

AEPO ARTIS

STATUTES

1. NAME, LOCATION AND OBJECTIVES

1.1. NAME

Performers' organisations established an international non profit making association known as the "**Association of European Performers Organisations**" (in short **AEPO-ARTIS**).

1.2. LOCATION

Registered office of the association is in the Brussels Region, at in Avenue Cortenbergh 116, 1000 Brussels, Belgium.

The registered office of the association may be relocated to any other place by decision of the General Assembly.

1.3. OBJECTIVES AND ACTIVITIES

The objectives of AEPO-ARTIS, which is a strictly international non-profit making association, are the following:

- To develop and secure wider recognition of the collective administration of performers' rights;
- To develop further the collaboration between performers organisations at the European level, in the field of performers' rights and collective administration of these rights;
- To contribute to highlighting the importance of the protection of performers and of the collective administration on their rights;
- To develop further cooperation concerning the European dimension of international agreements and to make all efforts in order to exchange remuneration to be distributed to performers.

The above objectives will be pursued by all lawful activities including but not limited to:

- Holding and participating in meetings, conferences, events and performances and the dissemination of communication material including videos and publications both print and electronic;
- Cooperating with national, EU level and international organisations with like-minded interests;
- Lobbying of national, EU level and international authorities and institutions in order to reach the above stated objectives;
- Analysing national, European and international legislation regarding performers' rights and their collective management and the corresponding case law.

2. MEMBERSHIP

2.1. ELIGIBILITY

Any collecting society in Europe which at a national level is representative and active in the collective administration of performers' rights in application of a legal system may apply to be admitted as a member. Such a collecting society accepts AEPO-ARTIS as the exclusive collective representation to the European Institutions in respect of performers' rights and their collective administration.

2.2. APPLICATION FOR MEMBERSHIP

Admission of new members is subject to the communication of the following documents:

- An official application for membership including a commitment to accept and respect the statutes of the association,
- One copy of the statutes, the internal order and the last audited report of the applicant body,
- A detailed report of the activity of the applicant prior to its request for membership.

The Administrative Council shall decide on admission subject to the right of the applicant to appeal to the General Assembly.

2.3. TERMINATION OF MEMBERSHIP

Members may resign by sending a registered letter to the General Secretary, such resignation to take effect from the date of receipt of the letter.

The exclusion of a member may only be decided by the General Assembly of the Association acting on the basis of a three-quarter majority, and after the member in question has been given the opportunity of being heard.

The Administrative Council may suspend a member provisionally, by voting by three quarter majority, whilst waiting for the General Assembly to reach its decision.

Any member who leaves the association for any reason has no claim on the assets of the association. A member who resigns after the annual General Assembly that has approved the budget and the members' contribution shall pay its contribution for the following year as adopted by this General Assembly.

2.4. CONTRIBUTION FROM MEMBERS

All members of the association pay an annual contribution.

The amount of contribution for members shall be determined by vote by the members at the General Assembly.

The contribution is fixed as a percentage of the budget of the association taking into account the collected gross income of the members for performers for the previous financial year, which shall be declared to the association by the members.

The contribution for an organisation joining as a member between General Assemblies shall be determined by the Administrative Council and shall be based on the collected gross income for performers collected by the organisation for the previous financial year, the contributions paid by similar organisations and the duration of period before the next General Assembly. The decision of the Administrative Council shall apply immediately but shall be subject to endorsement by the next General Assembly.

The minimum contribution shall be determined by the General Assembly.

The contribution from any member may not exceed one third of the total of the annual contributions.

The voting rights and membership of organisation whose contributions are not in order shall be suspended by the Administrative Council, provided that the Council shall give the defaulting organisation an opportunity of making the requisite payments.

3. GENERAL ASSEMBLY

3.1. POWERS OF THE GENERAL ASSEMBLY

The General Assembly has all the powers necessary to achieve the objectives of the association including:

- Approval of the annual accounts together with a report on activities;
- Annual approval of a plan of action and the related budget;
- Election of members of the Administrative Council;
- Election and removal of the statutory auditor, and determining his/her remuneration and determining his/her remuneration;
- Modification of statutes;
- Dissolution of the association;
- Determination of the contributions, in accordance with article 2.4.

All members are entitled to participate in the Assembly.

3.2 CONVOCATION

The General Assembly is convoked at least once a year by the Administrative Council by written notice and agenda at least 30 days prior to the Assembly.

3.3 DECISION MAKING

The objective of the association shall be where possible to arrive at decisions by consensus.

Where voting is necessary, each member has one vote.

All members are entitled to attend or send two representatives to the General Assembly.

Decisions are taken by simple majority of the votes of those present or represented.

Each member may participate remotely at the General Assembly by way of an electronic means of communication made available by the association.

Members who participate at the General Assembly remotely are deemed to be present at the location where the General Assembly is held for purposes of the requirements regarding quorum and majority.

The electronic means of communication mentioned above must enable the association to verify the capacity and identity of the member. The member wishing to use such electronic means of communication must at least be able to follow the deliberations directly and, simultaneously during the meeting and this member must be able to exercise his voting right on all points on which the General Assembly must decide.

3.4 MANDATES FROM ABSENT MEMBERS

Any member representing another member must hold a written mandate.

No single member may hold more than one mandate from other members.

3.5 QUORUM

The quorum of the General Assembly shall be equal to half of the votes entitled to be cast plus one.

3.6 AMENDMENTS OF THE STATUTES AND DISSOLUTION

Any motion to amend the statutes, dissolve or relocate the association must emanate from the Administrative Council or have the support of at least one third of the votes held by members of the association.

The Administrative Council or those proposing amendments to the statutes, dissolution or relocation must notify members of the association at least one month prior to the General Assembly which shall decide on such a motion.

No decision to amend the statutes, dissolve or relocate the association can be adopted unless it is supported by a two third majority of the votes of the members.

The General Assembly shall determine the conditions for the dissolution and liquidation of the association and the beneficiary of its assets which can only be allocated to non profit purposes.

3.7 MINUTES

All meetings of the General Assembly shall be recorded in minutes. The minutes of the General Assembly shall be signed by the president and a member of the secretariat.

A copy of the minutes of a General Assembly shall be at the disposal of the members at the registered office of the association.

4. ADMINISTRATIVE COUNCIL

4.1 COMPOSITION OF THE ADMINISTRATIVE COUNCIL

The association is administered by a Council of 9 members.

Members wishing to stand for election to the Administrative Council may do so up until the date of the General Assembly. Each of the elected organisations shall immediately proceed to the designation of its permanent representative natural person.

Each member of the Council has one vote.

The Council is elected, for a period of three years, by the General Assembly, whereby, on a rotating basis, three members are elected each year.

In the event that a member of the Administrative Council leaves the association or if the representative of a member can no longer represent this member in the Administrative Council, for whatever reason, that member or its representative shall be replaced in the Administrative Council.

If a representative of a member of the Administrative Council ceases to represent this member of the association elected in the Council, this member will have to immediately proceed to the designation of its new representative who will serve on the Administrative Council until such time as the departing member's mandate would have expired.

If a member of the Administrative Council leaves the association, the replacement member shall be chosen by way of a vote to be held at the following General Assembly. The representative of the replacement member shall serve in the Administrative Council until such time as the departing member's mandate would have expired.

4.2 CONSTITUTION OF THE ADMINISTRATIVE COUNCIL

The Administrative Council shall elect for a three-year period, by simple majority, a Presidium consisting of a President and two Vice-Presidents.

In the event that the President or a Vice President leaves the Administrative Council, a new President or Vice President shall be elected by the Council and shall serve until such time as the departing member's mandate would have expired.

The Administrative Council shall appoint a General Secretary.

The Council may establish any working group or committee and may delegate any of its power to such a group or committee. Such groups or committees may include one or several experts.

Such a working group may be confined to member organisations directly concerned by measures in respect of which submissions are being made.

4.3 POWERS OF THE ADMINISTRATIVE COUNCIL

The Administrative Council enforces the action plan determined by the General Assembly and has all management and administrative powers without prejudice to the competence of the General Assembly.

It prepares the budget to be submitted to the General Assembly.

The Administrative Council determines the power of the General Secretary and defines the day to day rules for the management of the association.

It may establish internal regulations.

The Administrative Council may invite observers to attend the meetings of the association.

4.4 MEETINGS OF THE ADMINISTRATIVE COUNCIL

The Administrative Council is convened at least twice a year by the President or at the demand of at least 4 members of the Administrative Council.

A member of the Council may be represented by another member of the Council, but members may not, however, hold more than one mandate.

The quorum of the Council shall be 5 members.

4.5 DECISION MAKING

Decision and resolutions of the Council are adopted by a simple majority of the members of the council present or represented.

Decisions and resolutions are recorded in the minutes of the Council signed by the President and are held by the General Secretary at the disposal of members of the association.

4.6 LEGAL PROCEEDINGS AND EXTERNAL REPRESENTATION

Legal proceedings are pursued by the Administrative Council represented by its President or the General Secretary.

The association is validly represented towards third parties, before the courts and in official deeds, including those for which the intervention of a civil servant or a notary is required, by the President of the Administrative Council or by the General Secretary, each acting alone.

Within the framework of the daily management, the association is also validly represented by a person authorised to engage in such management.

Moreover, within the framework of their mandate, it is validly represented by special proxyholders.

5. STANDING COMMITTEES

There shall be two Standing Committees:

A Standing Committee dealing with issues relating to the audio field. This Standing Committee shall consist of members affected by issues related to this field.

A Standing Committee dealing with issues relating to the audiovisual field. This Standing Committee shall consist of members affected by issues related to this field.

The two Standing Committees will meet together for matters of common interest.

Each Standing Committee will have as a Chairman one of the Vice Presidents, elected in accordance with article 4.2.

6. BUDGET AND ACCOUNTS

The finances of the association are provided by the contributions of its members, and by donations or subventions.

Members of the General Assembly and representatives of the Administrative Council will be responsible for their own costs incurred in performing their duties.

The official language is French. The working language is English. On decision of the Administrative Council, other languages can be used in specific circumstances.

The financial year begins on 1st of January and is concluded on 31st of December of every year.

The Administrative Council is required to submit the audited accounts of the previous financial year for the approval of the General Assembly.