

**CONSTITUTION**

**OF THE**

**GHANA MUSIC RIGHTS ORGANIZATION  
(GHAMRO)**

**2016**



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# 2016 Constitution of the Ghana Music Rights Organisation



## PREAMBLE

With faith in God;

Believing in the Creative talents of human beings;

In common the good of all authors, composers, publishers, producers and performers of musical works;

And believing in the right of every citizen to freedom of conscience, association and expression;

We the members of the Society:

**HEREBY ADOPT UNTO OURSELVES AND PROMULGATE  
THIS CONSTITUTION.**

## VISION:

Ghana's Music Advocate – The trusted partner for Music Rights whenever, however and wherever music is played

## MISSION:

Protect, promote and develop the collection and distribution of music royalties. Foster creation promote the value of music to the creative, cultural and business sectors of Ghana

## ARRANGEMENT OF ARTICLES

### PRELIMINARY MATTERS

1. The name of this Society (hereinafter also called "Society") is the "Ghana Music Rights Organisation" (GHAMRO).
- 1.1 This Constitution and its Rules and Regulations shall be the supreme law of the Ghana Music Rights Organization (GHAMRO) and shall govern the management and operations of this Society.

### INTERPRETATION

- 2.1 In this Constitution, unless the context or subject otherwise requires:

"Affiliated Society" means any of the societies in other countries, having objects similar to those of the Society, with which the Society is for the time being affiliated.

"Artistic Work" shall mean a graphic work, photograph, sculpture or collage, irrespective of its artistic quality; a work of architecture, being a building or a model of a building, irrespective of its artistic quality; any work of artistic craftsmanship whether or not falling within this definition, and irrespective of its artistic quality.

"Associate Member" means a Member of the Society elected to associate membership pursuant to Article 5 herein, and having the rights, privileges and obligations provided for associate members by this Constitution.

"Author" shall mean, unless otherwise defined herein, an author as defined in the Copyright Act, 2005 (Act 690) as amended from time to time.

"Constitution" means this Constitution, the Memorandum of Association, articles of Association, Rules and Regulations of the Society.

"Board" means the Board of Directors for the time being of the Society, as constituted and authorised to act pursuant to this Constitution. The Board shall from time to time make rules and regulations for the

effective and smooth operation of the Society.

"Provisional Member" means a member of the Society elected to provisional membership pursuant to Articles 4 and 5 of this Constitution, and having the rights, privileges and obligations provided for provisional members by this Constitution.

"Communicating to the public" includes the transmission by wire or without wire of the images or sounds, or both, of a work, a performance, a sound recording or a broadcast in such a way that the images or sounds can be perceived by persons outside the normal circle of a family and its closest social acquaintance at a place or places so distant from the place where the transmission originates that, without the transmission, the images or sound would not be perceivable and, further, irrespective of whether the persons can receive the images or sounds at the same place and time, or at different places or times individually chosen by them.

"Companies Code" means the Companies Act, 1963 (Act 179) of Ghana (as amended from time to time).

"Composing section" mean members consisting of:

"Writer/Composer" means the person who first makes or creates the music.

"Music publisher" means a person who publishes musical work or any musical expression of folklore in accordance with the Copyright Regulations 2010, (L.I 1962) or subsequent amendments thereto.

"Author of a musical work" means the composer of a musical work, or the person by whom the arrangements necessary for the creation of a musical work whether or not the musical work is computer generated is undertaken.

"Performing section" mean members consisting of:

"Music performer" means a singer, musician or other person who sings, delivers, declaims, plays in or otherwise performs literary, musical, artistic works or any expression of folklore.

"Phonogram producer" means a person who undertakes the initiative and responsibility for the making of phonograms in accordance with the provisions of the Copyright Act, 2005 (Act 690) and is accredited as a producer as required by the Copyright Regulations 2010 (L.I. 1962) or subsequent amendments thereto.

"Copyright Act" means the Copyright Act, 2005 (Act 690) including its amendments thereto.

“Director” means a member of the Board.

“Distribution” means any distribution which may, pursuant to the Rules, be made among the Members and affiliated societies out of the monies received by the Society in respect of the exercise of the rights, license or authorization granted by members/assigns of the Society.

“Executive Committee” means the Executive Committee for the time being of the Society, as constituted and authorized to act pursuant to this Constitution.

“Film synchronisation right” means in respect of any work the right to reproduce the work in any part of the world on the sound track of any cinematograph film.

“Full Member” means a member of the Society being a subscriber to the Memorandum of Association or elected to full membership pursuant to Article 5 of this Constitution, and having the rights, privileges and obligations provided for members by this Constitution.

“Literary Work” shall mean any work, other than a dramatic or musical work, which is written, spoken or sung, and accordingly includes a table of compilation and a computer programme.

“Mechanical/reproduction right” means in respect of any work the right to make in any part of the world a recording embodying that work.

“Member” means and includes a full member, Associate member and a provisional member.

“Membership” means membership of the Society.

“Musical Work” shall mean a work consisting of music, inclusive of or any words or action intended to be sung, spoken or performed with the music.

“Performance” includes, unless otherwise stated, any mode of acoustic presentation, including any such presentation by means of broadcasting or the causing of a work to be communicated to the public, or causing the work to be transmitted to subscribers through a diffusion service or by the exhibition of a cinematographic film, or by the use of a recording, or by any other means and references to “perform” and “performing” shall be construed accordingly.

“Public performance” means (a) in the case of musical work, the recitation, playing, dancing, acting or otherwise performing the work,

either directly or by means of any device or process; (b) in the case of sound recording, making the recorded sounds audible, at a place or at places where persons outside the normal circle of the family and its closest acquaintances are or can be present, irrespective of whether they are or can be present at the same place and time, or at different places or times, and where the performance can be perceived without the need for broadcasting or communication to the public within the meaning of the Copyright Act, 2005 (Act 690).

"Public place" means any building, place or conveyance to which for the time being the public are entitled or permitted to have access, either without any condition or upon condition of making any payment, and includes theatres, hotels, cinemas, concert halls, dancehalls, bars, clubs, sports grounds, holiday resorts, circuses, radio stations, restaurants, and commercial banking and industrial establishments.

"Performing right" means and includes the right of performing in public, broadcasting, communicating to the public and causing to be transmitted in a diffusion service, in any parts of the world, by any means or in any manner whatsoever, of any musical works or parts thereof.

"Proprietor" means any person, juristic or otherwise, who owns or controls in the Republic of Ghana (and any other country or territory) the copyright in works or any interest in such copyright works.

"Recording" has the meaning assigned to it by the Copyright Act, 2005 (Act 690) as amended.

"Republic" means the Republic of Ghana.

"Rights holder" means the holder of any rights protected by the Copyright Act, 2005 (Act 690) and shall be the owner of copyrights as defined in the Copyright Act, 2005 (Act 690).

"Rules" means the Rules from time to time made for the purposes mentioned in this Constitution.

"Secretary" means any person appointed to perform the duties of the Secretary of the Society.

"Society" means the Ghana Music Rights Organization (GHAMRO).

"Sound Recording" includes works that result from the fixation of a series of musical, spoken or other sound, or of a representation of sounds but does not include sounds accompanying a motion picture or other

audio-visual work regardless of the nature of the material objects in which those sounds are embodied.

- 2.2 Words or expressions contained in this Constitution shall bear the same meaning as in the Companies Act (Act 179), the Copyright Act, (Act 690) or any statutory modification thereof.
- 2.3 Expressions referring to writing shall be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.
- 2.4 Words importing the singular number include the plural number, and vice versa.
- 2.5 Words importing the masculine gender include the feminine.
- 2.6 Words importing persons include corporations and other legal entities.
- 2.7 "Article" means an article of this Constitution.

## **MEMBERSHIP**

3. For the purpose of registration of the Society the number of members is declared to be unlimited.
4. (a) The subscribers to the Memorandum of Association are the first members of this Society.
  - (i) Any rights holder of any of the rights managed and encompassed by the Society and any person (hereinafter in this Constitution referred to as a "Successor") being the widow, child or other relative, next of kin, beneficiary under a will, or personal representative of a deceased member, shall be eligible for membership, and may, on application by him, be elected either as a full member or as a provisional member by the Board at its discretion.
  - (ii) The Board shall have full and unrestricted power to reasonably refuse any such application for membership and shall give reasons for such refusal.
  - (iii) The Board may specify specific membership criteria from time to time for the composing section and the performing section.
  - (iv) Unless there are good reasons to the contrary, parties



engaged full time in their occupations for each of the composing and performing sections shall be eligible for membership on application. Furthermore, unless there are good reasons to the contrary, a composer or publisher or performer or record producer shall be granted membership on application if they can prove that their compositions, publications or recordings have been made publicly available and performances have been broadcast in Ghana in the two years preceding their application.

(v) Every application for membership shall be made to the Board in writing in such form as the Board may prescribe; and on such application being accepted by the Board, it shall issue to the applicant a certificate in writing of the membership of such applicant, in such form as the Board may prescribe, signed by a Director and countersigned by the Secretary or any other person duly authorized by the Society. In the case of a firm the membership shall be in the name of the firm.

(b) The following regulations shall apply to provisional members:

(i) A provisional member may have such rights and privileges, and be subject to such obligations, as are determined by the Board from time to time, and shall be eligible (without further application) for election to full membership by the Board at its discretion; and

(ii) The membership of a provisional member shall automatically lapse if, at the end of three years after the date of his election, the Board has not passed a resolution either electing him to full membership or extending the duration of his provisional membership.

5. (a) Every member shall, on election and/or at any time thereafter, on request by the Society, assign or cause to be assigned to the Society:

(i) the performing right in all or any works or part of works, present and future, of which he is the composer, author, publisher, producer, performer and/or proprietor: and/or

(ii) the whole or any part of the performing right in any work or part of a work to the extent that any such right or part of a right is or shall during his membership be or become vested in him.

- (b) Every member shall, on election and/or at any time thereafter, on request by the Society, assign or cause to be assigned to the Society the film synchronisation right in every work composed or written primarily for the purpose of being included in a particular cinematographic film or films in contemplation when such work was commissioned.
- (c) Subject to Article 5(b) of this Constitution, every member may, on election and/or at any time thereafter, assign or cause to be assigned to the Society:
  - (i) the mechanical/reproduction right in all or any works, present and future, of which he is the composer, author, publisher, producer, performer and/or proprietor; and/or
  - (ii) the whole or any part of the mechanical/reproduction right in any work or part of a work to the extent that any such right or part of a right is or shall during his membership be or become vested in him.
  - (iii) the whole or any part of the performance right in any work or part of a work of which he is the composer, author, publisher, producer, performer and/or proprietor.
- (d) Any assignment executed pursuant to Article 5(a)(b)(c) of this Constitution shall be in the form prescribed by the Society and shall operate for and during the period of the assignor's membership, subject to the provisions of Articles 7 and 11 of this Constitution.
- (e) Pending such assignment, and in so far as it may not extend, every member by virtue of his election grants to the Society, for and during the period of his membership, subject to the provisions of Articles 7 and 11 of this Constitution, in his name or in that of the Society, but at the Society's sole charge and expense, the sole power and authority:
  - (i) to authorise or permit or forbid the exercise of the performing right and mechanical/reproduction right in respect of all or any work or works or part of a work of works of which he is (or shall during his membership be or become) the composer, author, publisher, producer and/or proprietor;
  - (ii) to grant licences on his behalf for the exercise of the performing and/or mechanical/reproduction right in respect of all or any of such works;

- (iii) to collect fees, subscriptions and all monies whether for the performance or mechanical reproduction of any such works, or by way of damages or compensation for unauthorised performances or reproductions of such works;
  - (iv) to institute and prosecute proceedings against all persons infringing the said performing and/or mechanical/reproduction right and, if the Board at its discretion thinks fit, to defend or oppose any proceedings taken against any member in respect of such works, and to compound, compromise, refer to arbitration or submit to judgment in any such proceedings, and generally to represent the member in all matters concerning the said performing and/or mechanical/reproduction right;
  - (v) to protect generally the performing and mechanical/reproduction right in the said works; and
  - (vi) to delegate authority to do any acts as aforesaid to any affiliated society and to any agent or representative in territories overseas or elsewhere outside the Republic, for the purpose of exercising the said rights in such territories.
- (f) The Society may exercise and enforce the performing and/or mechanical/reproduction right of members of any affiliated societies, pursuant to the terms of any contract now existing or which may hereafter be made between the Society and such affiliated societies.
- (g) The Society may accept and act upon the authority of any member or affiliated society to exercise the performing and/or mechanical/reproduction right in their works to a greater extent than that defined in this Constitution.
- (h) The Society may, by notice in writing to any member, decline to exercise the whole or any part of the performing and/or mechanical/reproduction right in any particular work or works of which such member is the composer, author, performer, publisher, producer or proprietor, and thereupon the provisions of sub-clauses (a) and (c) of this Article shall cease to apply to such right, and any assignment thereof already made to the Society by such member shall be determined by the Society. Provided always that the Society may at any time, and from time to time, by further notice in writing to such member, withdraw such notice in respect of all or any of the rights comprised

therein, whereupon the provisions of sub-clauses (a) and (c) of this Article shall again apply to such right or rights.

6. No member shall be at liberty to transfer his membership to any other person, or to alienate or exercise the performing and/or mechanical/reproduction right vested in the Society by that member, or controlled by the Society by virtue of his membership, or by this Constitution required to be so vested or controlled.
7.
  - (a) On the death of a member the rights (if any) already vested in the Society by the member, or controlled by the Society by virtue of his membership, shall, subject to Article 81 of this Constitution, remain so vested or controlled for a period ending on the 31st day of December in the seventh year following the year in which the member's death took place, unless a successor be elected during such period, so long as such successor remains a member. Any payment to which the member would, if living, have been entitled in accordance with the Rules in respect of any period prior to the election of such successor shall be made to the member's personal representative until a successor is elected, or until the end of such seventh year as aforesaid, whichever is the earlier date. Upon the election to membership of any successor as aforesaid, any payment to which the member would, if living, have been entitled in accordance with the Rules in respect of any period subsequent to such election shall be made to such successor.
  - (b) In the case of a member, being an artificial entity which ceases to exist, the rights (if any) already vested in the Society by such entity or firm, or controlled by the Society by virtue of the membership of such entity or firm shall, subject to Article 81 of this Constitution, remain so vested or controlled for a period ending on the 31st day of December in the seventh year following the year in which the liquidation or cessation of business occurred. Any payment to which the entity or firm would, if it had remained a member, have been entitled in accordance with the Rules in respect of such period shall be made to the person entitled for the time being to receive debts due to the entity or firm.
8. The membership of any member shall ipso facto cease:
  - (i) upon the expiration of the period for which copyright subsists in the works in respect of which such member is entitled to participate in the distribution of royalty; or

- (ii) in the case of any member, being an executor or administrator, upon having disposed off interests in the performing or mechanical/reproduction rights which may have vested in him on behalf of the beneficiaries.
- 9.
  - (a) Any member shall, not less than three (3) calendar months before the 30th day of June of every year, give notice in writing to the Society to determine his membership on such 30th day of June, and if such notice is duly received by the Society his membership shall cease accordingly.
  - (b) The Board may at its absolute discretion resolve that the notice referred to in Article 9(a) of this Constitution shall only take effect from the end of the financial year immediately following the giving of such notice provided that the Board shall as soon as practicable supply the member with written reasons for so resolving.
- 10. The Board may at any time give to any member notice in writing, signed by the Secretary or other officer duly authorized by the Society, to determine his membership at the expiration of thirty (30) days from the date of such notice, and his membership shall cease accordingly. Provided always that, in the case of a full member, and before the expiration of such thirty (30) day period, such a member may in writing require the Board to submit the question of his membership to a vote in an Extraordinary General Meeting. The said full member shall not cease to be a member unless and until the Society in Extraordinary General Meeting approves the action of the Board. If the Society in Extraordinary General Meeting approves the action of the Board, the member shall cease to be a member at the conclusion of such meeting.
- 11. If any proceedings have been instituted by or against the Society in respect of a member's works, and such member ceases to be a member during the pendency of the proceedings, any rights the subject of such proceedings which have been vested in the Society by such member, or are controlled by the Society by virtue of his membership, shall remain so vested or controlled until such proceedings are finally disposed off.
- 12. Subject to the provisions of Article 7 of this Constitution, all rights, privileges and obligations of membership shall cease on the date of cessation of membership. In particular, but without prejudice to the generality of the foregoing, the member concerned shall cease to have any claim upon the assets of the Society, and shall not be entitled to participate in any further distribution, save as to any

payment to which he may be entitled in accordance with the Rules in respect of any period prior to cessation of membership.

## **GENERAL MEETINGS**

13. The Society shall in each year hold a General Meeting as its Annual General Meeting, in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it; and not more than fifteen (15) months shall elapse between the date of one Annual General Meeting of the Society and that of the next. The Annual General Meeting shall be held at such time and place as the Board shall decide.
14. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
15. The Board may, whenever it thinks fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists in accordance with sections 150 and 271 of the Companies Act.

## **NOTICE OF GENERAL MEETINGS**

16. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one (21) days' notice in writing at the least, and, subject to the provisions of section 152 of the Companies Act, a meeting of the Society other than an Annual General Meeting or a meeting for the passing of a Special Resolution, shall be called by twenty one (21) days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Society in General Meeting, to such members entitled to receive such notices from the Society.
17. The non-receipt of a notice of a meeting by, any member entitled to receive notice shall not invalidate the proceedings at that meeting.

## **PROCEEDINGS AT GENERAL MEETINGS**

18. All business shall be deemed special that is transacted at an

Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts and balance sheets, the reports of the Board and Auditors, the appointment of Directors in the place of those retiring and the appointment and fixing of the remuneration of the Auditors.

19. 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. Save as herein otherwise provided, 50 (fifty) full members plus any 10 associate members of the Society present in person shall be a quorum.
20. If, within an hour after the time appointed for the meeting, a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and to such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within an hour after the time appointed for the meeting, the full members present shall be a quorum.
21. The Chairman of the Society or, in his absence the Vice-Chairman, shall preside as Chairman at every General Meeting of the Society. If there is no such Chairman or Vice-Chairman, or if neither is present within the time appointed for holding of the Meeting or neither is willing to act as Chairman, the Directors present shall choose one of their numbers to be chairman of the Meeting.
22. If at any meeting no Director is willing to act as Chairman, or if no Director is present within the time appointed for holding the meeting, the full members present shall choose one of their numbers to be chairman of the meeting.
23. The Chairman may, with the consent of members at meeting in which a quorum is formed, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
24. (a) At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a secret poll is (before or on the declaration of the result of the show of hands) demanded:

- (i) by the chairman of the meeting; or
  - (ii) by any full member or full members present in person or by proxy and representing not less than one-tenth (1/10th) of the total voting rights of all full members having the right to vote at the meeting.
- (b) Unless a poll be so demanded, a declaration by the chairman of the meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of proceedings of the Society, shall be conclusive evidence of the fact, without proof of the number or proportion or the votes recorded in favour of, or against, such resolution.
- (c) The demand for a secret poll may be withdrawn by the member who so requested.
25. Except as provided in Article 27 of this Constitution, if a poll is duly demanded it shall be taken in such manner as the chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
26. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.
27. A poll demanded on the election of a chairman of a meeting, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs; and any business other than that upon which a poll has been demanded may be continued pending the taking of the poll.

## **VOTES OF MEMBERS**

28. Every full and associate member shall, on a show of hands, have one (1) vote, provided that no member shall be entitled to vote on a show of hands unless he is present in person, or by proxy.
29. In the event of voting on any issue at general meetings, the voting may be done by the member either personally or by proxy.
30. The instrument appointing a proxy shall be in writing under the hand of



the member or of his attorney duly authorised in writing; if the member is an artificial entity or firm, the writing shall be under the hand of an officer thereof duly authorised or their attorney duly authorised.

31. 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 or authority, shall be deposited at the registered office of the Society, or at such other place within the Republic as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) 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, not less than forty-eight (48) hours before the time appointed for taking the poll; and, in default, the instrument of proxy shall not be treated as valid.
32. An instrument appointing a proxy may be in the usual form, or in such form as the Board may approve, and shall be deemed to confer authority to vote or demand or join in demanding a poll.
33. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Society at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.
34. Any artificial entity which is a member of the Society may, by resolution of its directors or other governing body, authorise any person being either a director, officer or manager in the permanent and exclusive employment of such entity to act as its representative at any General Meeting of the Society, and the person so authorised shall be entitled to exercise the same powers on behalf of the entity which he represents.

## **BOARD OF DIRECTORS**

35. The Board of Directors shall consist of not more than 13 (thirteen) Directors (including the Chairman and Vice-Chairmen of the Society). Not less than one-half (1/2) of the number in office shall be representative of Composers/Authors and performers, and not less than one-third (1/3) publishers and producers.
36. The Board of Directors shall be:
  - (a) six (6) Composers/Authors of music;

- (b) four (4) Publisher of Music;
  - (c) two (2) Music Performers;
  - (d) one (1) Producer of Sound recordings;
37. A person who is not a full member shall not be elected to act as a Director; save that in the case of a legal entity or firm being a full member, a director, partner, officer or manager of such entity or firm, may qualify to be elected as a board member, notwithstanding that such a person is not himself a member of the Society and is not eligible for election.

Notwithstanding the foregoing there may be appointed as Director any person who, not being a member, has special knowledge and/or experience of copyright law and/or the administration of copyright, provided that any such Director shall not be taken into account for the purpose of the proportional representation specified in Articles 35 and 36 of this Constitution.

- 38(a). The Chairman and Vice-Chairmen of the Board, of whom one at least shall be a composer, author or performer, shall be elected by the Board of Directors from among themselves. The Chairman and Vice-Chairmen of the Board shall serve for a term of four (4) years, and may seek re-election as Chairman and Vice-Chairmen for another term only, so long as they remain qualified to act as Directors of the Society.
- (b) For the avoidance of doubt, a member who qualifies to be elected as a member of the Board of Directors shall hold office for four years, and may seek re-election to serve on the Board for as long as he is voted for by member in general elections to be held every four years.
39. The Chairman and Vice-Chairmen of the Society, while they continue to hold offices respectively, shall be subject to the same provisions as to resignation and removal as the other Directors.

## **REMUNERATION OF DIRECTORS**

- 40(a). Each Director shall be entitled to such remuneration as may from time to time be determined by the Society for each meeting of the Board that he attends.
- (b) The Board may remunerate in such manner as it thinks fit any Director who shall be called upon to render any special services to the Society, or who shall have rendered any special services to it.

- (c) The Directors shall be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board or any Committee of the Board or in connection with the Society's business.

## **POWERS AND DUTIES OF THE BOARD**

41. The business and operations of the Society shall be conducted and managed by the Board and management, who may exercise all such powers of the Society as are, by the Companies Act, or by this Constitution, required to be exercised by the Society in General Meeting, subject nevertheless, to the provisions of the said Act or of this Constitution, and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Society in General Meeting; but no regulation made by the Society in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made. Notwithstanding anything contained herein, the Board shall meet at least four times a year, including a meeting held immediately after its election at the Annual General Meeting of the Society.
42. The Board may, from time to time and at any time, by power of attorney appoint any other Society, firm, person, or body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Society for such purposes, and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under this Constitution), and for such period, and subject to such conditions, as it may think fit. Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
43. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Society, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.
44. All monies received by the Society in respect of the exercise of the rights, licence or authority granted by the members and the affiliated societies shall, subject to Article 45 of this Constitution, be distributed or otherwise dealt with by the Board in accordance with the Rules.
45. The Board may, before making any distribution among the members:

- (a) Apply out of the receipts such sums as it thinks proper or has agreed to contribute as:
    - (i) Gratuities, donations, pensions and emoluments to any member or ex-member of the Society or any person at any time in the employment of the Society, or engaged in any business acquired by the Society, and the wives, widows, families and dependants of any such persons;
    - (ii) Contributions to any benevolent, pension or similar fund which may be established for the benefit of members, ex-members or employees of the Society or their wives, widows, families or dependants.
  - (b) Set aside out of the receipts such sums as it thinks proper as subscriptions, donations, loans, gifts or other payments for any of the purposes for which power is given by the Memorandum of Association of GHAMRO, provided that without the assent of the Society in General Meeting the aggregate of all such payments for the purposes for which power is given by the Memorandum of Association shall not exceed a sum equivalent to 1.5% of the Society's Income in any one year.
  - (c) Set aside out of the receipts such sums as it thinks proper as a reserve fund to meet contingencies, or for future distribution, or for repairing, improving and maintaining any of the property or premises of the Society, and for such other purposes as the Board shall in its absolute discretion think necessary or conducive to the interests of the Society, and may invest the several sums so set aside in such investments as it may think fit, and from time to time deal with or vary such investments and dispose of all or any part thereof for the benefit of the Society, and may divide the reserve fund into such special funds as it thinks fit, and employ the reserve fund or any part thereof for the general purposes of the Society, and that without being bound to keep the same separate from the other assets.
46. The Board may from time to time appoint any person as General Manager and/or other officer of the Society for such term and at such conditions as it may think fit, and (subject to any contract entered into between the Board and such General Manager and/or other officer) may from time to time remove him and appoint some other person as General Manager and/or other officer in his place.
47. The Board may delegate to the General Manager and/or other officer all such of its administrative powers as aforesaid as it may deem necessary for the full and proper administration of the affairs of the

Society.

48. The Board may regulate the general expenses of the Society and fix the salaries and emoluments of all employees, in consultation with the General Manager.
49. The Board shall pay and defray the expenses and liabilities of the Society, incurred in the exercise or enforcement of the rights vested in or controlled by the Society, out of the monies received by the Society in respect of the exercise or enforcement of such rights.
50. The Board may from time to time borrow, raise or secure the payment of such sum or sums of money as it may deem requisite for any purpose which it may deem expedient in the interests of the Society, but not so as to charge any right or interest of any member in respect of his works.
51. The Board may make and from time to time alter the Rules specified in the Memorandum of Association of GHAMRO, and, without prejudice to the generality of the foregoing, may also make, and from time to time alter, separate or make additional rules for regulating the provision, through trusts or associations, of gratuities, donations or pensions for members, ex-members or employees of the Society, or their wives, widows, families or dependants. Provided that any Rules (other than such separate or additional rules) or any alterations of such Rules (other than as aforesaid), shall not take effect or come into operation unless or until the same have been approved by the Society in General Meeting.
52. The Board shall cause minutes to be duly entered in books for the purpose:
  - (i) of all appointments of officers made by the Board;
  - (ii) of the names of the Directors present at each meeting of the Board and of any Committee; and
  - (iii) of all resolutions and proceedings of all meetings of the Society and of the Board and of any Committee;

and any such minutes of any meeting of the Society, of the Board or of any Committee, if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting, shall be receivable as prima facie evidence of the matters stated in such minutes. Every Director present at any meeting of the Board or of any Committee shall sign his name in a book to be kept for that purpose.

## **DISCIPLINARY AND GRIEVANCE PROCEDURES**

- 53(a). The Board shall establish a Disciplinary Committee to deal with grievances of members, particularly in the area of royalty distribution and matters of general administration.
- (b) The Disciplinary Committee shall also investigate an allegation of misconduct referred to it by the Board or breaches by a member of this Constitution or of conduct prejudicial to the interests of the Society.
- (c) All members of the Society shall exhaust the internal dispute resolution procedures prescribed under this Article before seeking further redress, if dissatisfied, in the law courts.
- (d) All complaints intended to commence disciplinary action shall be in writing and addressed to the Chairman of the Board, who shall put the matter before the Board, before the matter is referred to a Disciplinary Committee for hearing.
- (e) The Board shall implement the decisions of the Disciplinary Committee.

## **REMOVAL/RESIGNATION OF DIRECTORS**

54. The office of Director shall be vacated:
- (i) if the Director ceases to be a full member; or, in the case of a Director elected as the nominee of an entity or firm, if such firm ceases to be a full member;
- (ii) if, in the case of a Director nominated by an entity or a firm, the Director ceases to hold the qualification required for such nomination pursuant to Article 37 of the Constitution;
- (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 186 of the Companies Act;
- (v) if the Director becomes of unsound mind;
- (vi) if the Director, by notice in writing to the Society, resigns his office;
- (vii) if the Director without special leave of absence from the Board

absents himself from the Meetings of the Board either during a period of three (3) successive Meetings months or during a period covered by three (3) consecutive Meetings of any Committee to which he has been appointed to count as attendances at Meetings.

## **RETIREMENT OF DIRECTORS**

55. (a) Subject to Article 38 of this Constitution, Director shall be subject to re-election after every four years.
- (c) The Society's Annual General Meeting at which any Director retires as aforesaid may fill a vacancy by appointing any other person qualified pursuant to Articles 35 and 37 of this Constitution in the place of the Director so retiring.
56. Each Director shall have the power to nominate any person to act as alternate Director in his place during his absence or inability to act as such Director, and provided that the appointment of an alternate Director shall be approved of by the Board, and on such appointment being made, the alternate Director shall in all respects be subject to the terms and conditions existing with reference to the other Directors of the Society.
57. The alternate Directors, whilst acting in the place of the Directors who appointed them, shall exercise and discharge all the duties and functions of the Directors they represent. The appointment of an alternate Director shall be cancelled, and the alternate Director shall cease to hold office whenever the Director who appointed him shall cease to be a Director, or shall give notice to the Secretary of the Society that the alternate Director representing him should cease to do so, and in case of the disqualification or resignation of any alternate Director during the absence or inability to act for the Director whom he represents, the vacancy so arising may be filled by the Chairman of the Society nominating another person to fill the position, subject to approval of the Board.
58. The Society may by Ordinary Resolution, of which a special notice has been given in accordance with Section 152 of the Companies Act, remove any Director before the expiration of his period of office notwithstanding anything in this Constitution or in any Agreement between the Society and such person.
59. In the event that the office of Chairman or Vice-Chairman of the Society becomes vacant, the Board shall, subject to Article 38 of this Constitution, appoint another Director to fill the vacancy, but the

Director so appointed shall be subject to retirement from such office at the same time as his immediate predecessor in office would have been.

60. The Board may fill any vacancy on the Board by appointing a person suitably qualified pursuant to Articles 37 of this Constitution.

## **PROCEEDINGS OF THE BOARD**

61. The Board may meet for the despatch of business, adjourn, or otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote. A Director or the General Manager may, and the Secretary on the requisition of a Director or the General Manager shall, at any time summon a meeting of the Board.
62. The quorum necessary for the transaction of the business of the Board, or of any Committee of the Board, may be fixed by the Board, or, as the case may be, the Committee, and, unless so fixed, shall be five (5).
63. The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the minimum number fixed by or pursuant to this Constitution as the necessary quorum of the Board, the continuing Directors may act for the purpose of increasing the number of Directors to that number or of summoning a General Meeting of the Society but for no other purpose.
64. The Chairman of the Society, failing whom a Vice-Chairman, shall preside at all meetings of the Board. If at any meeting of the Board, the Chairman or the Vice-Chairman is not present within thirty (30) minutes after the time appointed for holding the meeting, the Directors present may choose one of their numbers to be Chairman of the meeting.
- 65(a). The Board may delegate any of its powers to Committees consisting of such number or numbers of its body as it thinks fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.
- (b). A Committee may elect a Chairman of its meetings. If no such Chairman is elected, or if at any meeting the Chairman is not present within thirty (30) minutes after the time appointed for holding the meeting, the Directors present may choose one of their numbers to be Chairman of the meeting.



66. A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the Directors present, and in case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
67. All acts done by any meeting of the Board, or of a Committee of the Board, or by any person acting as a Director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any Directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly elected/appointed and was qualified to be a Director.
68. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Board, or any Committee of the Board, shall be as valid and effectual as if it had been passed at such a meeting duly convened and held.

## **THE SECRETARY**

69. The Secretary shall be appointed by the Board for such term, at such remuneration, and upon such conditions, as it may think fit; and any Secretary so appointed may be removed by the Board.
70. Any act or provision of this Constitution requiring or authorising a thing to be done by a Director and the Secretary shall be satisfied by it being done by the same person acting both as Director and as, or in the place of, the Secretary.

## **ACCOUNTS**

71. The Board shall cause proper books of account to be kept with respect to:
  - (i) all sums of money received and expended by the Society and the matters in respect of which the receipt and expenditure take place; and
  - (ii) the assets and liabilities of the Society.
72. The books of account shall be kept at the registered office of the Society, or at such other place or places in the Republic as the Board thinks fit, and shall be open to the inspection of the Directors.
73. The Board shall from time to time determine whether, and to what

extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Society or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Society, except as conferred by statute, or authorised by the Board, or by the Society in General Meeting.

74. The Board shall from time to time, and in accordance with the Companies Act, cause to be prepared, and to be laid before the Society in General Meeting, such accounts, balance sheets and reports as required by law.
75. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Society in General Meeting, together with a copy of the Auditor's report, shall, not less than twenty-one (21) days before the date of the meeting, be sent to all such members as are entitled to receive notices of General Meetings of the Society. Provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Society is not aware.

## **AUDIT**

76. Auditors shall be appointed and their duties regulated in accordance with Sections 134 and 136 of the Companies Act.

## **NOTICES**

77. A notice may be given by the Society to any member either personally or by sending it by post to him to his registered address, or (if he has no registered address within the Republic) to the address (if any) within the Republic supplied by him to the Society for the giving of notices to him.
78. Where a notice to a member is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of twenty-four (24) hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
79. Notice of every General Meeting shall be given in some manner hereinbefore authorised to:

- (i) every member, except those who (having no registered address within the Republic) have not supplied to the Society an address within the Republic for the giving of notices to them; and
- (ii) the Auditors for the time being of the Society.

No other persons shall be entitled to receive notices of General Meetings.

## **INDEMNITY**

80. No director, employee, general manager, auditor, trustee (if any), secretary or other officer of the Society shall be liable for the acts, receipts, neglects or defaults of any other director, employee, general manager, auditor, trustee (if any), secretary or other officer, or for joining in any receipt or other act for conformity, or for loss or expense happening to the Society through the insufficiency or deficiency of any security in or upon which any of the moneys of the society shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any moneys, securities or effects shall be deposited, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office, or in relation thereto, he and his heirs, executors and administrators shall be indemnified and secured harmless out of the funds of the Society from and against all actions, costs, charges, losses, damages and expenses which he shall or may incur or sustain by or by reason of any act done, concurred in or admitted in or about the execution of his duty or supposed duty, in his respective office, unless any of the foregoing happens through his own negligence, recklessness, wilful misconduct, default, breach of duty or breach of trust.

## **WINDING UP**

81. In the event of and upon the winding up of the Society, whether voluntary or otherwise, at any time, the assets of the Society (other than the rights vested in or controlled by the Society pursuant to this Constitution and any sums distributable in accordance with the Rules) shall, in so far as they are available for the purpose, be apportioned among the persons who are members at the date of such winding up in the proportions in which such members received distributions from the Society in respect of the year ending on the 31st day of December immediately prior to such winding up; and the rights (if any) vested in the Society by any member, or controlled by the Society by virtue of his membership, shall revert to such member or his personal

representative.

82. This Constitution shall be deemed to have been adopted and approved by a majority of members of the Society present and voting at the Annual General Meeting.
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No. G-36, 623

**Certificate of Incorporation**

**I hereby certify** that the **Ghana Music Rights Organization,**  
is this day Incorporated under the Companies Code, 1963,  
and that the Society is LIMITED.

Given under my hand at Accra this eighteen day of May,

Two thousand and eleven.

A.K. Koomson,

Assistant Registrar of Companies

## THE COMPANIES CODE 1963

*Society Limited by Guarantee (and not having a Share Capital).*

### **MEMORANDUM OF ASSOCIATION** **of the** **Ghana Music Rights Organisation**

2. The name of the Society (which is hereinafter called "the Society") is the "Ghana Music Rights Organisation".
3. The registered office of the Society will be situated in Ghana.
4. The objects for which the Society is established are:-
  - a. To exercise and enforce on behalf of Members of the Society, being the composers of any musical works or the authors of any literary or dramatic works, or the owners or publishers of or being otherwise entitled to the benefit of or interested in the copyrights in such works (hereinafter called "the proprietors") all rights and remedies of the proprietors by virtue of the Copyright, Act 2005 as amended from time to time, or otherwise in respect of any exploitation of their works.
  - b. In the exercise or enforcement of such rights and remedies to make and from time to time to rescind alter or vary any arrangements and agreements with respect to any such exploitation of such works in regard to the mode, periods or extent in for or to which and the terms on which any such exploitation of such works may be made or employed, and to collect and receive and give effectual discharges for all royalties, fees and other monies payable under any such agreements or arrangements or otherwise in respect of any such exploitation by all necessary actions or other proceedings, and to recover such royalties, fees and other monies, and to restrain and recover damages for the infringement by means of any such exploitation as aforesaid of the copyrights of such works or any other rights of the proprietors or of the Society on their behalf in respect of such works, and to release, compromise or refer to arbitration any such proceedings or actions or any other disputes or differences in relation to the premises.
  - c. To obtain from the proprietors such assignments, assurances, powers of attorney or other authorities or instruments as may be deemed necessary or expedient for enabling the Society to exercise and enforce in its own name or otherwise all such rights and remedies as

aforesaid, and to execute and do all such assurances, agreements and other instruments and acts as may be deemed necessary or expedient for the purpose of the exercise or enforcement by the Society of such rights and remedies as aforesaid.

- d. To make and from time to time alter or vary any rules for regulating (1) The mode in which the works of proprietors are to be communicated or declared by them to the Society; (2) The mode in which, the periods or period for which, and the conditions under which the proprietors are to authorise the Society to exercise and enforce the rights and remedies aforesaid of the proprietors in respect of such works as aforesaid; (3) The mode and shares in which and the times at which the net monies received by the Society in respect of any such works as aforesaid are to be divided and apportioned among the proprietors interested therein respectively; (4) The provision either directly or through trusts or associations, of gratuities, donations or pensions for Members or ex-Members of the Society, or their wives, widows, families or dependants; (5) The procedures for determining complaints of breaches by Members of their obligations and of misconduct by Members affecting the Society; (6) The administration of the property or business of the Society and any matters incidental thereto; and (7) The establishing of an Appeals Panel for hearing members' complaints regarding the Society's administration; and (8) The terms on which a member may reserve to himself or require the reassignment to him of rights.
- e. To distribute the net monies received by the Society in the exercise of the foregoing powers, after making provision thereout for the expenses and liabilities of the Society incurred in such exercise or in otherwise carrying out the purposes and operations of the Society and for any contributions or payments for any of the purposes specified in the next following sub-clause hereof, amongst the proprietors entitled thereto in accordance with the rules to be for the time being in force with respect to the distribution thereof.
- f.
  - (i) To grant gratuities, donations, pensions and emoluments to any Member or ex-Member of the Society or any person at any time in the employment of the Society, or engaged in any business acquired by the Society, and the wives, widows, families and dependants of any such persons;
  - (ii) to establish, support subscribe to and aid in the establishment and support of funds, trusts, associations or institutions calculated to benefit Members or ex-Members of the Society or persons employed by or having dealings with the Society;
  - (iii) to subscribe money for the relief of human suffering;

- (iv) to make payment by way of loan or gift or on such terms as may be thought fit for any purpose conducive to the improvement or advancement of the composition, teaching or performance of music, or to or for the benefit of any society, association or Society whose objects shall include any such purpose, and to establish any charitable trusts, associations, companies or institutions whose objects shall include any such purpose and be exclusively charitable; and
  - (v) to receive contributions, subscriptions or donations for any of the aforesaid purposes from Members of the Society, employees or others.
- g. To carry on any business which may seem to the Society capable of being conveniently carried on in connection with the above projects or calculated, directly or indirectly, to enhance the value of or render profitable any of the property or rights of the Society or the proprietors.
- h. To acquire or undertake the whole or part of the business, property or liabilities of any person or Society carrying on any undertaking or business which the Society is authorised to carry on or possessed of property suitable for the purposes of the Society.
- i. To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession or otherwise with any person, association or Society carrying on or engaged in or about to carry on or engage in or any business or transaction which this Society is authorised to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Society, and to amalgamate with or become affiliated to any such association or Society, and to lend money to, guarantee the contracts of or otherwise assist any such person, association or Society, and to take or otherwise acquire shares and securities of any such Society, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.
- j. To take or otherwise acquire and hold shares in any other Society having objects altogether or in part similar to those of this Society or carrying on any business capable of being conducted so as directly or indirectly to benefit this Society.
- k. To promote any Society or companies for the purpose of acquiring all or any of the property and liabilities of this Society or for any other purpose which may seem directly or indirectly calculated to benefit this Society.
- l. Generally to purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property and any rights or privileges



which the Society may think necessary or convenient for the purposes of its undertaking or business.

- m. To invest and deal with the monies of the Society not immediately required in such manner as may from time to time be determined.
- n. To lend money to such persons and on such terms as may seem expedient and in particular to Members and others having dealings with the Society, and to guarantee the performance of contracts by any such persons.
- o. To borrow or raise or secure the payment of money in such manner as the Society shall think fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Society's property (both present and future), and to purchase, redeem, or pay off any such securities.
- p. To remunerate any person or Society for services rendered or to be rendered in placing or guaranteeing the placing of any debentures, debenture stock or other securities of the Society or in or about the formation or promotion of the Society or the conduct of its business.
- q. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures and other negotiable or transferable instruments.
- r. To sell or dispose of the undertaking of the Society or any part thereof for such consideration as the Society may think fit, and in particular for shares, debentures or securities of any other Society having objects altogether or in part similar to those of this Society.
- s. To adopt such means of making known the operations of the Society as may seem expedient, and in particular by advertising in the press, by circulars, by publication of books and periodicals.
- t. To procure the Society to be registered or recognised in any foreign country or place.
- u. To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Society.
- v. To appoint any agent or agents for the collection and recovery of any monies receivable by the Society in the exercise of its powers or otherwise for the purpose of the exercise of any of such powers.

(ww) To receive fees.

(xy) To charge expenses.

- w. To do all or any of the above things in any part of the world and as principals, agents, contractors, trustees, or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- x. Provided nevertheless that the objects of the Society shall not extend to any of the purposes mentioned in Section 28 of the Trade Union and Labour Relations Act 1974.

4. The liability of the Members is limited.

5. Every Member undertakes to contribute to the assets of the Society, in the event of the same being wound up during the time that he is a Member or within one year afterwards, for the payment of debts and liabilities of the Society contracted before the time at which he ceases to be a Member, and the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding gh₵1.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Society in pursuance of this Memorandum of Association

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Names, Addresses and Descriptions of Subscribers

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ANTWI TANO KWADJO, GHANAIAN, P.O. BOX 3739, ACCRA	COMPOSER/AUTHOR
---	-----------------

MARY GHANSAH, GHANAIAN, P.O. BOX 676, CANTONMENTS	COMPOSER/AUTHOR
---	-----------------

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TUFFOUR KWAKU JAMES GHANAIAN, P.O. BOX 5549, KUMASI	COMPOSER/AUTHOR
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PUBLISHER

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DATED the 18<sup>th</sup> day of May, 2011.

WITNESS to the above signatures -

BENJAMIN TETTEH  
ACCOUNTANT  
COSGA, MINISTRIES

ACCRA

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