



NOTICE OF ANNUAL GENERAL MEETING

TO ALL FULL MEMBERS:

NOTICE IS HEREBY GIVEN that the Thirty-Seventh Annual General Meeting of Composers and Authors Society of Singapore Limited (the "Society" or the "Company") will be held at **Amara Singapore, 165 Tanjong Pagar Road, 3rd Floor, Connection 4, Singapore 088539, on Wednesday, 26th June 2024 at 3.00 p.m.** for the purpose of transacting the following business:

ORDINARY BUSINESS:

1. To receive and adopt the Audited Financial Statements of the Society for the financial year ended 31st December 2023 together with the reports of the Council and the auditors.
2. The following publisher retires in accordance with Article 39(e) of the Society's Constitution and who, being eligible, offer themselves for re-election by the Publisher Full Members:
 - (i) Ms Sharon Chua Khah Suan of Sony Music Publishing LtdTo elect two (2) Publisher Directors.
3. The following writers, each of whom retires in accordance with Article 39(e) of the Society's Constitution and who, being eligible, offer themselves for re-election by the Writer Full Members:
 - (i) Mr Goh Toh Chai - Special Elected Director (Serious/Classical music)
 - (ii) Prof Jeremy Ian Monteiro
 - (iii) Mr Eddino Bin Abdul HadiTo elect two (2) Writer Directors and one (1) Special Elected Director (Serious/Classical music).
4. To re-appoint KPMG LLP as auditors and authorise the Directors to fix their remuneration.

SPECIAL BUSINESS:

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:

5. To approve the Society's Distribution Rules.
6. To approve the Society's Membership Policy.
7. To approve the Dispute Resolution Policy.

SPECIAL BUSINESS (Cont'd):

To consider and if thought fit, to pass the following resolution as Special Resolutions:

8. To approve the Proposed Amendments to the Constitution of the Company – Special Resolution

(A) Increase in the maximum number of members for admission

That the existing Article 2 of the Company's Constitution be deleted in its entirety and that the new Article 2 in the manner set out below be substituted in its place:

“Article 2:

The maximum number of Members with which the Society proposes for admission purpose be ten thousand.”

The rationale for the above amendments to Article 2 is for the purpose of accommodating for future increases in membership. Current number of members (3,200).

(B) Variation to the Termination of Membership

- (i) That the existing Article 9(d) be deleted in its entirety and that the new Article 9(d) in the manner set out below be substituted in its place:

“Article 9(d):

Any Member may be given notice or in such other manner as the Council may from time to time direct 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 Society in General Meeting, he shall not cease to be a Member unless and until the Society in General Meeting shall have approved the action of the Council. If the Society in General Meeting shall approve the action of the Council, the Member shall cease to be a Member at the conclusion of such meeting.”

The rationale for the above amendments to Article 9(d) is for the purpose of aligning the termination process with the admission process in Articles 5(a)(ii) and (iii), such as in cases where such disciplinary action against a member is necessitated.

- (ii) That the existing Article 9(e) be deleted in its entirety and that the new Article 9(e) in the manner set out below be substituted in its place:

“Article 9(e):

Any Member may terminate or vary his membership by giving notice in writing to the Secretary. Society will inform the member of the effective date of termination or variation, between 6 to 9 months after receiving such notice.”

The rationale for the above amendments to Article 9(d) is for the purpose of compliance with CMO Regulation 14(1) on termination or variance of membership; and to ensure Society's licence obligations to users are not compromised.

(C) Insertion of Definition of Key Officer and its Vacation of Office

- (i) That a new "Article 1(a)(xxiii)" in the manner set out below be inserted immediately after Article 1(a)(xxii):

"Article 1(a)(xxiii):

"Key Officer" means a member of the Council or a Committee of the Council, Patron, Nominated Director, Alternate Director, or a senior management of the Society."

- (ii) That the existing Articles 54(a) to (i) be re-numbered as "Articles 54(a)(i) to (ix)" in the manner set out below:

"Article 54(a):

The office of an Elected Director shall be vacated:

- (i) *if the Director ceases to be a Member; or in the case of a Director elected as the representative of a corporation or firm, if such corporation or firm ceases to be a Member;*
- (ii) *if in the case of a Director elected as the representative of a corporation or firm, the Director ceases to hold the qualification required for such nominees pursuant to Article 39(f);*
- (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 154 of the Companies Act;*
- (v) *if the Director becomes of unsound mind;*
- (vi) *if the Director, by notice in writing to the Society left at the registered office, resigns his office;*
- (vii) *if the Director without special leave of absence from the Council absents himself from the meetings of 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 corporation or firm of which the Director is the nominee pursuant to Article 39(i) or of which he is a member, is directly or indirectly interested in any contract with the Society or participates in the profits of any contract with the Society other than a contract in respect of any Works the copyright of which such Director, corporation or firm is interested. Provided, however, that a Director shall not vacate his office by reason of his having entered into contracts with or done any work for the Society or by reason of his being the nominee or a member of any corporation or firm which has entered into contracts with or done any work for the Society, if he shall have declared the nature of his interest or the nature of the interest of such corporation or firm in manner required by Section 156 of the Companies Act, but the Director shall not vote in respect of any such contract or work or any matter arising thereout; and if he does so vote, his vote shall not be counted nor shall he be counted in the quorum present at the meeting. Provided also that no Director shall vacate his office by reason of his being remunerated pursuant to Article 45.*
- (ix) *if the Director is removed under Article 39(a)(3)."*

The rationale for inclusion of a new Articles 1(a)(xxiii) and re-numbering Articles 54(a)(i) to (ix) is for the purpose of aligning the numbering policy of the Articles.

- (iii) That a new “Article 54(b)” in the manner set out below be inserted immediately after Article 54(a)(ix):

“Article 54(b):

A person is disqualified from being a Key Officer of the Society:

- (i) if the person is disqualified under any written law from being a director of a company;*
- (ii) if the person was a key officer of another collective management organisation at the time that other another collective management organisation was issued with a cessation order (excluding a cessation order that was set aside after reconsideration or appeal); or*
- (iii) if the person was removed as a key officer of another collective management organisation under a regulatory direction (excluding a regulatory direction that was set aside after reconsideration or appeal).*

and if less than 3 years have expired after the cessation order or regulatory direction referred to in Article 54(b)(ii) and (iii) above.”

The rationale for inclusion of a new Article 54(b) is for the purpose of compliance with CMO Regulation 33 on governance requirements.

9. To transact any other business

BY ORDER OF THE COUNCIL

EH

6- **Eunice Hooi**
Company Secretary
Singapore, 7 June 2024

Additional Notes:

Article 39 (a)(1):

Subject to Articles 39(a)(2) and 39(a)(3), the Council shall consist of twelve directors of which ten shall be elected from among the Society's members in accordance with this Article by the Members in General Meeting, of whom –

(aa) six shall be Writer Members who must be Singapore citizens elected by the Writer Full members, which number shall include at least two Special Elected Directors, one representing Writer members of music with Malay or Indian lyrics; and the other, Serious or Classical Music, and

(bb) five shall be Publisher Members, of which at least three or more must be Singapore citizens, and which number shall include at least one Local Publisher, elected by the Publisher Full Members,

and the remaining two directors of whom -

(cc) one shall be non-member, elected by Full Members to become the Independent Director; and

(dd) one shall be the Chief Executive Officer elected by Full Members to become the Executive Director,

in these Articles referred to as "Elected Directors".

Article 39 (e):

At each Annual General Meeting two Publisher Directors and three Writer Directors shall, in addition to any Director retiring pursuant to Article 40, retire from office provided that each Director elected under Article 39(a)(1) shall hold office for a period of two years but not exceeding three years from the date of election except for interim provisions in Article 39(f). Each Director shall retire from office at the Annual General Meeting following that on which his term is due to expire but shall be eligible for re-election.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Meeting and/or any adjournment thereof, a member of the Society (i) consents to the collection, use and disclosure of the member's personal data by the Society (or its agents) for the purpose of the processing and administration by the Society (or its agents) of proxies and representatives appointed for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (including any adjournment thereof), and in order for the Society (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Society (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Society (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Society in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.



NOMINATION FORM

Pursuant to Article 43 (a), I / We* _____
being a Full Member of the Society, hereby nominate _____
who is a full / member / representative* of

(to be completed by publishing company only)
to stand for election as writer / publisher* director of the Society at the forthcoming
Thirty-Seventh Annual General Meeting of the Society to be held **Amara Singapore,
165 Tanjong Pagar Road, 3rd Floor, Connection 4, Singapore 088539 on
26th June 2024 at 3.00 p.m.** and at any adjournment thereof.

Signature of Member _____ Date _____

I, _____,
being a Full Member / representative* of the _____ hereby give my
(to be completed by publishing company only)
consent to be elected as Writer (Open / Special – Serious Music) or Publisher Director*.

Signature of Nominated Member

Date

* Delete where appropriate

Please note that the publisher nominee should be a person responsible for the publishing activities of the company that he/she is representing and is not involved in activities that may have a conflict of interest with the activities of the Society. (Companies Act 1994, Cap. 50, Section 157). Examples of such conflict are broadcasting, recording, music retailers and distributors.

NOTES TO NOMINATION FORM

RELEVANT ARTICLES:

Article 43

- (a) No person, unless recommended by the Council for appointment, shall be eligible for election to the office of Director at any General Meeting as Directors unless:-
- (i) a notice in writing signed by a Full Member of his intention to propose such person for election; and
 - (ii) a notice signed by such person indicating his willingness to be elected
- are left at the registered office of the Society not less than fourteen days nor more than twenty-one days before the date appointed for the meeting.
- (b) A retiring Director shall be eligible for re-election and the provisions of Article 43(a) shall not apply to such person.

Article 39(a)(2) – Applicable only to Nomination of Candidate for Special Elected Directors

An Election Committee, comprising the Chairman of the Council, the Secretary and the Chief Executive Officer, shall determine the eligibility of the Writer Members standing for election in the Special Elected Director category under Article 39(a)(1)(aa), and the qualification of interest under Article 39(a)(3). The decision of the Committee shall be deemed as final and no appeal shall be entertained. The Committee shall notify all Special Elected Director nominees of their eligibility within a week after the closing of nomination.

NOMINATION OF CANDIDATE FOR DIRECTORSHIP

Members of the Society with the entitlement to attend and vote at Meetings are entitled to nominate a candidate for election.

The nomination form must be signed by a Full Member and the person whom is nominated by the Full Member. The instrument nominating a Candidate for Directorship must be deposited at the registered address of the Society, which is:

**Composers and Authors Society of Singapore Limited
60 Paya Lebar Road #12-48
Singapore 409051**

The instrument must be deposited **not later than 3.00 p.m. of 18 June 2024**. All instruments received after that time shall be treated as not valid.



PROXY FORM

I/We, _____ being a Full Member of the Composers and Authors Society of Singapore Limited hereby appoint _____
_____ NRIC No. _____
of _____
Singapore _____ or failing him/her _____
_____ NRIC No. _____
of _____
Singapore _____ as my/our proxy to attend and vote for me/us and on my/our behalf at the Thirty-Seventh Annual General Meeting of the Society to be held at **Amara Singapore, 165 Tanjong Pagar Road, 3rd Floor, Connection 4, Singapore 088539 on 26th June 2024 at 3.00 p.m.** and at any adjournment thereof.

Signature of Member / Common Seal

Date

Name _____

Signature of witness _____

Date _____ 2024

NOTES TO PROXY FORM

RELEVANT ARTICLES:

Article 33: The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing; or, if the appointer is a corporation, either under the common seal or the hand of an officer thereof duly authorised; or, if the appointer is a firm, under the hand of a partner in the firm or their attorney duly authorised.

Article 34: A proxy need not be Member of the Society but can only represent a maximum of 3 members at any one meeting.

Article 35: The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power of attorney or authority, shall be deposited at the registered office of the Society, or at such other place within Singapore as is specified for that purpose in the notice convening the meeting, at least forty-eight hours before the time for holding the meeting, or adjourned meeting, at which the person named in the instrument proposes to vote, or, in the case of a poll, at least forty-eight hours before the time appointed for taking the poll; and in default the instrument of proxy shall not be treated as valid.

Article 38: Any corporation which is a Member may by resolution of its directors or other governing body, and a firm which is a Member may by instrument under the hand of a partner or the firm's attorney duly authorised, authorise any person being either a director, partner, officer or manager in the employment of such corporation or firm to act as its representative at any General Meeting, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation or firm as the corporation or firm could exercise if it was an individual Member.

APPOINTMENT OF PROXY

Members of the Society with the entitlement to attend and vote at Meetings are entitled to appoint a proxy to attend and vote on his behalf.

A proxy need not be a member of the Society but can only represent a maximum of 3 members at any one meeting.

The instrument appointing a proxy must be deposited at the registered address of the Society, which is:

**Composers and Authors Society of Singapore Limited
60 Paya Lebar Road #12-48
Singapore 409051**

The instrument must be deposited at least forty-eight (48) hours before the time for holding the Meeting (that is, **not later than 3.00 p.m. on Monday, 24th June 2024**). All instruments received after that time shall be treated as not valid.