

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF COPYRIGHT AGENCY
LIMITED
HELD THURSDAY 2 NOVEMBER 2017 IN THE CORINTHIAN ROOM, GROUND FLOOR, THE
SMC CENTRE 66 GOULBURN STREET, SYDNEY, NSW AT 11AM**

The meeting commenced at 11.05 am.

Present

Author members

Brian Adams, Lindsay Foyle, Wendy Bean, Sarah Vorchheimen

Publisher members

Image Book Co., Harper Collins Publishers Australia, McGraw Hill Education, Pascal Press Blake Education, Australian Jewish Historical Society

In attendance

Kim Williams AO (Chair)	Josephine Johnston (Company Secretary)	Adam Suckling (CEO)
Anthony Bertini (Director)		Kate Haddock (Banki Haddock Fiora)
Judy Grady	Jenelle Dellar	Sue Nelson
Charli Hutchinson	Virginia Morrison	Melissa Willan
Johanna Roberts	Rosanna Arculi	Jenny Ryan
Leesa Watego	Rosie Daniele	Susan Cole
Stephanie Young	Dr Oliver Watts	Tristan Chant
Marcus Clark	Timothy Denny	

Quorum and Order of Business

The Chair noted that a quorum was present, declared the meeting open and introduced the directors, the Chief Executive, the Company Secretary and the company's external lawyer. The order of business would be as set out in the notice convening the meeting.

Agenda Item 1 - Apologies

Apologies were received from two members.

Agenda Item 2 - Proxies

A total of 36 valid proxies had been received: 27 from Author members and 9 from Publisher members. Twenty-six proxies were held by the Chair, two by the CEO Adam Suckling, and one each by Charli Hutchinson, Jenelle Dellar, Virginia Morrison, Jenny Ryan, Johanna Roberts, Melissa Willan, Rosie Danielle and Susan Cole.

Of these proxies:

- 26 direct the proxy holder to vote in favour of the resolution;
- 9 are undirected but are held by those I have already named who each intend to vote in favour of the resolution; and
- 1 directs the proxy holder to vote against the resolution.

Agenda Item 3 – Consideration of special resolution

The Chair introduced his colleagues on the Board, in alphabetical order, are:

Bronwyn Bancroft	Independent director
David Barnett	APA appointed director
Anthony Bertini	Independent director
Jane Curry	Elected Publisher director
Adele Ferguson	Elected Author director
Chris Pash	ASA appointed director
Helen O'Neill	ASA appointed director
Lucy Russell	APA appointed director

and noted that he was joined by Anthony Bertini.

The Chair also introduced Dr Oliver Watts, who has been nominated by the Viscopy Board to be the transitional Artist Director, should the vote be in favour of changing the Constitution.

Background to the proposed amendments

The Chair set out the background to the proposed amendments to the Constitution as follows:

Copyright Agency and Viscopy have been operating under a Services Agreement for the last five years. Now the two organisations are undertaking the formal arrangements to merge into one entity – the Copyright Agency. The two Boards have agreed that this should take place by way of a scheme of arrangement. A scheme of arrangement involves approval from the corporate regulator, ASIC, approval by the membership of Viscopy and approval by the Supreme Court.

Notice of meeting

As you are aware, the purpose of this meeting is to vote on whether to accept the amendments to the Copyright Agency Constitution to give effect to the intended merger. The notice of meeting set out in the resolution to be voted upon today:

That, with effect from the date of the meeting, the articles of association of the Company be amended in accordance with Annexure A to the notice of meeting.

A note from me setting out an explanation of the effect of those amendments was included with the notice of meeting. Some of the key points to note are that the proposed changes:

- *Provide for a new class of membership – Artist Members*
- *Provide for a new director on the Board, being a visual artist to be elected by the Artist Members. There will be a transitional Artist Director nominated by the current Viscopy Board of Directors.*
- *Existing members of Viscopy will become Artist Members of Copyright Agency.*
- *The quorum for general meetings is increased to nine and must include an artist member.*

Unless otherwise requested, I do not intend to further detail any of the proposed amendments to the Constitution.

If you have not brought your copies of the EGM papers with you, please indicate if you need a copy.

Earlier this morning, the membership of Viscopy held a Scheme Meeting at which they voted in favour of merging with Copyright Agency. Their own Board had unanimously recommended voting in favour because they believed that the merger is a good idea for artists and will provide benefits to their members including reducing the administrative fee taken from payments to Viscopy members.

From the point of view of the Copyright Agency, the merger will enable us to more effectively serve a larger group of creative Australians, drive some internal efficiencies and advocate in Canberra representing -directly- and expanded membership base.

The purpose of this meeting is to vote on the amendments in the Notice of Meeting to give effect to the changes to the Copyright Agency Constitution to admit the new membership.

The Chair asked if anyone would like to make any comments or ask any questions about the proposed changes to the Constitution, to which there was no response.

The Chair noted that the special resolution must be passed by at least 75% of the votes cast.

As the resolution appeared to have the support of those present at the meeting, the Chair put it to the meeting as a special resolution for voting on a show of hands. For the purposes of the show of hands, proxies were to be excluded. The Chair noted that if it was clear that the result would be the same after taking proxies (as just declared) into account, the motion would carry on a show of hands.

The Chair asked for a show of hands for those in favour and then those against.

After taking account of the proxies, the Chair declared the resolution passed with 44 members in favour and one member against.

The Chair declared the motion carried.

In response to a question from the Chair, the General Counsel confirmed that the next step in the merger was for the matter to be considered again by the Supreme Court and for orders to be sought to give effect to the scheme.

The meeting then closed at 11.30am.

Signed as a correct record.

Chair