

**MEMORANDUM AND ARTICLES OF ASSOCIATION
OF**

THE ISNI INTERNATIONAL AGENCY (ISNI-IA)

Incorporated under the Companies Act 2006 as a private company limited
by guarantee.

MEMORANDUM OF ASSOCIATION

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION OF

The ISNI International Agency (ISNI-IA)

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a Member of the company.

Name of Subscriber	Signature	Date
International Confederation of Societies of Authors and Composers		
The International Federation of Reproduction Rights Organisations AISBL		
Conference of European National Librarians		
OCLC B.V		
International Performers Database Association		
ProQuest LLC		

**ARTICLES OF ASSOCIATION
THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION OF

THE ISNI INTERNATIONAL AGENCY (ISNI-IA)**

1 Interpretation

1.1 In the articles, unless the context requires otherwise:

“Alternate Director”	shall have the meaning ascribed to it in Article 7.6.
“Articles”	means these articles of association.
“Bankruptcy”	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy.
“Board of Directors”	means the board of directors of the Company.
“Clear Days”	in relation to a period of notice means that period excluding the day when the notice is given or deemed to be given and the day on which it is to take effect.
“Chairman”	means a director of the Company elected to the position of Chairman pursuant Article 10.1.
“Companies Acts”	means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Company.
“Company”	means THE INTERNATIONAL ISNI AGENCY.
“Director”	means a director of the Company and may be a natural person and/or corporate body.
“Founding Members”	means as at the date of incorporation the (i) International Confederation of Societies of Authors and Composers; (ii) the International Federation of Reproduction Rights Organisations ; (iii) Conference of National Libraries ; (iv) OCLC ONLINE COMPUTER

	LIBRARY CENTER, INC.; (v) International Performers Database Association; and (vi) ProQuest LLC.
“Member”	means an organisation or body corporate including the Founding Members (but excluding a natural person) admitted to membership of the Company pursuant to these Articles.
“Office”	means office of Chairman, Treasurer or Secretary of the Company as the case may be.
“Ordinary Resolution”	has the meaning given in section 282 of the Companies Act 2006.
“Special Resolution”	has the meaning given in section 283 of the Companies Act 2006.
“Treasurer”	shall mean a director of the Company elected to the position of Treasurer pursuant Article 10.1.

Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the Company.

2 Liability of Members

- 2.1 The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for—
- 2.1.1 payment of the Company’s debts and liabilities contracted before he ceases to be a Member;
 - 2.1.2 payment of the costs, charges and expenses of winding up; and
 - 2.1.3 adjustment of the rights of the contributories among themselves.

3 Membership

3.1 Criteria:

3.1.1 No person shall become a Member of the Company unless:

- (a) that person has completed an application for membership in a form unanimously approved by the Directors, and
- (b) the Directors have unanimously (i) approved the application and (ii) agreed that the applicant has met the criteria for membership as unanimously determined by the Board of Directors from time to time.

3.2 Save as expressly provided in these Articles, the Board of Directors shall have absolute discretion, on a unanimous basis, to grant or refuse membership to any applicant.

3.3 Invitation to Membership/Applications:

3.3.1 Any organisation or body corporate may apply to become a Member by completing the prescribed application form as determined by the Board of Directors from time to time.

3.4 Removal of Member and Appeals:-

3.4.1 Subject to 3.4.2-3.4.9 the Board of Directors may at any time decide, in accordance with these Articles and any other rules or bye laws of the Company (from time to time in force), to discontinue the membership of or remove any Member who the Board of Directors believe has ceased to meet the criteria and requirements for membership as determined by the Board of Directors from time to time, has ceased to be eligible for membership, has not paid its subscription fee or has acted in any way detrimental to the interests of the Company. Such decision must be approved by all of the Board of Directors present at the meeting at which it is made other than the representative Director of the Member whose membership is the subject of such decision.

3.4.2 Where the Board of Directors wishes to discontinue membership of a Member it shall notify the Member in writing of its intention to do so.

The Member may, by notice in writing, require the Board of Directors to give reasons for its proposed decision. The Member must give such notice to the Board of Directors within twenty one (21) days of receiving notice from the Board of Directors that it intends to discontinue membership. If the Member serves such notice, the Member shall be given the reasons behind the Board of Directors' decision to discontinue the Member's membership.

- 3.4.3 A Member may request that the Board of Directors reconsider any decision made to discontinue membership. Any such request must be made in writing. The Member may also make such written submissions to the Board of Directors as it thinks fit in support of its request. The Member shall make any such request, and provide any submissions within twenty one (21) days of receiving notice from the Board of Directors of its reasons for wanting to discontinue membership.
- 3.4.4 Upon receiving any request from a Member pursuant to article 3.4.3 the Board of Directors shall reconsider its decision, taking into account any submissions provided by the Member in support of that request, and promptly notify the Member of its final decision.
- 3.4.5 Where the Board of Directors decides to discontinue the membership of a Member, the Member may appeal against the Board of Directors' decision.
- 3.4.6 The Company and the appellant must nominate one (1) representative each for the appeal process. A Member who intends to appeal against a decision by the Board of Directors under article 3.4.5 shall give notice in writing to the Board of Directors within twenty one (21) days of receiving notice pursuant to article 3.4.4 of the Board of Director's' final decision to pursue discontinuance of membership.
- 3.4.7 Both parties shall bear their own costs associated with any such appeal, except that the parties will equally share any costs incurred in appointing a person to hear the appeal pursuant to article 3.4.6
- 3.4.8 Any appeal made under these Articles shall be heard by a person considered suitable by the President of the Law Society of England and Wales.

3.4.9 The parties hereby agree that the decision by any independent third party appointed to hear the appeal pursuant to article 3.4.8 shall be final and binding on the parties.

4 Obligations of Membership

4.1 The obligations on all Members are to comply with the obligations arising under these Articles together with such rules and regulations made by the Board of Directors from time to time and, in particular, to pay all subscription fees due pursuant to these Articles.

4.2 Pursuant to the Companies Act, each of the Members may by resolution of its directors or other governing body, appoint a corporate representative to act as its representative at any meeting/s of the Company.

4.3 A corporate representative appointed by a Member pursuant to Clause 4.2 shall have full powers to exercise all the rights and powers on behalf of the Member as that corporation representative could exercise if it were an individual Member. A corporate representative may therefore (i) speak at meetings (ii) vote on a show of hands (iii) demand a poll (iv) vote on a poll (v) vote in different ways on a poll and (vi) appoint a proxy.

5 Subscriptions and Commencement of Membership

5.1 Each Member (including each Founding Member for as long as it remains a Member) shall pay an equal annual subscription as may from time to time be determined by a majority of 5 or more of the Board of Directors in respect of each calendar year of membership. Annual subscriptions shall be payable for each calendar year in advance i.e. on or before the first day of January in each calendar year. Subscriptions shall be payable on a pro-rata basis, as determined by the Board of Directors, if a Member becomes a Member part way through a calendar year.

- 5.2 Any Member whose subscription remains unpaid on the day before a vote or poll shall not be entitled to exercise his or her vote in that vote or poll.
- 5.3 An organisation or body corporate becomes a Member on payment of the appropriate fee and signature of the Memorandum of Association.

6 Termination of Membership

- 6.1 A Member may withdraw from membership of the Company by giving six (6) months prior written notice to the Company.
- 6.2 Membership is not transferable and a Member shall cease to be a Member as a corporate body if it enters into liquidation.
- 6.3 A Founding Member will lose its status as a Founding Member upon cessation of its membership of the Company, even if it subsequently re-subscribes as a Member.

7 Board of Directors

- 7.1 Subject to the provisions of the Companies Acts and these Articles, the Board of Directors shall be collectively responsible for the management of the business of the Company, for which purpose they may exercise all the powers of the Company. Unless the Board of Directors resolves otherwise, the Board of Directors shall consist of no more than seven voting Members appointed pursuant to these Articles.
- 7.2 The Board of Directors shall have the power to appoint a person who is willing to act as a Director and is permitted by law to do so by (i) Ordinary Resolution or (ii) by a decision of the Board of Directors.
- 7.3 Each Founding Member, as long as it remains a Member, shall be entitled (but not obliged) to appoint one Director, and at any time remove its nominated Director from office.

- 7.4 Any appointment or removal of a Director pursuant to Clause 7.3 shall be in writing and, signed by the relevant Founding Member. In the event of a Founding Member removing its nominated Director from office, the Founding Member may (but is not obliged to) appoint another nominee as Director.
- 7.5 At any one time there may be no more than one representative of any Founding Member on the Board of Directors.
- 7.6 Subject to these Articles, any Director (other than an Alternate Director) may, by written notice, to the Secretary (i) delegate any of the powers conferred on them pursuant to these Articles by appointing an alternate director (“**Alternate Director**”) and (ii) remove from office an Alternate Director appointed by them.
- 7.7 An Alternate Director shall be entitled to (i) receive notice of all meetings of the Board of Directors and of all meetings of the committees of the Board of Directors of which his/her appointer is a member and (ii) attend and vote at such meetings at which the Director appointing him/her is not present and (iii) to perform all functions of his appointer as a Director in his absence.
- 7.8 The Directors shall not be required to retire by rotation.

8 **Termination of Directors’ Appointment**

- 8.1 A person ceases to be a Director as soon as:
- 8.1.1 that person ceases to be a Director pursuant to any provision of the Companies Act;
 - 8.1.2 that person is prohibited from being a Director by law;
 - 8.1.3 a bankruptcy order is made against that person;
 - 8.1.4 a composition is made with that person's creditors generally in satisfaction of that person's debts;
 - 8.1.5 a general medical practitioner who is treating that person gives a written opinion to the Company that the person has become mentally or physically incapable of acting as a Director and may remain so for more than a period of three (3) months;
 - 8.1.6 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which the person would otherwise have; and/or
 - 8.1.7 notification is received by the Company from the Director that they are resigning from office and such resignation has taken place in accordance with its terms.
- 8.2 Without prejudice to each Founding Member's entitlement, for as long as it remains a Member of the Company, to appoint one person to be its representative Director of the Company and without prejudice to any provisions of the Companies Act, the Company may by Ordinary Resolution remove any individual Director who serves on the Board of Directors.
- 8.3 Without prejudice to any provisions of the Companies Act, the Company may by Ordinary Resolution appoint a person who is willing to act as a Director and is permitted by law to do so as long as the appointment does not cause the maximum number of Directors to exceed the number referred to in article 7.1.
- 8.4 The Board of Directors shall be responsible for (i) approving annual budgets (such approval of budgets to be made by a majority of 5 or more of the Board of Directors) (ii) ensuring that proper accounting records are kept and (iii) undertaking all duties related to the general management of the business of the Company.

8.5 No remuneration shall be payable to the Board of Directors in respect of their services as Directors, but each member of the Board of Directors may claim from the Company, any reasonable expenses incurred by him in or about his duties as a member of the Board of Directors.

9 Members' Reserve Power

9.1 The Members may, by Special Resolution, direct the Board of Directors to take, or refrain from taking, specified action.

9.2 No such Special Resolution invalidates anything which the Board of Directors have done before the passing of such Special Resolution.

10 Specific Officers

10.1 The Board of Directors shall elect, on such terms as it thinks fit, a Chairman and a Treasurer.

10.2 Any Director of the Company shall be eligible for election to Office. Each Director elected to Office will be elected for an initial period of three (3) years and, on expiry of the initial term, shall be eligible for re-election, to that same Office, for one (1) further term of three (3) years.

10.3 Following a three (3) year term in which a Director has not served in a particular Office; that Director shall be eligible once again for re-election to that particular Office for the term referred to in article 10.2.

10.4 The Chairman shall chair meetings of the Board of Directors and General Meetings of the Company, and the Treasurer shall chair such meetings in the event of the absence of the Chairman.

11 Lapsing of Directorships

11.1 Any member of the Board of Directors absent from three (3) consecutive meetings of the Board of Directors without having appointed an Alternate Director or having been granted leave of absence by resolution of the Board of Directors, or having provided an explanation satisfactory to the Chairman, shall be deemed to have resigned his or her membership of the Board of Directors

and the Board of Directors or the relevant Member as the case may be may proceed to forthwith fill the vacancy so created.

12 Meetings of the Board of Directors

12.1 Subject to the provisions of these Articles the Board of Directors may regulate their proceedings as they see fit. The Board of Directors shall meet as frequently as they determine but no less than once every six (6) months.

12.2 A Meeting of the Board of Directors shall be summoned at any time on the authority of the Chairman, or, in the Chairman's absence, of the Treasurer, or on a written requisition signed by two (2) members of the Board of Directors and deposited with the Secretary.

12.3 At a Board of Directors' meeting, unless a quorum is participating; no proposal is to be voted on, except a proposal to call another meeting.

12.4 The quorum for meetings of the Board of Directors may be fixed from time to time by a decision of the Directors, and unless otherwise fixed it is four (4).

12.5 If at any time the *total* number of Directors is less than the quorum required, the

Directors must not take any decision other than a decision to:

12.5.1 appoint further Directors, or

12.5.2 call a General Meeting so as to enable the Members to appoint further Directors.

12.6 A Director with voting rights may vote at any meeting of the Board of Directors on any resolution notwithstanding that it relates to a matter in which he/she has directly or indirectly any interest whatsoever. He/she however, shall declare such interest and its nature at the commencement of the relevant meeting.

12.7 Each Director has one (1) vote on each question arising at a meeting of the Board of Directors. A Director who is also an Alternate Director shall be entitled in the absence of his appointer to a separate vote on behalf of his appointer in addition to his own vote.

12.8 The Chairman shall not have a casting vote.

12.9 Questions arising at a meeting of the Board of Directors shall be decided by a simple majority of votes unless provided otherwise herein or in any other rules or byelaws of the Company.

12.10 All or any of the members of the Board of Directors or any committee of the Board of Directors may participate in a meeting of the Board of Directors or that committee by means of a telephone conference or any other means of electronic communications which allows all persons participating in the meeting to communicate with each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group where the Chairman of the meeting then is.

13 Annual General Meeting (AGM)

13.1 An Annual General Meeting shall be held to coincide with a meeting of the Board of Directors at some convenient place to be determined by the Board of Directors.

14 Resolutions and Agenda for AGM

14.1 Not less than fourteen (14) Clear Days before the allocated date for the AGM, the Secretary shall circulate a notice (i) announcing the date and place of the meeting and (ii) setting out any business and formal resolutions proposed by the Board of Directors which the Members, by notice pursuant to article 12.2, have asked to be raised in the AGM.

14.2 Members wishing to propose matters or formal resolutions as business for the AGM must give formal notice to the Secretary to this effect no less than twenty eight (28) Clear Days prior to the relevant AGM. All resolutions must be duly proposed and seconded by Members.

15 Notice of Meetings

- 15.1 An AGM shall be called by no less than forty two (42) Clear days of notice in writing. A meeting of the Company other than an AGM shall be called by seven (7) Clear Days' notice in writing. The notice shall specify the place, the day and the hour of the meeting, and in the case of special business, the general nature of that business and shall be given, in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in a General Meeting, to, such persons as are, under these Articles, entitled to receive such notices from the Company.
- 15.2 A meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in these Articles, be deemed to be duly called if it is so agreed in the case of any meeting other than an AGM by a majority in number of the Members having a right to attend and vote there at, being a majority together representing no less than seventy five percent (75%) of the total voting rights of that meeting of all the Members.
- 15.3 The Company may give any notice to a Member personally, or by sending it by post in a prepaid envelope addressed to the Member at his or her registered address, or by leaving it at that address. Where the Member has given to the Company a facsimile number or email address to which notices may be sent electronically, the Company may give a valid notice by means of facsimile or email.
- 15.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given to a postal address. Electronic confirmation of receipt shall be conclusive evidence that a notice was given to a facsimile number or email address. A notice shall be deemed to be given at the expiration of seventy two (72) hours after it was posted or (as the case maybe) forty eight (48) hours after being transmitted electronically.
- 15.5 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by any person entitled to receive a notice thereof shall not invalidate any resolution passed, or any proceedings, at any meetings.

16 Records of decisions to be kept

16.1 The Board of Directors must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Board of Directors.

17 Extraordinary General Meetings (EGM)

17.1 On the receipt by the Chairman or Secretary of a written requisition, signed by or on behalf of Members holding not less than ten percent (10%) of the total voting rights of all Members entitled to vote at General Meetings of the Company, the Board of Directors shall call an EGM. Such an EGM shall take place within eight (8) weeks of the receipt of the requisition, and not less than seven (7) Clear Days' notice shall be given to all Members by the Secretary. The notice shall state specifically the nature of the business to be considered and the resolution(s) to be proposed. No other business shall be entertained.

17.2 The Board of Directors may at any time direct an EGM to be called, subject to the same provisions as to notice set out in article 17.1 above.

17.3 The place and time of the EGM shall be decided by the Chairman; or in his absence by the Treasurer.

18 Attendance and Voting at General Meetings

18.1 Each Member may appoint and remove any individual person to attend and speak at General Meetings on its behalf as proxy or corporate representative and such person need not be an employee of the Member he/she is representing. Save as specifically provided otherwise in these Articles, all Members shall be entitled to vote. Such Members may appoint a proxy or corporate representative to vote on their behalf by lodging appropriate authority with the Secretary before the meeting. No person may act as a proxy at any General Meeting for more than the greater of either (i) three (3) Members; or (ii) fifty percent (50%) of all the Members having the right to vote at the meeting. For the avoidance of doubt, operation of this Article may result in one person acting as a proxy for three (3) Members at a General meeting whilst also acting as a corporate representative of a Member.

18.2 The instrument appointing a proxy shall be in writing and must be deposited with the Secretary not less than forty eight (48) hours before the time appointed

for holding a meeting or adjourned meeting at which the person named in the instrument proposes to vote.

18.3 No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. The quorum at any General Meeting of the Company shall be at least fifty one percent (51%) of the Members entitled to vote at such General Meeting being represented by proxy or corporate representative, provided that each Founding Member (that remains a Member of the Company) is represented by proxy or corporate representative.

18.4 Except as provided otherwise in these Articles, the business at a General Meeting shall be determined by a simple majority or, in the case of a matter which requires approval by a different majority of the votes cast, by such a majority, in a show of hands (with each Member (including, for the avoidance of doubt, each Founding Member) having one vote each) by the Members present and entitled to vote.

18.5 Subject to the Companies Act, a poll may be demanded:

18.5.1 by the Chairman;

18.5.2 by any Member or Members represented at the meeting by proxy or corporate representative and representing not less than one tenth of the total voting rights of all Members having the right to vote at the meeting; or

18.5.3 by five (5) or more Members represented at the meeting by proxy or corporate representative.

18.6 In any vote or poll of the Members, each Member (including, each Founding Member) entitled to vote shall be entitled to cast one (1) vote each.

19 **Secretary**

19.1 The Board of Directors shall appoint a Secretary on such terms as it thinks fit.

20 **Seal**

20.1 The Company shall not be required to have a seal.

21 **Rules or Byelaws**

21.1 The Board of Directors may from time to time on a unanimous basis only make such rules or byelaws as it may deem necessary, expedient or convenient for the proper conduct and management of the Company.

21.2 The Company in a General Meeting shall have the power to alter or repeal such rules or byelaws and to make additions thereto.

21.3 No rule of byelaw shall be inconsistent with or repeal anything contained in these Articles.

22 **Amendment of Articles of Association**

22.1 These Articles may be amended at an AGM or EGM convened for that purpose.

22.2 Such amendments shall normally be considered at the AGM convened in accordance with Article 14 and 15 but in the event that a resolution to amend the Articles duly proposed and seconded by Members entitled to vote, is received by the Secretary more than eight (8) weeks before the date set for the AGM, and if at least 10 percent (10%) of the Members entitled to requisition an EGM pursuant to article 17, an EGM shall be convened. Such amendments must be approved by a resolution passed at a General Meeting under the provisions of article 18, which received at least seventy five percent (75%) of the votes cast.

23 **Indemnification of Members**

23.1 The Board of Directors shall have the power to use the funds of the Company to indemnify any Member against the costs and expenses incurred by that Member on a matter agreed by the Board of Directors to be a matter of general importance to Members as a whole.

24 **Indemnification of persons properly acting on behalf of the Company**

24.1 Any person holding office in the Company (which includes for this purpose any person in elective or appointive office in any properly constituted part of the

Company, and persons employed by the Company under a contract of service, or properly authorized to represent the Company to particular bodies or on particular matters) shall be fully indemnified by the Company against any liabilities which that person may incur in the execution of his office, on the conditions that:

- 24.1.1 the liabilities have been properly incurred in accordance with these Articles; or
 - 24.1.2 the person acted in the bona fide belief that they were so properly incurred; and
 - 24.1.3 the person has not been willfully negligent in incurring such liabilities; and;
 - 24.1.4 the liability does not arise from the commission of any tortious act by the person unless such act was committed by accident or without knowledge that it was tortious, or unless such act was committed in the bona fide belief that the person committing it has a legal right to commit it.
- 24.2 No such person shall be personally answerable for liabilities incurred by other such persons or for the acts or defaults of any bankers or persons with whom the money or effects belonging to the Company are or may be lodged, or for any insufficiency or deficiency of any security relied on by the Company, or for any loss, other misfortune or damage which may be incurred in the executions of this respective office, unless in any such case the same shall happen through his or her willful negligence.
- 24.3 Any person who is entitled to be indemnified as aforesaid shall be indemnified out of the funds of the Company (which shall include, if applicable, funds recoverable from any insurance policy of the Company) and not otherwise, and no Member of the Company shall be personally liable to indemnify any such person.

25 **Winding Up**

25.1 If upon winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liability, any property whatsoever, the same shall be paid to or distributed among the Members of the Company in proportion to the membership subscriptions paid by each Member in the last year of trading.

26 **Insurance**

26.1 The Board of Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any Director in respect of any relevant loss. A “relevant loss” means any loss or liability which has been or may be incurred by a relevant director in connection with that director’s duties or powers in relation to the Company, any associated company or any pension fund or employees’ share scheme of the Company.