

# Exhibit D

**ARTICLES OF ASSOCIATION**  
of the  
**AMERICAN SOCIETY**  
of  
**COMPOSERS, AUTHORS**  
and  
**PUBLISHERS**



A S C A P

As Amended Through May 2002

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ARTICLES OF ASSOCIATION OF THE  
AMERICAN SOCIETY OF COMPOSERS,  
AUTHORS AND PUBLISHERS  
(As Amended Through May 2002)

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ARTICLE I

OBJECTS

SECTION 1. We constitute ourselves a voluntary association under the name of "American society of composers, authors and publishers," for the following purposes, to-wit:

- (a) To protect composers, authors and publishers of musical works against piracies of any kind;
- (b) To promote reforms in the law respecting literary property;
- (c) To procure uniformity and certainty in the law respecting literary property in all countries;
- (d) To facilitate the administration of the copyright laws for the protection of composers, authors and publishers of musical works;
- (e) To abolish abuses and unfair practices and methods in connection with the reproduction of musical works;
- (f) To promote and foster by all lawful means the interest of composers, authors and publishers of musical works;
- (g) To grant licenses and collect royalties for the public representation of the works of its members by instrumentalists, singers, mechanical instruments, radio broadcasting stations, or any kind of combination of singers, instrumentalists and mechanical instruments, and to allot and distribute such royalties;
- (h) To adjust and arbitrate differences and controversies between its members and between its members and others, and to represent its members in controversies, actions and proceedings, involving the right of public performance of any work of any member, or the question of authorship in any work of any member;
- (i) To promote friendly intercourse and united action among composers, authors, publishers and producers of musical works;
- (j) To acquire, own and sell real and personal property, and to accumulate and maintain a Reserve Fund to be used in carrying out any of the objects of the Society;

(k) To enter into agreements with other similar associations in foreign countries, providing for the reciprocal protection of the rights of the members of each Society;

(l) To do any and all other acts or things which may be found necessary or convenient in carrying out any of the objects of the Society or in protecting or furthering its interests or the interests of its members.

SECTION 2. The principal office of the Society is to be located in the City of New York.

## ARTICLE II

### DURATION

The duration of the Society shall be perpetual.

## ARTICLE III

### MEMBERSHIP

SECTION 1. CLASSES OF MEMBERSHIP. The membership of this Society shall be divided into two classes, as follows:

#### A. PARTICIPATING CLASS

The following shall be eligible to be elected to membership in this class:

##### *(i) Music Publishers*

Any person, (including an individual, partnership, firm, association, corporation or other business or legal entity) actively engaged in the music publishing business, and who assumes the financial risk involved in the normal publication of musical works or whose compositions are regularly performed by the Society's licensees.

##### *(ii) Composers and Authors*

Any composer or author of musical works who shall have had at least one work regularly published.

##### *(iii) Successors of Deceased Composers and Authors*

Any person who has acquired, by will or under any law, the right, title and interest of a deceased composer or author in any musical works, including the right of public performance thereof. Members of this group shall not have voting power or be eligible to office, except as provided in Article XX, Section 2.

#### B. HONORARY MEMBERSHIP

Any person, firm or corporation which has rendered to the art or industry of music, or to this Society, a notable or conspicuous service, may be eligible to membership in this class and elected thereto by unanimous vote of the Board of Directors. All nominations in respect to this class of membership shall, however, be tabled at the

meeting first presented, and may not be acted upon until or after the next succeeding meeting.

Members in this class shall not be entitled to vote, hold office or share in any of the rights, benefits, privileges, royalties or emoluments of the participating class.

SECTION 2. APPLICATION FOR MEMBERSHIP. Application shall be made in such form and include such information as shall be prescribed by the Society.

SECTION 3. INTENT OF APPLICATION. The signing and presentation of such an application to the Society shall be deemed and construed to be an agreement on the part of the applicant to fulfill, duly perform, and abide by the Articles of Association, and all requirements herein contained; and to conform to, duly perform and abide by, all by-laws, rules, regulations or resolutions, whether expressed in the Articles of Association or otherwise, which may be in force at the time of such application or may thereafter from time to time be adopted, and to all amendments of and additions to the Articles of Association, by-laws, rules or regulations which after the time of such application may from time to time be adopted.

SECTION 4. ELECTION TO MEMBERSHIP. Applicants to membership shall be elected by the Board of Directors, which may delegate the authority to elect members as it sees fit.

SECTION 5. OBLIGATION OF APPLICANT. Each member shall, upon election to membership, execute an assignment in such form as the Board of Directors shall approve, vesting in the Society the right to license, upon a non-exclusive basis, the non-dramatic public performance of the member's works for the period of the then existing agreement between the Society and members of the same class.

Such assignment shall not limit, restrict or interfere with the right of any member to issue to a music user\* non-exclusive licenses for rights of public performance.

Upon the expiration of such agreement or any renewal thereof, each member shall execute a new assignment in such form and for such period as the Board of Directors shall then approve generally for the members of the Society vesting in the Society the right to license the non-dramatic public performance of the member's works. The Board of Directors shall have the right to call upon the members to execute and deliver to the Society such new assignment within such time as the Board of Directors sees fit. Any member who fails or refuses to execute and deliver such an assignment within such time shall automatically cease to be a member of the Society upon the expiration of the period of the then current assignment, and thereupon shall lose and cease to have any and all interest, right or claim in, to or under the Society, the property thereof and the dues and assessments paid thereto, in the same manner and to the same full extent as provided in Article XX, Section 1 hereof. The Board

\* "Music user" means any person that (1) owns or operates an establishment or enterprise where copyrighted musical compositions are performed publicly, or (2) is otherwise directly engaged in giving public performances of copyrighted musical compositions

of Directors, however, shall have the right, at its option, to extend the time period within which members generally shall execute and deliver such assignment. Such termination of membership shall not relieve any member from that member's obligations to the Society up to the date of such termination.

SECTION 6. MEMBERS' LIST OF WORKS. The applicant on being elected to membership shall, upon request, furnish to the Society a brief title, description and the date of copyright, of each work published or written by that applicant. Each member shall upon the publication of any work of which that member is the author, composer or publisher, furnish to the Society, a brief title, description and the date of copyright thereof. All such information shall be furnished in such manner as the Society may require.

SECTION 7. MEMBERSHIP ROLL. The Society shall prepare and keep a membership roll or list of its members.

SECTION 8. FALSE REPRESENTATION BY MEMBER. Whenever it shall appear that a misstatement upon a material point has been made by a member, upon the member's application either for membership or reinstatement, the case shall be reported to the Board of Directors, who by a two-thirds vote of all the members of the Board may expel the member after a trial as in these Articles provided.

SECTION 9. COMPLIANCE WITH REQUIREMENTS. The Board of Directors shall adopt appropriate procedures for the execution of the assignment provided for by Section 5 of this Article, and compliance with all other rules, regulations and requirements of the Society, and for the discontinuance of membership in the event of non-compliance therewith. The Board of Directors may seek to expel a member only on the grounds, and such member shall be expelled from membership only upon compliance with the procedures, as are set forth in Article V, Section 9.

SECTION 10. PUBLISHERS' REPRESENTATIVES. Each publisher member, if a co-partnership, firm, association or corporation, shall file with the Society, from time to time, the name of a person who shall be deemed to be its representative in the Society for all purposes, and wherever in these Articles of Association there shall be reference to publisher members relating to election as Directors, holding other office or serving in any other capacities, the same shall have reference to such representatives. If a co-partnership or firm, such representative shall be a member thereof and if an association or corporation, such representative shall be an Officer thereof. No such co-partnership, firm, association or corporation shall have more than one representative at any one time. Such designation may be revoked at any time by notice in writing given to the Society provided that a new representative shall be named, subject to the restrictions above contained.

In the event that a writer member and members of the writer member's immediate family cumulatively own a controlling interest in any partnership, firm, or corporation which is a publisher member of the Society, such writer and the publisher member's representative shall not be eligible to serve on the Board of Directors simultaneously.



SECTION 11. WITHDRAWAL FROM MEMBERSHIP. The Board of Directors shall adopt appropriate procedures for the withdrawal from membership in compliance with all rules, regulations and requirements of the Society.

#### ARTICLE IV

##### BOARD OF DIRECTORS

SECTION 1. MANAGEMENT AND ELECTIONS. The government of the Society shall be vested in and its affairs shall be managed by a Board of twenty-four Directors, twelve of whom shall be writer members (that is to say, composers and authors) and twelve of whom shall be publisher members.

At all times one of such writer members shall be a symphonic and concert writer member, and at all times one of such publisher members shall be a symphonic and concert publisher. The Board of Directors shall, as far as practicable, represent writer members and publisher members with different participations in the Society's revenue distributions and who reflect the diversity of the Society's repertory and membership.

Commencing with the election in the year 1951 which shall be held not later than April first of that year, the entire Board of Directors shall be elected for a two-year period in the manner hereinafter in this Article provided.

There shall not be eligible for election to the Board of Directors as a publisher member thereof, more than one representative from any group of affiliated publisher members. By the expression "affiliated" is meant a group of two or more publishing businesses controlled through stock ownership by any one of such group or all of which are either directly or indirectly controlled by any other person, co-partnership, firm, association or corporation.

Twelve members (of whom at least five shall be writers, and five publishers) shall be necessary to constitute a quorum, and the affirmative vote of the majority of those present and voting, but in any event no fewer than eight affirmative votes, shall be sufficient to adopt or pass any motion or resolution authorizing or directing any act or thing within the power of the Board. Any number less than a quorum may meet and adjourn from time to time until a quorum be present.

The Board may determine the rules of its procedure and make any and all regulations necessary for the carrying on of the business of the Board of Directors and the Officers, agents, and servants of the Society.

Former Presidents of the Society shall be ex-officio members of the Board of Directors, without the right to vote, unless elected to the Board of Directors.

SECTION 2. MEETINGS OF THE BOARD. The Board shall meet at least four times each year and shall hold a meeting in each year in which the Board shall be elected, after the General Annual Meeting in March or April, for the purpose of electing Officers. Notices of regular or Special Meetings of the Board of Directors shall be given by the Chairman of the Board or the Secretary to each Director in such form as

the Board of Directors may prescribe, at least two days previous to the time fixed for the meeting. Special Meetings of the Board of Directors may be called by the Chairman of the Board or Secretary, and shall be called by either of them on written request of any seven Directors.

SECTION 3. MINUTES OF BOARD MEETINGS. The Board of Directors shall keep minutes of its meetings.

SECTION 4. MANNER OF ELECTION OF DIRECTORS. Members of the Board of Directors shall be elected in the following manner commencing with the year 1995, and in each alternate year thereafter:

(a) The Chairman of the Board shall appoint two Selection Committees of the Board, one consisting of three writers and one consisting of three publishers. The Selection Committees shall be appointed no fewer than forty-five days prior to the date of the General Annual Meeting.

(b) The Writers Selection Committee and the Publishers Selection Committee shall each select a Nominating Committee of five writer or publisher members, respectively, who are not Board members, and who do not intend to be considered for election to the Board (the Writers Nominating Committee and Publishers Nominating Committee, respectively). The Selection Committees shall choose members of the Nominating Committees mindful of the diversity of the Society's membership and repertory. The Nominating Committees shall be appointed no fewer than thirty days prior to the date of the General Annual Meeting.

(c) Each incumbent Director shall be automatically re-nominated, subject to eligibility for re-election, unless that incumbent Director otherwise instructs the appropriate Nominating Committee in writing.

(d) The Nominating Committees shall be instructed to nominate non-incumbent candidates to the Board – at least twelve writers and at least six publishers – mindful of the diversity of the Society's membership and repertory. In the event that an incumbent Director fails to stand for re-election (or in the event of a vacancy), then the appropriate Nominating Committee shall nominate additional candidates to stand for election such that the total number of writer candidates (including incumbents) shall be at least twenty-four and the total number of publisher candidates (including incumbents) shall be at least eighteen. Upon request, the Society shall provide to the Nominating Committees appropriate information to document the diversity of the Society's membership and repertory.

(e) In any election for the Board of Directors, the candidates for Directors shall include, in addition to those candidates chosen by the Nominating Committees, any person eligible to be a Director who is designated by a petition subscribed to by the members of the Society entitled to elect such Director who comprise at least five-eighths of one percent (5/8%) of the total writer or publisher members of the Society, as the case may be, provided such petition is submitted to the Society in writing no later than December 31 prior to the election. A maximum of three such writer and

three such publisher candidates shall be nominated in any one election for the Board of Directors, as determined by the order in which such valid petitions are submitted to the Society.

(f) The Nominating Committees shall jointly constitute the Committee on Elections. This Committee, subject to the regulations contained in this Section 4, shall have charge of the conduct and procedure of the election of Directors and shall hold office only until it shall have certified to the Board of Directors the result of the particular election of which it had supervision. Each member of such Committee shall have one vote. Such Committee shall elect its own Chairman.

(g) The Committee on Elections shall prepare a ballot in such form as shall be approved by the Board of Directors, showing in respect of each vacancy the class or division of membership from which the nominee must be chosen, the name of the present incumbent if a candidate, together with a statement on the ballot that each incumbent's name is placed thereon by mandate of the Articles of Association; the ballot for publisher nominees shall also designate one additional candidate and that for writer nominees two additional candidates; both forms of ballot shall contain a suitable blank space wherein any member may write in the name of any member of the specified class or division for whom the member votes instead of or in preference to the regular nominees.

Ballots shall be consecutively numbered, and shall provide a space for signature of the voting member. One ballot, and one only, shall be made available for the use of each active member in good standing except that lost, misplaced, mutilated or destroyed ballots may be replaced in the sole discretion of the Committee on Elections. One ballot shall be mailed to each such member, at the member's last address as disclosed by the records of the Society, and may in addition be distributed by such other means as the Committee shall prescribe, not less than twenty days before the date of the General Annual Meeting. Each such ballot mailed shall be accompanied by a postage prepaid envelope addressed to the Committee on Elections in care of the Society. Each qualified member may cast his, her or its vote by mail or personal delivery to the Committee, or by such other means as the Committee shall prescribe. All votes must be thus cast and received not later than midnight five days before the date set for the General Annual Meeting. Votes received thereafter shall not be counted.

The Committee shall appoint its choice of tellers, exclusive of members of the Board of Directors or any candidate, and shall make all rules for totaling, tabulating and counting the votes cast. It shall be privileged to call upon the management and staff of the Society for any required assistance.

The candidate receiving the highest number of votes cast shall be deemed elected. In case of a tie between the two highest, the candidate who has been longest a member of the Society shall be declared elected.

The Committee on Elections after canvassing the vote, shall by written certificate presented to the Chairman of the Board not later than the opening of the General Annual Meeting, certify the names of the winning candidates together with a state-

ment showing the number of votes cast for each candidate.

All ballots, tally sheets and other memoranda, incident to the tabulation of the votes shall be retained for thirty days and be available for examination or recount by any committee of not less than five members in good standing; provided, however, that only one such examination or recount shall be performed for any election, and provided further that, in the event such examination or recount fails to change the outcome of such election, the cost of the examination or recount shall be borne by the members requesting it.

(h) Publisher members only shall be entitled to vote for publisher Directors. Writer members only shall be entitled to vote for writer Directors.

(i) Voting rights of all members within their respective classes in elections of Directors, shall be determined upon the following basis, subject to the limitation that no member shall have more than 100 votes:

#### Composer -- Author Members

Each composer or author member who has received any performance credits in the latest available preceding fiscal survey year shall have one vote, plus (i) one vote for each 900 credits up to 18,000 credits, plus (ii) one vote for each 1,800 credits from 18,001 to 23,400 credits, plus (iii) one vote for each 2,700 credits from 23,401 to 31,500 credits, plus (iv) one vote for each 3,600 credits from 31,501 to 45,900 credits, plus (v) one vote for each 4,500 credits from 45,901 to 90,900 credits, plus (vi) one vote for each 5,400 credits in excess of 90,900 credits.

#### Publisher Members

Each publisher member who has received any performance credits in the latest available preceding fiscal survey year shall have one vote, plus (i) one vote for each 3,600 credits up to 90,000 credits, plus (ii) one vote for each 7,200 credits from 90,001 to 126,000 credits, plus (iii) one vote for each 10,800 credits from 126,001 to 180,000 credits, plus (iv) one vote for each 14,400 credits from 180,001 to 367,200 credits, plus (v) one vote for each 18,000 credits in excess of 367,200 credits.

The above formulae shall be adjusted proportionally in the event that total writer performance credits differ by more than ten percent (10%) from 25,000,000, or total publisher performance credits differ by more than ten percent (10%) from 28,000,000, during the latest available fiscal survey year preceding the election in question.

If at any time more than forty and eight-tenths percent (40.8%) of the total publisher votes would be represented by the ten publisher members and "groups of affiliated publisher members" (as that term is used in Article IV, Section I hereof) having the highest number of publisher votes, the weighting of votes as set forth in the above formula for publisher members shall be changed to bring the percentage of votes of

such publishers down to forty and eight-tenths percent (40.8%). This shall be accomplished by proportionately diminishing the votes otherwise allocable to such publishers by the amounts necessary to effect such result. Anything to the contrary notwithstanding, a publisher member which is not subject to such diminution of its votes shall not be allocated more votes than any publisher member which is subject to such diminution.

A member who received no performance credits in the latest available fiscal survey year shall not be entitled to vote in an election for Directors.

## ARTICLE V

### POWERS OF THE BOARD OF DIRECTORS

SECTION 1. MANAGEMENT. The Board of Directors shall have charge of and supervision over the general management of the business of the Society, and in addition to the powers by these Articles expressly conferred upon it, may exercise all such powers and do all such acts and things as may be exercised or done by the Society.

SECTION 2. ENUMERATED POWERS. Without prejudice to the general powers conferred by the last preceding section and the other powers conferred by these Articles, it is hereby expressly declared that the Board of Directors shall have the following powers, that is to say:

To make contracts or authorize contracts to be made by Officers of the Society or by any of the committees provided for by these Articles; to fix the rate, time and manner of payment of royalties for the performances of all works registered with the Society; to collect such royalties; to maintain all legal proceedings necessary to enforce payment of such royalties and compromise claims for damages and penalties for unlawful performances; to distribute among the members the royalties collected in the proportionate shares provided for in the scheme of allotment of royalties prescribed in these Articles; to enforce the fulfillment of all contracts, both on the part of the members of the Society and third parties, that may have been made by the Society; to authorize the prosecution and defense of any matter, action or proceeding within the scope of the Society, or affecting its interests or involving the rights of public performance of any work of any member or the question of authorship in any work of any member.

To purchase or otherwise acquire for the Society any property, rights and privileges which the Society is authorized to acquire, at such prices and on such terms and conditions, and for such considerations, as it thinks fit.

To appoint and at its discretion remove or suspend, such assistant secretaries, assistant treasurers, managers, subordinates, assistants, clerks, agents and servants, permanently or temporarily, as it may from time to time think fit, and to determine their duties and fix and from time to time change their salaries or emoluments, and to require security in such instances and in such amounts as it may think fit.

To confer by resolution upon any committee or Officer of the Society the right to

choose, remove or suspend such subordinate Officers, agents or servants.

To determine who shall be authorized to sign, on the Society's behalf, receipts, endorsements, checks, releases, contracts and documents.

From time to time to provide for the management of the affairs of the Society in such manner as it thinks fit, and in particular from time to time to delegate any of the powers of the Board of Directors to any committees, Officers or agents, and to appoint any persons to be the agents of the Society, with such powers (including the power to sub-delegate) and upon such terms as may be thought fit.

To appoint and dissolve all committees; to define, alter and regulate the jurisdiction and exercise original and supervisory jurisdiction over any and all subjects and matters referred to said committees; to direct and control their actions or proceedings at any stage thereof.

To seek the expulsion of any member on the grounds set forth in Article III, Section 8, or in Section 8 of this Article, or on the following grounds, upon compliance with the procedures set forth in Section 9 of this Article: (a) making a false or misleading statement on a material point to the Society; (b) criminal activity; (c) failure to comply with the rules, regulations, requirements and obligations of membership; (d) harassment or endangering the welfare of the Society or its members; (e) frivolous actions causing the Society or its members undue expense.

The Board of Directors shall have the power to make such regulations and to take such action not inconsistent with the Articles of Association and the by-laws, as it may deem advisable for the protection of the property and for the general objects of the Society. It shall adopt a seal of the Society.

The Board of Directors shall have the control over and power of disposition of all funds belonging to the Society. It shall determine the manner and form of their investment and the depositaries of such funds.

**SECTION 3. SALARIES OF DIRECTORS; ABSENCE FROM MEETINGS.** Directors as such shall not receive any salaries for their services.

If any member of the Board of Directors shall be absent from three consecutive regular meetings of the Board of Directors, the Board shall thereupon remove such absentee Director from office as a Director and from any other office held by that Director. The Board of Directors shall appoint a successor as provided in Section 4 of this Article. Such member shall not, however, be disqualified from filling the vacancy thereby created.

**SECTION 4. VACANCY IN BOARD OF DIRECTORS.** In case of the death, removal or resignation of a Director or of any vacancy in the Board of Directors, such vacancy shall be filled by the election of a Director belonging to the same class of Directors as the member of the Board whose place is to be filled, by a two-thirds vote of the entire Board, the term of office of such newly elected member to terminate upon the

election of his or her successor at the next General Annual Meeting held for the election of Directors generally. At such meeting a Director shall be elected of the same class of Directors as the member of the Board whose place is to be filled, for the unexpired term, in the manner provided for the election of Directors.

SECTION 5. REMOVAL OR SUSPENSION OF DIRECTOR OR OFFICER. In case, at any regular or Special Meeting of the Board of Directors, two-thirds of those present shall be of the opinion that sufficient cause exists for the removal of any Director or Officer from such office, and that such Director's or Officer's removal is for the best interest of the Society, a Special Meeting of the Board of Directors shall be called, upon three days' written notice to each of the Directors, specifying the charges against the Director or Officer against whom such are directed; and a copy of such charges shall be served upon the Director or Officer so charged, at least three days before such Special Meeting. In case, at such Special Meeting, the Directors shall after hearing such Director or Officer, determine by an affirmative vote of two-thirds of all the Directors in office, that sufficient cause exists for such Director's or Officer's removal, and that such Director's or Officer's removal is for the best interest of the Society, then such person shall immediately cease to be a Director or Officer as the case may be, and the resulting vacancy shall be filled as provided in Section 4 of this Article.

The Board of Directors may suspend from office any Officer or Director against whom charges have been preferred.

SECTION 6. COMMITTEE MEMBERSHIP NOT A DISQUALIFICATION. No member of the Board of Directors shall be disqualified from participating in any meeting, action or proceeding of any kind whatsoever of said Board of Directors, by reason of being or having been a member of a Standing Committee or Special Committee which has made prior inquiry, examination or investigation of the matter under consideration. Nor shall any member of any Standing or Special Committee be disqualified, by reason of such membership, from acting as a member of the Board of Directors upon any appeal from any decision of such Standing or Special Committee.

SECTION 7. CONFLICTS OF INTEREST. No member of the Board of Directors shall participate in the adjudication of any case in which that Director is personally interested, or participate in or vote on any question relating to the negotiation, execution, performance or enforcement of any license agreement with a motion picture producer, where such member at the time, directly or indirectly, has any pecuniary interest in any motion picture producer, or in any subsidiary or affiliate of such producer or in any contractual relationship with any such producer.

No Officer or member of the Board of Directors or any person acting on behalf of the Society shall participate in or vote on any question relating to any transaction or negotiation involving the Society and a licensee, or prospective licensee, where such Officer, Director or other person has any pecuniary interest in such licensee or prospective licensee, or in any subsidiary or affiliate thereof, or in any contractual relationship with any such licensee or prospective licensee.

SECTION 8. EXAMINATION OF MEMBER. The Board of Directors may, by a two-thirds vote of its members present, require that any member of the Society shall submit to the Board of Directors or any Standing or Special Committee, for examination, such portion of that member's books or papers as are material and relevant to any matter under investigation by said Board of Directors or by any Standing or Special Committee. Any member who shall refuse or neglect to comply with such requirements, or shall willfully destroy any such required evidence, or who, being duly summoned, in pursuance of a two-thirds vote of the members of the Board of Directors present, shall refuse or neglect to appear before the Board of Directors or any Standing or Special Committee, as a witness, or refuse to testify before any such Committee, may be adjudged guilty of an act detrimental to the interest or welfare of the Society.

SECTION 9. FINAL DECISION BY TRIAL. The procedures for expulsion of a member on the grounds set forth in Article III, Section 8, or in Sections 2 and 8 of this Article, shall be as follows: The Board of Directors shall, by two-thirds vote of all its members, seek the expulsion of such member, and shall detail to the member whose expulsion is sought the reasons for such expulsion in writing. The matter shall then be heard at trial by the Board of Review, which shall determine the rules and procedures for the conduct of such trial. The decision of the Board of Review after such trial shall be final. If the Board of Review finds expulsion of the member justified, it shall so report to the Board of Directors, which shall then expel the member.

## ARTICLE VI

### OFFICERS OF THE SOCIETY

SECTION 1. OFFICERS. The Society's Officers shall consist of a Chairman of the Board, two Vice Chairmen of the Board, a Secretary, and a Treasurer. The Chairman and Vice Chairmen shall be Directors; the Secretary and Treasurer need not be Directors.

SECTION 2. ELECTION OF OFFICERS. The Chairman of the Board, the Vice Chairmen of the Board, the Secretary, and the Treasurer, shall be elected bi-annually by the Board of Directors by two-thirds vote of the entire Board. Each Officer shall serve for the term of two years and until the election and qualification of that Officer's successor. In the event of a failure to elect a Chairman of the Board at the end of any such two-year term, the office of Chairman of the Board shall be declared vacant until the next Chairman of the Board shall be elected. Pending such election, the writer Vice Chairman shall discharge the duties of the Chairman of the Board. The office of Chairman of the Board shall carry with it such compensation as the Board of Directors may fix from time to time.

SECTION 3. VACANCY OF OFFICE. In case a vacancy shall occur in the office either of the Chairman of the Board, Vice Chairmen of the Board, Secretary, or Treasurer, an election shall be held forthwith to fill the vacancy for the unexpired term.



SECTION 4. EXPULSION OR SUSPENSION OF OFFICER. The expulsion or suspension of a member holding any office or position, to which he or she has been either elected or appointed, shall create a vacancy therein which shall be filled as provided in these Articles.

## ARTICLE VII

### THE CHAIRMAN OF THE BOARD

The Chairman of the Board shall be a writer member of the Board of Directors. He or she shall preside at all meetings of the Board of Directors, act as spokesperson for the membership, and have general supervision over the business affairs and property of the Society and over its several Officers.

He or she shall see that all orders and resolutions of the Board of Directors and of the Society are carried into effect and shall sign all contracts and agreements authorized by the Board of Directors, unless the Board shall otherwise direct. The Chairman of the Board shall submit to the Board of Directors, as soon as may be after the close of each fiscal year, and to the members at each annual meeting, a complete report of the operations of the Society for the preceding year, and of the state of its affairs, making such recommendations as he or she thinks proper, and shall from time to time report to the Board of Directors all matters within his or her knowledge which the interests of the members may require to be brought to its notice. The Chairman of the Board shall be ex-officio a member of all Standing Committees.

## ARTICLE VIII

### THE VICE CHAIRMEN OF THE BOARD

The Vice Chairmen of the Board shall have such powers and perform such duties as the Board of Directors may from time to time prescribe, and perform such other duties as may be prescribed in these Articles. One Vice Chairman shall be a writer and one Vice Chairman shall be a publisher. In case of the absence of the Chairman of the Board or the Chairman's inability to act, the writer Vice Chairman shall discharge the duties of the Chairman of the Board.

## ARTICLE IX

### THE TREASURER

The Treasurer may be an employee of the Society. The Treasurer shall be responsible for insuring that proper financial controls are instituted by management, and shall from time to time report to the Board of Directors on the financial condition of the Society as the Board shall direct.

## ARTICLE X

### THE SECRETARY

The Secretary may be an employee of the Society. He or she shall be ex-officio Secretary of the Board of Directors and shall record all the votes and proceedings of

the meetings of the Society, and of the Board of Directors in a book or books. He or she shall record all the votes and proceedings of the General Meetings of the Society. When authorized by the Board of Directors he or she shall affix the Society's seal to any instrument requiring the same. The seal of the Society, so affixed, shall always be attested by the signature of the Secretary. He or she shall give notice of all meetings of the Society, and of the Directors, and of all calls for assessments to be paid by the members. The Secretary shall also have such other powers and perform such other duties as pertain to that office, or as the Board of Directors may from time to time prescribe.

## ARTICLE XI

### THE COUNSEL

SECTION 1. The Counsel shall be the legal adviser of the Society, the Board and the various committees. He or she shall have supervision of all matters involving legal questions, and shall appear for the Society in all actions or proceedings.

SECTION 2. The Counsel shall be appointed by the Board of Directors for such term as may be decided by the Board.

## ARTICLE XII

### ABSENCE OR SUSPENSION OF OFFICER

In case of the absence of the Chairman of the Board, a Vice Chairman of the Board, the Secretary, or the Treasurer, or in case of the suspension of any such Officer pending trial on charges, the Board may delegate his or her powers and duties to any other Officer, or to any Director for the time being.

## ARTICLE XIII

### BUSINESS TO BE CONDUCTED AT DIRECTORS' MEETING

A quorum being present, the Chairman of the Board shall call the meeting of the Board of Directors to order.

In the order to be determined by the Board of Directors, the following business shall be conducted at a meeting of the Board: the reading, revision (if necessary) and approval of the minutes of the most recent prior meeting; the presentation of reports of Officers and committees; and the consideration of unfinished, miscellaneous, and new business.

## ARTICLE XIV

### STANDING COMMITTEES AND BOARD OF REVIEW

SECTION 1. FINANCE COMMITTEE. There shall be a Finance Committee which shall attend to and supervise all the fiscal operations of the Society to the extent and

in the manner directed by the Board, and this or such other committee as may be appointed, shall examine all accounts of the Society at the close of each fiscal year and at such other times as may be deemed necessary, and report thereon.

SECTION 2. EXECUTIVE COMMITTEE. An Executive Committee shall be appointed from among the members of the Board, who shall advise with and aid the Officers of the Society in all matters concerning its interest and the management of its business and be clothed with such powers as may be prescribed or delegated by the Board of Directors, from time to time, included among which shall be that of supervising the activities of the Society during the intervals between meetings of the Board of Directors.

SECTION 3. APPOINTMENT AND TERM OF STANDING COMMITTEES. In addition to the Finance Committee and the Executive Committee, the Board of Directors shall create such Standing Committees as it deems necessary. All Standing Committees shall be appointed to hold office for not more than two years or until their successors are appointed. The members of the Finance Committee, the Executive Committee, and all Standing Committees shall be appointed by the Chairman of the Board with the approval of the Board of Directors.

Unless in these Articles of Association specifically otherwise provided, membership of committees shall consist exclusively of members or Officers or employees of the Society, as the Board in its sole judgment may deem desirable or advisable, and of such number as the Board of Directors shall fix from time to time.

SECTION 4. PROTESTS. Any member who believes that the Society has not made proper distribution of royalties to him, her or it in accordance with the rules and regulations adopted by the Board of Directors governing distribution of royalties may give notice to that effect in writing to the Secretary of the Society, stating that the member proposes to protest to the Board of Review and setting forth the grounds for complaint. The Board of Review shall entertain the member's complaint and give the member an opportunity to appear in person, or by any other person of the member's selection, including a member of the Society, if the member so desires, or to present the member's complaint in writing or both, as the Board of Review shall determine. The Board of Review shall also give a representative of the Society duly appointed by the Board of Directors an opportunity to appear in the same fashion as it afforded the protesting member, to respond to the member's complaint.

The Board of Review shall determine its own procedures, and shall inform both the protesting member and the Society of those procedures upon receiving the protesting member's complaint.

The Board of Review shall set forth in detail its findings of fact and the grounds for its decision. Stenographic transcripts of each proceeding before the Board of Review shall, at the request of the protesting member, be supplied by the Society to such member at cost. If the Society itself requires or makes use of the transcript, the member shall pay only the cost of making a second copy. Copies of any decision of the Board of Review (or of the Panel specified below) shall, at the request of any

member, be supplied by the Society to such member at no cost; the Board of Review (or the Panel, as the case may be) may redact from such copies of its decisions any confidential information, as may be requested by the protesting member or the Society.

The decision of the Board of Review shall be deemed final unless either the member or the Society files a notice of appeal in writing with the Secretary of the Society within thirty days after receiving written notice of such decision; in such case all evidence taken before the Board of Review shall be referred to the Panel provided for in Section 6 of this Article.

The Panel, after considering any such appeal, may reverse or modify the decision of the Board of Review by a vote of not less than two-thirds of the Panel and in its discretion may impose costs. If less than two-thirds of the Panel vote for reversal or modification, the decision of the Board of Review shall be affirmed. The decision of the Panel shall be conclusive and final, and neither the protesting member nor the Society shall have the right of any further recourse, including recourse to the courts.

Any additional amounts finally determined by the Board of Review (or, in case of appeal, by the Panel) to be due a member with respect to the distribution complained of by such member and all subsequent distributions to the date of the decision shall be paid to the member promptly after the rendering of such decision.

Any complaint by a member pursuant to this Section 4 must be filed by the aggrieved member within nine months of the receipt by the member of the member's annual statement or of the rule or regulation on which such complaint is founded and the relief which the Board may grant in terms of monetary payment shall not extend back beyond the period of time covered by such annual statement, provided, however, that if the alleged injustice is such that the aggrieved party would not reasonably be put on notice of it by the member's annual statement, the relief given may reach back as far as, in the opinion of the Board of Review, is required to do justice to all parties.

If any member of the Board of Review wishes to assert a grievance of the class described in this Section 4, that member shall have the right to protest to the Board of Directors which for purposes of such protest shall act as the Board of Review; the Board of Directors may name a committee of not less than eight of its members, four of whom shall be writers and four of whom shall be publishers, to hear and decide such protest.

SECTION 5. BOARD OF REVIEW. (1) Commencing with the election in the year 2002, and every four years thereafter, there shall be elected for a four-year period from the general membership a Board of Review consisting of four writer members (two authors and two composers, one of whom shall be a symphonic and concert writer) and four publisher members (one of whom shall be a symphonic and concert publisher). In addition, there shall be elected one alternate in each class and division (i.e., popular-production writer; symphonic and concert writer; popular-production publisher; and symphonic and concert publisher). Each alternate shall be given notice of

all meetings of the Board of Review and shall attend such meetings in the absence of a member in the class and division to which that alternate member shall be elected as such alternate. No member of the Board of Directors nor any representative of a publisher member affiliated with any publisher member (as defined in Article IV, Section 1) having a representative on the Board of Directors, shall be eligible to serve on the Board of Review. The four writer members shall be elected by all writer members entitled to vote and the four publisher members shall be elected by all publisher members entitled to vote.

(2) Commencing with the election in the year 1996, members of the Board of Review shall be elected in the following manner:

(a) The Publishers Nominating Committee and the Writers Nominating Committee, specified in Article IV, Section 4, subdivision (b) of these Articles, shall each not less than fifty-five days preceding the date upon which the General Annual Meeting is to be held in such year, select and nominate from the general membership such number of publisher- and writer-members respectively as each such Committee may in its discretion select (but in no event less than eight publisher members and eight writer members – half of whom shall be composers, and the other half authors – respectively), not less than two publishers and two writers being symphonic and concert publishers and symphonic and concert writers. The nominee in each class and division, who fails of election but who receives the highest number of votes of the nominees who fail of election in that class and division, shall serve as an alternate in that member's respective class and division.

(b) The Committee on Elections, specified in Article IV, Section 4, subdivision (f), shall prepare a ballot in such form as shall be approved by the Board of Directors showing the class or division of membership from which the nominee must be chosen; such ballot shall contain a suitable blank space wherein any member may write in the name of any member of the specified class or division for whom the voting member votes instead of or in preference to the regular nominees.

(c) Ballots shall be numbered, distributed and returned in the manner prescribed in Article IV, Section 4, subdivision (g).

(d) All votes must be cast and received not later than forty-five days after the ballot shall have been distributed by the Committee on Elections. Votes received thereafter shall not be counted.

(e) The Committee on Elections shall conduct the election, tabulate votes and determine the person elected and retain tally sheets and other data as provided in Article IV, Section 4, subdivision (g).

(f) The Committee on Elections, after canvassing the vote, shall by written certificate presented to the Chairman of the Board not later than fifty days after such ballots shall be mailed by it, certify the names of the winning candidates together with a statement showing the number of votes cast for each candidate.

(g) Publisher members only shall be entitled to vote for members of the Board of Review from this class and writer members only for members of the Board of Review from this class. All voting writer members, whether author or composer, shall be qualified to vote for writer members of the Board of Review.

(h) Voting rights of all members within their respective classes in elections of members of the Board of Review shall be upon the basis specified in Article IV, Section 4, subdivision (i).

(3) Commencing with the election in the year 1963, six members of the Board of Review shall constitute a quorum and the affirmative vote of a majority of those present shall be required for a decision pursuant to Section 4 of this Article. In the event of an equally divided vote, the Board of Review shall certify the complaint to the Panel and its decision shall be binding, final and conclusive.

(4) The Chairman of the Board of Review (or in case of a tie vote a member of the Board of Review representing each of the views of that body) may appear before the Panel upon any appeal from a decision of the Board of Review to the Panel.

(5) Commencing with the election in the year 1964, in the case of the death, removal or resignation of a member of the Board of Review, such vacancy shall be filled by the duly elected alternate in the appropriate class and division, or in the event of failure or refusal of such alternate to serve, then by the election of a member belonging to the same class and division as the member whose place is to be filled, by a three-fourths vote of the entire Board of Review, the term of office of such newly elected member to be for the balance of the term of the replaced member.

(6) Members of the Board of Review as such shall not receive any salaries for their services.

SECTION 6. PANEL. (1) The Panel designated in Section 4 of this Article shall consist of three Arbitrators appointed as provided in the Rules of the American Arbitration Association.

(2) All proceedings before the Panel shall be conducted in New York City.

(3) The Board of Directors shall adopt such regulations or take such other action as may be necessary or proper to carry into effect the foregoing provisions in conformity with the Rules of the American Arbitration Association.

SECTION 7. CLASSIFICATION RECORDS. Records shall be maintained by the Officers, committees, boards or panel of the Society dealing with the classification of members and distribution of revenues which will adequately apprise the respective members of the determination made and actions taken by such Officers, committees, boards and panel as to such members and the basis therefor.

SECTION 8. OMBUDSMEN. The Board of Directors shall name at least two qualified independent persons, at least one of whom shall reside in the Eastern half and one of whom shall reside in the Western half of the United States, to the position of

Ombudsmen for a term to be set by the Board of Directors. The Ombudsmen shall periodically examine the design and conduct of the survey and report thereon to the Board of Directors. The Ombudsmen shall be available for consultation with members and shall give the Board of Directors their independent advice based on such consultations.

## ARTICLE XV

### SPECIAL COMMITTEES

The Chairman of the Board shall appoint Special Committees as he or she sees fit.

Any member may bring any matter to the attention of the Board of Directors by submitting such matter, in writing, to the Chairman of the Board.

## ARTICLE XVI

### GENERAL POWERS AND DUTIES OF COMMITTEES

SECTION 1. QUORUM OF COMMITTEES. A majority of each committee shall constitute a quorum thereof.

SECTION 2. MEETINGS OF COMMITTEES. The Board of Directors shall adopt appropriate procedures for the meeting of committees.

SECTION 3. ABSENCE OF MEMBER OF COMMITTEE. If any member of any committee is absent from two successive meetings without an excuse presented to the committee, that member's place may be declared vacant by the Chairman of the Board.

SECTION 4. MINUTES OF COMMITTEE. The Standing Committees shall keep regular minutes of their transactions and cause them to be recorded in a book kept in the office of the Society for that purpose, and report the same to the Board of Directors at its regular meetings.

## ARTICLE XVII

### ROYALTIES

SECTION 1. APPORTIONMENT AND DISTRIBUTION OF ROYALTIES. All royalties and license fees collected by the Society shall be from time to time as ordered by the Board of Directors distributed among its members, provided, however:

(a) That all expenses of operation of the Society shall be deducted therefrom and duly paid;

(b) That the Board of Directors, by two-thirds vote of those present at any regular meeting may add to the Reserve Fund any portion not exceeding ten percent (10%) of the total amount available for distribution;

(c) That the net amount remaining after such deduction for distribution shall be

apportioned as follows: one-half thereof to be distributed among the "Music Publisher" members, and one-half among the "Composer and Author" members, respectively; in making such distribution, royalties shall be paid to affiliated foreign performing rights organizations in such amounts as are required by the Society's affiliation agreements;

(d) That in making such distributions, the writer Directors of the Board shall determine the basis (including rates and formulae) for distributions to writer members, and the publisher Directors of the Board shall determine the basis (including rates and formulae) for distributions to publisher members; such bases shall reflect the assessment by the writer or publisher Directors of the Board, as the case may be, of the value to the Society's repertory of the performances of the works composed, written or published, all to be determined in a fair and nondiscriminatory manner; and

(e) That in making such distributions, primary consideration shall be given to the performance of the compositions of members as indicated by objective surveys of performances (excluding those licensed by the member directly) periodically made by or for the Society.

SECTION 2. RESERVE AND RELIEF FUNDS. The Board of Directors, by a two-thirds vote of all those present, shall have the right to create and from time to time add to the Reserve Fund, and may direct that a portion of the royalties as and when collected be placed in such Reserve Fund. The Board of Directors may, from time to time, direct that a portion of the royalties as and when collected be placed in the Relief Fund.

SECTION 3. UNCLAIMED ROYALTIES. Except in those instances which in the sole discretion of the Board of Directors warrant additional time, royalties which have been apportioned and which have not been claimed by the owners shall remain in the General Fund of the Society for a period of three years. Three months prior to the expiration of said three years, notices shall be given to the parties lawfully entitled thereto, by registered mail, requiring them to receive said royalties within three months, and after the expiration of said three months, such royalties, if not claimed, shall become the absolute property of the Society. Notwithstanding the foregoing, however, should any unclaimed property law of a state or territory of the United States so require, royalties which have been distributed and which have not been claimed by the payee shall be kept segregated from the General Fund of the Society for such period of time as required by the applicable law and thereafter be further disbursed pursuant to, and upon such notice as required by, the applicable law. The manner and method of giving notice provided for in the applicable law shall control, notwithstanding any contrary provisions regarding giving notices as may generally apply under Article XIX.

## ARTICLE XVIII

### MEETINGS

SECTION 1. GENERAL MEETINGS OF THE SOCIETY. The Society shall hold one or more General Meetings each year: a General Annual Meeting to be held during the



months of March or April, and, in the discretion of the Board of Directors, additional General Membership Meetings. The General Meetings shall be held in locations to be determined by the Board of Directors. Special Meetings may be called at any time by the Board of Directors.

SECTION 2. BUSINESS TRANSACTED AT GENERAL MEETINGS. The Board of Directors and management shall report to the membership at each General Meeting on the status of the Society, and shall transact such other business as may be directed by the Board of Directors.

## ARTICLE XIX

### NOTICES

Whenever notice is required to be given to any member, such notice shall be given in a manner authorized by the Board of Directors, in accordance with applicable law.

## ARTICLE XX

### MEMBERSHIP RIGHTS

SECTION 1. MEMBERSHIP RIGHTS IN CERTAIN CASES. Any member who is expelled by the Board of Directors, or who is dropped for the nonpayment of dues, fines or assessments, shall thereupon lose and forfeit any and all interest, right or claim in, to or under the Society, the property thereof, and the dues and assessments paid thereto. Upon expulsion, bankruptcy, insolvency or other severance of membership in, or connection with, the Society, all rights and interests of whatsoever character, sort or kind, to, of, in or concerning the Society by virtue of such membership, shall instantly cease and be of no further force and effect. Expulsion shall not relieve any member from that member's obligations to the Society up to the date of such expulsion.

SECTION 2. POSTHUMOUS MEMBERSHIP. On the death of any member, his or her rights in the Society, except as hereinafter provided, shall be vested in his or her heirs, legatees or other persons who have acquired, by will or under any law, the right, title and interest of the member in any of his or her musical works, including the right of public performance thereof. Such heirs, legatees or other persons shall receive a share in royalty distributions in accordance with the provisions of these Articles of Association and the applicable rules governing distribution.

In cases where the person(s) entitled to such share in royalty distributions is the deceased member's surviving spouse, child(ren), grandchild(ren) (on a per stirpes basis), parent(s), brother(s) or sister(s), as the case may be, such person(s) shall have the same voting power as "composer-author" members to the extent of such surviving spouse's, child(ren)'s, grandchild(ren)'s (on a per stirpes basis), parent(s)', brother(s)' or sister(s)', participation in the Society's distribution of domestic royalties during the previous calendar year, but shall not be eligible to hold office in the Society. No other successor of a deceased composer-author shall be entitled to vote or hold office in the Society.

SECTION 3. BANKRUPTCY OF MEMBER. The Board of Directors shall have the right to suspend payments of royalties to any member in case of the filing of a petition in bankruptcy by or against such member, and/or the adjudication of such member a bankrupt, or the execution by such member of an assignment for the benefit of creditors, or the taking advantage by such member of the insolvency laws of any State, Territory or Country, or the appointment of a receiver, trustee or liquidator of the assets and property of the member, or the voluntary or involuntary dissolution of a member.

The representative of any publisher member who shall be a member of the Board of Directors may upon the happening of any such contingencies be dropped from the Board of Directors in the sole discretion of the Board.

SECTION 4. ASSIGNMENT OF ROYALTIES AND RIGHTS OF MEMBERS GENERALLY PROHIBITED; EXCEPTIONS. The royalties, or the right to participate in the royalties, and the rights of the members in the Society, shall not be sold or otherwise disposed of by any member and shall not be the subject of sale or other disposition by voluntary action, operation of law, legal proceedings or otherwise, and no member shall sell, otherwise dispose of, hypothecate or create a lien upon any royalties accruing, or that may thereafter accrue to such member, by virtue of such member's membership, or any of the rights, privileges, benefits, royalties or emoluments to which such member may be entitled by virtue of such member's membership except as the Board of Directors may from time to time provide by regulation, provided, however, that a writer member may assign all royalties, or the right to participate in all royalties, to a corporation in which the writer member owns ninety-five percent (95%) or more of the stock. If such a corporation to which the Society has made royalty payments ceases to be owned at least ninety-five percent (95%) by the writer member, except by reason of the member's death, the Society shall thereafter pay all royalties to the writer member. Nothing in this Section shall be deemed to give any corporation any right of membership except the right to receive royalty payments.

## ARTICLE XXI

### AMENDMENTS

SECTION 1. (a) The Board of Directors may, upon a two-thirds vote of the entire Board, propose amendment of the Articles of Association. All such proposed amendments shall be submitted to the membership for approval in accordance with this Article.

(b) Any member may propose amendment of the Articles of Association by submitting a written copy of such proposed amendment to the Board of Directors at any time. If two-thirds of the Board of Directors shall approve of such proposed amendment, it shall be submitted to the membership in accordance with Section 2 of this Article. If, however, two-thirds of the Board of Directors shall not approve of such proposed amendment, the same shall not be submitted to the membership.

SECTION 2. Any proposed amendment approved by the Board of Directors pur-

suant to Section 1(a) of this Article or proposed and approved pursuant to Section 1(b) of this Article shall promptly thereafter be embodied in a ballot and mailed or distributed by such other means as the Board of Directors may prescribe to each and every voting member of the Society. The ballot shall be in such form as shall be approved by the Board of Directors. Ballots shall be consecutively numbered and shall provide a space for signature of the voting member. One ballot and one only shall be made available for the use of each active member in good standing except that lost, misplaced, mutilated or destroyed ballots may be replaced in the sole discretion of the Board of Directors or such committee as it may designate for that purpose.

One ballot shall be mailed to each such member at such member's last address as disclosed by the records of the Society, and may in addition be distributed by such other means as the Board of Directors may prescribe. Each such ballot mailed shall be accompanied by a postage-prepaid envelope addressed to the Board of Directors or such Officer or committee as it may designate.

Each qualified member may cast his, her or its vote by mail, by personal delivery, or by such other means as the Board of Directors may prescribe. All votes must be thus cast and received not later than forty-five days after the ballot shall have been mailed or otherwise distributed. Votes received after such forty-five-day period shall not be counted.

The Board of Directors or any committee designated by it for that purpose shall appoint its choice of teller and shall make all rules for totaling, tabulating and counting the votes cast. It shall be privileged to call upon the management and staff of the Society for any required assistance.

SECTION 3. Publisher members shall vote as one group and composer-author members shall vote as one group, and the votes cast by each group shall each count for fifty percent (50%).

The voting rights of all members within their respective groups shall be weighted upon the same basis as in the case of election of Directors and as set forth in Article IV, Section 4, subdivision (i) thereof.

In order to effectuate the counting of each group for fifty percent (50%), the total votes cast in each group in favor of the amendment shall be divided by the total number of votes cast by each respective group and the fraction arrived at in the foregoing manner with respect to the composer-author member group and the fraction so arrived at with respect to the publisher-member group shall be added together. The result of such addition shall be divided by two.

If (i) such division shall result in a fraction representing two-thirds or more, and (ii) such total number of votes cast by each respective group shall represent not less than thirty-three and one-third percent ( $33\frac{1}{3}\%$ ) of the total number of votes of all members of such respective group if all such members had exercised their right to vote, and (iii) a majority of the votes cast by each respective group is in favor of the

amendment, then such amendment shall be deemed to have been carried.

The Board of Directors shall certify the result of such voting not later than thirty days after the expiration of the period within which ballots may be cast, that the amendment has carried or failed, as the case may be, and such amendment shall become effective immediately unless some other period shall have been stated in the amendment.

SECTION 4. All ballots, tally sheets and other memoranda, incident to the tabulation of the votes shall be retained for thirty days and be available for examination or recount by any committee of not less than five members in good standing; provided, however, that only one such examination or recount shall be performed for any election, and provided further that, in the event such examination or recount fails to change the outcome of such vote, the cost of the examination or recount shall be borne by the members requesting it.

## ARTICLE XXII

### INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Society shall indemnify and hold harmless each person who has served or shall hereafter serve as a Director or Officer of the Society from and against any and all claims and liabilities to which such person shall have or may become subject by reason of such person's having heretofore or hereafter been a Director or Officer of the Society or by reason of any action alleged to have been heretofore or hereafter taken or omitted by such person as such Director or Officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by such person in connection with any such claim or liability; provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with, any claim or liability arising out of such person's own gross negligence or willful misconduct. The rights accruing to any person under the foregoing provisions of this Article shall not exclude any other right to which such person may be lawfully entitled, nor shall anything herein contained restrict the right of the Society to indemnify or reimburse such person in any proper case even though not specifically herein provided for. The Society, its Directors, Officers, employees and agents, shall be fully protected in taking any action or making any payment under this Article, or in refusing so to do, in reliance upon the advice of counsel.

## ARTICLE XXIII

### TERMINATION OF REQUIRED REPRESENTATION OF SYMPHONIC AND CONCERT WRITER MEMBERS AND SYMPHONIC AND CONCERT PUBLISHER MEMBERS

SECTION 1. If at any general election for members of the Board of Directors, the aggregate of the weighted votes to which all the symphonic and concert writer members as a group shall be entitled shall amount to fifty percent (50%) or more of the

aggregate of the weighted votes to which all the writer members shall be entitled, then and thereafter the right of the symphonic and concert writer members to have any specified representation in accordance with the provisions of these Articles, shall forever cease and terminate.

SECTION 2. If at any general election for members of the Board of Directors, the aggregate of the weighted votes to which all the symphonic and concert publisher members as a group shall be entitled shall amount to fifty percent (50%) or more of the aggregate of the weighted votes to which all the publisher members shall be entitled, then and thereafter the right of the symphonic and concert publisher members to have any specified representation in accordance with the provisions of these Articles, shall forever cease and terminate.

## ARTICLE XXIV

### DEFINITIONS

As used in these Articles, the following terms shall have the following meanings:

SECTION 1. The term "writer member" shall be deemed to refer to composer and author members.

SECTION 2. The terms "symphonic and concert writer" or "symphonic and concert publisher" shall refer to a writer or publisher whose performance credits are derived primarily from the performance of, and whose creative work or business (as the case may be) is concerned primarily with, symphonic and concert works.

SECTION 3. When a pronoun is used to refer to a publisher member of the Society, such reference shall be deemed to be made to all publisher members whether they be persons, co-partnerships, firms, associations or corporations.

SECTION 4. The term "General Fund" shall refer to the depository of all receipts, including unclaimed royalties. It is from this fund that all distributions are made and all expenses are paid.

SECTION 5. The term "Relief Fund" shall refer to the depository consisting of a portion of the Society's revenues, in such amount as may be determined by the Board of Directors. At the discretion of the Board, distributions may be made from this Fund to members of the Society, their surviving spouses, infant children or indigent parents in cases of urgent necessity; the Society does not vouchsafe to its members the right to receive such assistance.

SECTION 6. The term "Reserve Fund" shall refer to the depository of funds set aside from the General Fund, in such amount as may be determined by the Board, in accordance with these Articles.



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