THE COMPANIES ACT, CHAPTER 24:03

Company Limited by Guarantee and

Not having Share Capital

SUBSTITUTED ARTICLES OF ASSOCIATION

OF

THE ZIMBABWE MUSIC RIGHTS ASSOCIATION

(As per special resolution passed on 11th of November 2003)

1: Definitions –

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

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

(ii) Associate Member" means a Member of the Association admitted to associate membership pursuant to Article 5, and having the rights, privileges and obligations provided for associate Members by these Articles.

(iii) Association" means The Zimbabwe Music Rights Association.

(iv) Author" includes an author, adaptor or translator of any works which are or may be associated with any music.

(v) "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 sequence.

(vi) "Companies Act" means the Companies Act, Chapter 24.03 as amended from time to time.

(vii) "Copyright and Neighbouring Rights Act" means the Copyright and Neighbouring Rights Act (Chapter 26:05) as amended from time to time.

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

(ix) "Copyright Owner" means an owner of any right which may be owned or administered by the Association.

(x) "Council" means the Council for the time being of the Association as constituted and authorized to act pursuant to these Articles.

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(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 moneys received by the Association in respect of the exercise of the rights, licence or authority granted by them to the Association; and, "distributed" and "distributable" have corresponding meanings.

(xiii) "Dramatico-musical work" means an opera, operetta, musical play, revue or pantomime, in so far as it consists of words and music written expressly therefore (but does not include a cinematograph film).

(xiv) "Full Member" means a Member of the Association admitted to full membership pursuant to Article 5, and having the rights, privileges and obligations provided for full Members by these Articles.

(xv) "Member" means and includes Full Member, Associate Member, Candidate Member and Successor Member.

(xvi) "Membership" means membership of the Association.

(xvii) "Musical Work" without prejudice to the generality of the expression includes :

(a) any part of a musical work;

(b) any vocal or instrumental music in cinematograph films;

(c) any musical accompaniment to non-musical plays;

(d) any words or music of monologues having a musical introduction or accompaniment;

(e) any other words (or part of words) which are associated with a musical work (even if the musical work itself is not in copyright or even if the performing rights in the musical work are not administered by the Association).

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(xviii) "Performance" includes, unless otherwise stated, any mode of acoustic presentation, including any such presentation by means of broadcasting or the causing of a work to be transmitted to subscribers of a diffusion service, or by the exhibition of a cinematograph film, or

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by the use of a record, 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 authorize other persons to do, any of the following acts:

(a)to perform the work in public;

(b)to broadcast the work;

(c)to cause the work to be transmitted to subscribers to a diffusion service.

In so far as such rights subsist under the law relating to copyright in Zimbabwe, and includes such corresponding rights as subsist under the laws relating to copyright in all other countries in the world as in force from time to time.

(xxii) "Publisher" means a person who publishes any literary or any musical work or of any words which are or may be associated with any music or of any other works possessing an original character.

(xxiii) "Seal" means the common seal of the Association.

(xxiv) "Secretary" means any person appointed to perform the duties of the Secretary of the Association.

(xxv) "Successor" means any person eligible for membership under Article 4 (b).

(xxvi) Words importing the singular number includes the plural number and vice versa.

(xxvii) Words importing the masculine gender include feminine.

(xxviii) Words importing persons include corporations.

(xxix) Words or expressions contained in these Articles shall bear the same meaning as in the Copyright Act and in the Companies Act, or any statutory modification thereof in force at the date at which these Articles become binding on the Association.

(xxx) "Writer" means an author or composer.

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(xxxi) "Board" means the members for the time being of the Association hereby constituted and which members are directors of the Association for the purpose of the Companies Act as amended from time to time.

(b) 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.

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

2: The regulations contained in Table "A" of the Companies Act shall not apply to the association except in so far as the same are repeated or contained in these Articles.

3: For the purpose of registration of the Association the number if members is declared unlimited.

4: Eligibility for membership –

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

a) Any writer, publisher or copyright owner shall be eligible for admission as a Candidate member.

(b) Any widow, child or other relative, next of kin, beneficiary under the will, or personal representative of a deceased writer, publisher or copyright owner or any deceased member shall be eligible for admission as a successor member.

5: Admission of members –

(1) (a) Any person who is eligible may apply to the Association for admission to membership. Such application shall be made in writing, signed by the applicant, and shall be in such form as the council shall from time to time prescribe. The Council may require an applicant to supply such evidence of eligibility as it considers reasonably necessary.

(b) Each application shall be considered by the Council or in such other manner as the Council may from time to time direct.

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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)There shall be three categories of members, namely

i. Candidate members,

ii. Associate members and

iii. Full members

(e) 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.

(2.) (a) A person admitted to membership pursuant to Article 5 (1.) will normally become a Candidate member but the Council may, in its discretion it if considers there are special considerations, admit a person directly to associate or full membership.

(b) The persons who become members by subscribing in these Articles when the Association is incorporated shall be full members.

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

(d) A candidate member shall become an associate member automatically as soon as he fulfils the following requirements:

(i) he has been a candidate member of the Association or of an affiliated society for not less than 3 years; and

(ii) the Council is satisfied that his earnings from the commercial exploitation of his works meet such criteria as the Council may subscribe from time to time.

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(e) An associate member shall become a full Member automatically as soon as he fulfils the following requirements:

(i) he has been an Associate member of the Association for not less than 3years: and

(ii) the Council is satisfied that -

(a) his earnings from the commercial exploitation of his works meet such criteria as the Council may prescribe from time to time; and

(b) in the case of a publisher Member his full membership would not contravene any rules regarding nationality or conflict of interest which the council may from time to time prescribe with respect to publisher full members.

(3) Paragraph (1) of Article 5 shall not come into operation until a resolution to that effect has been passed at a general meeting of the Association.

6: Rights and duties of membership –

(a) Save as hereinafter provided a Candidate member, and associate Member and a successor Member shall have the same rights and privileges and be subject to the same obligations as a full member.

(b) Provided that a candidate member shall not be entitled to receive notice of, and attend, general meetings nor shall he be entitled to vote.

7: Assignment of rights –

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

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

(c) The rights to be administered by the Association on behalf of a member shall be such rights as the Council shall, in its discretion, administering on

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his behalf, and shall be set out in writing in a statement signed by the member and by such officer of the Association as the council shall from time to time designate.

(d) Pending the assignment of rights to the Association pursuant to this Article, and in so far as such assignment may not extend, every member by virtue of his election grants to the Association, for and during the period of membership, subject to the provisions of Articles 9 and 10, in his name or in that of the Association but at the Association's sole charge and expense, the sole power and authority :-

(i) to authorize or permit or forbid the exercise of the rights to be administered by the Association on behalf of the member.

(ii) to grant licenses 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 be prescribed;

(iii) to collect fees, subscriptions or monies whether for the authorized 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 Association 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 other territories for the purpose of exercising the said rights in such territories.

(e) The Association may exercise and enforce the rights of members of any affiliated societies, pursuant to the terms of any contract which may be made between the Association and such affiliated societies.

8: Membership not transferable –

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

9: Termination of membership - by death -

(a) On the death of the member his membership shall cease and shall be transmitted to any other person, but the rights (if any) already vested in the Association by the member, or controlled by the Association by virtue of his membership, shall, subject to Article 72, remain so vested or controlled:-

(i) For a period ending either on the 31st day of December in the seventh 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 so 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;

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 if such seventh 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.

- by liquidation –

(b) In the case of a member, being a Limited Company or a firm, its membership shall cease, in the case of a Limited Company, in the event of and upon the liquidation of such Limited Company (other than voluntary

10/liquidation……

liquidation for the purpose of reconstruction), and, in the case of a firm, in the event of and upon such firm ceasing to carry on business. Upon such liquidation or cessation of business, the rights (if any) already vested in the Association by such Limited Company of firm, or controlled by the Association by virtue of the membership of such Limited Company of firm, shall, subject to Article 72 remain so vested or controlled for a period ending on the 31st day of December in the seventh year following the year in which the liquidation or cessation of business occurred. Any payment to which the Limited Company 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 Limited Company or firm.

- by expiry of copyright –

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

(i) upon the expiration if 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 particular in distributions or

- by disposal of interest -

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

- by the Council –

(c) Any full or associate or candidate 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 in writing and shall be signed by the Secretary or other Officer designated by the Council. Provided always that if, before the expiration of such notice from the Council, such member shall in writing require the Council to submit the question of the continuance of his membership to the decision of the Association in Extraordinary General Meetings, he shall not cease to be a member unless and until the

11/Assoiation……

Association in Extraordinary General Meetings shall have approved the action of the Council. If the Extraordinary General Meeting shall approve the action of the Council, the Member shall cease to be a member at the conclusion of such meeting.

- by the member –

(d) Any member may, by giving three months' notice in writing to the Secretary, terminate his membership:

(i) three years after his first admission to membership at the end of month in that third year corresponding to the month in which he was first elected to membership and

(ii) thereafter, or any third anniversary of that date.

10: Pending proceedings – continuation of control of rights –

If any proceedings have been instituted by or against the Association in respect of a member's works, either in the name of the Association or of the member, and such member cease to be a member during the tendency of the proceedings, any rights the subject of such proceedings which have been vested in the Association by such member, or are controlled by the Association by virtue of his membership, shall remain so vested or controlled until such proceedings are finally disposed of.

11: Cessation of membership - termination of rights, privileges, etc-
Subject to the provision of Articles 9 and 10 all rights, privileges and obligations of membership shall cease on the date of cessation of membership. In particular, but without prejudice to the generality of the foregoing, the member concerned shall cease to have any claim upon the assets of the Association, 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.

GENERAL MEETINGS

12: Annual General Meetings –

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

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13: Extraordinary General Meetings –

All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings

14: Right of Council to convene Extraordinary General Meetings –

The Council may, whenever it thinks fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitions, as Section 126 of the Companies Act provides. If at any time there are not within Zimbabwe sufficient Directors capable of acting to form a quorum, any Director or half of the full members may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council.

NOTICE OF GENERAL MEETINGS

15: Notice of General Meeting –

An Annual General Meeting and a meeting called for by the passing of a special Resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Association other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. The Notice shall be exclusive of the day on which it is served or deemed to be saved 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 Association in General Meeting, to such Members as are, under these Articles, entitled to receive such notice from the Association.

16: Accidental omission of notice –

The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

13/PROCEEDINGS……..

PROCEEDINGS AT GENERAL MEETINGS

17: Business at General Meetings –

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

18: Quorum

No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, two full members present in person shall be a quorum.

19: Adjournment for lack of quorum –

If, within half an hour after the time appointed for the meeting, a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and to such other time and place as the Council may determine, and if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the full members present shall be a quorum.

20: Chairman at General Meetings –

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

21: Choice of Chairman by members –

If at any meeting no Director is willing to act as chairman, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the full members present shall choose one of their numbers to be chairman of the meeting.

22: Adjournment of meeting –

The Chairman may, with the consent of any meeting at which a quorum is present

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(and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting

other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

23: 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 full members present in person or by proxy; or
(iii) by any full member or full members present in person or by proxy and representing not less than one-tenth of the total voting rights of all full 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 Association, shall be conclusive evidence of the fact, without proof of the number of proportion of the votes recorded in favour of, or against, such resolution.

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

24: Poll –

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

25: Chairman – casting vote –

In the case of an equality of votes, whether on a show of hand or 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.

26: Time for taking poll –

15/A 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.

VOTES OF MEMBERS

27: Full members only entitled to vote –

Every full member shall have one vote, as well on a poll as 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 limited company, the duly authorized representative is present in person.

28: 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, or other person may, on a poll, vote by proxy.

29: Votes on a poll -

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

30: 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 Limited Company, 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 is a firm, under the hand of a partner in the firm, or their attorney duly authorised.

31: Deposit of proxy -

The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a naturally certified copy of that power or authority, shall be deposited at the registered office of the Association, or at such other place within Zimbabwe 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

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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.

32: Form of proxy -

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

33: Revocation etc. of proxy-

A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death nor 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 Association at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

34: Corporation's representatives -

Any Limited Company which is a full Member of the Association may, by resolution of its directors or other governing body, authorise any person being either a director, officer or manager in the employment of such Company to act as its representative at any General meeting of the Association, and the person so authorised shall be entitled to exercise the same powers on behalf of the Company which he represents as that Company could exercise if it were an individual full Member of the Association.

THE COUNCIL

35: Composition of the Council -

(a) The Council shall consist of the following Directors:-

(i) Seven members (of whom the majority shall always be writers) elected by the Members at a General Meeting ("the elected Directors");

(ii) One Legal practitioner nominated by the Association.

Provided that sub-paragraph (I) of this paragraph shall not come into operation until a resolution to that effect has been passed by the Association in General Meeting.

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(b) A person shall only be eligible for election as a Director under (a) (I) if he is either a full Member or has been nominated in writing by, and as the representative for this purpose of, a publishing company or firm which is a full Member.

(c) Each Director elected under paragraph (a) (I) shall retire at the third Annual General Meeting following that on which he was last elected, but shall be eligible for re-election.

(d) A Director nominated under subparagraph (ii) of paragraph (a) of this Articles shall retire at the third Annual General Meeting following the date of is nomination, but shall be eligible for re-nomination; any person so nominated shall be deemed to have been elected, or re-elected a Director at such Annual General meeting without the necessity of a formal vote being taken..

36: 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 his appointment whereupon he shall retire, but shall be eligible for re-election.

37: 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 in the office of Director at any General Meeting unless, not less than three nor more than twenty-one days before the date appointed for the meeting, they shall have been left at the registered office of the Association a notice in writing signed by a full member, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

38: Removal of Director -

The Association may be Ordinary Resolution, remove any elected Director before the expiration of his period of office, notwithstanding anything in these Articles or in any agreement between the Association and such person.

39: 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 general Council which he attends a fee of such other sum as the Association may determine in General Meeting.

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(b) The Council may remunerate in such manner as it thinks fit any Director who shall be called upon to render any special services and which he may agree to render the Association, or who shall have rendered any special services to the Association.

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

40: 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 pursuant to Article 35, or from continuing in office as a Director, solely by reason of his having attained the age of seventy years or any other age; not 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.

POWERS AND DUTIES OF THE COUNCIL

41: General Powers vested in the Council -

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

42: Certain specific powers-

Without prejudice to the general powers conferred by the last preceding Article, and the other powers conferred by these Articles, it is hereby expressly declared that the Council shall have the following powers, that is to say powers:-

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

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(b) to delegate to a General Manager and/or other officer all such of its administrative powers as aforesaid as they may deem necessary for the full and proper administration of the affairs of the Association;

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

(d) to determine who shall be entitled to sign on the Association'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 Association;

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

MINUTES

43: 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 orders made by the Council or a Committee thereof;

(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 Association, 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 matter stated in such minutes.

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(c) The books containing the minutes of the General Meetings of the Association shall be kept at the office and shall be open to the inspection of full Members between the hours of 8 a.m. and 12 a.m. on each business day.

ALLOCATION OF MONEYS

44: Order of application of receipts -

(a) All moneys received by the Association in respect of the rights, licences or authorities granted by members and affiliated societies shall be applied first to payment of all expenses of and incidental to the conduct management and operation of the Association, and then, subject to Article 48, shall be allocated and distributed amongst the Members and affiliated societies in accordance with a scheme of distribution to be fixed from time to time by the Council.

Council to observe agreements -

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

Time of distribution -

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

Certification of receipts -

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

Interim allocations and/or distributions -

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

Past Members-

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

21/45:……

45: Allocations and distributions final and binding -

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

46: Special provisions -

The Council may before making any allocation and distribution among the members and affiliated societies.

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

Superannuation fund etc.-

(i) any superannuation, benevolent, pension or similar fund which has been or may be established for the benefit of employees or ex-employees of the Association, or the wives, widows, children or other dependants of such persons;

Foundation etc, for Zimbabwean music -

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

Reserve Fund-

(b) set aside, out of the receipts of the Association, such sums not exceeding ten per centum of the receipts of the Association for the preceding financial year as they think proper as a reserve fund to meet contingencies, or for special allocations or for repairing, improving and maintaining any of the property of the Association, or for such other purposes as the Council shall in its absolute discretion think

conducive to the interests of the Association; and to invest the several sums so set aside upon such investments as they may think fit, and from time to time deal with and vary such investments and dispose of all or any part thereof for the benefit of the Association and to divide the reserve fund into such special funds as they think fit with full power to employ the assets constituting the reserve fund in the business of the Association and that without being bound to keep the same separate from the other assets.

22/DISQUALIFICATION……..

DISQUALIFICATION OF DIRECTORS

47: Vacation of office of Director -

The office of an elected Director shall be vacated:-

(i) if the Director ceases to be a full Member, or, in the case of a Director elected as the nominee of a Limited Company or firm, if such Company or firm ceases to be a full Member;

(ii) if, in the case of a Director elected as the nominee of a Limited Company or firm, the Director ceases to hold the qualifications required for such nominee pursuant to Article 35;

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

(iv) if the Director becomes prohibited from being a Director by reason of any order made under Section 173 of the Companies Act;

(v) if the Director becomes of unsound mind;

(vi) if the Director, by notice in writing to the Association resigns his office;

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

(viii) if the Director, or if a Limited Company or firm of which the Director is the nominee pursuant to Article 34 or of which he is a member, is directly or indirectly interested in any contract with the Association or participates in the profits of any contract with the Association, other than a contract in respect of any musical, literary or dramatic works in the copyright of which such Director, Limited Company 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 Association or by reason of his being the nominee or a member of any Limited Company or firm which has entered into contracts with or done any work for the Association, if he shall have declared the nature of his interest of such Limited Company or firm in manner required by Section 85 of the Companies Act but the Director shall not vote in respect of any such

23/contract……

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 Article 41.

PROCEEDINGS OF THE COUNCIL AND COMMITTEES

48: Meetings and voting -

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. A Director or the General Manager

may, and the Secretary on the requisition of a Director or of the General Manager shall, at any time summon a meeting of the Council or of any Committee of the Council.

49: Quorum -

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 be three.

50: 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 Articles 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 Association, but for no other purposes.

51: Chairman -

The Chairman of the Council, shall preside at all meetings of the Council. If at any meeting of the Council, the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to the chairman of the meeting.

52: Committees -

The Council may delegate any of their respective powers to Committees consisting of such Director or Directors as they think fit. Any Committees so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Council.

24/53……

53: 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 five minutes after the time appointed for holding the same, the Directors present may choose one of their number to the chairman of the meeting.

54: Committees - meetings and voting -

Any Committee appointed by the Council may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the

Directors present, and in case of equality of votes the chairman of the meeting shall have a second or casting vote.

55: 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.

56: Resolution in writing -

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

THE SECRETARY

57: 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.

58: Director acting as Secretary -

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

25/THE SEAL……..

THE SEAL

59: Method of fixing seal -

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

ACCOUNTS

60: Accounts to be kept -

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

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

(ii) the assets and liabilities of the Association;

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Association and to explain its transactions.

61: Books of account -

The books of account are kept at the registered office of the Association, or at such other place or places in Zimbabwe as the Council thinks fit, and shall be open to the inspection of the Directors.

62: 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 Association or any of them shall be open to the Inspection of Members not being Directors, and no Member (not being a director) shall have any right of inspecting any account or book or document of the Association, except as conferred by the Companies Act, or authorised by the Council, or by the Association in General Meeting.

63: Accounts, balance sheets and reports-

26/The Council……

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

64: 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 Association 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 entitled to receive notice of General Meetings of the Association. Provided that this Article shall not

require a copy of these documents to be sent to any person of whose address the Association is not aware.

AUDIT

65: Auditors to be appointed -

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

NOTICES

66: Method of giving notice -

A notice may be given by the Association to any Member either personally or by sending it by post to him or his registered address, or (if he has no registered address within Zimbabwe) to the address (if any) within Zimbabwe supplied by him to the Association for the giving of notices to him.

67: Service by post -

Where a notice to a member is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of twenty-four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

68: Notice of General Meeting -

Notice of every General Meeting shall be given to (i) every Member, except those who (having no registered address within Zimbabwe) have not supplied to the Association an address within Zimbabwe for the giving of notices to them, and (ii) the Auditors for the time being of the Association. No other persons shall be entitled to receive notices of General Meetings.

27/INDEMINIT…..

INDEMNITY

69: Directors and officers entitled to indemnity -

The Directors, General Manager, Auditors, Secretary and other officers for the time being of the Association, and other trustees (if any) for the time being acting in relation to any of the affairs of the Association, and every of them, and every of their heirs, executors and administrators, shall be indemnified and secured harmless out of the assets and property of the Association from against all actions, cost, charges, losses damages and expenses which they or any of them, their or, any of

their heirs, executors or administrators, shall or may incur or sustain by or by reason of any act done, concurred in or supposed duty, in their respective offices or trusts, except such (if any) as they shall incur or sustain by or through their own wilful neglect or default respectively, and none of them shall be answerable for the acts, receipts, neglects or defaults of the other or others of them, or for joining in any receipt for the sake of conformity or for any bankers or other persons with whom any moneys or effects belonging to the Association shall or may be lodged or deposited for safe custody, or for insufficiency or deficiency of any security upon which any moneys of or belonging to the Association shall be placed out or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto, unless the same shall happen by or through their own wilful neglect or default respectively.

WINDING UP

70: Procedure on winding up-

In the event of and upon the winding up of the Association, whether voluntary or otherwise, at any time, the assets of the Association (other that the rights vested in or controlled by the Association pursuant to these Articles and any sums distributable) shall, in so far as they are available for the purpose, be given or transferred to some other institution or institutions having objects similar to the objects of the Association, to be determined by the Members of the Association at or before the time of dissolution or failing such determination, by the Minister of Justice, Legal and Parliamentary Affairs.

28/WE……..

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into an Association in pursuance of these Articles of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

The Performing Right Society Limited of

29/33 Berners Street
London WIP 4AA

RICHARD TOEMAN
Chairman for the General Council

R. TOEMAN
Signed

George Miller NEIGHBOUR
Secretary

G.M. NEIGHBOUR
Signed

WITNESSES TO THE ABOVE SIGNATURES

Celia Frances Smith

C.F. SMITH
Signed

Dephine Valerie Cash

D.V. CASH
Signed

Both of 29/33 Berners Street, London, WIP 4AA

For: Music Copyright (Overseas) Services Limited
Of 26 Berners Street, London WIP 3DB

Bernard LOUSTAU-LANE
Secretary

B. LOUSTAU-LANE
Signed

Robert Jonas ABRAHAMS
Director

R.J. ABRAHAMS
Signed

WITNESSES TO THE ABOVE SIGNATURES

Celia Frances Smith

C.F. SMITH
Signed

Daphine Valerie Cash

D.V. CASH
Signed

Both of 29/33 Berners Street, London, WIP 4AA