SERVING AUTHORS WORLDWIDE
AU SERVICE DES AUTEURS DANS LE MONDE
AL SERVICIO DE LOS AUTORES EN EL MUNDO

AG22-0575

CISAC Statutes

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PART I
GENERAL PRINCIPLES

Definitions

1. In the Statutes, unless the context otherwise requires, the words and phrases set out in the left hand column below shall have the meaning given to them in the corresponding right hand column.

Accounts	The official written record of CISAC's financial transactions.
African Society	A Collective Management Organisation domiciled in an African country.
AGP Society	A Collective Management Organisation for which the administration of copyright in graphic, plastic or photographic copyright works is the dominant activity.
Asia/Pacific Society	A Collective Management Organisation domiciled in an Asia/Pacific country.
Board	CISAC's Board of Directors, as set out in the Statutes.
Board Report	A detailed account of the Board's management of CISAC and the stewardship of CISAC's finances.
Calendar Year	A period of 12 Months beginning on 1 January and ending on 31 December.
Canada/USA Society	A Collective Management Organisation domiciled in either Canada or in the United States of America.
Central European/ East European/ Central Asian Society	A Collective Management Organisation domiciled in a Central European, East European or Central Asian country.
CIS	The common information system, the purpose of which is to introduce, develop and maintain: (i) standards for the efficient distribution of Royalties ("CIS Standards"); and (ii) databases which enable sharing of information based on the CIS Standards.
Client Rights Management Entity	A Client RME is a Right Management Entity (RME) which has signed at least one representation agreement with a CISAC Member and fulfils the requirements as laid down in the terms and conditions defined from time to time by CISAC.

Collective Management Organisation

A Collective Management Organisation means any organisation that fulfils all of the following criteria:

(1) It shall be authorised by law in countries where operating as a collective management organisation requires such authorisation and/or by way of assignment, licence or other contractual arrangement to license, manage or otherwise represent as its primary purpose, Authors' rights on behalf of a broad range of individual Creators (and, where relevant, other categories of rightholders);

(2) It shall do so in a non-discriminatory manner for the sole benefit of the aforementioned Creators (and, where relevant, other categories of rightholders);

(3) It shall be open to all individual Creators (and, where relevant, other categories of rightholders) according to objective, transparent and non-discriminatory criteria;

(4) It shall represent Authors' rights across a broad range of types of exploitation, unless it has been limited by applicable law, government regulation or judicial authority to serve a specific purpose;

(5) It shall be owned or controlled by the aforementioned Creators (and, where relevant, other categories of rightholders) unless subject to specific oversight by applicable law, government regulation or judicial authority and/or is otherwise organised on a not for profit basis.

Constitution

Memorandum, Articles of Association, statutes, and internal rules.

Creator

Author or composer.

DLV Society

A Collective Management Organisation for which the administration of copyright in dramatic, literary or audio-visual copyright works is the dominant activity.

Domestic Income

Income:

(i) Either collected directly by the Society in the territories covered by its licenses;

(ii) Or received from another entity mandated to collect on behalf of the Society in its own territory of administration.

European Society

A Collective Management Organisation domiciled in any country (other than Canada and the United States of America) which was a member of the United Nations Economic Commission for Europe on 31 May 2006.

Financial Obligation

Any pecuniary obligation (whether arising through contract, under the Statutes or otherwise) which a Member, Associate or Provisional (as defined in accordance with Articles 7 et seq.), as the case may be, owes to CISAC.

Internal Rules	The complete set of regulations setting out the conduct, procedure, arrangement and practices of a Body (as defined in accordance with Article 29).
Latin American and Caribbean Member	A Member domiciled in a Latin American or Caribbean country, Spain or Portugal.
Latin American and Caribbean Society	A Collective Management Organisation domiciled in a Latin American or Caribbean country.
Legal Committee Representatives	The lawyer: (i) employed or retained by a Member who has direct or indirect responsibility for the legal functions of such Member; and (ii) appointed by the Board in accordance with Articles 101 to 104.
Month	A calendar month.
Musical Society	A Collective Management Organisation for which the administration of copyright in musical copyright works is the dominant activity.
Professional Rules	The code of governance, administrative, business, financial and CIS principles which are: (i) regularly laid down by the Board; and (ii) binding on each Member.
Region	Each of the following five geographical areas: (i) Africa; (ii) Asia-Pacific; (iii) Canada and the United States of America; (iv) Europe; and (v) Latin America and the Caribbean.
Repertoire	Each of the following three categories of copyright works, namely: (i) musical works; (ii) dramatic, literary and audiovisual works; and (iii) graphic, plastic and photographic works.
Reprographic Rights Collections	Any Royalties collected in respect of the reprographic reproduction of a copyright work through the process of photocopying, printing, or faxing such copyright work.

Rights Management Entity	A Rights Management Entity means any organisation which does not qualify as a Collective Management Organisation and fulfils all of the following criteria: - it is authorised to operate by law, if this authorisation is required in the territory where it operates, and/or by way of assignment, licence or other contractual arrangement to license, manage or otherwise represent author's rights on behalf of a range of individual Creators (and, where relevant, other categories of rightholders); − It licenses Authors' rights in the exploitation of copyright works on behalf of the aforementioned Creators (and, where relevant, other categories of rightholders); − It licenses these rights for the benefit of the aforementioned Creators (and, where relevant, other categories of rightholders). Publishers and producers should not be regarded as 'Rights Management Entities'.
Royalties	The share of the proceeds paid to a Creator or publisher in respect of the exploitation of a copyright work.
Statement of Income and Expenditure	An on-line declaration issued by a Member, a Provisional or an Associate to CISAC via CISAC's website relating to a Society's copyright collections, expenditure and distributions as well as a Society's neighbouring right collections (if any).
Statement of Professional Rules Compliance	An on-line declaration issued by a Member to CISAC via CISAC's website relating to Society's compliance with Professional Rules.
Society	A Collective Management Organisation administering copyright.
Statutes	CISAC's statutes, as set out in this document.
Term	A period of 36 Months.
Top 20 Candidates	The 20 Candidates which remain on the Candidate List (as defined in accordance with Article 51) after each Stage (as defined in accordance with Article 57) has been successfully completed.

Designation

2. The International Confederation of Societies of Authors and Composers ("CISAC") is an association governed by the law of July 1, 1901 and the decree of August 16, 1901. This association, composed of Societies administering rights in all categories of copyright, is an international, non-governmental, not for profit organisation and, as such, is not intended to accumulate profit.

Activities

3. CISAC shall conduct its activities independently of any affiliation.

Domicile

4. CISAC shall be domiciled in France. However, the General Assembly (as established in accordance with Article 29) may transfer CISAC's domicile elsewhere.

Duration

5. CISAC's duration shall be unlimited.

Purposes

6. CISAC's essential purposes ("Purposes"), both nationally and internationally, shall be to:

   a) defend the interests of the creative community and of the creative community's intellectual property;

   b) make submissions to, or appear before, any national, continental or international organ on any issue relating to copyright, collective administration or the advancement of the rights of the Creator and publisher;

   c) safeguard, respect and protect every category of copyright work created by a Creator and every genre of creativity;

   d) promote respect for the economic, legal and moral interests of the Creator;

   e) promote respect for the economic and legal interests of the publisher;

   f) encourage the efficient collection and distribution of Royalties;

   g) co-ordinate the technical activities of Societies;

   h) provide an international centre of research and information for Members and Provisionals;

   i) introduce, develop and maintain CIS for use by Members, Provisionals and third parties, according to the terms and conditions defined from time to time by CISAC;

j) assist in the establishment of administrative infrastructures necessary for the creation and effective operation of Societies in those territories where no such Societies exist;

k) provide encouragement and assistance for developing and strengthening Societies in those countries where such Societies exist but are not fully effective;

l) engage in any activity which is designed to increase solidarity between Societies;

m) nurture cordial relations and cooperation between Societies;

n) address and study issues and problems directly linked to the moral, material and professional interests of Creators and publishers as well as of Societies;

o) fulfil all other functions which contribute to the development of Societies;

p) establish discrete funds (replenished regularly by the Members and Provisionals on a purely voluntary basis) with the aim of:

   (i) assisting Members and Provisionals from emerging countries to develop up-to-date copyright management techniques ("Solidarity Fund"); and

   (ii) financing such other project falling within the Purposes as the Board may initiate; and

q) carry out any business which:

   (i) is capable of conveniently being carried out in connection with the above; and

   (ii) is calculated either directly or indirectly to enhance the value of copyright works.

Members, Associates and Provisionals

7. CISAC shall be composed of Members, Associates and Provisionals.

8. An organisation shall qualify to be a Member if it:

a) is a Collective Management Organisation;

b) has as its aim the advancement of Creators' moral interests and the defence of the material interests of Creators (and, where relevant, other categories of rightholders);

c) has at its disposal effective machinery for the collection and distribution of Royalties to Creators (and, where relevant, other categories of rightholders) and assumes full responsibility for the administration of the rights entrusted to it;

d) carries out its activities for the common good of Creators (and, where relevant, other categories of rightholders) as a whole and not for any specific segment or group of Creators (and, where relevant, other categories of rightholders);

e) assumes full responsibility for the administration of the rights entrusted to it;

f) is able to demonstrate that its interests are consistent with the interests of CISAC;

g) does not administer the rights of performing artists, producers, broadcasters or any entity which exploits the rights of authors, composers, (and, where relevant, other categories of rightholders), except as a secondary activity;

h) does not have the power to sell or trade in the rights administered by the organisation, or the right to sell or trade in any interest in the Royalties collected or distributed by the organisation;

i) effectively collects and distributes Royalties to Creators (and, where relevant, other categories of rightholders);

j) carries out its activities in accordance with the Professional Rules;

k) has undergone a probation period as a Provisional ("Probation Period"); and

l) complies with all relevant and applicable laws and regulations in countries where it operates.

9. An organisation shall qualify to be a Provisional if it:

a) is a Collective Management Organisation;

b) has as its aim the advancement of Creators' moral interests and the defence of the material interests of Creators (and, where relevant, other categories of rightholders);

c) carries out its activities for the common good of Creators (and, where relevant, other categories of rightholders) as a whole and not for any specific segment or group of Creators (and, where relevant, other categories of rightholders);

d) assumes full responsibility for the administration of the rights entrusted to it;

e) is able to demonstrate that its interests are consistent with the interests of CISAC;

f) does not administer the rights of performing artists, producers, broadcasters or any entity which exploits the rights of authors, composers, (and, where relevant, other categories of rightholders), except as a secondary activity;

g) does not have the power to sell or trade in the rights administered by the organisation, or the right to sell or trade in any interest in the Royalties collected or distributed by the organisation;

h) either:

(i) effectively collects and distributes Royalties to Creators (and, where relevant, other categories of rightholders); or

(ii) is able to demonstrate to CISAC's satisfaction that it is working towards the effective collection and distribution of Royalties to Creators (and, where relevant, other categories of rightholders);

and

i) either:

(i) carries out its activities in accordance with the Professional Rules; or

(ii) is able to demonstrate to CISAC's satisfaction that it is working towards the carrying out of its activities in accordance with the Professional Rules.

j) complies with all relevant and applicable laws and regulations in countries where it operates.

10. An organisation shall qualify to be an Associate if it:

a) is not a Collective Management Organisation;

b) has as one of its aims the advancement of Creators' moral interests and the defence of the material interests of Creators (and, where relevant, other categories of rightholders);

c) is able to demonstrate that its interests are consistent with the interests of CISAC;

d) does not exploit the rights of authors, composers, (and, where relevant, other categories of rightholders); and

e) does not have the right or power to sell or trade in any interest in the Royalties collected or distributed by the organisation or in the rights owned and/or controlled by the organisation.

11. For the avoidance of doubt:

a) an organisation which is qualified to be a Member shall be deemed to be unqualified to be a Provisional or an Associate; and

b) an Associate shall not be required to undergo a Probation Period.

12. Subject to Articles 21 to 24, each Member shall have the right to:

a) take part in each General Assembly;

b) vote at each General Assembly;

c) present its candidacy for the Board in accordance with Articles 50 to 61 and to serve on the Board if elected;

d) be represented on the Legal Committee in accordance with Articles 101 to 104;

e) obtain, where appropriate, financial assistance from CISAC;

f) serve on a Regional Committee in accordance with Articles 97 and 98 and take part as an observer at each meeting of each other Regional Committee on which such Member does not serve, subject to the prior written consent of the Chairperson of such other Regional Committee;

g) take part in each meeting of each Council in accordance with Article 89;

h) take part in any technical committee created by the Board in accordance with Article 76 g);

i) propose a candidate to serve or be represented on each Body;

j) have access to certain parts of CISAC's website (as delineated by the Board from time to time);

k) benefit from CIS;

l) receive on a regular basis information and publications setting out the activities of CISAC; and

m) exercise all other rights arising from the Statutes.

13. Subject to Articles 21 to 24, each Associate shall have the right to:

a) take part as an observer at each General Assembly;

b) take part as an observer at each meeting of each Council (with the prior written consent, of the Chairperson of such Council);

c) take part as an observer at each technical committee (with the prior written consent of the Chairperson of each technical committee) created by the Board in accordance with Article 76 g);

d) have access to certain parts of CISAC's website (as delineated by the Board from time to time); and

e) receive on a regular basis information and publications setting out the activities of CISAC.

For the avoidance of doubt no Associate shall have the right to vote at any meeting it may attend.

14. Subject to Articles 21 to 24, a Provisional shall have the right to:

a) take part as an observer at each General Assembly;

b) obtain, where appropriate, financial assistance from CISAC;

c) take part as an observer at the Regional Committee in the Region where the Provisional is located, and take part as an observer at each other Regional Committee, subject to the prior written consent of the Chairperson of such other Regional Committee;

d) take part as an observer at each meeting of each Council in accordance with Article 89;

e) take part as an observer at each technical committee created by the Board in accordance with Article 76 g);

f) propose a candidate to serve or be represented on each Body;

g) have access to certain parts of CISAC's website (as delineated by the Board from time to time);

h) benefit from CIS;

i) receive on a regular basis information and publications setting out the activities of CISAC; and

j) exercise all other rights arising from the Statutes.

For the avoidance of doubt no Provisional shall have the right to vote at any meeting it may attend.

Duties

15. Each:

a) Member shall be obliged at all times to:

(i) comply fully with the Statutes, the Membership Agreement and the Professional Rules;

(ii) fulfil the Statement of Income and Expenditure;

(iii) fulfil the Statement of Professional Rules Compliance; and

(iv) pay its Subscription in accordance with Articles 118 to 123.

b) Associate and Provisional shall be obliged at all times to:

(i) comply fully with the Statutes and the Membership Agreement;

(ii) fulfil the Statement of Income and Expenditure; and

(iii) pay its Subscription in accordance with Articles 118 to 123.

Procedure for admission as a Provisional or as an Associate

16. An organisation wishing to become a Provisional or an Associate shall deposit with the Secretariat an application ("Application"). The Application shall consist of the following documents:

a) an application form, as defined from time to time by CISAC:

(i) stating whether the organisation wishes to be admitted as a Provisional or as an Associate;

(ii) requesting that CISAC consider its Application; and

(iii) containing a formal undertaking by the organisation to accept and abide by the Statutes;

b) one copy in the original language and one copy in English, French or Spanish of the organisation's Constitution;

c) (in the case of an Application to be admitted as a Provisional) a list of each of the organisation's members indicating whether each such member is an author, composer, publisher or other person;

d) a detailed report of the organisation's activities in the twelve Month period prior to the deposit of its Application. Such report shall be set out in a manner laid down by CISAC from time to time;

e) a copy of the organisation's accounts in respect of the twelve Month period prior to the deposit of its Application;

f) a detailed report of the organisation's proposed activities in the twelve Month period after the deposit of its Application. Such report shall be set out in a manner laid down by CISAC from time to time;

g) (in the case of an Application to be admitted as a Provisional) a business plan containing a budget and an assessment of the market potential in respect of the organisation's principal place of business and in respect of the twenty four Month period after the deposit of its Application; and

h) any other document which helps to demonstrate the organisation's suitability to be admitted to CISAC as a Provisional or an Associate, as the case may be.

17. The General Assembly shall (after considering the advice of the Board in relation to each Application) either:

a) admit the organisation as a Provisional or Associate; or

b) reject the Application.

Procedure for admission as a Member

18. After a Provisional has completed a Probation Period of 24 Months, the General Assembly shall (taking into account the advice of the Board) either:

a) admit the Provisional as a Member;

b) renew the Provisional's Probation Period for an additional 24 Months; or

c) terminate the Provisional's admission to CISAC.

The General Assembly shall be able to renew the Provisional's Probation Period mentioned in Article 18 b) without limitation.

19. After a Provisional has completed the Probation Period mentioned in Article 18 b), the General Assembly shall (taking into account the advice of the Board) either:

a) admit the Provisional as a Member; or

b) terminate the Provisional's admission to CISAC.

Procedure for changing the membership status from Member to Provisional

20. In case a Member no longer fulfils the membership requirements as stated in Article 8, the General Assembly shall approve or reject, upon objective justification, the recommendation from the Board to reclassify the Member as Provisional.

Sanctions

21. Any Member, Associate or Provisional which is in arrears by more than one Calendar Year in discharging its Financial Obligations to CISAC shall not have the rights granted, as the case may be:

    a) to Members under Article 12 a) to 12 d);

    b) to Associates under Article 13 a);

    c) to Provisionals under Article 14 a).

22. If the Board is in possession of evidence that any Member, Associate or Provisional, as the case may be, failed to comply with one or more of the following obligations:

    a) Financial Obligations, with payment in arrears by more than one Calendar Year;

    b) (in the case of a Member) annual Statement of Professional Rules Compliance under article 15 a);

    c) annual Statement of Income and Expenditures under articles 15 a) and 15 b);

    d) (in the case of a Member and a Provisional) transparency obligations, as laid down in article 8 of the Professional Rules.

    The Board (after considering the recommendation from the Secretariat) may suspend any of the following rights granted to the Member, the Associate or the Provisional, as the case may be:

    e) rights granted under articles 12 a) to 12 m) in the case of a Member;

    f) rights granted under article 13 a) to 13 d) in the case of an Associate;

    g) rights granted under article 14 a) to 14 j) in the case of a Provisional;

    The Board shall inform the General Assembly with the list of Members, Provisionals and Associates that have been sanctioned.

23. If the Board is in possession of evidence that any Member, Associate or Provisional:

    a) is in arrears by more than two Calendar Years in discharging its Financial Obligations to CISAC; or

    b) has not remedy to the breach(es) stated in Article 22 and/or breached any of the provisions of the Statutes or (in the case of a Member) the Professional Rules,

    it shall inform such Member, Associate or Provisional, as the case may be, of:

    a) the allegations which have been made against it;

    b) the evidence which is in the possession of the Board; and

c) the nature of the sanction which the Board is considering.

The Member, Associate or Provisional, as the case may be, may (at the option of such Member, Associate or Provisional) present its defence ("Defence") to the Board in writing or orally.

After having considered the validity of any such Defence, the Board may (depending on the gravity of the offence) make a recommendation ("Recommendation") that the General Assembly impose one or more sanctions on such Member, Associate or Provisional ("Sanctions"). Without limitation, the Sanctions may include:

a) warning;

b) censure;

c) a fine which shall be no greater than the Subscription (as defined in accordance with the provisions of Article 118) due from such Member, Associate or Provisional in respect of the Calendar Year which immediately preceded the Calendar Year in which such fine is to be imposed;

d) temporary expulsion from CISAC; or

e) permanent expulsion from CISAC.

In case of exigent circumstances requiring timely action in order to avoid significant harm to CISAC and/or its Members or Provisionals, the Board may impose with immediate effect the Sanction, with the exception of the permanent expulsion. Such interim Sanction shall require a qualified majority of no less than two-thirds of the Directors present or absent but represented, including no less than two of the Directors representing the same Repertoire Category as the concerned Member or Provisional, and shall extend until the General Assembly meeting immediately following the Board decision where the decision can be confirmed, lifted or amended, in accordance with Article 24.

For the avoidance of doubt, the Member or Provisional concerned, as the case may be, may present its defence to the Board in writing or orally as determined in this Article.

24. After having considered the Recommendation and any Defence presented by the Member, Associate or Provisional, the General Assembly may impose such of the Sanctions as it sees fit.

PART II
ORGANISATION AND ADMINISTRATION OF CISAC

President and Vice-Presidents

25. There shall be a President and at least two Vice-Presidents.

26. The President and Vice-Presidents shall be composers or authors of different nationalities. They shall have an established reputation and represent the different categories of repertoire managed by CISAC Members, as defined in these Statutes. They shall come from different regions in which CISAC members are represented.

27. The President and the Vice-Presidents shall be elected by the General Assembly on the basis of a recommendation made by the Board of Directors.

    a) The nomination of a candidate for a President or Vice-President's role should be submitted for the Board of Directors' consideration, together with a brief which shall include the candidate's short biography and any additional information to support their candidacy.

    b) Nominations for the Board of Directors' consideration may come from a CISAC Member, the Secretariat, Councils of Creators or Committees recognised under these Statutes.

    c) Where the nominating entity is the Secretariat or one of CISAC's Councils of Creators or Committees, or where a CISAC member wishes to nominate a candidate who is affiliated to another Society, the intent to nominate should be notified to any Society to which the candidate is affiliated.

    d) The President and Vice-Presidents shall serve for one Term. At the expiration of that Term, the President and Vice-Presidents shall each be eligible for re-election in the same capacity, for a maximum of two consecutive Terms. For the avoidance of doubt, any person who has served as President or Vice-President for two consecutive Terms shall not be eligible for re-election in same capacity until one further Term has elapsed.

28. The office of President and Vice-Presidents shall be unpaid, save that the President and Vice-Presidents may each be reimbursed for the reasonable travel and accommodation expenses incurred in the performance of their duties.

Statutory bodies

29. Each of the following shall be considered a statutory body of CISAC ("Body"):

    a) the Annual General Assembly, as established in accordance with Article 42, and the Extraordinary General Assembly, as established in accordance with Article 43 ("General Assembly");

    b) the Board, as established in accordance with Article 48;

    c) the Secretariat directed by the Director General, as established in accordance with Article 78;

    d) the Councils, as established in accordance with Article 88;

e) the Regional Committees, as established in accordance with Article 96;

f) the Legal Committee as established in accordance with Article 101;

g) the Internal Audit Committee, as established in accordance with Article 109.

General Assembly

Composition

30. There shall be a General Assembly which shall be open to Members, Provisionals and Associates.

31. At each General Assembly, each Member may be represented by a maximum of three delegates. Where a Member is represented by two or three delegates and such Member is an association of Creators and publishers, at least one such delegate shall be a Creator.

32. At each General Assembly, each Provisional may be represented by a maximum of two delegates. Where a Provisional is so represented by two delegates and such Provisional is an association of Creators and publishers, at least one such delegate shall be a Creator.

33. At each General Assembly, each Associate may be represented by a maximum of two delegates.

34. The General Assembly shall be chaired by the President, or in the President's absence, by at least one of the Vice-Presidents.

Exercise of voting rights

35. Subject to Article 21 to 24 and Article 36, each Member shall at each General Assembly in each Calendar Year be entitled to the following votes:

    a) one ordinary vote; and

    b) one supplementary vote for each block of 1,525 Euros of its Subscription for the Calendar Year which immediately preceded the Calendar Year in which such General Assembly takes place.

36. The total number of votes exercised by each Member which predominantly administers rights in each Repertoire Category shall not exceed 13.5 per cent of the total number of votes exercised by all Members which predominantly administer rights in such Repertoire Category. For the avoidance of doubt and for the purpose of this Article, a Member shall be deemed predominantly to administer rights in a Repertoire Category when the percentage of its Domestic Income during a Calendar Year is greater in respect of such Repertoire Category than in respect of any other Repertoire Category as evidenced in the annual statement of income and expenditure submitted each year to CISAC.

37. Each Member shall authorise one of its delegates to cast its votes.

38. If a Member cannot participate at the General Assembly, it may delegate its voting powers to another Member, provided that in no case may any Member represent more than two absent Members.

39. Each Member shall be entitled to vote either in session or remotely by electronic means.

Majority rules and quorum

40. Subject to Article 138 and Article 143, decisions of the General Assembly shall be adopted by a majority of the votes cast by the present and the represented absentee Members at such General Assembly.

41. A General Assembly shall be quorate only if the present and the represented absentee Members at such General Assembly:

    a) are equal to at least one fifth of the total number of Members; and

    b) control at least two thirds of the total votes of all Members.

Members participating in the General Assembly by any electronic means of communication (in particular by videoconference) shall be deemed to be present for the calculation of the quorum and majority provided for above.

Convening and meeting

42. There shall be an Annual General Assembly which shall be held before the end of June of each Calendar Year.

43. An Extraordinary General Assembly, limited to a specific object, may be convened by the Director General on the request of the Board.

44. Each General Assembly shall be convened in writing by the Director General by serving written notice on each Member, Associate and Provisional at least two Months before the Annual General Assembly and at least one Month before in the case of an Extraordinary General Assembly.

45. The Board of Directors may decide, due to exceptional circumstances, that the General Assembly or the Extraordinary General Assembly shall be held by any electronic means of communication (in particular by videoconference), provided that Members can be properly identified, that they can participle effectively in the General Assembly, and the confidentiality of the discussions can be assured.

46. The meeting minutes must indicate if the General Assembly took place through electronic means of communication.

Powers and Duties

47. The Annual General Assembly shall:

    a) elect or appoint, as the case may be:

        (i) the President and the Vice-Presidents in accordance with Article 27;

        (ii) the Directors in accordance with Articles 50 to 59;

        (iii) the Internal Audit Committee in accordance with the provisions of Articles 110 to 113; and

(iv) the External Statutory Auditors in accordance with Article 130.

b) before the end of June in each Calendar Year and in respect of the immediately preceding Calendar Year, approve:

(i) the Accounts;

(ii) the External Statutory Auditors' report produced in accordance with Article 130; and

(iii) the Board Report.

c) in each Calendar Year, approve the Director General's activities in the immediately preceding Calendar Year;

d) consider:

(i) any Application made in accordance with Articles 16 to 17;
(ii) any Recommendation made in accordance with Articles 23 and 24; and
(iii) any Proposal made in accordance with Articles 136 to 138;

e) note any resignation effected by a Member, Associate or Provisional in accordance with Article 141;

f) pass any Resolution in connection with the transfer of an admission to CISAC by a Member, Associate or Provisional in accordance with Article 142; and

g) set the maximum percentage rates and minimum amounts of Subscription for Members, Associates and Provisionals, and grants power to the Board to determine the final percentage rates of Subscription, in accordance with Article 118;

h) set the principles to determine the fees applicable to Client RMEs for the use of the CIS Tools and grant power to the Board to decide on the final amount of the fees;

i) approve, or reject upon objective justifications, the recommendation from the Board to admit a RME as a Client RME.

Board

Composition

48. There shall be a Board which shall be accountable to the General Assembly.

49. The Board shall consist of no more than 20 Directors.

Election

50. The preparatory procedure for election to the Board as Director shall be as follows:

a) Whenever an election falls to be held, the Secretariat shall with due promptness and diligence send a letter to each Member notifying such Member of the date of such election.

b) A Member which is up-to-date with its Subscriptions and which wishes to present its candidacy for the Board ("Candidate") shall send by recorded delivery or by electronic means with acknowledgment of receipt, a letter to the Secretariat. Such letter shall:

(i) indicate, with appropriate justification, in which Region such Member is domiciled ("Regional Category") and in respect of which category of Repertoire such Member predominantly administers rights ("Repertoire Category") and;

(ii) be received by the Secretariat no less than 30 Days before the date of such election.

For the avoidance of doubt and for the purpose of this Article, a Member shall be deemed predominantly to administer rights in a Repertoire Category when the percentage of its Domestic Income during a Calendar Year is greater in respect of such Repertoire Category than in respect of any other Repertoire Category as evidenced in the annual statement of income and expenditure submitted each year to CISAC.

c) The Secretariat shall prepare a list of all Candidates fulfilling the requirements set out in Article 50 b) ("First List"). The First List shall indicate the Regional Category and the Repertoire Category of each Candidate.

d) Each election shall be conducted by secret ballot.

e) Each Member present or absent but represented at the General Assembly shall vote for no fewer than 10 and no more than 20 Candidates on the First List, including:

(i) at least one Central European/East European/Central Asian Society;

(ii) at least one Candidate in each Regional Category; and

(iii) at least one Candidate in each Repertoire Category.

in such a manner that its voting intentions are clear.

51. After the votes have been counted by an independent organisation, the Secretariat shall prepare a list setting out the total number of votes secured by each Candidate in descending numerical order of the number of votes so secured ("Candidate List"). In the case of an equality of votes cast for two Candidates, the Candidate having paid the greater Subscription in the Calendar Year which immediately preceded the Calendar Year in which the election takes place shall be deemed to have received more votes than the other Candidate.

52. If there are fewer than 21 Candidates on the Candidate List, then all the Candidates on the Candidate List shall be duly elected to serve on the Board.

53. If there are more than 20 Candidates on the Candidate List, then the selection procedure for election to the Board ("Selection Procedure") shall be carried out in accordance with the following provisions.

54. The intention of the Selection Procedure ("Intention") shall be to ensure that:

a) as far as is practicable, the criteria set out in Articles 55 a) to e) are respected ("Criteria"); and

b) the Criteria are applied consecutively and according to a strict order of priority ("Order of Priority").

55. The Criteria, and the Order of Priority for applying the Criteria, are as follows:

a) there shall be no more than two Directors on the Board domiciled in any one country;

b) there shall be no less than two of each of the following Societies on the Board:

(i) Asia/Pacific Societies;

(ii) African Societies;

(iii) Latin American and Caribbean Societies; and

(iv) Canada/USA Societies

("Regional Representation");

c) there shall be no less than one Central European/East European/Central Asian Society on the Board;

d) there shall be no less than three European Societies on the Board ("European Representation"); and

e) there shall be no less than two of each of the following Societies on the Board:

(i) Musical Societies;

(ii) DLV Societies; and

(iii) AGP Societies

("Repertoire Representation").

56. If amongst the first 20 Candidates on the Candidate List which secured the greatest number of votes, there are a sufficient number of Candidates to ensure that the Intention is realised, then each of such 20 Candidates shall be elected to serve on the Board.

57. If amongst the first 20 Candidates on the Candidate List which secured the greatest number of votes, there are not a sufficient number of Candidates to ensure that the Intention is realised, then, subject to Article 58, each of the following stages ("Stage") shall be applied in strictly the following order:

a) If amongst the Top 20 Candidates on the Candidate List which secured the greatest number of votes, there are three or more Candidates from the same country, then such third or more Candidate which received the fewest votes shall be deleted from the Candidate List and shall be eliminated from the Selection Procedure.

b) The Stage outlined in Article 57 a) shall be repeated until the condition set out in Article 55 a) is realised.

c) If the Intention is not realised because, amongst the Top 20 Candidates, there is insufficient Regional Representation in respect of the Regions set out in Article 55 b), then the Candidate in each such Region which is not amongst the Top 20 Candidates and which secured the greatest number of votes shall be placed in the first position on the Candidate List and each other Candidate on the Candidate List shall be placed one position lower on the Candidate List.

d) The Stage outlined in Article 57 c) shall be repeated in respect of each Region set out in Article 55 b) until the condition set out in Article 55 b) is realised.

e) If the Intention is not realised because, amongst the Top 20 Candidates, there is not a Central European/East European/Central Asian Society, then the Central European/East European/Central Asian Society which is not amongst the Top 20 Candidates and which secured the greatest number of votes shall be placed in the first position on the Candidate List and each other Candidate on the Candidate List shall be placed one position lower on the Candidate List.

f) The Stage outlined in Article 57 e) shall be repeated until the condition set out in Article 55 c) is realised.

g) If the Intention is not realised because, amongst the Top 20 Candidates, there is insufficient European Representation, then the European Society which is not amongst the Top 20 Candidates and which secured the greatest number of votes shall be placed in the first position on the Candidate List and each other Candidate on the Candidate List shall be placed one position lower on the Candidate List.

h) The Stage outlined in Article 57 g) shall be repeated until there is sufficient European Representation.

i) If the Intention is not realised because, amongst the Top 20 Candidates, there is insufficient Repertoire Representation in a Repertoire Category, then the Candidate in such Repertoire Category which is not amongst the Top 20 Candidates and which secured the greatest number of votes shall be placed in the first position on the Candidate List and each other Candidate on the Candidate List shall be placed one position lower on the Candidate List.

j) The Stage outlined in Article 57 i) shall be repeated in respect of each Repertoire Category until there is sufficient Repertoire Representation in each Repertoire Category.

58. If at any Stage of the Selection Procedure, there is not a Candidate on the Candidate List so that such Stage may be successfully executed, then the Selection Procedure shall continue as if such Stage were not a part of the Selection Procedure.

59. After each Stage has successfully been completed, the Candidates appearing in the first twenty positions on the Candidate List shall be duly elected to serve on the Board.

60. The person representing the Member on the Board shall be the Chief Executive Officer of such Member or such other senior representative of the Member as the Board may from time to time expressly approve.

61. Each Director shall be elected for a Term.

Election of the Chairperson and Vice Chairpersons

62. The Board shall elect from among its number, for a period equal to its mandate ("Mandate Period"), a Chairperson and two Vice-Chairpersons. At the expiration of the Mandate Period, the Chairperson and Vice-Chairpersons shall each be eligible for re-election in same capacity for a maximum of two consecutive Mandate Periods. For the avoidance of doubt, any person who has served as Chairperson or Vice-Chairperson for two consecutive Mandate Periods shall not be eligible for re-election in the same capacity until one further Mandate Period has elapsed.

63. At least one Vice-Chairperson shall be a Member from a different Region than that of the Chairperson and at least one Vice-Chairperson shall administer a different Repertoire than that of the Chairperson.

Meetings

64. Board meetings shall be chaired by the Chairperson.

65. In the event of the resignation of the Chairperson or vacancy of the office, the Vice-Chairperson which has been a Member of CISAC for the longest time shall act as the Chairperson until the next Board meeting, at which meeting the Board shall elect a new Chairperson for the remaining period of the Board's mandate. In case of resignation of the Chairperson and both Vice-Chairpersons or in case of vacancy of all their offices, the Director General shall convene a Board meeting to elect a new Chairperson and two new Vice-Chairpersons for the remaining period of the Board's mandate.

66. During his period of office, the Chairperson shall be in regular contact with the Director General and shall decide, in consultation with the Director General, on the convening of Board meetings and the preparation of urgent matters.

67. The Board shall meet at least twice in each Calendar Year in person and/or by telephone and/or by any electronic means of communication (in particular by videoconference) provided that Directors can be properly identified, that they can participle effectively in the meeting, and the confidentiality of the discussions can be assured.

68. The Chairpersons of each of the Councils may attend the meeting of the Board immediately preceding the Annual General Assembly as observers.

69. Subject to Article 82, a quorum of twelve Directors shall be necessary for a Board meeting to be validly held.

70. At each Board meeting, each Director shall have one vote.

71. Decisions of the Board shall be adopted by a majority of the Directors present. Directors participating in the meeting by means of telephone or electronic means of communication (in particular by videoconference) shall be deemed to be present for the calculation of the quorum and majority provided for above.

72. In the event of an equality of votes at a Board meeting, the Chairperson of the meeting shall have a second and deciding vote.

73. Each Director shall be entitled to vote either in session or remotely by electronic means.

74. The meeting minutes shall indicate which Directors participated in the meeting in person, by telephone or by electronic means of communication.

Powers and duties

75. Subject to the provisions of the Statutes, the Board shall have the widest possible powers.

76. The powers and duties of the Board shall include, but shall not be limited to:

a) acting in the name of CISAC;

b) authorising any action or transaction falling within CISAC's Purposes;

c) taking any necessary decision as occasion demands;

d) acquiring and disposing of any equipment and real property;

e) creating and developing CIS for the purpose of improving the effective management of copyright;

f) seeking means of achieving solidarity between Societies;

g) appointing technical committees and determining their Internal Rules, objects and duties in accordance with the purposes of CISAC;

h) submitting to each General Assembly in each Calendar Year a Board Report in respect of the immediately preceding Calendar Year;

i) submitting to each General Assembly in each Calendar Year the Accounts in respect of the immediately preceding Calendar Year;

j) submitting to the General Assembly proposals for the election of the President and the Vice-Presidents of CISAC;

k) requiring any Member to comply with obligations as laid down in the Professional Rules;

l) examining the possible admission to CISAC of a Society in accordance with Articles 16 to 19 and advising the General Assembly in relation to such possible admission;

m) making a Recommendation to the General Assembly in accordance with Articles 23 and 24;

n) appointing and dismissing the Director General in accordance with Article 80 to 82;

o) administering the Income in accordance with Articles 117 to 127;

p) authorising expenditure of Additional Voluntary Contributions in accordance with Articles 128 and 129;

q) setting the final percentage rates of Subscription for Members, Associates and Provisionals under the power conferred to it by the General Assembly in Article 47, and in accordance with Article 118;

r) setting the final amount of the fees applicable to Client RMEs under the power conferred to it by the General Assembly in Article 47;

s) examining the application of a RME to become a Client RME, together with the preliminary advise made by the Director General in relation to such possible application, and make a recommendation to the General Assembly.

77. Each Director may attend each meeting of each Body as an observer.

Director General and the Secretariat

Composition

78. There shall be a Secretariat directed by a Director General.

79. As far as is practicable, the staff of the Secretariat shall reflect the international nature of CISAC's membership.

Appointment and Dismissal

80. The Director General shall be appointed by the Board for a period to be determined by the Board. At the expiry of such period, the Director General shall be eligible for re-appointment in the same capacity for one or more further periods.

81. The appointment, re-appointment and dismissal of the Director General shall be decided by a vote of no less than two thirds of the Directors in attendance.

82. A quorum of three quarters of the Directors in attendance shall be necessary in order for a decision to be validly taken under Article 81.

83. The senior staff of the Secretariat shall be appointed and dismissed by the Director General. The Board shall note any such appointment or dismissal.

84. The junior staff of the Secretariat shall be appointed and dismissed by the Director General without reference to the Board.

Powers and duties

85. The Director General may each attend each meeting of each Body as an observer.

86. The Director General shall be the duly authorised legal representative of CISAC and shall be responsible to the Board.

87. The Director General shall carry out all the administrative duties involved in the activities of CISAC. In particular, and without limitation, the Director General shall:

a) implement the decisions reached by the General Assembly and the Board;

b) supervise the work of the Secretariat;

c) in conjunction with the Chairperson of each Body:

(i) convene the meetings of each such Body;

(ii) ensure the administrative and secretarial preparation of each meeting of each such Body; and

(iii) prepare the agenda for each meeting of each such Body;

d) deal with CISAC's day-to-day business;

e) ensure the proper conduct of CISAC's administrative work;

f) be invested with the necessary authority in financial matters to meet all expenditures authorised by CISAC's budget;

g) appear in the Courts of Justice on CISAC's behalf;

h) administer the Income on behalf of the Board and be responsible for all expenditure within CISAC's budget;

i) properly manage and keep the Accounts;

j) ensure that CISAC's relevant documentation is accessible to each Member and Provisional;

k) carry out specific missions on behalf and under the instruction of the Board; and

l) carry out all such other administrative tasks as may be necessary to ensure the proper functioning of CISAC;

m) examine the application of a RME to become a Client RME and make a recommendation to the Board.

International Councils of Creators

Composition

88. There shall be each of the following Councils ("Council"):

a) Writers and Directors Worldwide (W&DW);

b) International Council of Creators of Music (CIAM); and

c) International Council of Creators of Graphic, Plastic and Photographic Arts (CIAGP).

89. Each Member, Associate or Provisional, depending on the Repertoire(s) it administers, may be represented at the corresponding Council by a maximum of three delegates. Where a Member or Provisional is represented by one delegate, that delegate shall be a Creator. Where a Member or Provisional is represented by two delegates, at least one such delegate shall be a Creator. Where a Member or Provisional is represented by three delegates, at least two such delegates shall be Creators.

Powers and duties

90. Each Council shall, in relation to the Repertoire with which it is most closely associated:

    a) act as an advisory Body;

    b) be available for consultation by any other Body;

    c) be responsible for promoting the Purposes;

    d) present a written and oral report to each Annual General Assembly; and

    e) determine its Internal Rules

    provided that no decision of any Council shall be final or made public unless such decision is compatible with the Statutes and until such decision has been ratified by the Board.

    Notwithstanding the above, decisions made by CIAM shall not require the Board's approval and shall be considered final on the condition that they fall within CIAM's remit under these Statutes and do not have the effect of legally binding CISAC in any way.

Meetings

91. Voting within each Council shall be by delegation. Each delegation shall have one vote. Each delegation shall be entitled to vote either in session or remotely by electronic means.

92. Each Council shall elect a Creator as Chairperson from among its number, provided that no person may be elected as Chairperson of more than one such Council.

93. The Chairperson shall hold office for a two year period ("Two Year Period"). At the expiration of the Two Year Period, the Chairperson shall be eligible for re-election in same capacity for a maximum of two consecutive Two Year Periods. For the avoidance of doubt, any person who has served as Chairperson for two consecutive Two Year Periods shall not be eligible for re-election in the same capacity until one further Two Year Period has elapsed.

94. If the Chairperson is prevented from attending a Council meeting, the chair shall be taken by a Chairperson elected at the meeting.

95. Each Council shall meet in person or by any electronic means of communication (in particular by videoconference) at least once every two Calendar Years.

Regional Committees

Composition

96. There shall be the following Regional Committees:

a) an African Committee;

b) an Asia/Pacific Committee;

c) a Canada/USA Committee;

d) a European Committee; and

e) a Latin American and Caribbean Committee.

Election

97. In respect of Article 96 a) to d), each Member in each Region shall automatically be elected to serve on the Regional Committee for such Region.

98. In respect of Article 96 e), each Latin American and Caribbean Member shall automatically be elected to serve on the Latin American and Caribbean Committee.

99. Each Regional Committee shall invite Client RMEs to participate as observers to some parts of the meeting when relevant to CIS tools.

Powers and duties

100. Each Regional Committee shall, in relation to its Region:

a) act as an advisory Body;

b) be available for consultation by any other Body;

c) be responsible for promoting the Purposes;

d) present a Regional Report to each Annual General Assembly; and

e) determine its Internal Rules

provided that no decision of any Regional Committee shall be final or made public unless such decision is compatible with the Statutes and unless it is ratified by the Board.

The Legal Committee

Composition

101. There shall be a Legal Committee which shall be composed of no more than 25 Legal Committee Representatives appointed by the Board.

102. In appointing the Legal Committee Representatives to the Legal Committee, the Board shall ensure that the Legal Committee equitably reflects the Regional Representation and the Repertoire Representation principles laid down in respect of the Board in Article 55.

103. Each appointment made in accordance with Article 102 shall be for a period equal to the Board's mandate. At the end of such period, the Legal Committee Representative shall be eligible for re-appointment, subject to the requirements of Article 102.

104. If a Legal Committee Representative is for any reason prevented from performing his services, then the Board may appoint a replacement Legal Committee Representative for a period equal to the Board's remaining mandate.

Powers and duties

105. The Legal Committee shall, in relation to legal issues:

    a) analyse such issues;

    b) act as an advisory Body;

    c) be available for consultation by any other Body;

    d) be responsible for promoting the Purposes;

    e) present a written and oral report to each Annual General Assembly; and

    f) determine its Internal Rules

    provided that no decision of the Legal Committee shall be final or made public unless such decision is compatible with the Statutes and unless it is ratified by the Board.

Meetings

106. The Legal Committee shall elect from among its number, for a period equal to its mandate ("Mandate Term") a Chairperson and Vice-Chairperson. At the expiration of the Mandate Term, the Chairperson and Vice-Chairperson shall each be eligible for re-election in same capacity for a maximum of two consecutive Mandate Terms. For the avoidance of doubt, any person who has served as Chairperson or Vice-Chairperson for two consecutive Mandate Terms shall not be eligible for re-election in the same capacity until one further Mandate Term has elapsed.

107. If the Chairperson is prevented from attending a meeting, the chair shall be taken by the Vice-Chairperson. If the Chairperson and the Vice-Chairperson are prevented from attending a meeting, the chair shall be taken by a person elected at the meeting.

108. The Legal Committee shall meet in person or by any electronic means of communication (in particular by videoconference) at least once in each Calendar Year.

Internal Audit Committee

Composition

109. There shall be an Internal Audit Committee.

110. The Internal Audit Committee shall be composed of three auditors ("Internal Auditors") who shall be either:

    a) employed; or

    b) retained by a Member on a regular basis,

    provided that a person employed or retained by a Director shall not be eligible to serve on the Internal Audit Committee.

111. Each of the Internal Auditors shall be elected by the General Assembly for a Term.

112. The procedure for election to the Internal Audit Committee shall be as follows:

    a) Whenever an election falls to be held, the Secretariat shall with due promptness and diligence, send a letter to each Member notifying such Member of the date on which such election shall be held.

    b) A Member which is up-to-date with its Subscriptions and which wishes to nominate a person for the Internal Audit Committee ("Internal Audit Nominee") shall send by recorded delivery or by electronic means with acknowledgment of receipt, a letter to the Secretariat indicating such wishes. Such letter shall be received by the Secretariat no less than 30 Days before the date of such election.

    c) The Secretariat shall prepare a list in alphabetical order of all Internal Audit Nominees fulfilling the requirements set out in Article 110 and 112b) above ("Initial List").

    d) If there are less than four Internal Audit Nominees on the Initial List, then each Internal Audit Nominee on the Initial List shall be duly elected to serve on the Internal Audit Committee.

    e) If there are more than three Internal Audit Nominees on the Nominee List, then the following provisions shall apply.

    f) Each election shall be conducted by secret ballot.

    g) Each Member present or represented at the General Assembly shall vote for no more than 3 Internal Audit Nominees on the Initial List in such a manner that its voting intentions are clear.

    h) After the votes have been counted by an independent organisation, the Secretariat shall prepare a list setting out the total number of votes secured by each Internal Audit Nominee in numerical order of the number of votes so secured ("Nominee List"). In the case of an equality of votes cast for two Internal Audit Nominees, the Internal Audit Nominee employed or retained by the Member which paid the greater Subscription in the Calendar Year which immediately preceded the election shall be deemed to have received more votes than the second Internal Audit Nominee.

    i) The three Internal Audit Nominees on the Nominee List who received the greatest number of votes shall be duly elected to serve on the Internal Audit Committee.

113. The Board may appoint a professional accountant to assist the Internal Auditors.

114. The Internal Audit Committee shall, in each Calendar Year and in respect of the immediately preceding Calendar Year:

a) inspect the Accounts;

b) ensure the completeness and reliability of CISAC's financial accounting;

c) verify the use of the Income; and

d) submit a report setting out in detail its observations to each Annual General Assembly no later than 30 days before the first day of each such Annual General Assembly.

Meetings

115. The Internal Audit Committee shall meet in person or by any electronic means of communication (in particular by videoconference) at least once in each Calendar Year on the initiative of the Director General no later than 60 days before the first day of each Annual General Assembly.

116. The Internal Auditors shall not take part in the meetings of the Board but may, at the Internal Auditor's request or at the Board's request, address the Board.

PART III
CISAC'S INCOME

CISAC's Income

117. CISAC's income ("Income") shall be derived from the following sources:

    a) Subscriptions, in accordance with Articles 118 to 123;

    b) Entry Fees, in accordance with Articles 124 to 126;

    c) CIS Payments, in accordance with Articles 127;

    d) gifts and legacies (if any);

    e) investment income (if any) from each of the sources set out in Article 117 a) to d);

    f) fees paid by Client RMEs.

Subscription

118. Each Member, Provisional and Associate shall pay CISAC an annual subscription fee ("Subscription"). Subject to Articles 119, 120 and 121, the Subscription for each category of Member in each Calendar Year shall be such percentage of its Domestic Income during the immediately preceding Calendar Year as the General Assembly deems fit. The Annual General Assembly sets the maximum percentage rates and the minimum amounts of the Subscription for Members, Provisional and Associate for the current Calendar Year and empowers the Board to fix the final percentage rates of Subscription, according to the power attributed to it as per Article 47g).

119. The Subscription paid by each Member which predominantly administers rights in each Repertoire Category shall not exceed 13.5 percent of the total Subscriptions paid by all Members which predominantly administer rights in such category. For the avoidance of doubt and for the purpose of this Article, a Member shall be deemed predominantly to administer rights in a Repertoire Category when the percentage of its Domestic Income during a Calendar Year is greater in respect of such Repertoire Category than in respect of any other Repertoire Category as evidenced in the annual statement of income and expenditure submitted each year to CISAC.

120. In respect of Reprographic Rights Collections received by a Member, Associate or Provisional (as the case may be), such Reprographic Rights Collections shall be excluded for the purposes of calculating the Subscription due from such Member, Associate or Provisional in respect of each such Calendar Year. The General Assembly shall be able to reconsider this exemption as occasion demands.

121. The Subscription for each Associate and each Provisional shall be 10 percent of the Subscription for Members, subject to a minimum which shall be set by the Board no less than once every two years and subject to Article 123.

122. Each Member, Associate and Provisional shall:

    a) provide CISAC full details of its Domestic Income via its Statement of Income and Expenditures within three Months after CISAC has requested such details so that CISAC may calculate its Subscription; and

    b) pay CISAC's invoice in respect of its Subscription within one Month after the date of such invoice.

123. In exceptional circumstances, the Board may waive, reduce or defer payment of the Subscription by a Member, Associate or Provisional provided that any such waiver, reduction or deferment is objectively justified.

Entry Fees

124. Each Associate and Provisional shall pay CISAC an entry fee ("Entry Fee").

125. The Entry Fee shall be determined by the General Assembly from time to time.

126. The admission to CISAC of any Society as an Associate or Provisional shall become effective only after payment of the Entry Fee.

CIS Payments

127. Each Member and Provisional shall, in respect of each Calendar Year, make payments demanded by CISAC in respect of such Calendar Year to cover the costs incurred by CISAC in administering CIS.

Additional Voluntary Contributions

128. When it considers it necessary to do so, the Board may request in writing that each Member and Provisional make, on a purely voluntary basis, a payment ("Additional Voluntary Contribution") for the purpose of:

    a) establishing or replenishing the Solidarity Fund; and

    b) financing such other project falling within the Purposes as the Board may initiate from time to time.

129. For the avoidance of doubt, each Additional Voluntary Contribution shall constitute a payment which is additional to those compulsory payments set out in Articles 117 to 127 and shall be treated separately from the Income in the Accounts.

External Statutory Auditors

130. On the proposal of the Board, the General Assembly shall appoint an external statutory auditor and a substitute external statutory auditor. Such appointment shall be for a period of six years. The external statutory auditors shall:

    a) in each Calendar Year, and in respect of the immediately preceding Calendar Year inspect and review the Accounts with a view to ensuring the completeness and reliability of CISAC's financial accounting systems; and

    b) no later than 30 days before the first day of each Annual General Assembly submit to such Annual General Assembly such reports as are required under French legislation for the time being in force.

PART IV
FINAL PROVISIONS

Participation in meetings of the statutory bodies of CISAC

131. Subject to Article 12 f), Article 14 d), Article 68, Article 77, Article 85, Article 116 and Article 132, the meeting of each Body shall be strictly confined to the members of each such Body.

132. A person may participate at any meeting of each Body with the prior written consent of the Chairperson of such meeting provided that the attendance of such person at such meeting is pertinent to the issues contained within the agenda for such meeting.

Languages

133. French shall be the official language of CISAC.

134. French, English and Spanish shall be the working languages of CISAC.

135. Subject to its technical and financial resources, CISAC shall provide a system of simultaneous translation for meetings of the General Assembly and of the Board in French, English, Spanish and any other language as may be appropriate from time to time.

Modification of the Statutes and of the Membership Agreement

136. The Statutes may only be modified on the written proposal of the Board or of a minimum of four Members. Any modification to the Membership Agreement shall first require the approval of no less than two thirds of the Board of Directors. Any such proposal in connection with the Statutes, or a modification approved by the Board of Directors in connection with the Membership Agreement may be referred to as a "Proposal". Each Proposal shall be submitted to the Director General no later than two Months before the first day of a General Assembly.

137. The Director General shall communicate each Proposal to each Member, Associate and Provisional no later than one Month before the first day of such General Assembly.

138. A Proposal shall be adopted upon approval in General Assembly by:

    a) a majority of no less than two thirds of the votes cast by the Members present or absent but represented; and

    b) a majority of Members present or absent but represented when such votes were so cast.

    Members who participate in the General Assembly by any electronic means of communication (in particular by videoconference) shall be deemed to be present for the calculation of the quorum and majority provided for above.

Translation of the Statutes

139. The French version of these Statutes shall be the only authorised text. The Director General shall have translations in English and Spanish made and circulated to the appropriate Members, provided that if there is any divergence or conflict in the wording, the French text shall be authoritative.

Representation Agreements

140. For the avoidance of doubt, admission to CISAC is not a pre-requisite for the conclusion by any Society of a representation agreement with another Society. The conclusion of any such representation agreement is a bi-lateral matter which falls outside of CISAC's jurisdiction.

Resignation

141. A Member, Associate or Provisional may resign from CISAC by serving no less than six Months' written notice on CISAC to take effect on the last day of a Calendar Year. At the first Annual General Assembly held after such resignation, the General Assembly shall note that such Member, Associate or Provisional has so resigned.

Transfer

142. A Member, Associate or Provisional may transfer its admission to CISAC to a third party ("Third Party") by notice in writing to CISAC provided that:

    a) such transfer is effected solely for the purpose of reorganisation, consolidation, amalgamation, absorption or reconstruction;

    b) the Third Party qualifies to be a Member, Associate or Provisional (as the case may be) in accordance with Articles 8 to 11; and

    c) the General Assembly may, within 12 Months after CISAC has received such notice, resolve at its absolute discretion that the Third Party does not qualify to be a Member, Associate or Provisional (as the case may be) ("Resolution"). Such transfer shall be deemed to have been valid up until the date on which CISAC informs the Third Party in writing of such Resolution but shall be deemed to be null and void with effect from such date.

    For the avoidance of doubt, no Member, Associate or Provisional may transfer its admission to CISAC to a Third Party for any purpose other than for those purposes set out in Article 142a).

Dissolution

143. The dissolution of CISAC may only be decided by:

    a) the Members in General Assembly;

    b) at the request of no less than half of the Members; and

    c) by a majority of no less than three fourths of the total votes cast by the Members present or absent but represented.

    Members who participate in the General Assembly by any electronic means of communication (in particular by videoconference) shall be deemed to be present for the calculation of the quorum and majority provided for above.

144. In the event of dissolution, the General Assembly shall nominate a special commission to determine the manner in which CISAC's assets shall be liquidated.