with the terms and conditions of any agreement in force from time to time between the Society and any member or affiliated society;
- (c) Subject to paragraph (d) of this Article no rules made pursuant to this Article shall have effect until they have been approved by the Society in General Meeting;
- (d) Any rules made by the Council pursuant to this Article shall have effect in relation to any distribution, allocation or other payment made before the General Meeting, but thereafter shall only have effect if approved by the Society in General Meeting.

4.12.3 Interim allocations and or distributions:

- (a) The Council may from time to time make to the members such advances or interim allocations and distributions as in its judgment the financial position of the Society and the circumstances justify;
- (b) Allocations and or distributions when made by the Council shall be final and binding except that the Council shall be at liberty to consider and if thought fit to admit any claims made by interested persons within two years of the date of the allocation or distribution concerned.
- (c) For the purpose of the provisions in these by-laws that govern interim allocations and or distributions and the distribution rules applicable at the material time 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.

4.13 COMMITTEES

4.13.1 Committees:

The Council may from time to time as deemed necessary appoint committees consisting of such number of Directors or members as may be deemed desirable and may prescribe their duties. The Council may delegate any of its respective powers to committees consisting of such Director or Directors as it thinks fit. 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.

4.13.2 Chairman of committees:

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 thirty minutes of the time appointed for the meeting, the Directors present may choose one of their number to be Chairman of the meeting.

4.13.3 Committees – meetings and voting:

Any committee appointed by the Council may meet for the transaction of business, adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of equality of votes the Chairman of the meeting shall have a second or casting vote.

4.13.4 Validation of appointment of Directors:

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 Director 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.

4.13.5 Resolution in lieu of meeting:

A resolution in writing, signed by all persons for the time being entitled to receive notice of a meeting 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.

4.14 ACCOUNTS

4.14.1 Accounts to be kept:

The Council shall cause proper books of account to be kept including accounts with respect to:

- (a) all sums of money received and expended by the Society and the matters in respect of which the receipt and expenditure takes place; and
- (b) the assets and liabilities of the Society.

4.14.2 Books of accounts:

The books of accounts shall be kept at the Registered Office of the Society or at such place or places in Barbados as the Council thinks fit and shall be open to the inspection of the Directors.

4.14.3 Inspection of books of accounts:

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 documents of the Society, except as conferred by the Companies Act, or authorised by the Council, or by the Society in General Meeting.

4.14.4 Accounts, balance sheets and reports:

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 said Act.

4.14.5 Copies of balance sheet and report:

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 twenty-one days before the date of the meeting, be sent to all such members as are eligible to receive notice of General Meetings of the Society, 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.

4.15 AUDIT

4.15.1 Auditors to be appointed:

Auditors shall be appointed, and their duties regulated, in accordance with the Companies Act.

4.16 NOTICES

4.16.1 Method of giving notice:

Any notice or other document required by the Companies Act, the Regulations, the Articles or the By-laws to be sent to any member, Director or auditor may be delivered personally or sent by prepaid mail or other electronic means including cable or telex or email or facsimile transmission to any such person at his latest address as shown in the records of the Society and to any such Director at his latest address as shown in the records of the Society or in the latest notice filed under section 66 or 74 of the Companies Act, and to the auditor at his business address.

4.16.2 Waiver of notice:

Notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto;

4.16.3 Undelivered Notices:

If a notice or document is sent to a member by prepaid mail in accordance with these provisions and the notice or document is returned because the member cannot be found, it shall not be necessary to send any further notices or documents to the member until he informs the Society in writing of his new address;

4.16.4 Signature of notices:

The signature of any Director or Officer of the Society to any notice or document to be given by the Society may be written, stamped, typewritten or printed or partly written, stamped, type written or printed;

4.16.5 Computation of time:

Where a notice extending over a number of days or other period is required under any provisions of the Articles or the by-laws the day of sending the notice shall, unless it is otherwise provided, be counted in such number of days or other period;

4.16.6 Proof of service:

Where a notice is delivered personally to the person to whom it is addressed or delivered at his latest address as shown in the records of the Society service shall be deemed to be at the time of delivery of such notice;

4.16.7 Service by post:

Where a notice is sent by post, service of the notice shall be deemed to be effected 48 hours after posting if the notice was properly addressed and posted by prepaid mail;

4.16.8 Service by electronic means:

Where notice is sent by electronic means service is deemed to be effected on the date on which the notice is so sent;

4.16.9 Notice of General Meeting:

Notice of every General meeting shall be given to:

- (a) every nominee member of the Council;
- (b) every honorary Director;
- (c) every Consultant Director;
- (d) every member, except those who, having no registered address within Barbados, have not supplied to the Society an address within Barbados for the giving of notices to them; and
- (e) the Auditors for the time being of the Society.

4.17 FINANCIAL YEAR

The Council shall from time to time by resolution establish the financial year of the Society.

4.18 CHEQUES DRAFTS AND NOTES

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such Officers or persons and in such manner as the Council may from time to time designate.

4.19 EXECUTION OF INSTRUMENTS

Contracts, documents or instruments in writing requiring the signature of the Society may be signed by such Officer or person as Council may from time to time by resolution appoint. All contracts, documents or instruments in writing so signed shall be binding on the Society without any further authorization or formality. The common seal of the Society may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officers or persons duly appointed by the Council as stated herein.

4.20 PROCEDURE ON WINDING UP

In the event of and upon the winding up of the Society whether voluntary 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 distributed, shall in so far as they are available for the purpose, be given or transferred at or before the time of dissolution to the members of the Society or some other institution or institutions having objects similar to the objects of the

Society to be determined by the members of the Society or failing such determination, as determined by the Minister responsible for intellectual property.

4.21 AMENDMENT

- (a) The by-laws of the Society may be amended at any Annual General Meeting or Extra-Ordinary General Meeting of the Society;
- (b) Notice of a proposal to amend the by-laws of the Society shall be given in writing to all members of the Society at least twenty-one days prior to the calling of the meeting at which the amendment is to be made and the nature of the proposed amendment shall be indicated. A resolution by such a meeting shall require the ratification of at least a two-thirds majority of votes of the members present in person and entitled to vote.

ENACTED this 28th January 2017



Corporate Seal

A handwritten signature in black ink, consisting of a large, stylized letter 'A' followed by a horizontal stroke.

Chairman/Director

A handwritten signature in black ink, appearing to be the name "Alan" written in a cursive style.

Secretary