

INTERNAL RULES
of the
EUROPEAN COMPOSER & SONGWRITER ALLIANCE
an international non-profit-making association

Article 1 ⁽¹⁾ - General

1.1 The European Composer & Songwriter Alliance, abbreviated as "ECSA" (the **Association**) is an international association with the principal aim to defend and promote music authors' rights at national, European and international levels by any lawful means.

1.2 These internal rules (these **Internal Rules**) are supplementary and subordinate to the Articles of Association of the Association. In case of a contradiction between the Internal Rules and the Articles of Association of the Association, the latter shall prevail.

1.3 The official language of the Association for Belgian legal purposes is French or Dutch. English is the working language of the Association and will be used for all internal and external communication, with the exception of those documents that need to be drafted in French or Dutch for Belgian legal purposes.

Article 4 – Members

4.1 The Association may be composed of national composer associations legally established according to the laws and uses of the state to which they belong.

4.2 The national composer associations will be the full Members of the Association. To be admitted to Membership, the national composer association must defend the interests of one or more of the following music composers: (i) composers of film and audiovisual music, (ii) composers and songwriters of popular music, or (iii) composers of art and classical music.

4.3 Each country may have maximum three voting delegates (a **Delegate**), one per Committee (as defined below). However, one national composer association may be part of more than one Committee for its given country. As a result, such national composer association shall have the right to appoint up to three Delegates, one per Committee to which it belongs.

If a country has several full Members per Committee, such full Members need to agree amongst them upon the Delegate that will represent that country for the given Committee, upon simple majority of the full Members belonging to the same country and the same Committee. In case no simple majority can be found amongst such full Members, no Delegate will be able to represent such country for the given Committee.

¹ The articles have been numbered in order to match the corresponding articles in the Articles of Association

Article 5 – Committees

5.1 The Association shall be structured around three committees corresponding to the three composer and songwriter types set out in the previous clause (each a **Committee**): (i) the Committee for Composers of Film and Audiovisual Music (FFACE), (ii) the Committee for Composers of Popular Music (APCOE), and (iii) the Committee for Composers of Art and Classical Music (ECF).

5.1.1 Each committee defines its own objectives and function, which shall be complementary to the ECSA mission and not conflicting with article 3 of the ECSA articles of association.

5.2 Each full Member (and, therefore, its Delegate(s)) will be part of one or more Committees in correspondence with the interests it is deemed to defend upon admission.

5.3 Each full delegate shall have one vote in the Committee(s) to which it belongs as per article 4.3 of the internal rules.

5.3.1 Decisions can only be taken on items set on the agenda. In order to be eligible for taking decisions, a simple majority of voting delegates of the respective committee must be physically present.

5.3.2 Decisions are deemed valid if the following decision making procedure is respected:

- I. The Chairperson explicitly introduces the decision item;
- II. Decision are taken by raise of the voting cards of a simple majority of voting delegates;
- III. The Committee shall vote by secret ballot in the event a voting delegate wishes so.

5.4 Each Committee shall elect its chairperson and its two vice chairmen to be appointed for a term of three years.

5.5 To be eligible for the election of the chairperson or vice chairperson a candidate must be an official voting delegate of the respective committee member association(s). Candidates must notify the Secretary General 14 days before the election about their intention to stand for election. The Secretary General communicates to all ECSA members 10 days before the election the list of candidates for the election in the given committee.

5.6. The election of the committee chairperson and vice-chairpersons is held by secret ballot. Voting delegates elect first the chairperson and thereafter the two vice-chairpersons by absolute majority.

5.7. The Secretary General, or his or her deputy, assembles the votes, counts the votes and announces the results.

5.8 The committees' minutes and official transcript are taken by the Secretary General, or his or her deputy, and filed at the registered office of the association.

Article 11 – Decision making within the General Assembly

11.1 Except when the General Assembly is required by law to take place before a notary public, each proxy holder cannot hold more than two (2) written proxies and the proxy holder needs to belong to the same Committee or country as the Delegate it represents.

Article 13 – Composition of the Board

13.1 The board of directors of the Association (the **Board**) is composed of the chairperson and the two vice chairmen of each of the Committees. The delegates shall use their voting powers within the General Assembly to this end.

13.2 The members of the Board elect from their midst a President, two Vice-Presidents and a Treasurer. The Board shall also have the right to appoint a Secretary General.

13.3. In the event of having the same person being President of the board and Chairman of a Committee, the President shall let the Vice-Chairman of his or her choice of the respective Committee preside over the Committee for the remaining period of his or her Presidency.

13.4. After being elected by the ECSA board, the President shall stand for acclamation at the subsequent General Assembly.