



# **STATUTES**

## **GENERAL RULES**

## **PREAMBULE\***

It is hereby stated that, in reference to the provisions of Title II of book III of Part One of the Intellectual Property Code, the members of the Société des Auteurs dans les Arts Graphiques et Plastiques, being convened in Extraordinary General Meetings on 29 December 1992, on 20 January 1998, on 26 November 2001, on 17 October 2002, on 15 October 2009, on 17 October 2013 and on 19 October 2017, decided to amend the statutes and to adopt the following text.

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*"The English version of ADAGP's statutes and general rules is provided only for information. In case of divergence between the French and the English texts, the French text shall prevail over the English one".*

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# STATUTES

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## CONSTITUTION OF THE SOCIETY

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### Article 1

There is hereby formed between the members and all persons who are admitted to adhere to these Statutes a non-trading company (*société civile*) under the name of:


Société des Auteurs dans les Arts Graphiques et Plastiques, known as A.D.A.G.P.

This Society is governed by the provisions of Articles 1832 *et seq.* and 1845 *et seq.* of the Civil Code and of Title II of Book III of Part One of the Intellectual Property Code.

### Article 2

Any person owning all or part of the economic rights in the work of an author in the visual arts shall be admitted to adhere to these Statutes

By the very fact of such adherence, that person shall transfer as a contribution to the Society, for all countries and for the duration of the Society, subject to the provisions of articles 6 and 48 below:

- (a) the right to authorise or prohibit the representation or direct communication of works to the public, notably through exhibition,
  - (b) the right to authorise or prohibit the reproduction of works,
  - (c) the right to authorise or prohibit the reproduction of works where such reproduction is necessary for the representation or communication of such works to the public by any process such as, but not limited to, cinematographic films, videograms, cable distribution, satellite broadcasting, exploitation in any multimedia format (offline) and network delivery (online), etc.,
  - (d) management of the resale right (*droit de suite*), including for sales prior to membership,
  - (e) management of the right to remuneration for private copying,
  - (f) management of the right to receive any remuneration payable for reprography,
  - (g) management of the right to receive any royalty fee payable for the lending right or for rental of works,
  - (h) management of any rights subject to mandatory collective management and any remuneration payable under a statutory licence,
  - (i) management of the exploitation right in commissioned works used for advertising,
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none of which transfers shall make up the Society's capital, which is formed by the payment of a cash contribution of EUR 15.24.

### **Article 3**

Notwithstanding the provisions of the preceding article, a person admitted to adhere to these Statutes may transfer to the Society, for all countries or for France and certain territories, and for the duration of the Society, only part of the prerogatives listed in article 2, subject however to the provisions below. The transfer may concern only certain clearly delineated and identifiable categories of works.

Nevertheless, the transfer of the reproduction right may not be separated from the transfer of the representation right in the cases defined in article 2(a) and 2(c) where representation implies reproduction.

### **Article 4**

(1) The various rights forming the subject of the transfers under article 2 concern the works created at the date of the member's adherence.

However, the transfers do not concern any mode of exploitation of works for which there has been an exclusive assignment of the economic rights, for the duration of such assignment.

The aforementioned rights also cover the author's future works as and when they are created by the author during his/her membership of the Society.

(2) The Society may entrust the exercise and administration of the rights transferred to it to other rights management organisations or any other persons capable of representing it, both in France and abroad.

### **Article 5**

(1) In accordance with the law, the author shall retain control over the exercise of his/her moral right, which is inalienable and imprescriptible.

(2) The member shall be consulted and required to give his/her prior agreement in all the cases listed in article 15 of the Society's General Rules. If the author fails to reply within thirty days, his/her prior agreement will be deemed to have been granted.

(3) Apart from the transfers referred to in article 2, the member may grant the Society the right to authorise or prohibit use of the artist's name as provided in the General Rules.

(4) As a result of the transfer made under the provisions of article 2 above, the members of the Society shall refrain from granting any licence whatsoever for the use of the works covered by that article, subject to the stipulations of article 20*bis* of the General Rules.

### **Article 6**

The transfer of rights made to the Society as a result of the member's adherence to the Statutes may be withdrawn, subject to three months' notice being given prior to the end of each calendar year, by the member's full or partial resignation notified to the Society by

registered letter with acknowledgement of receipt, in accordance with the provisions of article 3. Such resignation shall take effect on 31 December of the same calendar year.

Any management expenses that may be generated by the transfer's withdrawal will give rise, where appropriate, to an additional deduction for the relevant costs, by decision of the manager after receiving the advice of the board of directors

The transfer's withdrawal shall not affect the licences issued to third parties during the term of management or membership of the Society. The collected royalties shall be distributed to the resigning member in accordance with the rules set by these Statutes and the General Rules.

## **REGISTERED OFFICE AND DURATION OF THE SOCIETY**

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### **Article 7**

The Society's registered office is at 11, rue Berryer, 75008 Paris. It may be transferred elsewhere within the same city or the adjoining departments by decision of the manager after receiving the advice of the board of directors.

### **Article 8**

The Society's duration shall be fifty years from the date of its registration in the Register of Trade and Companies.

At the expiry of the current period, it shall be extended by tacit renewal for a period of fifty years which shall then be renewable on the same basis unless the Society's liquidation is requested by a majority of at least two thirds of the members.

## **OBJECT OF THE SOCIETY**

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### **Article 9**

The Society's objects are:

- (1) to exercise and administer, throughout the world, all the rights relating to the use of works, including *inter alia* the economic rights granted to authors by the Intellectual Property Code, and to collect and distribute the royalties or any other payment arising from the exercise of such rights and, more generally, all monies of any kind payable by third parties as a result of the lawful or unlawful exploitation of those works,
- (2) to engage in the activities referred to in Article L. 324-17 of the Intellectual Property Code, as well as welfare, solidarity and mutual aid activities for the benefit of its members,
- (3) to engage in cultural action by implementing such means as will enhance the value of the Society's repertoire and promote it to the public nationally and internationally,

- (4) to defend its members' rights against any third party,
- (5) to exercise and administer the rights whose management has been entrusted to it by other authors' rights management organisations and to collect and distribute the monies payable to those organisations,
- (6) and generally to defend the material and moral interests of its members and authors in general both nationally and internationally.

It has standing to:

- take legal action to defend the individual rights of its members and the interests and rights of its membership generally;
- expedite proceedings of general interest concerning notably the protection and defence of authors and their successors in title;
- serve on any body acting within the scope of its missions.

## **COMPOSITION OF THE SOCIETY**

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### **Article 10**

The Society shall have three categories of members, each comprising two subcategories:

- (1) authors, being simple associates or full members,
- (2) authors' heirs or legatees, hereinafter called "successors in title", being simple associates or full members,
- (3) assignees, hereinafter called "assignees", being simple associates or full members.

The provisions common to these various categories of members and their definition in each of these categories shall be determined by the General Rules.

## **REGISTERED CAPITAL – CAPITAL CONTRIBUTIONS**

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### **Article 11**

The Society's registered capital is variable. It is formed by the cash contributions of the Society's members.

#### **(a) Statutory capital:**

The Society's statutory capital is set at EUR 304 800. It is divided into twenty thousand shares, each amounting to EUR 15.24, to be created in the light of needs based on variations in the actual capital.

**(b) Actual capital:**

The actual capital represents the fraction of the statutory capital subscribed by the members at a given moment in the Society's life. The founding capital was subscribed for FF 50,000 (EUR 7,622.45).

**(c) Variable nature of the actual capital:**

The actual capital is increased or reduced either as a result of contributions being recovered by members or due to further subscriptions being paid by new members.

Reductions in the actual capital shall be limited so that the Society's capital paid up by the members is at least the equivalent of EUR 30 480.

**Article 12. – Modification of the Society's statutory capital**

**(a) Increase:**

The Society's statutory capital may be increased one or more times by the creation of new shares by virtue of a decision of the extraordinary general meeting of members.

The meeting shall fix the conditions governing the creation and issuance of new shares. The statutory capital may be increased by the admission of new members.

**(b) Reduction:**

The extraordinary general meeting may also decide to reduce the Society's capital for any reason and in any manner.

**Article 13**

Each member's right is derived from these Statutes and any acts amending them.

A copy, certified to be true by the manager, of the statement of the distribution of the shares shall be issued to any member on request.

Within the limits laid down in article 11, the shares in the Society which have not yet been subscribed for shall be allocated to the members joining the Society when their applications have been accepted by the manager, based on one share per natural person or legal entity whatever the status of that person or entity (author, successor in title or assignee) against payment to the Society of EUR 15.24 as stated in article 11.

The shares are not represented by any certificate.

**Article 14**

Simple associate authors shall have one vote in general meeting. Full member authors shall have ten votes in general meeting.



### **Article 15**

In the case of a deceased author, the successors in title or assignees who adhere to these Statutes shall have, for the single college formed by them, one vote or ten votes in general meeting, in accordance with the provisions of the General Rules.

### **Article 16**

In the case of a living author, all the assignees of all or part of the rights of that author, who is himself/herself a member of the Society, shall have, for the college formed by the author and those assignees, one vote or ten votes in general meeting, in accordance with the provisions of the General Rules.

### **Article 17**

Undivided joint holders of a voting right shall be represented at general meetings by one of them or, in the event of disagreement, by a common representative designated by the courts at the request of the most diligent joint holder.

### **Article 18**

The members of the board of directors shall each have the number of votes to which their status of simple associate or full member entitles them.

### **Article 19**

Because of their particular nature, the rights defined in article 2 of the Statutes, which the members transfer to the Society for the purpose of exercising them, do not contribute to the formation of the Society's registered capital.

## **EXPENSES AND RESOURCES**

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### **Article 20**

(1) The ordinary receipts shall be formed by the statutory percentage deduction from the total amounts collected by the Society as royalties or as any other payment due when works are exploited and by the contractual deduction in the form of a percentage of the total royalties collected by the Society on behalf of the authors' rights management organisations referred to in article 9(5) or any other persons on whose behalf the Society collects royalties or any other payment.

The deduction rates shall be set by the manager as provided in article 32 and may be adjusted by the manager at any time in the course of the financial year, in the light of the operating forecasts or results, in accordance with the general policy concerning deductions made from revenue decided by the general meeting. They may not exceed the justified costs incurred by the Society in managing the rights.



(2) The ordinary expenses shall be formed by all the expenses necessary for the Society to operate and achieve its objects.

(3) In accordance with the provisions of Article L. 324-17 of the Intellectual Property Code,

(a) 25% of the revenue from the remuneration for private copying,

(b) all the amounts collected by the Society under the mandatory collective management or statutory licence systems provided for in Article L. 324-17(2) where those amounts could not be distributed either under the international conventions to which France is a party or because their recipients could not be identified before the expiry of a period of five years from the date when they were collected, which period is suspended until the date on which they come up for distribution, shall be used for activities to support creation, the dissemination of live performances and the development of artistic and cultural education and for activities to train artists.

The amounts referred to in (b) above may be allocated to the activities in question from the end of the third year following the date on which they come up for distribution, without prejudice to claims for payment of royalties which have not lapsed.

The distribution of these amounts will be put to a vote of the Society's general meeting deciding by a majority of two thirds of the votes cast. In the absence of such a majority, a new general meeting, specially convened for the purpose, will decide by a simple majority of votes cast.

(4) The amounts which are not distributable in particular because of lapse, other than those cases referred to in section (3) above, may be allocated in whole or in part to the Society's fund by decision of the manager as provided in article 32, in accordance with the general policy on the use of non-distributable amounts decided by the general meeting.

(5) The following may also constitute receipts:

- the income from any subsidies and gifts which the Society may receive, provided that such subsidies and gifts have not been granted to the Society for a specific purpose,
- any damages that the Society may receive and any reimbursement of costs,
- the interest accruing from the investment of the foregoing amounts and from the capital or the monies awaiting distribution.

## **COLLECTION AND DISTRIBUTION OF ROYALTIES**

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### **Article 21**

(1) The Society shall perform its collection and distribution mission diligently and transparently and in compliance with a principle of equal treatment of all the rightholders represented by it.

It shall implement such material and human means as will ensure, at reasonable cost, the conditions for effective rights management suited to the context of the exploitation of works.

It shall draw on the reports of officers, the reports forwarded by users and the declarations made by its members, who shall notify it of any use of works of which they are aware.

(2) The royalties shall be collected by the Society in accordance with the scales and conditions set annually by the manager as provided in article 32 and under any general contracts, whether for a flat fee or otherwise, concluded by the Society with users and with the bodies representing it abroad.

## **Article 22**

Associations with a general interest goal, as defined in Article L. 324-6 of the Intellectual Property Code, shall enjoy a 5% reduction from the amount of royalties set under article 21 in respect of their events for which no admission fee is charged.

The proof that such associations will be required to furnish in order to establish that they come within the provisions of Article L. 324-6 mentioned above will be specified in the General Rules.

## **Article 23**

The royalties or any other payments collected by the Society shall be distributed to the members after the contribution to the costs and the statutory deductions have been debited.

## **MANAGEMENT – APPOINTMENT AND POWERS OF THE MANAGER**

### **Article 24**

The Society shall be run and administered by a manager (*gérant*).

### **Article 25**

The manager shall be appointed by the ordinary general meeting, on the proposal of the board of directors, through secret ballot by a relative majority of the votes cast.

The manager shall be a national of a Member State of the European Union and have extensive knowledge and experience in the field of literary and artistic property.

The manager may be chosen from outside the Society.

He/she may combine the office of manager with the status of general manager.

The board of directors shall ensure that the manager's past or current functions and mandate do not create any risk of a conflict of interest. In the event that the manager sits on or is called upon to sit on a management, administrative or governing body of another authors' rights management organisation, he/she is required to inform the board of directors, which shall make sure that such functions are compatible with his/her capacity as manager.

## **Article 26**

In accordance with Article 1846 of the Civil Code, the manager shall represent the Society vis-à-vis third parties. He/she shall manage and run the Society within the scope of the decisions taken by him/her, after consulting the board of directors as provided in article 32.

The manager's responsibilities shall also include:

- (1) ensuring that the Society's books, accounts and correspondence are kept,
- (2) entering into the necessary agreements with users, overseeing the control, collection and distribution of royalties and other receipts and keeping the Society's cash,
- (3) ensuring that the expenses required for the Society's operation are met,
- (4) following and instituting any legal proceedings in accordance with the provisions of article 32, including settling or discontinuing,
- (5) appointing and dismissing any member of the Society's staff, subject to informing the board of directors accordingly,
- (6) obtaining any services and authorisations, presenting any petition and, generally, carrying out all such tasks as he/she deems necessary for the proper functioning of the Society.

The recruitment of a general manager by the management shall require the prior agreement of the board of directors.

## **Article 27**

The manager may be dismissed only by a collective decision of the members taken at any time in general meeting.

The board of directors may, if the circumstances compel it to do so, and notably in the event of an established conflict of interest, propose the manager's dismissal to the general meeting, which shall take a sovereign decision in accordance with the procedure provided for in this article.

The decision to dismiss the manager must be justified. It shall be subject to notice and severance payments if the manager was also hired as general manager under an employment contract.

The manager's appointment and dismissal shall be published in the Register of Trade and Companies and in a journal of legal notices.



## **BOARD OF DIRECTORS – BUREAU – APPOINTMENT AND POWERS**

### **Article 28**

The board of directors shall consist of not less than four members and not more than sixteen members, of whom half plus one must be chosen from among the authors and the others may be chosen from among the successors in title or assignees.

### **Article 29**

Les membres du conseil d'administration sont élus par l'assemblée générale ordinaire pour  
The members of the board of directors shall be elected by the ordinary general meeting for a renewable term of three years from among the three categories of members (authors, successors in title and assignees), in compliance with the proportion laid down in article 28.

The office of director is unpaid. However, allowances for representation and mission costs may be paid to directors.

In the event of any vacancy of one or more directors' seats, they shall be filled at the earliest general meeting to be held, while respecting the category to which the defaulting director or directors belonged. Directors elected in this way shall remain in office only for the remaining period of their predecessors' mandates. They shall be eligible for re-election

### **Article 30**

The board of directors shall elect from among its members a president and two vice-presidents who shall form together the Society's bureau.

The president and the vice-presidents shall be elected for a term of three years by a relative majority of votes cast. Directors may vote by post for these elections.

The president and the vice-presidents shall be eligible for re-election, save however that they may not be re-elected less than three years after the end of their second successive mandate.

The president and the vice-presidents may be removed by the board of directors through secret ballot by a relative majority of votes cast.

The sessions of the Society's board of directors, bureau and general meetings shall be chaired by the president or, if the president is absent, by the oldest vice-president. In the event of the absence of the vice-presidents, the meetings shall be chaired by the manager. In the latter's absence, a chairperson of the meeting shall be elected at the beginning of each of the meetings.

### **Article 31**

The following may not serve on the board of directors:

- (1) members who have not transferred to the Society the rights mentioned in article 2(a), (b) and (c) of these Statutes,

- (2) members called upon to serve on the management, administrative or governing bodies of another authors' rights management organisation,
- (3) members deprived of exercising their civil rights,
- (4) persons who are or who become, during their term of office, a director, partner, sponsor or employee, whether paid or unpaid, of a company involved in the exploitation of works of the Society's members on whatever basis or who are likely to have a conflict of interests with the Society,
- (5) members who have been subject to removal or a disciplinary measure by the Society or by another authors' rights management organisation.

Any member of the board of directors who, during his/her term of office, comes to be in one of the foregoing cases shall automatically resign from office, unless otherwise decided by the board in case number 4 above.

Similarly, the absence and non-representation of a director at four consecutive meetings of the board of directors shall lead to the director's automatic vacation of office.

### **Article 32**

The board of directors determines the Society's policy with the manager.

Accordingly, the manager shall consult the board of directors to obtain its agreement before taking the decision to carry out the following:

- (1) fix the terms of the Society's scale and its publication, after receiving, where appropriate, the advice of the competent committee created by the board of directors,
- (2) set the rates and conditions for the collection of the remuneration payable to authors, in accordance with the general policy concerning deductions made from revenue decided by the general meeting,
- (3) acquire property and conclude any leases for premises,
- (4) accept or refuse grants or gifts made to the Society,
- (5) authorise exceptional expenditure,
- (6) appropriate the non-distributable amounts referred to in article 20(4) of these Statutes, in whole or in part, to the Society's fund, in accordance with the general policy on the use of non-distributable amounts decided by the general meeting,
- (7) publish the annual transparency report provided for in Articles L. 326-1 and R. 321-14 of the Intellectual Property Code and forward it to the minister responsible for culture and to the committee in charge of supervising organisations managing authors' rights and related rights,
- (8) check, in the event of dispute, that the procedure laid down in articles 6 and 48 has been duly respected,

- (9) take a decision on applications for admission of new members when the applications are contentious in character,
- (10) prepare the files for the exclusion of members and submit them to the general meeting.

Without prejudice to the provisions of article 26, the manager shall consult the board of directors to receive its advice before taking the decision to carry out the following:

- (1) deal with the members' general relations between themselves and with the Society,
- (2) plead, compound or compromise in the Society's name,
- (3) enter into agreements with any organisation for the defence of authors, both in France and abroad, within the limits of the Society's object.

The board of directors may ask the general meeting to take a decision on dismissing the manager, in which case the general meeting shall meet within three months after the board's decision.

The board's deliberation may be specific or general in form.

The manager shall report to the board of directors on the progress of his/her actions.

In the event of urgent matters, the manager, before taking the abovementioned decisions and depending on the nature of the matters, shall obtain the agreement or advice of the Society's bureau. The manager shall report to the board of directors at its next meeting on the reasons that led to the matters being referred to the bureau, on the bureau's advice and on the decisions that were taken following that advice.

### **Article 32 bis**

Each of the members of the Society, by the fact of his/her adherence to the Statutes, recognises that the Society has standing to take legal action in that member's stead to defend the rights that the member has transferred to it.

### **Article 33**

The board of directors may validly proceed to business only if the majority of its members are present or represented.

The decisions and advice of the board of directors shall be taken by a relative majority of its members present or represented, with the president or chairperson of the meeting having a casting vote in the event of an equality of votes.

These decisions shall be taken by secret ballot at the request of the members on the decision of the president.

Members of the board of directors may be represented only by another member of the board and by virtue of a written proxy.

Each member may represent only one other member of the board.

The minutes of each meeting, together with any extracts of such minutes that may be issued, shall be signed by the president, failing whom, the chairperson of the meeting.

They shall be approved, after being read, at the following meeting and kept in the Society's records.

The board of directors shall meet at least three times a year after being convened by the president or the manager or at the request of at least one third of its members.

In the case of urgent matters referred to in article 32, the bureau's agreement and/or advice may be sought in writing.

The decisions and opinions of the bureau shall be adopted by the majority of its members. They shall be kept in the Society's records.

### **Article 33 bis**

A member of the board of directors may be removed on serious grounds on the decision of the general meeting. The board of directors may initiate it.

The board of directors shall be required to convene the general meeting to take a decision on the removal of a member of the board of directors on referral by the supervisory board or by a group of members representing at least a quarter of the votes. The general meeting shall be held no later than three months after the referral.

## **SUPERVISORY BOARD**

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### **Article 34**

(1) The supervisory board shall consist of six members, at least three of whom shall be authors.

Members of the board of directors, the manager and employees of the Society and members subject to one of the incompatibilities listed article 31(1) to (5) may not serve on the supervisory board. Any member of the supervisory board who, during his/her term of office, comes to be in one of those cases of incompatibility shall automatically resign from office.

The office of member of the supervisory board is unpaid.

(2) The members of the supervisory board shall be elected by the ordinary general meeting for a renewable term of three years from among the three categories of members (authors, successors in title and assignees), in compliance with the proportion laid down in section (1) of this article.

Members of the board may not be re-elected less than three years after the end of their second successive mandate.

(3) In the event of any vacancy of one or more seats on the board, it shall continue its work with the remaining members until the next general meeting at which the vacant seat or seats shall be filled.

Members of the board elected in this way shall remain in office only for the remaining period of their predecessor's mandate. They shall be eligible for re-election under the same conditions as those referred to above in section (2) of this article.

#### **Article 34 bis**

The supervisory board shall elect its chair from among its members by a relative majority of the votes cast. Members of the board may vote by post for these elections.

The chair shall be elected for the duration of his/her term of office as board member. He/she shall be eligible for re-election.

The chair may be removed by the supervisory board through secret ballot by a relative majority of the votes cast.

#### **Article 34 ter**

(1) The supervisory board shall meet at least once every six months on being convened by its chair or the manager or at the request of at least half of its members.

The supervisory board may validly proceed to business only if the majority of its members are present or represented.

Members of the board may be represented only by another member of the board and by virtue of a written proxy. Each member may represent only one other member of the board.

The absence and non-representation of a member of the board at more than four consecutive meetings of the supervisory board shall lead to his/her automatic vacation of office.

(2) The sessions shall be chaired by the chair of the board. In the latter's absence, a session chairperson shall be elected at the beginning of the meeting.

The manager or any member of staff appointed by the manager shall attend the meetings of the supervisory board.

(3) Decisions and opinions of the board shall be taken by a relative majority of its members present or represented, with the chair or the session chair having a casting vote in the event of an equality of votes.

A secret ballot may be held on the decision of the chair.

(4) The minutes of each meeting, and any extracts from them that may be issued, shall be signed by the chair or, in his/her absence, by the session chair.

They shall be approved, after being read, at the following meeting and kept in the Society's records.



### **Article 34 quater**

(1) The function of the supervisory board is to monitor the activities of the board of directors and the manager.

It shall ensure that the decisions of the general meeting and, in particular, the general policy decisions mentioned in article 40(1) are implemented.

For the purposes of exercising these prerogatives, the supervisory board shall receive the transparency report mentioned in article 32. It may also request the manager to provide it with any document that it considers necessary to perform its functions.

(2) Any member whose request to be provided with the documents mentioned in Article R. 321-18 of the Intellectual Property Code has been refused by the manager may refer the matter to the supervisory board. The supervisory board shall issue a reasoned opinion on such refusal, which shall be notified to the petitioner and the manager.

(3) By virtue of the powers delegated by the general meeting, the supervisory board shall also take decisions for agreement on:

- the risk management policy;
- the acquisition, sale or hypothecation of immovable property;
- mergers or alliances, the setting up of subsidiaries, the acquisition of other entities or of shares or rights in other entities;
- taking out loans, granting loans or providing security for loans.

In the event that the supervisory board disagrees with a proposal from the board of directors, the latter may submit it to a forthcoming general meeting for adoption.

(4) The board shall present a report on the exercise of its functions at each annual general meeting.

### **Article 34 quinquies**

A member of the supervisory board may be removed on serious grounds on the decision of the general meeting.

The board of directors shall be required to convene the general meeting to take a decision on the removal of a member of the supervisory board on referral by the supervisory board or by a group of members representing at least a quarter of the votes. The general meeting shall be held no later than three months after the referral.

## **ADVISORY COMMITTEES**

### **Article 35**

The board of directors shall have authority to create committees if the need arises. It shall determine their remit and appoint their members.



These committees shall operate in the manner laid down in the General Rules. The committees may not interfere to any extent in the Society's administration.

Their mission shall be to study the questions within their competence and those submitted to them, and to propose appropriate solutions to the board of directors.

Members called upon to serve on an advisory committee must enjoy their civil rights and must not have been subject to any disciplinary measure taken by another rights management organisation.

## **GENERAL MEETING**

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### **Article 36**

General meetings shall be open to all the members, each of whom shall have the number of votes provided for in the provisions of articles 14 *et seq.* of these Statutes.

### **Article 37**

The general meeting of members shall be called at least once a year on the third Thursday in October.

The members shall be convened by a notice published in the journals "Les Petites Affiches" and "Le journal special des sociétés" at least one month before the meeting date.

In the event that the ordinary annual general meeting cannot be held at the date fixed above, the members shall be informed accordingly by a notice served in the same manner as above. The notice will mention the reasons for the postponement and the date on which the meeting will be held.

### **Article 38**

(1) Within the period set in Article R. 321-17 of the Intellectual Property Code, any member of the Society may ask to consult the documents mentioned in that article.

The request for access shall be made in writing to the Society and shall mention the documents to which the member wishes to have access.

Within a period of ten days from receipt of the request, the Society shall communicate the requested documents to the member or, if such communication is not physically possible, propose a date for the member to consult them at the Society's head office, under the conditions set out in section (4) of this article.

(2) Any member of the Society may, in the two months preceding the general meeting, ask the Society to send him/her the documents mentioned in Article R. 321-18 of the Intellectual Property Code.

Within a period of ten days from receipt of the request, the Society shall communicate the requested documents to the member, provided that they are not already available on the Society's website.

During the period referred to in the first paragraph, the documents mentioned in Article R. 321-18 of the Intellectual Property Code shall also be placed at the disposal of the members at the Society's head office where they may be consulted under the conditions set out in section (4) of this article.

(3) Any member may consult the individual declarations of interest mentioned in article 56 of these Statutes at the Society's head office in the two months preceding the general meeting, under the conditions set out in section (4) of this article.

(4) The consultation of documents at the Society's head office shall take place by appointment, during the Society's opening hours, in the presence of a member of its staff.

The member may not obtain copies of the consulted documents other than those referred to in Article R. 321-18 of the Intellectual Property Code. He/she shall be bound by a strict duty of confidentiality concerning the information and documents made available to him/her which have not been subject to prior public disclosure. Any breach of this duty shall lay the member in question open to the sanctions set out in article 48 of these Statutes, without prejudice to the Society's right to seek legal redress for the damage caused to it by such breach.

At the end of the consultation, the member shall be required to sign a document drawn up by the Society confirming the documents made available to him/her.

(5) The Society shall ensure that the right of access provided for in sections (1) to (4) of this article is exercised under conditions that guarantee respect for secrets protected by law, including in particular those relating to the protection of personal data, privacy and business confidentiality.

The Society shall be entitled not to accede to repetitive or abusive requests.

(6) A member who has been refused access to the documents mentioned in Articles R. 321-17 and R. 321-18 of the Intellectual Property Code may refer the matter to the supervisory board.

### **Article 39**

The Meeting shall be chaired as stated in the fifth and following paragraphs of article 30.

### **Article 40**

(1) The annual general meeting shall take a decision on the annual transparency report, which shall include:

- a management report on the annual accounts and the use of the amounts that could not be distributed in the course of the previous financial year;
- a general report on the Society's activities;

- a special report on the use of the amounts deducted for the purpose of providing social, cultural or educational services;
- the forecast budget for activities to support creation, the dissemination of live performances, the development of artistic and cultural education and training for artists provided for in Article L. 324-17 of the Intellectual Property Code.

The general meeting shall also decide on the Society's general policies on the distribution of the amounts due to members, the use of non-distributable amounts, the investment of revenue from the exploitation of rights and the income arising from such investment, and the deductions made from such revenue and income.

It shall appoint and remove the members of the board of directors, the members of the supervisory board, the auditors and the manager.

It shall decide generally on all matters submitted to it by the manager.

With the exception of decisions concerning the distribution of the amounts referred to in Article L. 324-17 of the Intellectual Property Code which the general meeting shall take by a majority of two thirds as stated in article 20(3) above, decisions of the general meeting shall be taken by a majority of the votes cast.

(2) Members may vote at the meeting or remotely by electronic means.

(3) At the meeting, any member may arrange to be represented by another member. The number of representation mandates that a member may exercise shall be limited to thirty. Each mandate shall be valid for one general meeting.

The general meeting shall normally vote on a show of hands.

However, a secret ballot must be held:

- whenever the board of directors so requests,
- upon every oral demand in the course of the meeting of at least one quarter of the members present, save however that the members may not demand this method of voting more than twice in the course of the meeting.

(4) Remote voting by electronic means shall be implemented through a dedicated online service offering standards of security and reliability such as to guarantee the validity, integrity and confidentiality of the votes.

The board of directors shall determine the practical voting arrangements and inform the members of them each year.

Each member shall access the electronic voting service by means of the personal and confidential codes communicated to that member by the Society. Electronic voting shall be closed five working days before the general meeting. The vote's closure shall be recorded by a court bailiff.

Members who have voted electronically may attend the general meeting but may not take part in the voting.

#### **Article 41**

The ordinary general meeting shall elect the board of directors, in accordance with the frequency laid down in article 29, and the manager.

The ordinary general meeting shall also elect the supervisory board, in accordance with the frequency laid down in article 34(2) of these Statutes.

These elections shall take place by a relative majority of votes cast, in the manner set out in article 40.

#### **Article 42**

The proceedings shall be recorded in minutes drawn up and signed by the chair of the meeting and the manager.

The minutes shall be kept in the Society's records.

#### **Article 43**

In the course of the year, extraordinary general meetings may be held for a special purpose by virtue of decisions taken by the manager, after the board of directors' due deliberation and at the manager's request. In this case, no other matter may be placed on the agenda of such general meeting.

The members shall be convened as for an ordinary general meeting. The methods of voting shall be those set out in article 40.

The provisions of article 42 shall be applicable to the meeting.

#### **Article 44**

Amendments to the Statutes may be adopted only by an extraordinary general meeting, which shall be governed by the same rules as the ordinary general meeting. If the meeting is not held at the same time as the ordinary general meeting, it shall also be subject to the provisions of article 43.

In order to be submitted to the meeting, proposals to amend the Statutes must originate from the board of directors or be signed jointly by at least half of the members and sent to the board of directors by registered letter with acknowledgement of receipt.

In this case, the meeting shall be convened within three months from the date of receipt of the aforementioned letter.

#### **Article 45**

Any member may, at any time, request in writing to be convened individually to the meetings.

Members who so request shall be convened, as they choose but at their own expense, either by ordinary letter or by registered letter no less than fifteen days before the date of the meeting.

## **AUDITORS**

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### **Article 46**

In accordance with Article L. 326-8 of the Intellectual Property Code, oversight of the Society shall be exercised by an auditor chosen from the list mentioned in Article L. 822-1 of the Commercial Code.

The auditor shall be appointed for six financial years by the ordinary general meeting which shall also appoint a substitute auditor.

In the event of misconduct or impediment, the auditor may be removed from office before his/her term of office expires under the conditions set out in Article L. 823-7 of the Commercial Code. Such removal shall be placed on the agenda of the general meeting at the request of the board of directors, the supervisory board or a group of members representing at least a quarter of the votes.

### **Article 47**

The auditor and the substitute auditor shall carry out their activities in the manner laid down in the Commercial Code and the Intellectual Property Code. They shall check the sincerity and consistency with the Society's accounting documents of the information contained in the annual transparency report and the database provided for respectively in Article L. 326-1 and the first paragraph of Article L. 326-2 of the Intellectual Property Code. They shall draw up a special report to that effect.

## **WITHDRAWALS - EXCLUSIONS**

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### **Article 48**

The Society shall have the right to exclude any one of its members in the event that such member commits a serious breach of the duties contracted towards the Society through the member's admission, making the management of his/her rights impossible.

Such exclusion shall be proposed by the manager as provided in article 32 and pronounced by the general meeting after the member under threat of exclusion has presented his/her defence to the meeting.

The procedure for informing and summoning the member shall be set out in the General Rules.

Exclusion shall not affect the licences issued to third parties during the term of management or the term of membership of the Society. The collected royalties shall be distributed to the excluded member in accordance with the rules set by these Statutes and General Rules.

### **Article 49**

Members who resign or are excluded shall be entitled to recover their capital contribution.

## **DISSOLUTION AND LIQUIDATION**

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### **Article 50**

The Society shall not be dissolved by the death, interdiction, legal guardianship, compulsory administration or compulsory liquidation, personal bankruptcy, insolvency, exclusion or resignation of one or more of its members.

If a member dies, the Society will continue with the member's heirs or legatees, whether natural persons or legal entities.

The deductions and contributions made under these Statutes shall belong to the Society.

### **Article 51**

The Society's early dissolution may be decided by the extraordinary general meeting in the manner laid down in article 44 of the Statutes.

### **Article 52**

When the Society's duration expires, it shall be liquidated by the manager, after receiving the advice of the serving board of directors, in accordance with the method proposed by the latter and adopted by the general meeting.

### **Article 53**

When the Society comes to an end, its distributable net assets shall consist of the amounts and values which have not been expended and are not committed.

This division shall be made between all the members of the Society existing on the day of its dissolution in proportion to their respective shares or proportionally to their participation in the share held by the college to which they belong.

## **GENERAL RULES**

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### **Article 54**

The Statutes shall be supplemented by General Rules.

They shall have force of law between the members.

Any proposal to amend them must be submitted to the extraordinary general meeting by the board of directors.

It must either originate from the board of directors or be submitted to it before 31 December by the joint signatures of at least one quarter of the members.



The notice of the extraordinary general meeting called upon to take a decision on the matter shall include the text of the proposed amendments.

## **MISCELLANEOUS PROVISIONS**

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### **Article 55**

The Society's activities of general interest and social and welfare action may be financed by a deduction from the revenue collected from the exercise of the rights managed by it which it has not been possible to distribute at the end of a period of five years.

The amount to be deducted shall be fixed by the manager as provided in article 32 and submitted to the ordinary general meeting.

The manager, after receiving the advice of the board of directors, shall determine the way in which the Society's activities of general interest and its social and welfare action will be carried out.

### **Article 56**

(1) The members of the board of directors, the members of the supervisory board and the manager shall forward to the Society each year, by 31 January at the latest, an individual declaration of interest drawn up in accordance with the provisions of Article L. 323-13 of the Intellectual Property Code.

(2) Any member of the board of directors or the supervisory board who fails to forward his/her individual declaration of interest within the specified time limit or who forwards an incomplete or incorrect declaration of interest shall be given formal notice by the manager to take the required steps within thirty days.

Beyond that deadline, failing steps to ensure compliance, the member may not continue to sit on the body in question. He/she shall be reinstated, on the decision of the body on which he/she serves, only after he/she has sent a declaration consistent with the provisions of Article L. 323-13. The general meeting shall be informed of that suspension.

In the event that the member of the board of directors or the supervisory board has not taken the required steps by 30 June, his/her removal shall be placed on the agenda of the next ordinary general meeting. The member in question may present his/her observations at the general meeting. He/she may also forward them in writing in the two months preceding the general meeting. They shall then be made available to the members in the electronic voting process.

(3) In the event that the board of directors has not received from the manager his/her full and sincere declaration of interest by the first board meeting to be held after the deadline laid down in section (1), the chair of the board of directors shall give him/her formal notice to present it at the beginning of that meeting.



Failing steps to ensure compliance, the board may decide, after hearing the manager, to refer the matter to the committee responsible for supervising organisations managing authors' rights and related rights provided for in Article L. 327-1 of the Intellectual Property Code.

In the event that the manager has not taken the required steps by 30 June, his/her dismissal shall be placed on the agenda of the next ordinary general meeting. The manager may present his/her observations at the general meeting. He/she may also forward them in writing in the two months preceding the general meeting. They shall then be made available to the members in the electronic voting process.



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## GENERAL RULES

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### PART I



For artists' rights

#### THE MEMBERS OF THE SOCIETY

#### CHAPTER 1 – DEFINITION OF THE VARIOUS MEMBERSHIP CATEGORIES

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##### Article 1

To be a member of the Society, it is necessary to be either an author of all or part of still or animated, two or three-dimensional visual works, which may be included in audiovisual productions, or a successor in title of such an author, or again an assignee of all or part of the economic rights that the author or the author's successors in title possess in the works.

The member must be able to substantiate significant exploitation of the works in the form of the exhibition of at least five works in museums or cultural institutions or the publication of at least five works in books or magazines.

##### Article 2. – Author members

Author members are authors who have joined the Society.

To be admitted as a simple associate author, it is necessary:

- to have the status of an author of works eligible for protection by copyright and meeting the definition in article 1 above,
- to have been accepted in the manner determined by the Statutes and by chapter 2 of these Rules.

Simple associate authors shall accede to full member status if they have been members of the Society for over 10 years.

Nevertheless, the board of directors may refuse to confer full member status on members who, through repeated breaches, have caused the Society harm or jeopardised its management of their rights.

Full member status cannot be granted to members who only entrust the Society with the management of rights subject to mandatory collective management and remuneration payable under a statutory licence.

### **Article 3. – Successors in title**

Successors in title are the heirs or legatees of authors of works meeting the definition in article 1 or of their heirs or legatees.

To be admitted as a simple associate heir or simple associate legatee, it is necessary:

- to have the required status,
- to have been accepted in the manner determined by the Statutes and by chapter 2 of these Rules.

Simple associate successors in title may accede to full member status if they are the successors in title of an author who was a full member himself/herself, or if they have been members of the Society for over ten years, taking into account the period during which the author of whom they are the successors in title was a member of the Society.

Nevertheless, the board of directors may refuse to confer full member status on members who, through repeated breaches, have caused the Society harm or jeopardised its management of their rights.

Full member status cannot be granted to members who only entrust the Society with the management of rights subject to mandatory collective management and remuneration payable under a statutory licence.

### **Article 4. – Assignees**

Assignee members are natural persons or legal entities who, by virtue of an exclusive assignment, are invested with all or part of the economic rights in all or part of works meeting the definition in article 1.

To be admitted as a simple associate assignee, it is necessary:

- to have the required status of assignee of one or more works of an author member of the Society,
- to have been accepted in the manner determined by the Statutes and by chapter 2 of these Rules.

Associate assignees may accede to full member status if, firstly, they are assignees of all or part of the rights in the majority of an author's works and if, secondly, the author of whom they are the assignees was a full member himself/herself, or if they have been members of the Society for over ten years, taking into account the period during which the author of whom they are the assignees may have been a member of the Society.

Nevertheless, the board of directors may refuse to confer full member status on members who, through repeated breaches, have caused the Society harm or jeopardised its management of their rights.

Full member status cannot be granted to members who only entrust the Society with the management of rights subject to mandatory collective management and remuneration payable under a statutory licence.

#### **Article 5**

Legal entities created and formed by a single author to facilitate the management of his/her professional activity have the same status as natural persons for the purpose of acceding to the membership categories.

In this case, the legal entity may be represented only by the author.

## **CHAPTER 2 – ADMISSION PROCEDURE**

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#### **Article 6**

Any person wishing to join the Society shall present an application for admission accompanied by proof of his/her civil status and any document proving his/her status of author, successor in title or assignee and indicating, where applicable, the pseudonym(s) used by the author.

This application must be received and accepted by the manager after studying the candidate's file.

Admission may be refused based on objective and non-discriminatory criteria, in particular if the author's works do not come within the field of visual art, if there is no significant exploitation of the works or if it is physically impossible, in view of the nature of the works in question, to manage effectively the rights referred to in article 2 of the Statutes.

Where the application for membership is contentious in character, the manager shall submit it to the board of directors for agreement before taking a final decision.

Unless an exception is granted by the board of directors, a member of the Society's staff may not be or become a member, just as a member may not be or become a member of the Society's staff.

#### **Article 7**

Through the act of adherence, the candidate undertakes notably:

- (a) To abide by the Statutes and General Rules.

Compliance with the Statutes and General Rules includes in particular the obligation on his/her part not to conclude any agreement in anyone's favour that is in contradiction with these texts.

- (b) To make known when he/she is admitted, all the earlier contracts effecting assignment to third parties of rights that he/she is transferring to the society in accordance with articles 2 *et seq.* of the Statutes.

On the expiry of such contracts, photocopies of which are required to be sent to the Society, the rights in question will be managed by the Society in accordance with the member's commitment under the Statutes.

- (c) Generally not to do or to undertake anything that may be detrimental to the material and moral interests of the Society and its members.

#### **Article 8**

After the death of an author member of the Society, the heirs and legatees who become members as successors in title must provide the Society with full proof of their status and the extent of their rights in order to receive their share of the revenue collected for the exploitation of the deceased author's works.

### **CHAPTER 3 – RULES APPLICABLE TO ALL MEMBERS OF THE SOCIETY**

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#### **Article 9**

The board of directors may entrust a member of the Society with specific temporary missions.

Any complaint having to do with facts concerning the Society's administration must be sent to the president of the Society or the manager.

#### **Article 10**

Any author member of the Society who wishes to adopt a pseudonym or to change the one registered with the Society must inform the manager accordingly.

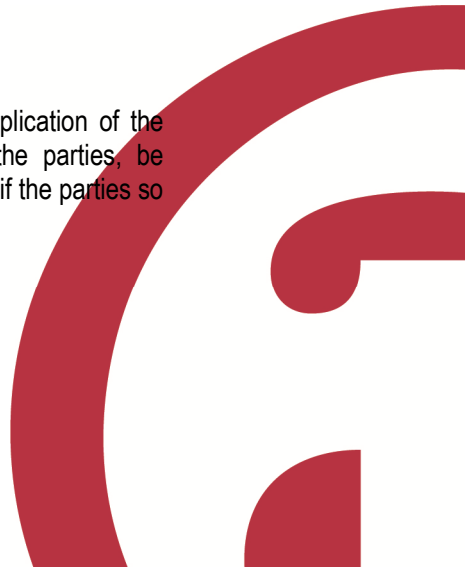
Any pseudonym bearing a resemblance to another member's name or pseudonym will be refused.

If the adoption of a pseudonym or change of pseudonym significantly increases the costs of managing the rights of the member in question, the manager may temporarily increase, if necessary, the amount deducted by the Society.

#### **Article 11. – Disagreements or disputes between members**

Any disagreements between members concerning the interpretation or application of the Statutes and these General Rules may, with the express consent of the parties, be submitted to the arbitration of the board of directors which may take a stand, if the parties so decide, as an amiable compositeur.

The board of directors organises the arbitration procedure.



In the event that a dispute arises between two members concerning royalties collected by the Society, the manager, if he/she considers it appropriate, may decide, at the request of one of them, to place the royalties at issue in suspense.

#### **Article 12. – Professional secrecy**

The Society is bound by professional secrecy as provided by the laws in force.

These rules apply to all the directors of the Society, to the members of the supervisory board, to the members of the committees referred to in article 35 of the Statutes and to all the Society's staff.

#### **Article 13. – Assistance to members**

(1) The members of the Society may obtain the help of the Society's departments to resolve any problems that they may encounter in the exploitation of the works in which they have transferred their rights to the Society. A free consultation service shall be placed at their disposal.

(2) The Society may assist or represent its members, at their request, to settle amicably any disputes confronting them in the areas defined above.

A contribution to the costs arising from such intervention, the amount of which shall be determined by mutual agreement, shall then be paid to the Society by the member.

(3) Where, within the scope of the Society's object, proceedings are instituted in the interest of a member:

- If the decision to institute the proceedings is the Society's under the provisions of article 32*bis* of the Statutes, it advances the costs and fees. If the proceedings are successful, it deducts all the costs and fees that it has incurred and, depending on the results, all or part of its commission from the amounts distributed to the member (or members) concerned.
- If the decision to institute the proceedings is the member's, he/she bears all the costs and fees.

## **PART II WORKS AND RIGHTS**

### **CHAPTER 1 – WORKS**

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#### **Article 14**

A work is admitted to the Society's repertoire by the sole fact of its author, or the author's successors in title or heirs, legatees or assignees, joining the Society.

Membership of the Society entails the transfer of the rights attached both to the works defined in article 1 of these General Rules and to any other works of the author in question, notably literary ones, subject only, in the case of foreign territories, to the provisions of the statutes of the authors' rights management organisations representing the Society abroad.

## **Article 15**

Pursuant to article 5(1) and (2) of the Statutes, all members shall be consulted and give their prior agreement in the following cases of reproduction of their works:

### **(1) Publication – Books:**

- books of a monographic character
- catalogues raisonnés
- covers and dust jackets.

### **(2) Separate reproductions:**

- decorative and other posters (except exhibition panels), prints
- covers of any media such as discs, cassettes, etc.,

this list being non-limitative in nature.

### **(3) Media implying a transformation of the work:**

- tapestry, rugs
- textiles in general
- ceramics, porcelain, glass, crystal, metal, plastics, etc.
- reproduction on canvas in general (with or without relief or depth),

this list being non-limitative in nature.

### **(4) Three-dimensional reproduction:**

- three-dimensional reproductions of works the originals of which are three-dimensional
- three-dimensional reproductions of works the originals of which are two-dimensional.

### **(5) Reproduction for advertising purposes:**

- advertising for marks, brands or services whatever the medium.

### **(6) Use of the artist's name or signature as a mark or use of the name or signature without any direct link to the reproduction of a work:**

To have this right managed by the Society, the member must:

- transfer to the Society the right to authorise or prohibit the use of the author's name, in accordance with the requirements of article 5(3) of the Statutes and article 17 of the General Rules,
- in the case of a successor in title, establish that he/she holds a right in the artist's name and guarantee the Society against any disturbance or claims by third parties asserting that they have a competing right in the same name.

Transfer to the Society of the right to authorise or prohibit use of the author's name is subject, whatever the case, to the specific provisions of the applicable laws for authors' rights management organisations representing it abroad and such organisations' statutes.

#### **Article 15 bis**

Members who are co-owners of rights shall be represented by one of them for the purposes of the consultation provided for in article 15.

#### **Article 16**

In the event that the member transfers only part of his/her rights under article 3 of the Statutes, the Society may raise the amount it deducts if this leads to an increase in its administration costs.

#### **Article 17**

Where the author or the author's successors in title grant the Society the right to authorise or prohibit the reproduction or representation of his/her works or the use of the artist's name in cases not provided for in article 2 of the Statutes, in accordance with article 5(3) thereof, the management of those rights will be subject to the general rules. Nevertheless, if such management is more costly for the Society, a special contract will be concluded with the member.

#### **Article 18**

Where, having been kept in ignorance of assignments of rights granted to third parties by one of its members, the Society wrongly collects and distributes remuneration, the member in question will be required to repay the Society all the direct or indirect losses that it has suffered.

Save in the case of successors in title, if they are in good faith, such a breach of article 7 of the General Rules may give the general meeting reason to pronounce the sanctions laid down in article 48 of the Statutes.

#### **Article 19**

In the case of commissioned works:

- where the artist negotiates alone, he/she collects the royalties paid when the commission is executed, without the Society's intervention, and the Society does not receive any remuneration for this first payment;
- where the artist asks the Society to assist or represent him/her, the Society collects the royalties due when the artist executes the contract and receives the remuneration due for the relevant form of management.

For subsequent acts of exploitation of the work, the artist will supply a photocopy of the contractual documents drawn up with his/her clients and the Society will collect the royalties in the usual manner.

In the event that the Society has not been supplied with these documents:



- it cannot be held liable if certain royalties are not collected,
- the provisions of article 48 of the Statutes might be applied to the artist.

### **Article 20**

The provisions of article 19 shall also apply to commissioned works for advertising, as set out in Article L. 132-31 of the Intellectual Property Code, where the author has granted the Society the transfer provided for in article 2(i) of the Statutes.

### **Article 20 bis**

Members of the Society may grant exploitation licences to third parties for non-commercial uses of their works under the following conditions:

- the member who grants the licence must be the sole owner of the rights in the work forming the subject of the licence or must have obtained the prior written agreement of all the co-authors or other rightholders concerned;
- the licence must be drawn up in accordance with the provisions of the Intellectual Property Code;
- the Society must have received a copy of the licence prior to any exploitation and before the Society starts to exercise the rights for such exploitation.

The fact of granting a direct exploitation licence implies forgoing any subsequent request to the Society to intervene for the exploitation concerned.

## **CHAPTER 2 – SCALES, INFORMATION PROVIDED TO MEMBERS AND DISTRIBUTION PROCEDURE**

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### **Article 21**

The manager, after obtaining the agreement of the board of directors, shall fix the amount to be deducted under the Statutes from the revenue collected by the Society as royalties or other payments due when works of its members are exploited, in accordance with the general policy on deductions made from revenue decided by the general meeting. The rate of this deduction, for France and abroad, shall be fixed for each type of right in the annual budget.

The amount in question shall be deducted by the Society from the royalties actually received.

It shall be determined in the light of the Society's operating costs.

### **Article 21 bis**

The Society shall make the applicable distribution rules available to its members.



It shall also make the information mentioned in Article R. 321-16 of the Intellectual Property Code available to those members to whom revenue from the exploitation of their works in the course of the previous financial year has been distributed or paid out.

#### **Article 22**

For the collection of certain royalties, the manager, after consulting the board of directors for advice, may call on the services of organisations authorised to collect such royalties.

#### **Article 23**

In order to benefit from the provisions of article 22 of the Statutes, the associations referred to therein must supply the manager with the following in order to enable him/her to take whatever decisions are appropriate, in agreement with the board of directors, concerning the application of that text:

- a certified copy of their statutes and internal rules,
- relevant proof of the planned event,
- evidence to establish that there is no admission charge for the event.

### **CHAPTER 3 – DEDUCTIONS – ADVANCES - COMPLAINTS**

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#### **Article 24**

Any complaints concerning the distribution of royalties must be sent to the manager within three months from the date of settlement of the royalties.

In the event of a material error directly attributable to negligence on the Society's part, a back payment of the royalties will be made in the member's favour.

#### **Article 25**

Apart from the documents relating to the distribution of the member's own royalties, the Society's administration may not communicate any of the Society's documents to any member without the manager's authorisation, except as provided for in article 38 of the Statutes.

**PART III  
ADMINISTRATION OF THE SOCIETY**

**CHAPTER 1 – BOARD OF DIRECTORS**

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**Article 26**

Except in cases where he/she has received a special mandate, no member of the board of directors may act in the board's name.

**Article 27**

The decision, taken by the manager following the board of directors' agreement, to propose the exclusion of a member of the Society to the general meeting shall be notified to the interested party by registered mail with acknowledgement of receipt.

The member whose exclusion is proposed may consult his/her file at the Society's head office and ask for photocopies of papers he/she wishes to have, subject to payment of the corresponding costs.

Exclusion is pronounced at the earliest general meeting after the summoned member has presented his/her defence.

**CHAPTER 2 – SUPERVISORY BOARD**

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**Article 28**

Except in cases where he/she has received a special mandate, no member of the supervisory board may act in its name.

**CHAPTER 3 – ADVISORY COMMITTEES**

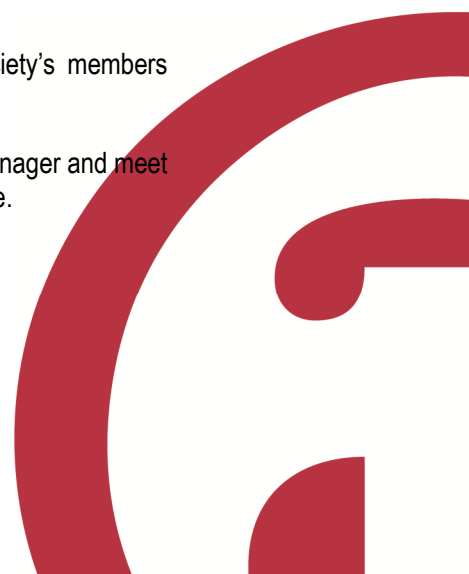
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**Article 29**

Up to one third of the members of advisory committees may be persons who are not members of the Society.

Each committee shall elect its chair and vice-chair from among the Society's members serving on it.

Advisory committees are convened by the president of the Society or the manager and meet as often as the Society's interests and the performance of their remits require.



### **Article 30**

Where the board of directors has not done so, advisory committees freely determine their internal operating rules, voting rules and representation rules.

### **Article 31**

Only documents relating to the committee's work may be communicated to the members of the committee, at the request of its chair.

### **Article 32**

Members of committees who have not attended six consecutive meetings without a valid excuse may be deemed to have resigned. If necessary, the board of directors will replace them at its next meeting.

## **CHAPTER 4 – GENERAL MEETINGS**

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### **Article 33**

For the application of article 41 of the Statutes, the board of directors will draw up a ballot paper listing the names of all the candidates for election to the board of directors and the supervisory board, together with the name of the manager where the latter has to be appointed.

This ballot paper will specify the manner of indicating the choice of names.

Candidates for election to the board of directors or to the supervisory board may not draw up or cause to be drawn up any document relating to their candidacy, distribute or cause to be distributed such document by any means or place it in the room in which the general meeting is to be held.

In the manner determined by the board of directors, only the Society has authority to draw up a note presenting each candidate and to place it at the disposal of any member at the general meeting or on request.

In all cases of voting by secret ballot at the meeting, the votes are counted under the authority of the chairperson of the meeting and the manager.

The count shall begin with a check that there is no more than one vote per member, without prejudice to the provisions of articles 14 *et seq.* of the Statutes and article 40(3) of the Statutes. The votes shall then be counted and any irregular, incorrectly completed or altered ballot paper will be void.

The report of the count will be initialled by the chairperson of the meeting and displayed at the Society's head office for one month.

#### **Article 34**

To facilitate the conduct of the general meeting, members eligible under articles 31 and 34 of the Statutes and wishing to serve on the board of directors or the supervisory board must send their candidacy to the manager in the manner fixed by the board of directors in accordance with article 40(4) of the Statutes.

#### **Article 35**

On the proposal of the board of directors, the general meeting may award the title of president of honour of the Society to members who have duly served as president of the board of directors and have rendered distinguished services to the Society in that capacity.

Presidents of honour of the Society shall serve on the board of directors in an advisory capacity.

### **CHAPTER 5 – MISCELLANEOUS PROVISIONS**

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#### **Article 36**

The auditor and the auditor's substitute shall be appointed by the general meeting on the proposal of the board of directors.

To enable them to carry out their mission, as defined in the Commercial Code and the Intellectual Property Code, the manager shall make available to them the documents referred to in the applicable provisions of those Codes and notably the transparency report provided for in Article L. 326-1 of the Intellectual Property Code.

## **PART IV SOCIAL FUNDS**

### **CHAPTER 1 – THE SOCIETY'S ACCOUNTS**

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#### **Article 37**

The Society's accounting position shall be compiled annually in the form of a full and detailed balance sheet and operating account which shall be drawn up by the Society's accounting firm, finalised by the manager and reviewed by the auditor.

The balance sheet and operating account shall be presented by the manager to the board of directors and the supervisory board, which shall oversee their compilation, and then submitted to the ordinary general meeting.

## CHAPTER 2 – WELFARE AND SOCIAL ACTION

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### **Article 38**

Pursuant to article 32 of the Statutes and if the Society's financial position so permits, the manager, after receiving the advice of the board of directors, shall set annually the amounts allocated to finance the Society's social and welfare action, where appropriate through agreements concluded with any appropriate organisation.