



Modified Statutes of the “International Federation of Reproduction Rights Organisations” (IFRRO) - as amended by the AGM in Ljubljana, 2011

Article 1. Name

§1. The name of the non-profit association is: "International Federation of Reproduction Rights Organisations", abbreviated "IFRRO".

§2. The Association is a non-governmental, independent, non-profit international association.

§3. This association is governed by the provisions of Title III of the Belgian law of 27 June 1921 on non-profit associations, non-profit international associations and foundations (Art. 46 to 58).

Article 2. Address of the Association

§1. The headquarters of the Association is that of its Secretariat, currently located at rue Joseph II 9-13, B-1000 Brussels, Belgium.

§2. The headquarters can be transferred to any other place in Belgium by a decision of the Board of Directors complying with the linguistic legislation in force, to be published in the Annexes to the Belgian Official Journal and to be communicated to the SPF Justice (Public Federal Justice Department) within one month of the decision.

§3. The Association is authorised to establish any regional structures as may be necessary to carry out its activities.

Article 3. Object of the Association

§ 1. The non-profit international Association has the following not for profit objectives:

1. Facilitating, on an international basis, collective and/or centralised management of reproduction, making available, distribution and other relevant rights in copyright text- and image-based works through the cooperation of national Reproduction Rights Organisations (hereinafter referred to as "RROs"), as set out in the Guidelines attached to these Statutes.

2. Defending the fundamental international copyright principles as enshrined in the Berne and the Universal Copyright Conventions as well as in the Agreement on Trade Related Aspects of Intellectual Property Rights (TRIPS).

3. Promoting and encouraging the rights referred to in Article 3.1.1.

§2. The activities that the Association intends to carry out, in order to achieve its objectives are the following:

- Promoting all joint attempts by authors or publishers of any country to create Reproduction Rights Organisations (RRO).
- Establishing formal agreements and informal relationships between and on behalf of its members.
- Defining efficient methods for the conveyance of rights and fees between rights holders and users in compliance with the principle of national

treatment.

- Improving public awareness of the need for effective RROs all over the world.
- Developing studies and information- exchange systems.
- Representing and promoting reproduction rights and other rights applicable to copyright works organisation in international fora.

§3. In general, the Association can carry out all activities directly or indirectly related to its object or which could facilitate its achievement.

§4. IFRRO will focus on the common interests of its member organisations. In the event of legitimate differences, IFRRO will strive to promote understanding, cooperation and positive discussion amongst its members in accordance with the scientific, cultural and educational nature of the Association.

Article 4. Membership Categories

§1. The Association is open to Belgians and to foreigners.

§2. The Association consists of RRO Members, Associate RRO Members, Provisional RRO Members and Creator and Publisher Association Members.

§3. The RRO Members are national Reproduction Rights Organisations that are legal entities lawfully constituted according to the laws and usages of their country of origin. The RRO Members manage the rights referred to in Article 3 with regard to users, in the interest of authors and publishers and with both categories of rightholders represented on their governing bodies.

§4. The Associate RRO Members are national Reproduction Rights Organisations that are legal entities lawfully constituted according to the laws and usages of their country of origin. The Associate RRO Members manage the rights referred to in Article 3 with regard to users, in the interest of rightholders, but have only one of the categories of rightholders (authors or publishers) represented on their governing bodies; or collect remuneration for the use of rights referred to in Article 3 without being actively engaged in the licensing of such rights.

§ 5. The Provisional RRO Members are national Reproduction Rights Organisations that are legal entities lawfully constituted according to the laws and usages of their country of origin. The Provisional RRO Members manage rights referred to in Article 3, but have not yet started.

§ 6. The Creator and Publisher Association Members are non-governmental national and international organisations of authors and/or publishers that are legal entities lawfully constituted according to the laws and usages of their country of origin. These Members work actively for the respect and promotion of the rights referred to in Article 3 and for the management of these rights, including through RROs formed in the interest of authors and publishers.

Article 5. Admission and membership

§1. The Board of Directors, after considering the recommendations by the Membership Committee, shall approve the admission of new members.

§2. Any member may appeal the membership decisions of the Board of Directors during the General Meeting of IFRRO. The General Meeting has the power to reverse the Board of Directors' decision.

Article 6. Registration and exclusion

§1. A member organisation can terminate its membership by giving the Board of Directors three months written notice before the end of the IFRRO financial year.

§2. Membership shall automatically terminate if a member has not paid its annual fees for the previous year, unless the Board of Directors has agreed to a postponement or a waiver of payment.

§3. The exclusion of members from the Association can be proposed by the Board of Directors if there is evidence that the member in question has infringed the principles defined in Article 3 and after having heard the defence of the party concerned.

§4. The member whose membership has been terminated can appeal against that termination to the General Meeting.

§5. The General Meeting, legally constituted as per Article 8, has the power to overrule the Board's decision by a two-thirds majority of members present or represented. The management body, i.e. the Board, can suspend the party in question until the decision of the General Meeting.

§6. A member who ceases to belong to the Association has no rights to the Association's assets.

Article 7. Membership fees structure

§1. Members must pay annual membership fees. Membership fees for each category of members shall be determined by a General Meeting.

§2. Details regarding the calculation of the membership fees are reflected in the attached Guidelines.

Article 8. The General Meeting

A. GENERAL PROVISIONS

§1. The General Meeting represents the governing body of the Association.

§2. The executive power of the Association is exercised by the Board of Directors within the limits set by the Statutes of the Association and by the applicable legal provisions.

§3. The President and Vice-Presidents are the official spokespeople of the Association, but the President can delegate this responsibility on certain particular matters to other Directors, the Head of the IFRRO Secretariat or other third parties.

B. POWERS

§4. The General Meeting examines and approves the annual report of the Board and the Audited accounts of the Association, as well as its budget proposal. It may pass guidelines on general matters of IFRRO.

§5. It elects the Presidency and the other members of the Board of Directors, of the Nominating Committee and of the Membership Committee.

§6. Special General Meetings can be convened on a decision of the Board of Directors or at the request of two-thirds of all IFRRO members.

§7. Annual and Special General Meetings are convened through all possible means of communication (email, letters, fax, etc) by the Secretariat on the decision of the Board, at least two months prior to the event. A General Meeting should take place at least once a year.

C. MEMBERSHIP

§8. Each General Meeting, whether it is an Annual General Meeting, or a Special General Meeting, consists of all IFRRO Members.

§9. Only IFRRO Members have voting rights, in keeping with Article 9 of the Statutes.

§10. The agenda for any General Meeting, be it the Annual General Meeting or a Special General Meeting, shall be proposed by the Board of Directors, and the meetings will be called by the President, with no less than two months' notice.

D. MEETINGS

§11. A simple majority of the members of the Association shall constitute the quorum of presence necessary to carry out all General Meetings business.

§12. Decisions taken by a General Meeting require a simple majority of the votes cast, unless expressly specified by the statutes.

§13. All members are informed of the decisions by the minutes of the meeting. These must be approved by the following General Meeting.

§14. All decisions of the General Meetings are set down in a special register created for the purpose and kept at the address of the headquarters of the Association.

E. EXECUTION OF DECISIONS TAKEN BY THE GENERAL MEETING

§ 15. The Head of the IFRRO Secretariat shall ensure the execution of decisions taken by the General Meeting and shall report to the Board of Directors.

Article 9. Voting during the General Meeting

§1. The number of votes is proportional to the level of the annual membership fees. The rates of annual fees are set according to the guidelines attached to these Statutes.

§2. Provisional RRO Members and Creator and Publisher Association Members paying the base rate of the annual membership fees have one vote each.

§3. Voting by written proxy is allowed, provided, however, that such voting shall only be allowed for elections and provided, further, that no Member shall represent more than three other Members by proxy. An RRO Member can only be represented by another RRO Member, an Associate RRO Member can only be represented by another RRO or Associate RRO Member; a Provisional RRO Member can only be represented by another RRO or Provisional RRO Member. A Creator and Publisher Association Member can only be represented by another Creator and Publisher Association Member.

Article 10. Amendment of the Statutes

§1. Without prejudice to Article 50 § 3 of the law on non-profit associations, international non-profit associations and foundations, the Association can amend its Statutes.

§2. The General Meeting can only validly deliberate on the proposal to amend the Statutes of the Association if at least two-thirds of the RRO Members and one fourth of the Associate RRO Members and Creator and Publisher Association Members with voting rights are present.

§3. Any amendment of the Statutes must be approved by a majority vote of two-thirds of the votes cast of a General Meeting, constituted legally as per Article 8. The amendments proposed shall be sent along with the invitation to the General Meeting.

§4. Any amendment of the Statutes only takes effect after publication in the Annexes to the Belgian Official Journal as per Article 51 § 3 of the law, and, if applicable, after approval by the competent authority as per Article 50 § 3 of the same law.

Article 11. Board of Directors

A. POWERS, QUALIFICATIONS, ELECTION and TERM

§1. Subject to Article 8, the Board of Directors manages and controls the activities and the assets of IFRRO.

§2. It delegates daily management to the Head of the IFRRO Secretariat. It can also decide to delegate daily management to its President or to one or several representatives whose powers it shall determine.

§3. The Board of Directors is made up of eight members, among which three make up the Presidency.

§ 4 - The five other Board members are elected from among the members of the Association as follows: three from among the RRO Members and two from among the Creator and Publisher Association Members, one from a Creator and Publisher Association Member representing creators, and one from a Creator and Publisher Association Member representing publishers. One of the Board members from among the RRO Members may be from Associate RRO Members.

§5. Their term of duty begins on the day following the General Meeting that elects them and ends on the last day of the General Assembly held two years later.

§6. The President, the Vice-Presidents and the other members of the Board are elected for a period of two years.

§7. The maximum period for which an individual may continuously hold office as Director (including any period as Substitute Director but excluding any period as a President or Vice-President and excluding any additional period voted by the General Meeting under Article 11 § 7 last paragraph) is eight years while the maximum period for which an individual may continuously hold office as a President and/or Vice-President (excluding any period as Director or Substitute Director and excluding any additional period voted by the General Meeting under Article 11 § 7 last paragraph) is eight years whereas the total of consecutive terms in all offices may not exceed 16 years per individual.

In addition, an individual may not serve:

- a) more than two consecutive terms as President, and
- b) more than three consecutive terms as Vice President, and
- c) more than three consecutive terms as a Director (other than ex officio as Vice-President or President), and
- d) more than three consecutive terms as a Substitute Director (other than ex officio as Vice- President or President).

For the avoidance of doubt, terms are counted for individuals and not the member organisations they represent and only terms served in the relevant office (Director or Substitute Director or Vice-President or President) count towards the maximum number of terms in that specific office while terms served in other offices are not taken into consideration. The General Meeting may elect one or several Director(s), Vice-President(s) and/or the President for a period of one year each which period does not count towards the maximum number of terms in the respective office.

§8. Acts concerning the election, resignation, dismissal and end of terms of persons authorised to represent the Association, established in compliance with the Belgian law, are communicated to the (Service Public Fédéral) SPF Justice to be included in the file and are published at the cost of the Association in the Annexes to the Belgian Official Journal.

§9. The General Meeting shall elect four Substitute members to the Board of Directors for a two year period. Two Substitute members are elected from among the RRO Members; one Substitute member is elected from a Creator and Publisher Association Member representing creators, and one from a Creator and Publisher Association Member representing publishers. In case that the Board members from among RRO Members elected under §4 are all from RRO Members, one Substitute member from among the RRO Members may be from among Associate RRO Members.

§10. The Substitute Directors are invited to attend the meetings of the Board of Directors as observers.

§11. In the absence of an RRO Board Member, the longest serving RRO Substitute shall be empowered as full Board member entitled to vote on all matters. In the absence of more than one RRO Board Member or an RRO Substitute, the Associate RRO Member Substitute shall be empowered as full Board member entitled to vote on all matters. In the absence of a Creator and Publisher Association Board Member, a Creator and Publisher Association Member Substitute shall be designated as being empowered as a full Board member to vote on all matters.

B. RESIGNATION, DISMISSAL OR VACANCY

§12. Any Director may resign at any time by giving written notice to the Board of Directors.

§13. Any Director shall automatically cease to be a member of the Board of Directors upon resignation from his/her constituent IFRRO member organisation. The Board may decide to continue the mandate of such a director in agreement with the organisation concerned and only for an interim period shorter than 12 months, i.e. until the next elections. The IFRRO General Meeting may remove any Director from the membership on the Board of Directors.

§14. Vacancies in the membership of the Board of Directors or in substitute representative offices may be filled by election at a General Meeting for the remainder of the term of duty of the person whose seat has been vacated. This pro-term period does not count towards a full mandate for the concerned interim Director.

C. MEETINGS, NOTICE, QUORUM AND CHAIR

§15. The Board of Directors shall meet at least semi-annually to conduct all business relating to the Association.

§16. The President shall call meetings of the Board of Directors no later than two weeks prior to such meeting. The meeting should be convened through all possible means of communication (email, letters, fax, etc) by the Secretariat in agreement with the President.

§17. Five members of the Board of Directors shall constitute a quorum necessary to carry out all business. In the absence of the Presidency, the members of the Board of Directors may elect any member of the Board present to chair that meeting.

§18. Members of the Board of Directors may attend meetings by telephone or teleconference and shall be considered present at the meeting.

§19. The final decision shall be minuted and communicated to all Board members. Decisions of the Board of Directors shall be recorded by the Secretariat in a register that is kept for consultation at the registered office of the Association.

D. VOTE AND WRITTEN CONSENT

§20. The members of the Board of Directors present at the meeting each have one vote. The decisions of the Board of Directors are taken by simple majority of the Directors present. In the event of a tie vote, the vote of the President is decisive.

§21. There shall be no voting by proxy.

§22. The procedure of vote by correspondence, including by electronic mail, can only be used exceptionally in the case of duly motivated urgency. This vote must be preceded by an explanatory note addressed to the members of the Board of Directors, so they can take their decision in full knowledge of the case. This vote shall be the subject of ratification at the next Board meeting.

E. CONTRACTS

§23. No Director may be financially interested directly or indirectly in any contract or transaction relating to the operations conducted by IFRRO unless specific approval is

given by the Board of Directors. Such approval shall be reported to the next General Meeting.

Article 12. Effect of decisions

§1. The decisions taken by the General Meetings and by the Board of Directors express the views of IFRRO and are binding on the Association.

Article 13. Presidency

§1. The Presidency of IFRRO consists of one President and two Vice-Presidents, elected by a General Meeting for a two-year term of duty.

§2. The President and the Vice-Presidents must each represent an RRO Member.

§3. The members of the Presidency are ex officio members of the Board of Directors.

§4. The First Vice-President shall exercise the powers of the President in the event of the inability of the President to do so. The Second Vice- President shall exercise the powers of the First Vice-President in the event of the inability of the First Vice-President to do so.

§5. Other than expressly indicated in this Article, no hierarchy is established between the two Vice-Presidents.

§6. If it becomes necessary to replace a member of the Presidency before the normal end of a two year term due to inability for any reason, the Board of Directors may elect a pro tempore President and that person shall exercise the powers accorded to a member of the Presidency under these Statutes, until the first General Meeting following the Board of Directors' decision. This decision is valid from the moment it is endorsed by the Board but may become void from the moment it is submitted to the General Meeting if the General Meeting does not ratify it.

§7. The General Meeting may elect an Honorary President for terms of two years at a time. The Honorary President will undertake representation functions for the organisation, in conformity with the mandate given by the Board of Directors. (S)He may attend the Board meetings upon invitation, but (s)he is not a member of the Board of Directors.

§8. The members of the Presidency are authorised to represent IFRRO and act in the name of the Organisation between meetings of the Board of Directors. They shall act in compliance with the decisions of the General Meeting and of the Board of Directors and shall not be required to justify to third parties the powers conferred on them to this purpose.

§9. The President and the Vice-Presidents (acting jointly) are authorised to give written powers in turn to other members of the Board of Directors and/or the Head of the IFRRO Secretariat to exercise these powers.

§10. The President shall, inter alia, chair meetings of the Board of Directors; ensure the execution of decisions made by the Board of Directors; and provide general direction for the work of the Head of the IFRRO Secretariat.

§11. The Presidency can attend ex officio meetings of any Committee or Working Group of the Association.

§12. The First Vice-President shall, inter alia, chair the Membership Committee.

§13. The Second Vice-President shall, inter alia, act as IFRRO Treasurer and Development Fund Administrator and report to the General Meeting on all financial matters concerning the Association.

Article 14. Committees and Working Groups

§1. The Membership Committee and the Nominating Committee are Permanent Advisory Committees of IFRRO. They do not affect the competence of the General Meetings, the Board of Directors and the Secretariat, as stipulated in the present Statutes and the law.

§2. Further specifications on Committees and Working Groups of IFRRO are set out in the Guidelines attached to these Statutes.

Article 15. Regional Groups

§1. Regional Groups are permanent advisory structures of IFRRO. They do not affect the competences of the General Meeting, the Board of Directors or the Secretariat, as stipulated in these Statutes and the law.

§2. Further specifications on Regional Groups of IFRRO are set out in the Guidelines attached to these Statutes.

Article 16. Secretariat

§1. This Association is governed by the provisions of Title III of the Belgian law of 27 June 1921 on non-profit associations, non-profit international associations and foundations (Art. 46 to 58).

§2. The Secretariat of the Association is domiciled at the address indicated in Article 2. The Board of Directors appoints the Head of the IFRRO Secretariat and can revoke this appointment at any time, in compliance with the law on non-profit associations, non-profit international associations and foundations, and the laws on employment contracts in force in Belgium.

§3. The decision to appoint or revoke the appointment of the Head of the IFRRO Secretariat is taken by the Board of Directors by a majority of two-thirds of the members.

§4. Under the direction of the President, and keeping with instructions given by the Board of Directors and within the limits of the budget of the Organisation, the Head of the IFRRO Secretariat represents the Organisation at meetings and external events, implements the decisions of the Board of Directors and is responsible for the operation of the Secretariat and its staff. In addition, in consultation with the President, (s)he submits proposals to the Board of Directors in order to meet the needs the Organisation.

§5. The Head of the IFRRO Secretariat attends the General Meeting and the meetings of the Board of Directors, unless the President decides otherwise.

§6. Within the limits of the budget of the Organisation, and taking into account the priorities of the Organisation, the Head of the IFRRO Secretariat may attend ex officio the meetings of any committee or regional group of IFRRO.

§7. The Head of the IFRRO Secretariat may attend meetings of the Permanent Advisory Committees of the Association, unless the President considers this inappropriate.

Article 17. Representation

§1. All acts with respect to the daily management of the Association, including the execution of decisions taken by the General Assembly or the Board of Directors, are signed by the Head of the IFRRO Secretariat. The Head of the IFRRO Secretariat shall report to the Board of Directors. The Board of Directors can also decide to delegate daily management to its President or to one or several representatives whose powers it shall determine.

§2. Without prejudice to Article 17 §1 of these Statutes, acts binding the Association, except for special proxies, are signed by the President and the Vice-Presidents (acting jointly). The international Association is validly represented in court as both plaintiff and defendant by its President and the Vice-Presidents (acting jointly).

Article 18. Budget and accounts

A. COST OF MEMBERSHIP

§1. Each member shall bear its own costs relating to its membership. The Presidency and the members of the Board of Directors are honorary appointments without financial remuneration or reimbursement for expenses of attendance at meetings.

B. BUDGETS AND ACCOUNTS

§2. The financial year begins on 1 July and closes on 30 June of the following year.

§3. Every year, the annual accounts for the past financial year and the budget for the coming year are established by the Board of Directors. They are then submitted to the General Meeting at its next meeting for approval.

§4. The accounts shall be certified by an external auditor residing in the country of the seat of the Association and approved by the General Meeting.

§5. The income of the Association consists of the fees of its members, according to the structure of fees as set down in the enclosed guidelines, and possibly other sources of funding.

§6. The expenses of the Association shall correspond to the budget and accounts approved by the General Meeting.

§7. The accounts are submitted in accordance with Article 51 and 53 of the law, to the SPF Justice.

C. EXTRAORDINARY EXPENDITURES ON BEHALF OF THE ASSOCIATION

§8. In the event that the President, the Vice- Presidents, a member of the Board of Directors or any other person employed by the Association assumes responsibilities beyond the usual context of his/her duties on behalf of the Association, the Board of Directors can authorise reimbursement of that person from the funds of the Association insofar as that compensation is expressly recorded in the financial reports of the Association.

D. IFRRO FUNDS

§9. IFRRO may establish funds for specific purposes, referred to as IFRRO Funds. IFRRO Funds are established by the Board of Directors.

§10. The General Meeting is to be informed about the establishment of any IFRRO Funds at its next meeting.

§11. Further provisions are reflected in the Guidelines attached to these Statutes.

Article 19. Dissolution

§1. Without prejudice to Articles 55 and 56 of the law on non-profit associations, international nonprofit associations and foundations, any proposal for dissolution must be addressed by registered letter to the members so they receive it at least two months before the meeting when the proposal for a resolution is submitted for a vote.

§2. The Association can be dissolved on the decision of the General Meeting.

A. QUORUM OF PRESENCE

§3. The General Meeting can only deliberate validly on a proposal to dissolve the Association if at least two-thirds of the RRO Members and one fourth of the RRO Associate Members and of the Creator and Publisher Association Members are present.

§4. Any decision to this effect must be approved by a 3/4 majority of votes of all RRO Members present and a 3/4 majority of votes of all Associate RRO Members and Creator and Publisher Association Members present.

§5. In the event of dissolution, the General Meeting appoints a committee in charge of liquidating any assets of the Association.

§6. After dissolution and payment of the remaining administrative expenditures inherent to the dissolution of the Association, the remaining net assets shall be allocated to the members up to maximum the level of their contribution or may be allocated to another non-profit purpose in the intellectual property field.

Article 20. General provisions

§1. Anything that is not stipulated in these Statutes and particularly the publications to be made in the Annexes to the Belgian Official Journal, is settled in compliance with the provisions of Title III of the Belgian law of 27 June 1921 on non-profit associations, non-profit international associations and foundations.