COPYRIGHTAGENCY

ACN 001 228 799

Dear members,

EXPLANATORY NOTES REGARDING PROPOSED CHANGES
TO THE COPYRIGHT AGENCY'S CONSTITUTION

The Copyright Agency and Viscopy announced their intention to merge earlier this year. This process is now underway and, as such, an Extraordinary General Meeting will be held on 2 November to amend the Copyright Agency's constitution to allow a new Artist Member class and a new Artist Director.

The attachment to your Notice of Meeting – Annexure A – sets out the changes that are proposed to be made to the Copyright Agency's Constitution to enable the Copyright Agency | Viscopy merger to go ahead. The purpose of this letter is to help explain those changes to you.

New definitions

We are inserting new definitions of Artist and Artistic Work. These definitions form the basis for the eligibility of Viscopy members, or people who would have become Viscopy members, to become members of Copyright Agency. An "Artist" is a creator (or a creator's company) of an "Artistic Work," which has the same meaning as in the Copyright Act.

Membership

- Existing members of Viscopy will become members of the Copyright Agency (Artist Members)
- New members – Authors of copyright material where the work is not an Artistic work, will be Author Members
- New Members – Authors of Artistic Works will be Artist Members
- Publishers of copyright material, or any licensee or agent appointed in writing, executor, administrator, successor or assignee of relevant rights, will be Publisher Members.
- Existing members of Copyright Agency who are Artists will be Author members and Artist Members until they designate which category they wish to be in.
- A person may be an Artist Member and an Author Member and a Publisher member if they are eligible to be a member in the relevant category.

Directors

Consistent with the basis on which the Agency was created, a new position will be established on the Board, of Artist Director, elected by the Artist Members. The Artist Director must be both an Artist Member and an Artist. As you will recall, there are appointed and elected members representing Authors and Publishers and these will continue unchanged. If adopted this will simply add an additional director to the board. It does not diminish or derogate from any of the original intentions in the constitution of the Agency.

If a casual vacancy arises because an Artist Director ceases to be a Director, the vacancy, if filled, must be filled by an Artist Member.

The Viscopy Board has nominated Oliver Watts as the transitional Artist Director to hold office until the election of an Artist Director by the Artist Members at the 2018 AGM.

Meetings

The quorum for a general meeting is increased to 9, and must include an Artist Member.

On behalf of the Board, I encourage you to vote on the proposed amendments.

Kim Williams, Chair

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Notice of Extraordinary General Meeting

Notice is given that an Extraordinary General Meeting of Members of Copyright Agency Limited (the Company) will be held in the Remington Room, fifth floor, SMC Conference and Exhibition Centre, 66 Goulburn Street, Sydney, New South Wales on Thursday 2 November 2017 at 11:00 am.

Business

1. Apologies
2. Declaration of Proxies*
3. To consider and, if thought fit, pass the following resolution as a special resolution: That, with effect from the date of the meeting, the constitution of the Company be amended in accordance with Annexure A to the notice of meeting.

By order of the Board
Josephine Johnston
Company Secretary
6 October 2017

*Proxies

A member of the Company entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of the member. A proxy need not be a member of the Company. A form of proxy accompanies this notice.

To be effective, a form of proxy must be received:

- at the registered office of the Company at level 11, 66 Goulburn Street, Sydney NSW 2000; or
- by facsimile sent to the Company on +61 2 9394 7601
- not less than 48 hours before the person named in that proxy purports to vote in accordance with that proxy.

Corporate Representative

A corporate entity is entitled to appoint a representative to attend and vote on its behalf at the meeting. A form of appointment of a representative accompanies this notice. This document can be provided to the Company in the same manner as a proxy form at any time before or at the meeting.

Annexure "A"
Amendments to Copyright Agency Constitution

1 Interpretation

1.1 Amend paragraph (a) of Article 1 (Definitions) by adding the following definitions:

"Artist" means a creator of an Artistic Work who has copyright in that Artistic Work, including a body corporate through which the creator operates in respect of an Artistic Work over which the creator has copyright.

"Artistic Work" means artistic work as defined in section 10 of the Act.

1.2 Amend the following definition in Article 1(a) to read as follows:

"Copyright Material" means a Work (including an Artistic Work) or Published Edition.

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2 Members

2.1 Amend Article 3 (Eligibility for Membership) to read as follows:

3. Eligibility for Membership

Persons entitled to be Members of the Company shall be as follows:

(a) All persons who are Members at the time these Articles become binding upon the Company;

(b) All persons who are members of Viscopy Limited ACN 069 759 922 immediately prior to the time at which this Article 3(b) becomes binding upon the Company;

(c) All persons who have appointed the Company their agent for the Rights in some or all of their Copyright Material at the time these Articles become binding upon the Company;

(d) Any Collecting Society; and

(e) Any person to whom Article 3(a), 3(b), 3(c) or 3(d) does not apply being:

(i) any author of Copyright Material being the owner or holder of a Right in that Work, or the licensee or agent appointed in writing, executor, administrator, successor or assignee of such Right;

or

(ii) any publisher of Copyright Material being the owner of a Right in that Work, or any licensee or agent appointed in writing, executor, administrator, successor or assignee of such Right.

2.2 Amend paragraph (b) of Article 4 (Application and Admission to Membership) to read as follows:

(b) The Board shall consider each application and shall, if reasonably satisfied that the Applicant is eligible for membership, admit the applicant to membership with specific reference to the appropriate category of eligibility (i) or (ii) in Article 3(e). The Board may request the Applicant to furnish such further information as it thinks appropriate to determine the eligibility of the Applicant for membership.

(i) Any person who is eligible for membership under category (i) of Article 3(e) where the relevant Work is not an Artistic Work shall be an Author Member.

(ii) Any person who is eligible for membership under category (iii) of Article 3(e) where the relevant Work is an Artistic Work shall be an Artist Member.

(iii) Any person who is eligible for membership under category (ii) of Article 3(e) shall be a Publisher Member.

(iv) Any person who is eligible for membership under Category (c) of Article 3 and is the author of a Work and is an Artist or a licensee or agent appointed in writing, executor, administrator, successor or assignee of a Right in an Artistic Work shall be designated an Author Member and an Artist Member until such time if any as the Member notifies the Board that he is no longer eligible to be an Author Member or an Artist Member as the case may be.

(v) Any person who is eligible for membership under category (c) of Article 3 and is the publisher of a Work shall be designated a Publisher Member.

(vi) Any person who is eligible for membership under category (d) of Article 3 shall be a Collecting Society Member.

(vii) Any person who is eligible for membership under category (b) of Article 3 shall be an Artist Member.

(viii) Any person who is eligible for membership under category (a) of Article 3 and is an Artist or a licensee or agent appointed in writing, executor, administrator, successor or assignee of a Right in an Artistic Work shall be an Author Member and an Artist Member until such time if any as the Member notifies the Board that he is no longer eligible to be an Author Member or an Artist Member as the case may be.

2.3 Amend paragraphs (d) and (e) of Article 4 (Application and Admission to Membership) to read as follows:

(d) Any eligible person may be admitted to membership as an Author Member and as an Artist Member and as a Publisher Member but may not be admitted to the same class of membership more than once.

(e) A person who is a Member by virtue of category (a) or (b) of Article 3 may also be admitted to membership as any or all of an Author Member and an Artist Member and a Publisher Member but may not be admitted to the same class of membership more than once.

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3 Proceedings at General Meetings

3.1 Amend Article 13 (Business of Annual General Meeting) by adding “Artist Director” after “Author Director” wherever that term appears.

3.2 Amend Article 14 (Quorum) by:

(a) changing “8 registered Members” to “9 registered Members” in paragraph (a); and

(b) adding the words “1 Artist Member” after “4 Author Members” in paragraph (b).

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4 Directors, Appointments, Etc.

4.1 Amend Article 30 (Composition of Board) by adding a new paragraph (b) to read as follows and renumbering the other paragraphs accordingly:

(b) 1 Director who is an Artist Member and an Artist, and who is elected by the Artist Members of the Company (“the Artist Director”);

4.2 Amend paragraph c) of Article 31 (Definitions) by adding “the Artist Director” after “the other APA Director (“the “C” APA Director”)”.

Amend paragraph (a) of Article 32 (Prerequisites) by adding “Director other than an Artist” after “No”.

4.3 Amend Article 34 (Election of the Author Director and Publisher Director) by:

(a) adding “the Artist Director” after “the Author Director” in the heading to that Article;

(b) adding “the Artist Director” after “the Author Director” in the first line of Article 34;

(c) adding a new paragraph (c) to read as follows and renumbering the other paragraphs accordingly:

(c) any 2 Artist Members may, by signed notice in writing to the Secretary at least 3 months before the annual general meeting held in 2018 and each “B” Year from and including 2021, nominate another Artist Member who is an Artist to serve as an Artist Director;

(d) adding “the Artist Director” after “the Author Director” in the former paragraph (c) (now to be paragraph (d));

(e) adding “Artist Members” after “Author Members” in the former paragraph (d) (now to be paragraph (e));

(f) adding a new sub-paragraph (ii) of the former paragraph (e) (now to be paragraph (f)) to read as follows and renumbering the other sub-paragraphs accordingly:

(ii) if the Member is an Artist Member, identify (in accordance with the instructions on the Voting Paper) the Artist Director nominee for whom the Member wishes to vote;

(g) adding a new paragraph (h) to read as follows and renumbering the other paragraphs accordingly:

(h) if an Artist Member purports to vote for more than 1 Artist Director, the vote is informal and must not be counted;

(h) adding “Artist Director or” after “Author Director or” and replacing the reference to “paragraphs (c) to (l)” with a reference to “paragraphs (d) to (m)” in the former paragraph (m) (now to be paragraph (n)); and

(i) amend the former paragraph (n) (now to be paragraph (o)) to read as follows:

(o) where an Author Member, Artist Member or a Publisher Member is not a natural person, in Article 30 and this Article 34 “Author Member”, “Artist Member” and “Publisher Member” means the nominated representative of the Author Member or Artist Member or Artist Member or Publisher Member from time to time.

4.4 Amend paragraph (a) of Article 37 (Vacancy) by adding a new sub-paragraph (ii) to read as follows and renumbering the other sub-paragraphs accordingly:

(ii) in the case of an Artist Director - by appointment by the board of another Artist Member who is an Artist to be a Director;

4.5 Replace Article 37A (Transition Arrangements) with a new Article to read as follows:

37A. Transition Arrangements

Notwithstanding any other provision of these Articles, the Board of Directors of Viscopy Limited ACN 069 759 922 immediately prior to the date on which this Article 37A becomes binding upon the Company shall be entitled to nominate in writing to the Chair of the board one transitional director who will be deemed to be the Artist Director for the purposes of Article 30(b) and that director shall be entitled to hold office until the Artist Members elect an Artist Director as contemplated in Article 30(b).

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ACN 001 228 799

FOR ORGANISATIONS, SOCIETIES AND COMPANIES

If you have not previously provided Copyright Agency Limited with a completed copy of this form, or if you wish to confirm or vary the appointment of your authorised representative, please complete and return this form to ensure that your current authorised representative is entitled to represent your organisation and vote at the next general meeting.

COPYRIGHT AGENCY LIMITED (THE COMPANY)

ACN 001 228 799

APPOINTMENT OF REPRESENTATIVE

_____ Limited, ABN/ACN _____ , being a member of the Company, certifies that it has, in accordance with section 250D of the Corporations Act 2001 authorised _____ , or failing him or her then _____ to act as its representative at meetings of members of the Company.

(Appointee)

Under that authority, the Appointee is entitled to exercise the same powers on behalf of _____ Limited as _____ Limited itself could exercise if it were a natural person who is a member of the Company.

Dated this _____ day of _____ 2017

Signed* for and on behalf of _____ Limited

in the presence of _____

_____	_____
Signature	Signature
_____	_____
Name	Name
_____	_____
Office held – indicate if sole director	Office held

Please note*:

A proxy: Two directors or a director and secretary (or in the case of a sole director company, the sole director and secretary) should sign this form on behalf of the Member company, society or organisation.

COPYRIGHTAGENCY

ACN 001 228 799

PROXY FORM

This form must be **received** by Copyright Agency Limited ACN 001 228 799 **(Company)** not less than 48 hours before the proxy purports to vote in accordance with the appointment. This form must be returned to the Company by:

- **Post or delivery:** Level 11, 66 Goulburn Street , Sydney NSW 2000; or
- **Fax:** +61 2 9394 7601

I/We _____

(print your full name or the name of your organisation in block letters)

of _____

(address, including state and postcode)

phone _____ fax _____ email _____

being a member of the Company, appoint:

_____

(full name of proxy)

of _____

(address of proxy, including state and postcode)

Or, in his or her absence or if no person is named, the Chair of the meeting as my/our proxy to vote for me/us and on my/our behalf at the extraordinary general meeting of the Company to be held in the Remington Room, fifth floor, SMC Conference and Exhibition Centre, 66 Goulburn Street Sydney NSW on Thursday 2 November at 11 am and at any adjournment of that meeting.

Voting instructions

I direct my proxy to vote as set out below. If no instructions are given, my proxy may vote as he or she sees fit.
The Chair intends to vote any undirected proxies in favour of the resolution.

	For	Against
That the Constitution of the Copyright Agency be amended as shown in Annexure A to the Notice of Meeting dated 6 October 2017.		

Please indicate preference by a ✓

Signed _____ Dated _____

(Sign above if you are signing as an individual)

(Sign below if you are signing for a company or other organisation. Please read note 4 below for signing requirements)

Signed for and on behalf of _____

(Name of company or other organisation)

Signature	Signature
Name	Name
Office held – indicate if sole director	Office held

Please note:

1. A proxy holder need not be a member of the Company.
2. A proxy form must be signed by or on behalf of the member or by the member's attorney.
3. If this form is signed by your attorney please provide a certified copy of the power of attorney.
4. Proxy forms of companies or other organisations must be signed by their attorney; or by two directors; or by a director and secretary; or (in the case of a sole director company) by the sole director.
5. To be effective, a completed proxy form together with any power of attorney under which it is signed, must be received by the Company not less than 48 hours before the proxy purports to vote in accordance with the appointment.