

ARTICLES OF ASSOCIATION
of the
EUROPEAN COMPOSER & SONGWRITER ALLIANCE

RECITALS

(...)

NAME - REGISTERED OFFICE - PURPOSE

Article 1 – Name

1.1 The name of the international non-profit-making association is “European Composer & Songwriter Alliance”, abbreviated as “ECSA” (the **Association**). All external documents, invoices, announcements and other documents from the Association have to mention its name, immediately preceded or followed by the words "international non-profit-making association" or "INPA", as well as its registered office.

1.2 The Association is subject to the clauses contained in Title III of the Belgian Law of 27 June 1921 on non-profit-making associations, international non-profit-making associations and foundations (as modified) (the **Law of 27 June 1921**).

Article 2 – Registered office

2.1 The Association’s registered office is located at Guldenvlieslaan 60C avenue de la Toison d'Or, 1060 Brussels, Belgium.

2.2 By decision of the board of the Association (the **Board**), the Association’s registered office can be transferred to any location within the Brussels Capital Area. A change of the registered seat must be published in the Annexes to the Belgian Official Journal (“*Belgisch Staatsblad/Moniteur belge*”) and communicated to the Belgian Justice Department.

Article 3 – Purpose

3.1 The Association’s principal aim is to defend and promote music authors’ rights at national, European and international levels by any lawful means. The Association’s not-for-profit purposes of public interest include the following:

- (i) joining the efforts of European music authors organizations and/or federations in order to ensure that the voice of music creators is duly taken into account both at the European and international level;
- (ii) protecting and defending music creators’ rights both at the European and international level;
- (iii) reinforcing the perception of the cultural and economic value of music in Europe and the world;

- (iv) creating and inspiring European and international politicians and regulators to encourage the creation of new music of all kind;
- (v) actively supporting the principle and development of authors' right and copyright and defending the collective management of authors' rights;
- (vi) substantially contributing to the work of the European Union and UNESCO on the "*Statut de l'Artiste*" and the "*Déclaration sur la diversité culturelle*"; and
- (vii) creating fair commercial conditions for all the music authors and composers and encouraging the adoption of "codes of conduct" in order to ensure the social and economic development of music creation in Europe.

3.2 The activities it proposes in order to achieve these purposes are, amongst others, the following:

- (i) organizing meetings with EU and international decision-makers in order to promote and defend music composers' and songwriters' rights;
- (ii) drafting legal documents to defend and promote authors' rights both at the EU and international level;
- (iii) liaising with other right holders and user representative organisations;
- (iv) representing the Association during EU and international conferences which are relevant to the Association's activities;
- (v) representing the Association during music and audiovisual festivals and other cultural events;
- (vi) organizing events to promote the awareness of the importance and the value of music of all kind both at the cultural and economic level; and
- (vii) any other activity in order to achieve the purposes of the Association as decided by the Board.

These activities shall be carried out by means of a strong cultural, economic, technological and legal cooperation, with a spirit of international collaboration and mutual aid between the members of the Association (the **Members**).

In view of the fact that the Association is a non-profit organisation, the Members shall not seek to obtain direct financial advantages for themselves in pursuing the activities of the Association, nor shall it be the objective of the Association to procure direct financial advantage for its Members.

MEMBERSHIP AND COMMITTEES

Article 4 – Members

4.1 Membership of the Association is open to all nationalities in Europe.

4.2 Subject to the conditions set out in the internal rules of the Association (the **Internal Rules**), as the case may be, Members are national composers and songwriters associations legally established according to the laws and uses of the state to which they belong.

4.3 The Association comprises three categories of Members: (i) full Members, (ii) honorary Members, and (iii) supportive Members.

4.4 Only the full Members are entitled to vote during meetings of the general assembly of Members (the **General Assembly**).

4.5 The Board may at any time invite any private individual or any association or legal entity that is considered appropriate to become an honorary Member, subject to approval by the General Assembly pursuant to article 8.1(f), taking into account the criteria set by the General Assembly. The honorary Members will not pay any subscription fee and will have the right to attend but not to vote at the General Assembly.

4.6 The Board may at any time invite any private individual or any association or legal entity that is considered appropriate to become a supportive Member, subject to approval by the General Assembly pursuant to article 8.1(f), taking into account the criteria set by the General Assembly. The supportive Members will help the Association, financially, intellectually or otherwise, and will have the right to assist but not to vote at the General Assembly.

4.7 Subject to the conditions set out in the Internal Rules, full Members shall have the right to appoint up to three delegates (each a **Delegate**), one per Committee to which they belong, to vote at the meetings of the General Assembly. The General Assembly may at any time decide to create additional categories of voting or non-voting Members, be it for associations or for private individuals.

4.8 Membership of the Association implies the acceptance of the Articles of Association and of the Internal Rules.

Article 5 – Committees

5.1 The Association shall be structured around three committees, as set out in the Internal Rules (the **Committees**).

5.2 Each full Member (and, therefore, its Delegate(s)) will be part of one or more Committees in accordance with the terms set out in the Internal Rules. Each full Member will have to choose membership into one or more of the Committees upon becoming full Member, and each full Member will have to decide whether or not to become member upon creation of a new Committee.

Article 6 – Entry / Subscription fee

6.1 Applications for membership shall be directed in writing to the Board.

6.2 The Board shall investigate the applications and shall decide, by a qualified majority of 75% of the Board members present and legally represented, on the admission of new full Members at its next meeting. The decision of the Board is communicated in writing to the applicant. An acceptance or refusal for membership need not be justified, and no appeal is possible against the decision of the Board.

6.3 The annual subscription fee to be paid by the full Members shall be determined by the Board.

Article 7 – Termination of membership

7.1 Membership takes an end by (i) resignation of the Member; (ii) dissolution of the association-Member or the decease of the private individual-Member; (iii) dismissal of the Member; and (iv) dissolution of the Association.

7.2 Any Member may submit its written resignation to the Board at any time after having settled its debts with the Association, if applicable; the resignation will be automatically effective one (1) month after receipt of the resignation request, without prejudice to any rights and remedies that the Association may still have towards the resigning Member (notably as far as settlement of debts is concerned).

7.3 Any full Member not having paid its (annual) subscription fee, after having received three (3) written reminders by the Secretary General after consultation with the Treasurer (including two (2) registered mails), shall be considered as having resigned.

7.4 The dissolution of an association-Member or the decease of a private individual-Member may be demonstrated by any means and should be acknowledged by the Board for the termination of the membership of the Association to become effective.

7.5 The dismissal of a Member can only be pronounced with the support of 75% of all delegates of each of the Committees present and represented in the General Assembly, and upon proposal of the Board. The Delegate(s) of the full Member concerned may not participate in the voting. The Board may propose a dismissal in case a Member no longer fulfils its obligations towards the Association, acts against the interest of the Association, or in case a simple majority of the General Assembly requests a dismissal. The Member concerned must previously be informed and heard by the Board and, as the case may be, the General Assembly.

7.6 The resigning, dissolved, deceased or dismissed Member or its successor or heir is not entitled to claim property of the Association, nor any refund of amounts or contributions previously paid to the Association.

THE GENERAL ASSEMBLY

Article 8 – Powers of the General Assembly

- 8.1 The following matters belong to the sole power of the General Assembly:
- (a) discussion on, and approval of, of the annual report;
 - (b) discussion on, and approval of, the budget and the annual accounts;
 - (c) appointment, resignation and discharge of the Board members and, if applicable, of the auditors;
 - (d) amendments to the Articles of Association and to the Internal Rules;
 - (e) voluntary dissolution of the Association;
 - (f) admission of honorary and supportive members; and
 - (g) dismissal of Members according to article 7.5.
- 8.2 The residual powers of the Association are attributed to the Board.

Article 9 – Composition of the General Assembly

- 9.1 The General Assembly is composed of all Members, represented, as far as the full Members are concerned, by their respective Delegates.
- 9.2 The General Assembly shall be presided by a Board member, which is appointed by the Board by simple majority. If no Board member is present at the General Assembly, or if the Board cannot appoint a member, or if such member is unable or unwilling to preside, the General Assembly shall appoint by simple majority a Delegate to preside the meeting of the General Assembly.

Article 10 – Meeting and convocation of the General Assembly

- 10.1 The annual General Assembly is summoned by the Board. The summons is done by letter, fax, electronic mail or any other means of communication. The convocation is sent at least one month before the meeting and includes the place, the date, the hour and the agenda of the meeting.
- 10.2 Extraordinary General Assemblies (*i.e.* General Assemblies other than the annual General Assembly) may at any time be summoned by the Board or by written request of one fifth (1/5) of all full Members, or of a majority of all full Members of a given Committee. The summons is done by letter, fax, electronic mail or any other means of communication. The convocation is sent at least one month before the meeting and includes the place, the date, the hour and the agenda of the meeting.
- 10.3 Any meeting of the General Assembly takes place at the registered office of the Association or at any other location mentioned in the convocation.

Article 11 – Decision making within the General Assembly

- 11.1 Deliberation of the General Assembly is only valid if 75% of all Delegates of each of the Committees are present or represented.

11.2 Each full Member shall notify the Board or Secretary General in writing not less than seven (7) days before the meeting of a General Assembly of the names of the Delegates who will attend the meeting of the General Assembly on its behalf.

11.3 Each Delegate may be represented by one proxy holder at the General Assembly, provided that such proxy holder has a specific written proxy. Subject to the limitations set out in the Internal rules, one proxy holder may represent more than one Delegate without limitation in regard to the number of Delegates represented. In the event that a proxy holder represents more than one Delegate pursuant to a specific written proxy, the proxy holder may vote in a different way depending on the instructions received from each Delegate.

11.4 No decision can be made on matters not mentioned on the agenda, unless all full Members present and represented at the General Assembly agree to it.

11.5 In addition to the rule that each Member may have only one Delegate per Committee to which it belongs, each country, with the exception of the rule set out in Article 4.4 of the internal rules, may have a maximum of three Delegates – one per Committee - regardless of the number of full Members that such country may have in a given Committee.

11.6 Any disputes with respect to any voting rights shall be finally settled by a decision of the chairperson of the General Assembly.

11.7 Except otherwise mentioned in the present Articles of Association (in particular sections 23 and 24 below), all decisions of the General Assembly (including approval of budget and annual accounts) are taken by a qualified majority of 75% of all Delegates of each of the Committees present and represented in the General Assembly. However, the annual report is approved by a simple majority (50% + 1 vote) of all Delegates of each of the Committees present and represented in the General Assembly. Finally, each Board member to be appointed or revoked by a Committee in accordance with section 13.1 below, shall be appointed or revoked by a simple majority (50% + 1 vote) of all Delegates that are present and represented in the General Assembly of the Committee that is entitled to appoint or revoke such Board member.

11.7 The minutes of the General Assembly are taken by the secretary general of the Association (the **Secretary General**) or by a person designated to this end by the chairperson of the General Assembly prior to the start of the meeting.

11.8 A register is kept containing a record of the decisions made by the General Assembly. The register remains at the Members' disposal at the registered office of the Association. Decisions of the General Assembly are communicated to the Members by letter, fax, electronic mail or any other means of communication or by means of a newsletter.

11.9 The chairperson of the General Assembly may, with the consent of, or shall at the request of at least 75% of delegates of one committee present or represented, adjourn a meeting of the General Assembly from time to time, but no business shall be transacted at any adjourned meeting other than the business that would have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given

in the same manner as for an initial meeting. In all other cases, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting. In all cases, any of the Members may participate in such new adjourned meeting of the General Assembly by notifying the Board in writing not less than twenty four (24) hours before the newly set meeting of a General Assembly. In addition, the full Members will need to notify, simultaneously, the names of the Delegates who will attend such meeting of the General Assembly on its behalf. Should this have been done already in accordance with section 11.2 above, such notification shall not be required anymore.

THE BOARD

Article 12 – Powers of the Board

12.1 The Board disposes of all powers that are not specifically and imperatively attributed to the General Assembly (i) by these Articles of Association, or (ii) by law.

12.2 The Board shall have the authority to delegate certain of its powers to specific working groups that it may establish (the **Working Groups**). The powers of, and the procedures governing, these Working Groups shall be described in the Board decision establishing the Working Group.

12.3 The Board can also delegate specific tasks to (i) one or more Board members, (ii) one or more [full] Members or any of their Delegates, and/or (iii) any other entity or private individual employed by, or connected with, the Association. The powers of the appointed entity or private individual shall be described in the Board decision appointing such entity or private individual.

Article 13 – Composition of the Board

13.1 The Board shall consist of at least three members, and up to nine members, who shall be private individuals. Subject to the conditions set out in the Internal Rules, each Committee may appoint one to three Board members. In all cases, all Committees must be equally represented and have an equal number of votes on the Board. In case a Committee would have fewer members represented at the Board than other Committees, the Board members representing such other Committees will voluntarily agree to use their voting power during any meeting of the Board so as to ensure that all Committees are equally represented and have an equal number of votes on the Board. However, should a Committee not appoint a single Board member, such Committee cannot claim that the other Board members fully exercise their voting and decision powers. The Board members elect among themselves a President, two Vice-Presidents and a Treasurer. The President and Vice-Presidents must each represent different Committees.

13.2 Unless set out otherwise in the decision appointing the Board members, the mandate of the Board members has a duration of three years, which shall end automatically at the end of such three-year period, unless it ends through death, resignation or revocation (the latter not having to be justified).

13.3 All acts concerning the appointment, the dismissal or the resignation of Board members, shall be published in the annexes to the Belgian Official Journal (“*Belgisch*

Staatsblad/Moniteur belge”) and communicated to the Belgian Justice Department at the expense of the Association.

Article 14 – Meeting and convocation of the Board

14.1 The Board shall meet whenever it is necessary but at least three (3) times a year. The President of the Board or the majority of the Board can convene a meeting at any time.

14.2 The notice for a meeting of the Board will be sent by letter, fax, electronic mail or any other means of communication at the latest eight (8) calendar days before the meeting takes place. The summons shall mention the location, the date and the hour of the meeting, as well as the matters on the agenda. The meetings of the Board can take place physically or by means of conference calls and/or video conferencing.

Article 15 – Decision making within the Board

15.1 A deliberation of the Board is valid only if each Committee, through its respective Board members, is present or represented. A Board member may be represented by another Board member, who may not possess more than one (1) proxy and who should represent the same Committee. If not all Committees, through their respective Board members, are present or represented, the Board members present may act only for the purpose of setting up a meeting of the General Assembly.

15.2 Unless such a procedure would be legally prohibited for certain decisions, the Board may apply a written decision making procedure, in which case all Board members should approve such written decisions in writing in accordance with the procedure set out in such written decisions.

15.3 All decisions of the Board shall be taken by simple majority of the Board members representing each Committee.

Article 16 – Register of the decisions taken by the Board

16.1 The Board shall cause proper minutes to be made of all meetings held and decisions taken. The decisions of the Board are recorded in a register, signed by the chairperson of the Board and kept by the Secretary General at the Members’ disposal at the registered office of the Association.

Article 17 – Liability / Indemnity

17.1 The Board members are not personally liable for engagements taken by the Association and their liability is restricted to shortcomings in the fulfilment of their mandate.

17.2 Subject to the provisions of the applicable laws, Board members shall be indemnified out of the assets of the Association against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the Court from liability for

negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.

Article 18 – Remuneration / Expenses

18.1 The Board members are entitled to a compensation for all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of the Board, Committees, Working Groups, General Assemblies or other meetings in connection with the discharge of their duties within the Association. Expenses shall only be reimbursed on submission of appropriate receipts.

REPRESENTATION

Article 19 – Representation of the Association with respect to third parties and in Court

19.1 Any acts binding the Association shall be undersigned by the Secretary General, who does not need to prove its power *vis-à-vis* a third party. The same applies in relation to all court actions, as plaintiff or defendant, in the name of the Association, including any and all actions before the Belgian Council of State (“*Raad van State/Conseil d’État*”). In the event the position of Secretary General is not occupied, any acts binding the Association shall be undersigned by the President who does not need to prove its power *vis-à-vis* a third party.

SECRETARY GENERAL - SPOKESMAN

Article 20 – Secretary General

20.1 The Secretary General, appointed by the Board is in charge of the daily management of the association as well as its representation. The Secretary General, in all cases, excluding the ones of any additional and special delegation, is entitled to act alone and to full extent in order to receive all amounts and values; to withdraw all amounts and values up to EUR 10.000 in a single transaction; sums greater than this do require authorisation of either the treasurer or a member of the Board; to open all bank accounts, including the bank of the Post, and to execute all transactions on the mentioned accounts including all withdrawals and/or check cashing; to manage all bank transfers or any other term of payment; to take on lease any cell at the bank; to pay all bills of the associations; to withdraw from the post office, customs and railway societies, all letters, telegrams, parcels, registered, insured or not, withdraw all amounts transferred by the post as well as all allocations and postal receipts.

20.2 The Secretary General is entitled to hire and dismiss staff members of the association.

Article 21 – Spokesman

21.1 The Spokesman of the Association may be appointed by the Board from among the Board members for a period of up to two (2) years and upon expiry of such period shall be eligible for reappointment upon the same terms. The Spokesman shall cease to hold such appointment forthwith upon ceasing to be a Board member of the Association.

ACCOUNTS

Article 22 – Accounts

22.1 The Board shall appoint an accountant and cause proper books of account to be kept to enable accounts to be prepared which comply with the applicable regulatory provisions. The books of account shall be kept at the office of the Association's accountant, or at such other place or places as the Board may decide from time to time. The books of account shall always be open to the inspection of the members of the Board.

22.2 The financial year of the Association commences on 1 January and ends on 31 December of each year.

22.3 According to section 53 of the Law of 27 June 1921, the annual accounts of the past financial year as well as the budget for the next financial year, shall be drawn up every year by the Board and presented for approval to the General Assembly at its next meeting.

22.4 Pursuant to section 51 of the Law of 27 June 1921, the Board shall communicate the annual accounts to the Belgian Justice Department.

Article 23– Bank Accounts

23.1 Any bank account in which any part of the assets of the Association is deposited shall be operated by or with the authority of the Board and shall indicate the name of the Association.

AMENDMENT TO THE ARTICLES OF ASSOCIATION – DISSOLUTION

Article 24– Amendment to the Articles of Association

24.1 Subject to the application of sections 50, §3, 55, and 56 of the Law of 27 June 1921, any proposal of a amendment to the Articles of Association has to emanate from the Board or from at least one full Member of the Association.

24.2 The Board shall advise the Members of such a proposal at least one month before the General Assembly where the matter will be discussed and it shall inform the Members of the amendments proposed. An amendment to the Articles of Association requires a deliberation in which 75% of delegates of each committee are present or represented.

24.3 In the event the provision of 24.2 above are not fulfilled, then a second meeting can be called which can hold a valid deliberation and can validly decide as well as accept amendments, provided the majorities defined hereafter are respected, irrespective of the number of delegates of each of the Committees present and represented in the General Assembly. The second meeting may not be held sooner than fourteen (14) days after the first meeting.

24.4 An amendment is considered accepted if it is approved by a qualified majority of 75% of all Delegates of each Committee present or represented, and 75% of all Delegates present or represented at the General Assembly.

24.5 Statutory amendments will take effect only after approval of the qualified authority according to section 50, §3 of the Law of 27 June 1921 and after publication in the Annexes to the *Belgian Official Journal* ("*Belgisch Staatsblad/Moniteur belge*") according to Article 51, §3 of the Law of 27 June 1921.

Article 25 – Dissolution of the Association

25.1 The procedure for the amendment of the Articles of Association applies *mutatis mutandis* to dissolution and liquidation of the Association.

25.2 The General Assembly shall decide what will happen with the net assets, if any, after the liquidation.

INTERNAL RULES

Article 26 – Internal Rules

26.1 To the extent permitted by law, any issue mentioned or not mentioned in these Articles of Association may be regulated in the Internal Rules.

26.2 The Internal Rules are drafted and modified, as the case may be, in accordance with the same rules as set out in the law and in the Articles of Association as to notification, quorum and majority as exist for amending the Articles of Association.

26.3 The 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.

GENERAL REMARKS

Article 27– Subsidiary application of the Law of 27 June 1921

Any issues not mentioned in these Articles of Association, and in particular the publication in the Annexes to the *Belgian Official Journal* ("*Belgisch Staatsblad/ Moniteur belge*"), shall be governed by the provisions of Title III of the Law of 27 June 1921.