

MEMORANDUM OF ASSOCIATION

OF

THE INDIAN MUSIC INDUSTRY

1. NAME

The name of the Association shall be THE INDIAN MUSIC INDUSTRY. It is a non-commercial and non-profit making organization affiliated to the International Federation of Producers of Phonograms and Videograms.

2. ADDRESS

The Registered Office of the Association shall be situated at BD-96, Salt Lake City, Sector-I, Kolkata – 700 064. *

3. OBJECTS

The objects for which the Association is formed are :

- (a) To defend, preserve and develop the rights of the Phonographic Producers.
- (b) To advance the present and future welfare of its members by any lawful and proper means.
- (c) To promote and encourage advancement of literary and musical culture.
- (d) To engage and assist in such other philanthropic activities as may be deemed appropriate by the Executive Committee of the Association.
- (e) To collect donations and subscriptions for the purpose of the Association.
- (f) To construct, maintain, improve, develop and alter any buildings, houses or other works necessary or convenient for the purpose of the Association.
- (g) To do all such things as may be deemed incidental or conducive to the attainment of the foregoing objects.

The fund and properties of the Association shall be applied solely towards the promotion of the objects of the Association and no portion thereof shall be paid to or divided amongst any of the member by way of profits.

*** Date of Alteration 22nd September, 2004**

4. EXECUTIVE COMMITTEE

The names, addresses and descriptions of the members of the Executive Committee –

<u>Name</u>	<u>Address</u>	<u>Description</u>
1. Mr. Anil Sud	15A Mandeville Gardens Calcutta – 700 019	President
2. Mr. S.A. Patel	91, Walkeshwar Road, Bombay 400 006	Member
3. Mr. S.L. Saha	217 Sarat Bose Road, Calcutta 700 029	Member
4. Mr. D. Sen	10/1/A, Lake Place, Calcutta 700 029	Member
5. Mr. A. C. Sen	2/1/D, Townshend Road, Calcutta 700 025	Secretary

5. We the several persons whose names, addresses and occupations are hereunto subscribed are desirous of being formed into an Association in pursuance of this Memorandum of Association.

<u>Signature</u>	<u>Address</u>	<u>Occupation</u>
..... 1. The Gramophone Co. of India Limited	33, Jessore Road, Calcutta 700 020	Service
..... 2. Polydor of India Limited	68, Tardeo Road, Bombay 400 034	Service
..... 3. Hindusthan Musical Products Limited	6/1 Akrur Dutt Lane, Calcutta 700 012	Merchant
..... 4. The Megaphone Company	77/1 Harrison Road Calcutta 700 009	Merchant
..... 5. N. B. Sen & Bros.	11, Esplanade East, Calcutta 700 001	Merchant

Signature

Address

Occupation

.....
6. Bharati Record & Musical Products 175A, Acharya Prafulla Chandra Road, Calcutta 700 004 Merchant

.....
7. Eagle Commercial Co. Pvt. Ltd. 10, Dharamtolla Street, Calcutta 700 013 Merchant

.....
8. Madan Machinery Mart Nichi Bagh, Varanasi Merchant

Witness to the above signature :
No. 8

Witness to the signatures
from 1 to 7

Signature :

Address :

Occupation:

147, Aurabinda Saranac,
Cal-6

Service

Dated the 27th day of December 1975

REGULATIONS OF ASSOCIATION
OF
THE INDIAN MUSIC INDUSTRY

NUMBERS OF CHAPTERS

- i. Membership
- ii. Executive Committee
- iii. Safe Custody of Funds
- iv. Books of Accounts & Inspection
- v. Accounting Year
- vi. General Meeting
- vii. Duties of Office Bearers
- viii. Suits and Legal Proceedings
- ix. Affiliated Organisations
- x. Alteration of Rules and Regulations
- xi. Dissolution of the Society

CHAPTER - I

MEMBERSHIP

1. Qualification and admission

Any person, or a principal officer nominated by a firm or a corporation which is a producer of gramophone records and other contrivances by means of which sounds may be mechanically or electrically reproduced is eligible to become a member of the Association, subject to the criteria (which shall be determined by the Executive Committee) that the applicant for membership, the nominating firm and corporation should act in accordance with fair trade practices including compliance with laws and regulations, for example, sales-tax, income-tax, all other revenue laws, intellectual property laws, etc. The nominated principal officer shall represent himself in the Association as an individual.

No person, or a principal officer nominated by a firm or a corporation which is a non-resident and which does not have any place of business in India shall be eligible to seek election as a member of the Association.

The Executive Committee of the Association may at its absolute discretion, refuse to admit any applicant as a member of the Association, without assigning any reason for such refusal.

Without prejudice to the generality of the discretionary power of the Executive Committee to refuse membership of the

Association to any applicant without assigning any reason for such refusal, it is provided that any applicant or a principal officer nominated by a firm or corporation which in the opinion of the Executive Committee in any form whatsoever is engaged in, or within three years prior to the application has been engaged in, the unauthorized creation, imitation, duplication, sale, importation or other use of sound recordings or artists' performance in violation of any law is ineligible for membership

2. Class of members

Full Members –

Category – A : Principal officers nominated by international majors commanding 5% (or more) share of the world market of sound recordings or music videos. This Category can include qualifying members nominated by firms or corporations having their headquarters abroad with offices in India or by Indian licencees or international companies or by Indian companies having headquarters in India with world-wide operations.

Category – B : Principal officers nominated by major producers of sound recordings or music videos.

Category – C : Principal officers nominated by medium-sized producers of sound recordings or music videos.

Associate Members

1. Category – D : Principal officers nominated by small producers of sound recordings or music videos or by producers of phonograms or music videos in the early period of their operations.
2. Category – E : Principal officers nominated by CD Plants.
3. Category – F : Principal officers nominated by legal entities, or firms having close connection with the production of sound recordings or music videos or making them available to the public.

The decision of the Executive Committee regarding the admission of the applicants to membership and classification of the members shall be final. The categorization of members shall be as per the sole decision of the Executive Committee.

Entrance Fee and Membership Subscription –

The entrance fee and the membership subscriptions will be fixed by members at a General Meeting and shall subsist until altered by the members at any subsequent General meeting or meetings.

Voting Rights –

Each members under Categories A, B and C shall have the voting rights in accordance with the weightage as indicated below :

Category	Weightage
A	50 votes
B	5 votes
C	1 vote

Associate Members shall have no voting rights.

Category A Members shall have veto rights.

3. Cessation of membership

Any member shall cease to be a member –

- a) On his resignation from membership by a letter addressed to the Secretary
- b) On his becoming insane or insolvent
- c) On his conviction of any offence in connection with the formation, promotion, management or conduct of the affairs of an association or of a body corporate, or of any offence involving moral turpitude.
- d) On termination of his membership by the Executive Committee on account of :
 - i. persistent defaults of six months in payment of membership subscription or any other contribution payable to the Association, or

ii. acting in a manner detrimental to the objectives and interests of the Association, provided that before such termination, reasonable opportunity will be given to the member concerned to explain or rectify his conduct, as may be decided by the Executive Committee.

The member whose membership has been terminated for persistent defaults will be eligible to apply for re-admission as a member provided he pays fresh entrance fee and past dues subject to the decision of the Executive Committee.

e) The member or the nominating concern not acting in accordance with fair trade practices including compliance with laws and regulations, for example, sales-tax, income-tax, all other revenue laws, intellectual property laws etc. The assessment regarding compliance with fair trade practices etc. shall be made solely by the Executive Committee.

4. Register of members

The Association shall maintain a Register of members containing the names, addresses and their occupations and the date of cessation. The Register will be kept open for inspection of the members of the Association on requisition.

5. Rights and obligations of members

- (a) Any member of the Association has the rights to elect and to be elected in any election of the Association.
- (b) To submit suggestion for discussion to the Executive Committee and sub-committee on any matter.
- (c) To inspect the accounts of the Association on appointment with the Secretary.
- (d) To forego his membership after due information in writing to the Executive Committee
- (e) To pay his subscription within the prescribed time
- (f) Defaulting members shall not be allowed to take part or vote in a meeting.

- (g) Ordinary members shall have one vote and special member two votes each.

CHAPTER - II

EXECUTIVE COMMITTEE

1. Composition and election :

There shall be an Executive Committee consisting of not less than 3 members and not more than 9 members for a term of three years at a time. The office-bearers of the Executive Committee shall consist of Chairman, Vice-Chairman, President, CEO, Secretary General, Secretary and Additional Secretary. In case of any vacancy in the posts of office-bearers, any existing office-bearer/s shall assume that office as an additional charge as may be decided by the Executive Committee. The members of the Executive Committee shall be elected at the Annual General Meeting of the Association every three years.

A member desirous of getting elected on the Executive Committee must be the nominee of a firm or corporation with good standing for the previous five years.

The members of the Executive Committee in so far as they represent specific music companies should invariably be the Chief Executive Officer, Managing Director, Proprietor or Managing Partner in their respective music companies or such high official as may be decided by the nominating concern in consultation with and by the approval of the Executive Committee of the Association. Such members shall represent themselves as individuals. Only the Full Members can become members of the Executive Committee.

It may be clarified that President or CEO or Secretary General or Secretary or Additional Secretary (if appointed) may or may not represent any specific music company and that he will be nominated / appointed by Executive Committee. *

Voting Rights of the Executive Committee members :

The Executive Committee members shall have equal voting rights for Executive Committee meetings. In the event of a tie, the Chairman of the meeting shall have the casting vote. However, in *

general meetings, the Executive Committee members shall enjoy voting rights as per the weightage in their respective Categories in accordance with the Regulation titled 'Voting Rights' Chapter 1. *

1(a) The Executive Committee may also appoint as President of Honour a retiring Executive Committee Members (who may or may not represent a music company) whose long and valuable Services it desires to give special recognition. Save as hereinafter provided such an appointment and its tenure shall be at the entire discretion of the Executive Committee, provided that no person shall be so appointed who has served as Executive Committee Member, in aggregate, not less than 10 years or as Chairman or President for not less than 6 years. President of Honour shall be a member of the Executive Committee without voting rights.*

2. Termination of membership :

A member of the Executive Committee shall cease to be a member of the Executive Committee if –

- (a) he resigns by letter addressed to the Secretary
- (b) he absents himself from three consecutive meetings of the Executive Committee without any leave or without any reasonable ground.
- (c) He is convicted of any offence in connection with the formation, promotion, management or conduct of the affairs of an Association, or of a body corporate, or of any offence involving moral turpitude.

3. Meeting

A meeting of the Executive Committee shall be held at least once in three months at such place and time as the President or the Secretary may determine. Any four members of the Executive Committee may requisition the meeting of the Executive Committee and the Secretary shall summon the same within seven days.

***Date of Alteration 22nd September, 2004**

4. Notice

Seven days notice of the meeting specifying the place, time and the general nature of work and business to be transacted shall be given to every member of the Executive Committee. Emergency meeting may be called on 24 hours' notice. Four members personally present shall constitute a quorum for the meeting and if a quorum is not present within 30 minutes of the time the members present may adjourn the meeting.

5. Procedure of the meeting

The Chairman shall preside over all meetings. In his absence, the Executive Committee members present shall elect a Chairman of the meeting. All questions before the meeting will be decided by a majority of votes. The Chairman shall have a second or casting vote in addition to his own vote in case of equality of votes. The Chairman while presiding at the meeting of the Executive Committee shall decide all questions relating to the Constitution or Rules and Regulations thereof and his decision shall be final and binding.*

6. Power and Duties of the Executive Committee

The Executive Committee shall have general power of supervision and conduct over all the affairs of the Association and in particular shall discharge the following duties :-

- (i) To summon the Annual General Meeting of the Association.
- (ii) To appoint sub-committee with such power and duties as may be considered necessary or expedient.
- (iii) To accept donation and subscription for the objects of the Association.
- (iv) To sell, lease, mortgage or otherwise dispose of and deal with all or any part of the property of the Association as deemed necessary, or expedient for the purpose of the Association.
- (v) To Keep proper accounts of the Association and to open Bank Account in the name of the Association in one or more of the Banks. Bank Accounts will be operated jointly by any two members of the Executive Committee.

CHAPTER - III

SAFE CUSTODY OF FUNDS

1. The Executive Committee of the Association shall be responsible for the safe custody of the funds and assets of the Association.
2. The funds of the Association shall be kept in some nationalized Bank and may be invested in any securities specified under Section 2 of the Indian Trust Act, 1882.

CHAPTER - IV

BOOKS OF ACCOUNTS & INSPECTION OF EXECUTIVE COMMITTEE

1. The books of accounts and other statutory books shall be kept at the Registered Office and shall be open to inspection of the members of the Executive Committee during usual office hours, and the same shall be open to inspection of the members at such times as the Executive Committee directs on a written request made by any member.

The Secretariat of the Association shall be situated in Mumbai, Maharashtra, unless otherwise decided by a qualified majority of two-thirds of the votes cast by members in a general meeting.

CHAPTER - V

ACCOUNTING YEAR

The Accounting year of the Association shall be January/December.

CHAPTER - VI

GENERAL MEETING

1. There shall be two kinds of general meetings –
 - (a) Annual and
 - (b) Special or extraordinary
2. The Association shall hold an Annual General Meeting at least once in every year and not more than 15 months shall elapse between two successive Annual General Meetings. At least 14 days notice specifying the time, place the day and hour shall be given to every member of the Association.

3. The quorum for transaction of any business shall be one third of the total number of members in the register, present either personally or by proxy.

4. The business to be transacted at the Annual General Meeting shall be :-

(a) to confirm the minutes of the last Annual General Meeting and of special General Meetings, if any.

(b) To adopt with or without modification the report of the working of the society for the previous year ended.

(c) To pass audited accounts for the said year.

(d) To appoint qualified auditor or auditors

(e) To elect Chairman of the Executive Committee*

5. A special General Meeting shall be convened by the Secretary if two thirds members of the Association requisitioned such meeting specifying the nature of the business to be transacted at the meeting. On receipt of such notice the Secretary shall hold such meeting within 21 days. In default by the Secretary, the requisitionists shall hold such meeting, provided no business other than that specified in the notice shall be transacted.

CHAPTER - VII

DUTIES OF OFFICE BEARERS

Duties

Executive Committee shall define duties of Office Bearers from time to time.*

CHAPTER - VIII

SUITS & LEGAL PROCEEDINGS

All suits and legal proceedings by or against the Association shall be in the name of the Secretary or such person as shall be appointed by the Committee for the occasion.

CHAPTER - IX

AFFILIATED ORGANISATIONS

1. The Executive Committee may recognize as an 'Affiliated Organisation' any organization of producers of sound recordings or music videos which makes a financial

contribution to the Association. The rights and duties of an Affiliated Organisation shall be set out in an affiliation agreement with the Association.

The members of the affiliated Organisations or their representatives shall not be members of the Association unless their membership of the Association is considered and granted in accordance with these Regulations separated by the Executive Committee.

CHAPTER – X

ALTERATION OF RULES AND REGULATIONS

1. The Executive Committee shall have powers to make such Bye-law and rules and regulations as may be considered necessary in the interest of the Society. The rules and regulations may be altered, modified, rescinded or added to by special resolutions passed by the members in general meeting called for the purpose by three-fourths majority of the Full Members present at such meeting.

CHAPTER – XI

DISSOLUTION OF THE SOCIETY

The Association may be dissolved by a resolution to that effect passed by three fourths of the members of the Association present at a General Meeting. The said meeting shall also decide the manner of disbursement of the funds and assets of the Association, if say, after dissolution.

We, the undersigned members of the Executive Committee of the Association, do hereby certify that the above is a true copy of the Rules and Regulations of Association.

Signatures of three members of the Executive Committee.

- 1.
- 2.
- 3.

Date 27th day of December 1975