

## **IFRRO Statutes as modified by the Extraordinary General Meeting in Brussels 28 January 2020**

### **Article 1. Name – Legal form**

- 1.1 The name of the association is International Federation of Reproduction Rights Organisations (the “Association”).
- 1.2 The Association may also use the abbreviation “IFRRO”.
- 1.3 All deeds, invoices, announcements, publications, websites, and other documents, whether or not in electronic form, originating from the Association, shall contain the Association’s name, immediately preceded or followed by the words “international not-for-profit association” (“association internationale sans but lucratif”) or the abbreviation “INPA” (“aisbl”), the address of the Association’s registered office, the enterprise number, the word “register of legal entities” or the abbreviation “RLE”, followed by a mention of the court of the registered office of the Association, the email address and website of the Association, if applicable, and, the fact that the Association is in liquidation, if applicable.
- 1.4 The Association is a non-governmental, independent, international not-for-profit association governed by the provisions of Book 10 and other applicable provisions of the Code of Companies and Associations dated 23 March 2019 (B.S.G. 4 April 2019).

### **Article 2. Registered office**

- 2.1 The registered office of the Association is located in the Region of Brussels-Capital.
- 2.2 The registered office of the Association can be transferred within Belgium by a simple decision of the Board of Directors, provided such transfer does not require a change of the language of the Association. In case such a change of language is required, a decision from the General Assembly is required in accordance with the provisions applicable to a modification to the articles of association.
- 2.3 The Board of Directors of the Association is authorised to establish any regional structures as may be necessary to carry out its activities.

### **Article 3. Objectives and activities**

- 3.1 The Association has the following not-for-profit objectives of international interest:
  - 1. Facilitating, on an international basis, collective and/or centralized 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 internal rules.
  - 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.
- 3.2 The activities that the Association intends to carry out in order to achieve its objectives are the following:
  - 1. Promoting all joint attempts by authors or publishers of any country to create Reproduction Rights Organisations (RROs).
  - 2. Establishing formal agreements and informal relationships between and on behalf of its members.
  - 3. Defining efficient methods for the conveyance of rights and fees between rights holders and users in compliance with the principle of national treatment.
  - 4. Improving public awareness of the need for effective RROs all over the world.
  - 5. Developing studies and information- exchange systems.

6. Representing and promoting reproduction rights and other rights applicable to copyright works organisation in international fora.

3.3 Besides, the Association may enter into any other activities and undertake any other actions that are necessary or useful for the realisation of the aforementioned objectives. Among other things, the Association can apply for funds and loans and can establish funds for specific purposes, referred to as “IFRRO Funds”. The Association can also collaborate with, grant loans to, provide guarantees for the obligations of, invest in the capital of, or, in any manner, directly or indirectly, take participations in other legal entities, associations, bodies and companies of private or public nature, governed by Belgian or foreign laws.

3.4 The Association will focus on the common interests of its member organisations. In the event of legitimate differences, the Association 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**

4.1 The Association consists of RRO Members, Associate RRO Members, Provisional RRO Members and Creator or Publisher Association Members.

4.2 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.

4.3 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.

4.4 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.

4.5 The Creator or 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**

5.1 The Board of Directors shall approve the admission of new members.

5.2 Any member may appeal against the membership decisions of the Board of Directors to the General Assembly of the Association. The General Assembly has the power to reverse the Board of Directors' decision.

#### **Article 6. Resignation, termination, suspension and exclusion**

6.1 A member can terminate its membership by giving the Board of Directors three months written notice before the end of the Association's financial year.

6.2 Unless the Board of Directors has agreed to a postponement or a waiver of payment, membership shall automatically terminate if a member has not paid its annual membership fees for the previous year within a period of 6 months after the date on which the annual

membership fees have become due, and after the Board of Directors has issued a notice of default.

**6.3** The exclusion of members from the Association can be decided by the Board of Directors in case of:

- failure to fulfill any of the applicable conditions for membership set out in Article 4;
- acts or behavior likely to harm the interests of the Association; and
- serious breaches of the articles of association, the internal rules or any decisions of the governing bodies of the Association.

Prior to any such decision, the member concerned will have the right to be heard by the Board of Directors.

**6.4** The member whose membership has been terminated can appeal against that termination to the General Assembly.

**6.5** The General Assembly has the power to overrule the Board's decision by a two-thirds majority of members present or represented.

**6.6** A member who ceases to belong to the Association has no rights to the Association's assets.

**6.7** For the reasons set out under Article 6.3 the Board of Directors can also decide to suspend a member. Suspension will last until either the Board of Directors revokes the suspension based upon corrective action of the member or decides to exclude the member.

## **Article 7. Membership fees structure**

**7.1** Members must pay annual membership fees. Membership fees for each category of members shall be determined by the General Assembly.

**7.2** Details regarding the calculation of the membership fees are reflected in the internal rules.

## **Article 8. The General Assembly**

### **A. POWERS**

**8.1** The General Assembly is the sovereign authority of the Association. The General Assembly has the following reserved powers:

- a) Appoint and dismiss the members of the Board of Directors and the Substitute Directors, grant discharge from liability and, without prejudice to what is set out in Article 12.6, appoint and terminate the appointment of the President and the Vice-Presidents;
- b) Appoint and terminate the appointment of an Honorary President;
- c) Appoint and revoke an auditor or auditors, determine his/her/their remuneration and grant discharge from liability;
- d) Approve the audited annual accounts and the budget;
- e) Approve the annual report;
- f) Decide on appeals launched by members that have not been admitted by the Board of Directors or that have been excluded by the Board of Directors;
- g) Modify the articles of association;
- h) Adopt, modify and cancel any internal rules, codes of conduct or codes of practice, either upon a proposal from the Board of Directors or at the discretion of the General Assembly;
- i) Determine the annual membership fees;
- j) Appoint and terminate the appointment of the members of the Nominating Committee and of the Membership Committee;
- k) Transfer the registered office in case this implies a change of the language of the Association;
- l) Wind up the Association, appoint one or more liquidators and determine the beneficiary(y)(ies) of the net assets;
- m) Any other powers attributed to the General Assembly by virtue of applicable law or these articles of association from time to time.

**B. COMPOSITION**

8.2 The General Assembly consists of all members of the Association. It is presided over by the President.

**C. MEETINGS**

8.3 At least once a year, in the first half of the financial year, an ordinary General Assembly meeting shall be convened by the President, or under the responsibility of and in agreement with the President, by the Secretariat. At this meeting, the General Assembly shall at least resolve upon the annual report prepared by the Board of Directors, the audited annual accounts of the Association, as well as the Association's budget.

8.4 Additional meetings of the General Assembly shall be convened whenever the Board of Directors considers that the interests of the Association so require or upon the request of two-thirds of all members of the Association. In the latter case, a meeting of the General Assembly shall be convened within a period of maximum two months following receipt of the request. A meeting of the General Assembly shall also be convened by the auditor if so requested by 20 % of the members.

8.5 General Assembly meetings are convened through all possible means of communication (email, letters etc.) by the President, or, under the responsibility of and in agreement with the President, by the Secretariat, at least two months prior to the meeting.

8.6 The agenda for any General Assembly meeting, be it the ordinary General Assembly or an additional General Assembly, shall be proposed by the Board of Directors.

8.7 If so requested by at least ten percent of the members six months prior to the General Assembly Meeting, items will be added to the agenda of the next meeting of the General Assembly for which the convening notice has not yet been sent out.

8.8 A meeting of the General Assembly may be held using any means of telecommunication allowing an effective and simultaneous deliberation between all participants, such as a telephone or video conference, if so indicated in the convening notice.

8.9 A simple majority of the members of the Association (present or represented) shall constitute the quorum of presence necessary to validly deliberate on the items on the agenda.

8.10 Except if otherwise provided in these articles of association or in applicable law, the decisions of the General Assembly are adopted by a simple majority of the votes cast by present and represented members.

8.11 All members are informed of the decisions of the General Assembly by the minutes of the meeting. These minutes shall be communicated to the members via any means of written or electronic communication. The minutes must be approved at the next General Assembly meeting. In case of urgency, these can be approved at the end of the General Assembly meeting that has taken the decisions that are reflected in the minutes.

8.12 All minutes of the General Assembly meetings shall be entered into a special register kept at the disposal of the members at the registered office of the Association.

**D. EXECUTION OF DECISIONS TAKEN BY THE GENERAL ASSEMBLY**

8.13 Under the direction of the President, the Head of the Secretariat shall ensure the execution of decisions taken by the General Assembly and shall report to the Board of Directors.

**Article 9. Voting during the General Assembly**

9.1 The number of votes is proportional to the level of the annual membership fees. The actual number of votes of the members is set out in the internal rules.

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

9.3 Voting by written proxy is allowed, provided that no member shall represent more than five other members.

9.4 In the event the General Assembly needs to be held in front of a notary public by virtue of applicable law, no limitation applies to the number of proxies that a member can hold.

## **Article 10. Amendment of the articles of association**

- 10.1** Without prejudice to the quorum requirement set out in Article 8.9, the General Assembly can only validly deliberate on a proposal to amend the articles of association of the Association if at least two-thirds of the RRO Members and one fourth of the Associate RRO Members and Creator or Publisher Association Members are present or represented.
- 10.2** Any amendment of the articles of association must be approved by a majority vote of two-thirds of the votes cast at a General Assembly. The amendments proposed shall be sent along with the notice convening the General Assembly.
- 10.3** Any amendment of the articles of association only takes effect after approval by the competent authority as set out in the applicable provisions of the Code of Companies and Associations.

## **Article 11. Board of Directors**

- 11.1** The activities of the Association shall be managed by a Board of Directors.

### **A. POWERS**

- 11.2** The Board of Directors is vested with the powers of management and administration of the Association. The Board of Directors disposes of the residual powers and shall operate as a collegiate body. “Residual powers” means that any power which is not attributed to the General Assembly based on applicable law or the articles of association, belongs to the Board of Directors.

### **B. COMPOSITION – TERM**

- 11.3** The Board of Directors consists of eight Board members, among which three make up the Presidency. The Presidency is composed of the President and two Vice- Presidents. The President and the Vice-Presidents must each represent an RRO Member.
- 11.4** The Board members that do not make up the Presidency are elected by the General Assembly from among candidates proposed by the members of the Association as follows: three from among the RRO Members and two from among the Creator or Publisher Association Members (one representing creators and one representing publishers). One of the Board members from among the RRO Members may be from Associate RRO Members.
- 11.5** Board members shall be individuals (natural persons). A Board member must be employed by, in a contractual relation with, or an office bearer of a member of the Association.
- 11.6** The President, the Vice-Presidents and the other members of the Board of Directors are elected for a term of three years. This term duly begins on the day following the meeting of the General Assembly that elects them and ends on the day of the General Assembly meeting held three years later.
- 11.7** The maximum period for which an individual may continuously hold office as a Board member (also referred to as a 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 Assembly under Article 11.9) is three terms while the maximum period for which a person 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 Assembly under Article 11.9) is three terms.
- 11.8** For the avoidance of doubt, terms are counted for individuals and not for the member organisations they represent. Besides, only terms served in the relevant office (Director / Substitute Director or Vice-President / President) count towards the maximum number of terms in that specific office while terms served in other offices are not taken into consideration, it being understood that the total of consecutive terms in all offices may not exceed five terms per individual.
- 11.9** The General Assembly may elect one or several Director(s), Vice-President(s) and/or the President for a period of one year each or up to the remaining term in case of refilling a resigned Board position, which does not count towards the maximum number of terms in the

respective office.

- 11.10** The General Assembly shall elect four Substitute Directors for a three-year period. These Substitute Directors are elected by the General Assembly from among candidates proposed by the members of the Association as follows: two from the RRO Members; one from a Creator or Publisher Association Member representing creators, and one from a Creator or Publisher Association Member representing publishers. In case that the Board members from among RRO Members elected under 11.4 are all from RRO Members, one Substitute Director from among the RRO Members may be from among Associate RRO Members.
- 11.11** Substitute Directors shall be individuals (natural persons). A Substitute Director must be employed by, in a contractual relation with, or an office bearer of a member of the Association.
- 11.12** The Substitute Directors are invited to attend the meetings of the Board of Directors as observers.
- 11.13** In the absence of an RRO Board Member, the longest serving RRO Substitute Director (in the sense of the longest serving in any position on the Board) shall be empowered as Board member entitled to vote on all matters. If the RRO Substitute Directors have been serving on the Board for the same period of time, the oldest RRO Substitute Director shall be empowered as Board member entitled to vote on all matters. In the absence of more than one RRO Board Member or an RRO Substitute Director, the Associate RRO Member Substitute Director shall be empowered as Board member entitled to vote on all matters. In the absence of a Creator or Publisher Association Board Member, a Creator or Publisher Association Member Substitute Director shall be empowered as a Board member to vote on all matters.

**C. RESIGNATION, DISMISSAL AND VACANCY**

- 11.14** Any Director or Substitute Director may resign at any time by giving written notice to the Board of Directors.
- 11.15** Any Director or Substitute Director mandate shall automatically cease upon termination of the relation with a member of the Association as referred to in article 11.5 and article 11.11. The Board may decide to continue the mandate of such a Director or Substitute Director in agreement with the member concerned and only for an interim period shorter than 12 months, i.e. until the next meeting of the General Assembly.
- 11.16** The General Assembly may dismiss any Director or Substitute Director at any time without having to provide a justification.
- 11.17** In case a mandate of a Director or a Substitute Director becomes prematurely vacant, the office may be filled by election at the General Assembly for the remainder of the term of duty of the person whose seat has become vacant. This pro-term period does not count towards a full mandate for the concerned interim Director or Substitute Director.

**D. MEETINGS, NOTICE, QUORUM AND CHAIR**

- 11.18** The Board of Directors shall meet at least semi-annually to conduct all business relating to the Association.
- 11.19** The President, or the Secretariat under the responsibility of and in agreement with the President, shall call meetings of the Board of Directors no later than two weeks prior to such meeting. The meeting can be convened through all possible means of communication (email, letters etc.).
- 11.20** 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.
- 11.21** A meeting of the Board of Directors may be held using any means of telecommunication allowing an effective and simultaneous deliberation between all participants, such as a telephone or video conference. The notice convening the meeting should indicate how Board members may participate.
- 11.22** The decisions of the Board of Directors shall be recorded in minutes, which, once these are approved by the Board of Directors, are entered in a register that is kept at the registered office of the Association.

**E. VOTE AND WRITTEN CONSENT**

- 11.23** 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.
- 11.24** There shall be no voting by proxy.
- 11.25** Voting by correspondence, including by electronic mail, can 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. The proposed decision(s) should be addressed to all Board members. A decision shall be considered being taken if approved by the majority of the total number of Board members. The decision(s) taken shall be recorded in the minutes of the next Board meeting.

**Article 12. Presidency**

- 12.1** The Presidency of the Association consists of one President and two Vice- Presidents, elected by a General Assembly for a three-year term of duty.
- 12.2** The President and the Vice-Presidents must each represent an RRO Member.
- 12.3** The members of the Presidency are ex officio members of the Board of Directors.
- 12.4** 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.
- 12.5** Other than expressly indicated in this Article, no hierarchy is established between the two Vice-Presidents.
- 12.6** If it becomes necessary to replace a member of the Presidency before the normal end of a three year term due to inability for any reason, the Board of Directors may elect a pro tempore President from among the Board members and that person shall exercise the powers accorded to a member of the Presidency under these articles of association, until the first General Assembly 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 Assembly if the General Assembly does not ratify it.
- 12.7** 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.
- 12.8** Two out of the three members of the Presidency, acting together, are authorised to give written powers in turn to other members of the Board of Directors, the Head of the IFRRO Secretariat or other third parties to exercise these powers.
- 12.9** The President shall, inter alia, chair meetings of the General Assembly and Board of Directors, ensure the execution of decisions made by the General Assembly and Board of Directors and provide general direction for the work of the Head of the IFRRO Secretariat.

**Article 13. Secretariat**

- 13.1** The Board of Directors appoints the Head of the IFRRO Secretariat and can revoke this appointment at any time, in compliance with applicable legislation.
- 13.2** 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 present at the Board meeting. For the sake of clarity, Board members who participate in a Board meeting via any means of telecommunication are considered to be present at the meeting.
- 13.3** 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 Association, the Head of the IFRRO Secretariat represents the Association at meetings and external events, implements the decisions of the General Assembly and 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 of the Association.

- 13.4 The Head of the IFRRO Secretariat attends the General Assembly and the meetings of the Board of Directors, unless the President decides otherwise.

#### **Article 14. Day-to-day management**

- 14.1 The day-to-day management of the Association shall be exercised by the Head of the IFRRO Secretariat and by any member of the Presidency, unless otherwise decided by the Board of Directors.
- 14.2 Each of the persons entrusted with the day-to-day management shall be able to act individually.
- 14.3 The day-to-day management includes the actions and decisions that fall within the scope of the day-to-day needs of the Association, as well as the actions and decisions that, for reasons of their lesser importance or their urgent character, do not justify a decision of the Board of Directors.
- 14.4 Without prejudice to what is set out under Article 14.3, the Board of Directors shall determine the precise scope of the powers of the person(s) entrusted with the day-to-day management in a delegation decision. The day-to-day management in any event encompasses the execution of decisions taken by the General Assembly or the Board of Directors.
- 14.5 The person(s) entrusted with the day-to-day management shall report to the Board of Directors.

#### **Article 15. Representation**

- 15.1 The Board of Directors is the competent body to represent the Association vis-à-vis third parties and in legal proceedings. Besides, two out of the three members of the Presidency, acting together, are authorised to represent the Association vis-à-vis third parties and in legal proceedings.
- 15.2 All acts with respect to the day-to-day management of the Association are signed by any of the persons entrusted with the day-to-day management.
- 15.3 For acts within the scope of their specific powers, the Association is also validly represented by special proxy holders.

#### **Article 16. Budget and accounts**

##### **A. COST OF MEMBERSHIP**

- 16.1 The Presidency, the other members of the Board of Directors and the Substitute Directors are honorary appointments without financial remuneration or reimbursement for expenses of attendance at meetings.

##### **B. BUDGETS AND ACCOUNTS**

- 16.2 The financial year begins on 1 July and closes on 30 June of the following calendar year.
- 16.3 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 Assembly for approval.
- 16.4 The accounts shall be audited by a statutory or company auditor residing in the country of the seat of the Association.
- 16.5 The income of the Association consists of the fees of its members, according to the structure of fees as set out in the internal rules, and possibly other sources of funding.
- 16.6 The expenses of the Association shall correspond to the budget and accounts approved by the General Assembly.

##### **C. EXTRAORDINARY EXPENDITURES ON BEHALF OF THE ASSOCIATION**

- 16.7 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.

### **Article 17. Dissolution**

- 17.1** 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.
- 17.2** The Association can be dissolved on the decision of the General Assembly.
- 17.3** Without prejudice to the quorum requirement set out in Article 8.9, the General Assembly 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 Associate RRO Members and of the Creator or Publisher Association Members are present or represented.
- 17.4** Without prejudice to the majority requirement set out in Article 8.10, any decision to this effect must be approved by a 3/4 majority of votes of all RRO Members present or represented and a 3/4 majority of votes of all Associate RRO Members and Creator or Publisher Association Members present or represented.
- 17.5** In the event of dissolution, the General Assembly appoints one or more liquidators in charge of liquidating any assets of the Association.
- 17.6** Notwithstanding what is set out in Article 17.5, it will be possible to dissolve the Association with an immediate closing of the liquidation and without appointing one or more liquidators if the conditions to do so set out in applicable law are complied with.
- 17.7** 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 not-for-profit purpose in the intellectual property field.
- 17.8** In case of dissolution and liquidation, the applicable reporting obligations set out in the Code of Companies and Associations shall be complied with. Besides, in those cases where this is required in accordance with the Code of Companies and Associations, confirmation (e.g. of the appointment of the liquidator(s) and the distribution plan) will be requested from the court.

### **Article 18. Internal rules**

- 18.1** Internal rules of the Association can be adopted and amended by the General Assembly in accordance with the quorum and majority requirements as applicable to a modification to the articles of association.
- 18.2** The currently applicable internal rules are those dated 28 January 2020. In case of an amendment to the internal rules, the Board of Directors shall update the reference in this Article 18.2 and shall publish the updated reference."