



CODE OF CONDUCT FOR SAMRO MEMBERS

Introduction

Effective Date: December 2022

1. The relationship between SAMRO and its members are governed by:
 - 1.1. Application for SAMRO Membership;
 - 1.2. Members Work Registration and Members Notification of Work Registration;
 - 1.3. Deed of Assignment of Copyright;
 - 1.4. Membership Agreement Terms and Conditions;
 - 1.5. Royalty Distribution Rules;
 - 1.6. Conflicting Claims Policy;
 - 1.7. SAMRO's Memorandum of Incorporation, as amended from time to time;
 - 1.8. Code of Conduct for SAMRO members;
 - 1.9. SAMRO Membership Rules; and
 - 1.10. Any other applicable rules and regulations such as CISAC rules that govern collecting societies.

2. It is the duty of all SAMRO members to ensure that they have read and understood the documentation referenced in clauses 1.1 to 1.10 to which they are bound:–

3. It is the duty of all SAMRO members to ensure that they act in accordance with all of their legal obligations and duties generally emanating from the aforementioned documentation.

4. All SAMRO members are to:
 - 4.1. Promptly and fully register/notify their musical works.
 - 4.2. Promptly check the accuracy of their distribution statements.
 - 4.3. Promptly notify SAMRO of any changes to musical works and banking details.

5. It is the duty of all SAMRO members to:
 - 5.1. Refrain from doing anything likely to limit or prejudice the success or interests of SAMRO.
 - 5.2. Co-operate with SAMRO and its directors, managers, officers and employees as well as with fellow members in enforcing the observance to all governing rules and responsibilities and in

furthering the interest of SAMRO and further to render to SAMRO, its directors, managers, officers and employees and fellow members all reasonable assistance in this regard, whether on request or otherwise.

- 5.3. Not provide false or misleading information in relation to their musical works and communicate all agreements incidental and related thereto.
 - 5.4. Not behave in a rude, unpleasant or unacceptable manner with SAMRO directors, managers, officers and employees as well as with fellow SAMRO members.
 - 5.5. Not make unreasonable demands impacting upon SAMRO's time, resources and efficiency.
6. Every SAMRO member shall act in the utmost good faith in respect of their duties and obligations towards SAMRO and undertake at all times to do and procure the doing of all such things, to perform all such acts and take all such steps open and necessary or incidental to upholding its duties and responsibilities towards SAMRO and ensuring SAMRO's best interests.
 7. Every SAMRO member shall ensure that he/she does not act dishonestly and/or in bad faith thereby prejudicing SAMRO and does not make any intentional or negligent misrepresentation to SAMRO which has the affect of prejudicing SAMRO and/or fellow members and/or prospective members and/or any third party.
 8. Each SAMRO member shall provide such co-operation as SAMRO may reasonably require from time to time in the best interests of SAMRO and/or the member and/or other members and / or prospective members and/or third parties.
 9. No SAMRO member shall release any statement to the press or otherwise make any public statement of any nature or do anything, or engage in any activity which is likely to adversely, unreasonably and unfairly affect or damage SAMRO's good name and/or reputation.
 10. In the event of non-compliance with this Code of Conduct by any SAMRO member, SAMRO may be forced to take the following steps:-
 - 10.1. The Social and Ethics Committee of SAMRO shall formally write to the member notifying the member of the alleged breach, providing a full account of the specific infringement/s or misconduct/s and setting out the expectations of the member/sanctions.

- 10.2. The member may be invited or elect to respond in writing to the formal notice within 30 (thirty) days.
- 10.3. In instances where a member may dispute the statement of facts contained in the formal written communication and/or refuses to co-operate with expectations, this must be in writing with supporting documentation enclosed (if applicable) in which instance the matter will be referred to the SAMRO Board.
- 10.4. The SAMRO Board will consider the formal written notification by the Social and Ethics Committee, any evidence attaching to the complaint compiled by the Social and Ethics Committee and any written response from the member with supporting documentation and take such action as it deems fit and appropriate in the circumstances, which may include the following:–
 - 10.4.1. Require a formal process to be commenced, as may be applicable in the circumstances and set the terms of such process.
 - 10.4.2. Endorsement of the Social and Ethics Committee findings, expectations / sanctions.
 - 10.4.3. Withdrawal of the complaint and any expectations / sanctions imposed.
 - 10.4.4. Award payment of a fine and/or related expenses.
 - 10.4.5. Withhold any distributions to be otherwise paid to the member pending further investigation or process deemed necessary and/or offset from any distribution otherwise due to a member any and all liability legitimately attracting to such member and payable to SAMRO in reduction of such liability and / or apply offset of distribution based on written agreement with the member.
 - 10.4.6. Issue a written caution/warning or suspension.
 - 10.4.7. Issue a termination of membership.

The SAMRO Board must put in writing its decision to the member and give reasons motivating same. The decision of the majority of the SAMRO Board shall be final and binding on the member.