

**BY-LAWS of the ASSOCIATION FOR THE INTERNATIONAL COLLECTIVE MANAGEMENT OF
AUDIOVISUAL WORKS**

(AGICOA)

Of May 14, 1991 as amended on May 12, 1992, December 13, 1996, December 11, 1998, May 18, 1999, May 20, 2003, May 18, 2004, May 23, 2006, December 13, 2011, December 11, 2012, December 9, 2014, May 19, 2015, December 15, 2015 and December 12, 2017.

Article 1

Name and Headquarters

1. ASSOCIATION FOR THE INTERNATIONAL COLLECTIVE MANAGEMENT OF AUDIOVISUAL WORKS (AGICOA) is a not-for-profit association organized in compliance with these By-Laws and Book 1, Title 2, Chapter 2 of the Swiss Civil Code.
2. AGICOA's headquarters are in Geneva, Switzerland.

Article 2

Purpose

AGICOA's purpose consists in the worldwide collective management of copyright and of rights related to copyright on behalf of producers of audiovisual works, their successors in title and entities representing them who are Members and/or Declarants of AGICOA, in the meaning of Article 5 of the present By-Laws, for their collective benefit.

Article 3

Mandates and Activities

1. AGICOA carries out its activities within the international, European and national legal frameworks for the collective management of copyright and related rights.
2. Under the General Mandates conferred by its Members and/or Declarants in a specific mandate form, AGICOA has the right to grant or refuse authorization for the following exploitations of

audiovisual works that are part of AGICOA's repertoire and are contained in television programs intended for the reception by the public:

- 2.1. Simultaneous, full, unchanged and continuous retransmission by cable, satellite or by any similar means.
 - 2.2. The intervention by satellite package providers, cable distribution platforms or other comparable distribution platforms in the communication to the public.
 - 2.3. Communication to the public by hotels, hospitals, homes for elderly, prisons and other similar establishments.
 - 2.4. Recording for (non-commercial) educational purposes by educational institutions in specific countries as approved from time to time by the Administrative Board.
3. Under the Voluntary Mandates conferred by its Members and/or Declarants in a specific mandate form, AGICOA shall:
- 3.1. Have the right to grant or refuse authorization for the communication, including making available, to the public, and/or the reproduction of audiovisual works that fall under the AGICOA repertoire and that are contained in the television programs transmitted as part of linear or non-linear (on-demand) audiovisual media services, as listed and approved from time to time by the Administrative Board.
 - 3.2. Carry out other acts according to the specific mandates that are granted to AGICOA by its Members and/or Declarants and approved by the General Assembly upon the recommendation of the Administrative Board.
4. In addition, AGICOA shall be entitled to collect the remuneration arising from the exploitation of the rights managed by AGICOA based on the General and Voluntary Mandates as defined in the previous paragraphs.
5. In order to achieve its purpose, AGICOA may:
- 5.1. Conclude agreements with users authorizing the exploitation of the rights managed by AGICOA.
 - 5.2. Conclude agreements with, participate in, and/or confer the necessary mandates to other collective management organizations or independent management entities in order to facilitate, improve and simplify the procedures for granting licenses to users and collecting royalties.

- 5.3. Perform any activities required to collect any royalties arising from the use of the rights managed by AGICOA, including through any collective management organizations or independent management entities.
- 5.4. Distribute royalties in accordance with the AGICOA general policy on distribution, the Distribution Rules and other applicable Governing Rules.
- 5.5. Conclude out-of-court settlements, negotiations or mediation procedures, initiate litigations in court of law and participate in arbitration procedures as required to execute its purpose and mandates.
- 5.6. Carry out any other tasks that contribute to the fulfillment of the purpose of AGICOA.
- 5.7. Carry out all activities as are incidental or conducive to the attainment of AGICOA's purpose and/or in service of other agreed needs of its Members and/or Declarants.

Article 4

Governing Rules

These By-Laws, the General Regulations, the Distribution Rules, Conflict Rules, Registration and Declaration Rules, the general policies and other regulations approved by the General Assembly or the Administrative Board as required and as amended from time to time (hereinafter commonly and collectively, with the By-Laws, referred to as the "Governing Rules"), are binding on all Members and Declarants.

In case of any conflict between or among the present By-Laws and the General Regulations, Distribution Rules, Conflict Rules, Registration and Declaration Rules, the general policies and other regulations approved by the General Assembly or the Administrative Board as required and as amended from time to time, the present By-Laws shall prevail.

Article 5

Rightsholders, Declarants and Members

1. There are two principal forms of affiliation with AGICOA:
 - Declarants
 - Members

2. Any Rightsholder, collective management organization or independent management entity declaring with AGICOA the rights in audiovisual works it holds or manages thereby validly authorizing AGICOA to manage such rights shall become a “Declarant.” In such capacity, the latter shall have the respective rights and obligations as defined in the Governing Rules.
3. For the purposes of the present By-Laws a “Rightsholder” shall mean any person or entity, other than a collective management organization or an independent management entity, validly holding copyright or related rights in audiovisual works within the scope of the purpose and activities of AGICOA or, under an agreement for the exploitation of such rights or by law, being entitled to a share of collected royalties.

Where mandatory collective management applies pursuant to relevant national or international legislation, AGICOA shall be deemed mandated to manage the rights of Rightsholders that have no direct legal relationship with AGICOA, nor are represented with AGICOA via an Institutional Member or via a representation agreement, unless instructed otherwise by such Rightsholder in writing. Rightsholders referred to in this paragraph shall be able to claim those rights by becoming a Declarant under the same conditions as for Declarants as defined in the Governing Rules.

Article 6

Membership Requirements

AGICOA membership includes and is open to:

1. Founding Members: International Federation of Film Producers Associations and International Federation of Film Distributors’ Associations;
2. Institutional Members: any entity active within the scope of the purpose and activities of AGICOA, including collective management organizations and professional associations, that establishes its power to represent Rightsholders and/or Declarants and to achieve the purpose and realize the activities of AGICOA; and
3. Individual Members: any Declarant, other than a collective management organization, active within the scope of the purpose and activities of AGICOA that establishes its will to become an Individual Member in order to achieve the purpose and realize the activities of AGICOA.

(hereinafter collectively referred to as “Members”).

Article 7

Admission Procedure

1. The application for membership must be filed in writing and must comply with the AGICOA membership requirements.
2. The Administrative Board considers and decides on the applications for membership after having checked the formal validity of the application. The Administrative Board may require an applicant to supply such evidence of eligibility as the Administrative Board considers reasonably necessary. The Administrative Board may refuse an application provided that it gives the applicant a clear explanation for its decision.
3. The Administrative Board shall ensure that all applicants are aware of the provisions of the present By-Laws and other Governing Rules.
4. All existing Members at the entry into force of the present By-Laws are admitted as Members.

Article 8

Termination and Suspension of Membership

1. Members may terminate their membership by written notice. The declaration of termination must reach AGICOA at least six months before the end of its respective financial year and becomes effective at the end of that financial year.
2. Membership terminates with immediate effect in the case of death or issuance of a formal winding up or liquidation court order.
3. Any Member no longer fulfilling the membership requirements will cease to be a Member by decision of the Administrative Board ratified by the General Assembly.
4. Any Member failing to respect the provisions of the present By-Laws and/or other Governing Rules, refusing to carry out a decision of the Administrative Board and/or General Assembly, significantly obstructing activities and interests of AGICOA, or committing any deed aimed against AGICOA and/or which is of a nature to harm its interests or those of its Declarants and/or Members, may be fully or partially suspended until such time as the cause for partial or full suspension is resolved, and may, furthermore, be excluded from AGICOA by decision of the General Assembly following a recommendation by the Administrative Board.

For the avoidance of doubt, business disputes unrelated to AGICOA between Members shall not qualify as grounds for the suspension or exclusion of a Member under this Article 8(4).

5. If the Administrative Board considers that any of the events set out in the clause above have occurred, the Administrative Board may suspend the Member concerned on a transitional basis until the next General Assembly meeting and shall notify all other Members of such suspension.
6. The Member concerned must be notified in writing and be given an opportunity to present its points of view to the General Assembly about the suspension or exclusion.

Article 9

Consequences of the Termination or Suspension of Membership

1. If a Member ceases to be a Member pursuant to Article 8(1) to (4) above, the Declarants that have designated it shall designate another Member or in the absence of such designation, the royalties paid to such Declarants will not be taken into account for the calculation of the voting rights as set out in Article 14(5) below at the time of the calculation of the voting rights according to Article 14(6) of the present By-Laws.
2. In the case of a full suspension, the Member concerned shall not be entitled to vote nor attend the General Assembly, save for the purposes of presenting its views on its suspension as set out in Article 8(6) above. In case of partial suspension, the Member concerned shall not be entitled to attend the deliberations nor vote on the subjects related to its suspension.
3. The contractual arrangements undertaken by AGICOA before the suspension or the termination of membership remain in force and their effects are binding upon the suspended or departing Member until the contractual expiry of such contractual arrangements, unless otherwise agreed with AGICOA.
4. The status of Declarant is not affected by the suspension or termination of membership.
5. Termination of membership does not exempt a departing Member from fulfilling its obligations towards AGICOA incurred before the termination of its membership, unless otherwise agreed with AGICOA.

Article 10

Corporate Bodies

AGICOA's corporate bodies are the following:

- The General Assembly
- The Administrative Board and its President
- The Managing Director
- The Auditor

Article 11

The General Assembly – Composition and Responsibilities

1. The General Assembly is composed of all Members.
2. The General Assembly shall exclusively decide on the following issues:
 - 2.1. The approval of the By-Laws and the General Regulations and any amendments thereof;
 - 2.2. The approval of the general policy on distribution and any amendments thereof;
 - 2.3. The approval of the general policy on the use of non-distributable amounts and any amendments thereof;
 - 2.4. The approval of the general investment policy and any amendments thereof;
 - 2.5. The approval of the general policy on deductions and any amendments thereof;
 - 2.6. The approval of the use of non-distributable amounts;
 - 2.7. The appointment or dismissal of the Administrative Board members, review of their general performance and approval of their remuneration and other benefits.
 - 2.8. The approval of the expense policy regulating the reimbursement of expenses of the Administrative Board members.
 - 2.9. Discharge the Administrative Board members and the Managing Director;

- 2.10. The appointment and dismissal of the Auditor according to Article 28(1) below;
- 2.11. The approval of the annual accounts (including the income statement and the balance sheet) and the annual transparency report upon the recommendation of the Administrative Board;
- 2.12. The approval of the annual budget and Management Fees upon the recommendation of the Administrative Board;
- 2.13. The approval of the membership requirements;
- 2.14. The ratification of the decision of the Administrative Board on the termination of membership according to Article 8(3) above;
- 2.15. The suspension or exclusion of a Member pursuant to Article 8(4) above;
- 2.16. The location of the headquarters and its transfer;
- 2.17. Any matters related to the dissolution and liquidation of AGICOA, including the appointment of the liquidators of AGICOA, the mandatory provisions of Swiss law being reserved;
- 2.18. Any other issues that are attributed to the General Assembly by the present By-Laws or by Swiss law.

Article 12

The General Assembly – Meetings

1. The General Assembly is convened and chaired by the President of the Administrative Board (hereinafter referred to as the “President”).
2. In case of incapacity of the President, the General Assembly is convened and chaired by the longest serving Vice-President of the Administrative Board (hereinafter referred to as the “Vice-President(s)”).
3. Ordinary General Assembly meetings will be held twice a year, the first meeting within six months after the end of the previous financial year.
4. An Extraordinary General Assembly is convened whenever requested by e-mail or registered mail

sent to the Managing Director by a minimum of two Members representing on a combined basis at least one third (1/3) of the voting rights within AGICOA.

Article 13

Convening the General Assembly

1. An Ordinary or Extraordinary General Assembly (hereinafter commonly referred to as the “General Assembly”) is convened at least three weeks before the date of the meeting of the General Assembly in writing by an e-mail to each Member and publishing a notification on AGICOA’s website.
2. In urgent cases, the time-limit for the convening of the General Assembly may be reduced to two weeks by the President or, if she/he is not able to do so, by the longest serving Vice-President.
3. The items on the agenda, as well as proposals for the amendment of the By-Laws or the General Regulations, will be provided to Members three weeks before a General Assembly and other supporting documents two weeks before a General Assembly. In the urgent cases referred to in Article 13(2) above the items on the agenda and all documents will be provided to Members seven business days before a General Assembly.
4. Members must notify the Managing Director in writing of the names of their delegates or proxies who will attend the General Assembly. Such notification should be received by AGICOA at least one week before the meeting.
5. No decision may be made outside of the agenda, except regarding the motion to convene an Extraordinary General Assembly. The General Assembly must vote on each one of the items on the agenda requiring a vote.

Article 14

The General Assembly – Voting Rights

1. All Members shall be allowed to participate in and vote at the General Assembly, except those Members fully or partially suspended as provided in Article 9(2) above.
2. The votes are attributed to Members according to the royalties paid to them and/or, where applicable, to the royalties paid to Declarants that are not Members and that designated them, by

AGICOA or its Partner Organizations, net of the AGICOA Management Fees applied during the three calendar years preceding the year of the calculation of votes. For the purposes of the present By-Laws, the AGICOA “Partner Organizations” means the collective management organizations that concluded cooperation agreements with AGICOA and that apply AGICOA’s Management Fees.

3. For purposes of calculating voting rights, one euro equals one vote. Members without any royalty collection have one vote.
4. Only the royalties arising from the exercise of the General Mandate are taken into consideration for the calculation of the voting rights, including interests and final distributions.

The royalties retained by AGICOA due to a conflict arising from a double declaration (or more) in respect of the same work are not taken into consideration for the calculation of the voting rights.

5. Royalties paid to Declarants that are not Members are attributed for the calculation of the voting rights to the Member designated by any such Declarant. In the absence of such designation, the royalties paid to such Declarant will not be taken into account for the calculation of the voting rights.
6. The calculation of the voting rights for the General Assembly is done once a year in October by the Managing Director.
7. The results of the calculation of the voting rights shall be communicated to Members together with the invitation to the General Assembly.

Article 15

The General Assembly – Voting by Proxy

1. In order to facilitate the exercise of voting rights of Members who cannot attend the General Assembly, every Member shall be allowed to participate in, and vote at, the General Assembly through a proxy.
2. Each Member shall receive, together with the invitation to the meeting, the invitation to appoint another Member as a proxy holder in the event it is not able to attend the General Assembly.
3. Each proxy shall be valid for a single General Assembly. The proxy holder shall enjoy the same rights at the General Assembly as those to which the appointing Member would be entitled. The proxy holder shall cast votes in accordance with the instructions issued by the appointing Member.

Article 16

The General Assembly – Quorum and Decisions

1. The quorum is set at sixty percent (60%) of the total number of votes.
2. The General Assembly takes resolutions and proceeds with all elections at the majority of three quarters (75%) of the votes of the Members present or represented.
3. Special provisions on the quorum and the majority of the votes shall apply to the voting on the three open seats of the Administrative Board as set out in paragraphs 2 to 4 of Article 19(7) below.
4. The decisions of the General Assembly are binding on all Members and Declarants.

Article 17

The General Assembly – Minutes

1. Minutes will be taken to record the resolutions that were adopted and elections that were held at any General Assembly. The minutes are signed by the President and by the Rapporteur of the meeting.

The Managing Director will send the minutes to all Members as soon as reasonably possible.

2. Members will ensure that the Declarants that designated them and/or Rightsholders they represent have the opportunity to familiarize themselves with the minutes without delay.
3. Unless otherwise stated by any Member present or represented, the minutes are considered approved within sixty days after their notification to Members. Any objections will be submitted for review to the next General Assembly.

Article 18

The Administrative Board – Composition

1. The Administrative Board is composed of eleven members with voting rights and also the President.
2. The term of the mandate of the Administrative Board is three years with the possibility for its members to be re-designated or re-elected after that term.

3. The Administrative Board members must be Members as defined in Article 6 above, except for the President.

Members who are legal entities shall appoint principal and substitute delegates to exercise the office. Such delegates must be natural persons having competences and experience in the audiovisual industry, rights management or other related areas. The replacement of principal and substitute delegates by the Administrative Board members is possible at all times during the term of the Administrative Board mandate.

Members who are natural persons designated or elected for the Administrative Board position shall serve personally as Administrative Board members.

4. The Administrative Board members shall act in the sole interest of AGICOA within the scope of their Administrative Board mandate.
5. The Administrative Board members and their delegates must fully comply with AGICOA's Governing Rules in force, including but not limited to the AGICOA Code of Conduct, in order to be eligible for designation and election by the General Assembly and maintain their seat.
6. There cannot be more than two for-profit Members represented at the Administrative Board.
7. A Member suspended according to Article 8(4) or (5) above can be appointed by the General Assembly as an Administrative Board member, subject to immediate suspension according to paragraph 4 of Article 21(1) of the present By-Laws.

The Administrative Board seats and the observer

8. The Administrative Board seats are distributed as follows:
 - 8.1. Eight seats shall be occupied by the Administrative Board members that represent Members designated as "top collection countries" (three seats) and "top royalty recipients" (five seats) according to Article 18(10) to (11) and that are affirmed by the General Assembly as set out in Article 19(2) below (hereinafter commonly referred to as "the designated seats").
 - 8.2. Three seats shall be occupied by the Administrative Board members that are elected by the General Assembly as set out in Articles 18(12) and (13) and Article 19(7) below (hereinafter commonly referred to as "the open seats").

The designated and open seats are hereinafter commonly referred to as "the ordinary seats" or "the ordinary Administrative Board members".

9. One observer seat is reserved for Founding Members according to paragraph 1 of Article 18(14) below.

Top collection countries

10. The three top collection countries are determined based exclusively on all royalties collected in connection with the exercise of the General Mandates by AGICOA and/or its Partner Organization(s), directly or through intermediaries, in a given country during the last three years prior to the year of designation as one of the three top collection countries, provided that (i) such royalties were collected from users located in that country, and (ii) the AGICOA Management Fees were applied to such royalties.

AGICOA shall base its calculation of the collected royalties on figures that have been audited either for AGICOA or for its Partner Organization(s).

Should AGICOA and/or its Partner Organization(s), located in a given country, collect royalties from users covering more than one country, the royalties are split amongst those countries according to their origin.

Only a Member with its headquarters or domicile in a given collection country is eligible to designate a delegate for a “top collection country” seat that is: (i) collecting and distributing royalties in that country in partnership with AGICOA, (ii) contributes to the AGICOA Management Fees and (iii) represents a substantial part of the national Declarants and/or Rightsholders and a substantial part of Declarants and/or Rightsholders claiming in that country.

Top royalty recipients

11. The top royalty recipients are determined based on the calculation of the voting rights as set out in Article 14(2) to (6) above.

Open Seats

12. Proposals for candidates for the three open seats can be made by any Member, with the prior knowledge and approval of the candidate.
13. If no proposals or insufficient proposals are made for the three open seats, the President shall make a new call for nomination(s) at the General Assembly meeting when the Administrative Board is composed. In case no proposal or insufficient proposals are made the open seat(s) remain empty.

Observer seat

14. The observer seat is reserved for Founding Members who shall agree which of them will appoint the principal and substitute delegates.

By a decision adopted by ninety percent (90%) of votes of the Administrative Board members present or represented, the Administrative Board may invite a Member that is not represented on the Administrative Board to participate in the Administrative Board meetings as an observer without voting rights.

Common provisions

15. Members that were determined as the three top collection countries and five top royalty recipients shall be entitled to serve as the Administrative Board members occupying the respective seats subject to affirmation by the General Assembly as set out in Article 19(2) below.

16. Even though the collections may vary during the period of the Administrative Board mandate, the designation as one of the top collection countries or the top royalty recipients remains valid for three years, save for the early termination of the term of an Administrative Board member applicable to the top collection countries seats pursuant to Article 21(3) below.

17. Should an entitled Member not wish to accept the Administrative Board position, the next Member on the ranking list of top collection countries or royalty recipients shall move up one rank and shall be entitled to occupy the respective seat subject to affirmation by the General Assembly as set out in Article 19(2) below.

18. Should a Member representing one of the three top collection countries seats also rank amongst the five top royalty recipients, it loses its right to one of the top five royalty recipient seats. Consequently, the next Member on the ranking list of the top five royalty recipients shall move up one rank and be entitled to such seat subject to affirmation by the General Assembly as set out in Article 19(2) below.

19. Those Members that do not wish to accept the Administrative Board seat for the three top collection countries are not eligible for the five top royalty recipient seats. Consequently, the next Member on the ranking list of five top royalty recipients shall move up one rank and shall be entitled to the respective seat subject to affirmation by the General Assembly as set out in Article 19(2) below.

Article 19

The Administrative Board – Appointment Procedure

1. The Administrative Board members shall be appointed at the General Assembly meeting in the following order:
 - Three “top collection country” seats
 - Five “top royalty recipient” seats
 - Three open seats
 - One observer seat
2. The General Assembly decides on the appointment of the Administrative Board by affirming the proper designation of the Administrative Board members for the designated seats and by electing the Administrative Board members for the open seats.
3. Six weeks prior to the date on which a new Administrative Board will be composed, the Managing Director shall circulate amongst all Members the list of those Members that are entitled to the designated seats. The communication shall include the amounts of royalties collected by and paid to such Members respectively. Members shall treat such amounts with utmost confidentiality.
4. Members representing the three top collection countries and the five top royalty recipient countries shall inform the Managing Director at least four weeks prior to the date when the new Administrative Board will be composed of their appointed delegates or their decision not to accept the Administrative Board position.

Should more than one Member from the same country be eligible for one of the three top collection country seats, these Members shall seek to agree which of them will appoint a delegate. The Members shall communicate their decision to the Managing Director at least four weeks before the date on which a new Administrative Board will be composed. Should they fail to agree by the end of that deadline, the one amongst them that received the highest amount of royalties shall be entitled to make the appointment of a delegate.

5. Four weeks prior to the date on which a new Administrative Board will be composed, the Managing Director shall send an invitation to Members that are not eligible for or have not accepted one of the designated seats to propose candidates for the three open seats. Fully suspended Members shall not be entitled to propose candidates for the three open seats.
6. Members shall inform the Managing Director of their proposed candidates for the open seats at

least three weeks prior to the date when the new Administrative Board will be composed. Should amendments to the proposals be required, they shall be communicated to the Managing Director at least two weeks in advance.

7. The voting on the three open seats will be done by voting cards in a process securing the confidentiality of casting the ballot. The voting cards shall contain the number of voting rights and the proposal to be voted on. There shall be one voting card per Member.

The quorum for the election is set at fifty percent (50%) of the votes of Members entitled to vote for the three open seats.

Members of AGICOA that appointed the delegates for the designated seats are not entitled to vote for the three open seats and are accordingly excluded from the quorum and the voting.

The three candidates who obtain the simple majority of the votes shall occupy the three open seats.

Article 20

The Administrative Board – The President, The Vice Presidents and The Treasurer

1. After the appointment of the Administrative Board according to Article 19 above, the Administrative Board elects the President, the two Vice-Presidents and the Treasurer. The two Vice-Presidents are elected among the principal delegates of the ordinary Administrative Board members. The President and the Treasurer can be elected either from among the principal delegates of the ordinary Administrative Board members or be an external expert having competences and experience in the audiovisual industry, rights management or other areas relevant to the position. The Administrative Board shall duly notify the General Assembly of the elected President, two Vice-Presidents and Treasurer who will act respectively as the President, Vice-Presidents and Treasurer of AGICOA.
2. The role of the President shall be the institutional representative of AGICOA within the scope of the decisions of the General Assembly and the Administrative Board and to provide effective guidance at the General Assembly and the Administrative Board meetings in the best interest of AGICOA, including (but not limited to) defining the agenda, conducting the discussions, facilitating negotiations to generate consensus, and raising strategic discussions.
3. The President shall not hold voting or veto powers. In the event the President is elected from

among the principal delegates of the ordinary Administrative Board members, the new principal delegate appointed according to paragraph 2 of Article 24(5) below shall exercise the office.

4. If the President resigns from her/his role or if she/he is unable to hold office on a permanent basis for any reason, the Administrative Board must elect a new President.
5. If the President is unable to attend a meeting, she/he shall be replaced by one of the Vice-Presidents who will maintain her/his voting rights.

Article 21

Early Termination of the Term of an Administrative Board Member and/or its Delegates

1. The General Assembly can dismiss an Administrative Board member and/or its delegates in the event of a potential or existing conflict between the Administrative Board member and/or its delegates' responsibilities in such capacity and their personal, business and other interest, or in case an Administrative Board member and/or its delegates fail to respect the provisions of the present By-Laws and/or other Governing Rules, refuse to carry out a decision of the Administrative Board or the General Assembly, significantly obstruct activities and interests of AGICOA, or commit any deed aimed against AGICOA and/or which is of a nature to harm its interests or the ones of its Declarants and/or Members.

In case of any of the above, the Administrative Board may in its sole discretion decide by a simple majority of votes that the concerned Administrative Board member and/or its delegates shall be suspended from participation and/or voting in all or specific deliberations of the Administrative Board until the situation that caused such suspension is resolved.

The Administrative Board member and its delegates shall be invited to present their arguments but will not participate in the vote.

In the event an Administrative Board member is a Member that was suspended according to Article 8(4) or (5) of the present By-Laws, the Administrative Board shall immediately suspend such member and its delegates from participation and/or voting in all or specific deliberations of the Administrative Board until the situation that caused the suspension of the Member is resolved.

2. Should a Member cease to be a Member according to Article 8(1) to (4) above, it loses its seat on the Administrative Board with immediate effect.
3. Should a Member representing one of the three top collection countries stop collecting and

distributing royalties in partnership with AGICOA and contributing to the AGICOA Management Fees, while remaining a Member, it loses its seat on the Administrative Board with immediate effect.

4. Should a delegate pass away or otherwise be no longer able to exercise the office on the Administrative Board, the Administrative Board member represented by that delegate shall designate either the substitute or a new delegate for the remaining term of the Administrative Board.
5. The seats that become vacant pursuant to Article 21(1) paragraph 1, (2) and (3), shall remain vacant during the remaining term of the Administrative Board.

Article 22

The Administrative Board – Committees and Working Groups

1. The Administrative Board may delegate its responsibilities to committees that may be composed of Administrative Board members, the President, the Treasurer, the Managing Director and/or, if required, external experts.
2. The Administrative Board shall make the final decision based on the recommendation of the committees. The functioning of these committees is governed by AGICOA's General Regulations.
3. In exceptional cases, the Administrative Board may designate from among its members other working groups that may also be composed of AGICOA managers and, if required, external experts.

Article 23

The Administrative Board – Responsibilities

1. The Administrative Board:
 - 1.1. Acts in a supervisory capacity and approves the strategic direction of AGICOA presented by the Managing Director;
 - 1.2. Appoints and dismisses the Managing Director and defines the responsibilities of the role.

- 1.3. Monitors the activities and the performance of the Managing Director's duties, including the implementation of the decisions of the General Assembly and, in particular, of the general policies listed in Article 11(2)(2.2) to (2.5) of the present By-Laws.
- 1.4. Submits its recommendations to the General Assembly on any subjects which are attributed to the General Assembly, in particular on the annual accounts and the annual budget;
- 1.5. Submits to the General Assembly for approval the annual accounts (including the income statement and the balance sheet), including the recommendations on their structure and transparency, the annual budget, the Management Fees and the annual transparency report;
- 1.6. Approves the Governing Rules and any amendments thereof, save for the By-Laws, the General Regulations and the general policies that are subject to approval by the General Assembly;
- 1.7. Submits to the General Assembly for approval the By-Laws, the General Regulations, the general policies listed in Article 11(2)(2.2) to (2.5) of the present By-Laws and any amendments thereto, at its own initiative or on the proposal of the Managing Director;
- 1.8. Charges the Managing Director with drafting the Governing Rules and the amendments thereto;
- 1.9. Oversees the correct application of the provision of the By-Laws, of the General Regulations and other Governing Rules;
- 1.10. Elects the President, the two Vice-Presidents and the Treasurer according to Article 20(1) above.
- 1.11. Suspends the Administrative Board members and/or delegates according to paragraphs 2 and 4 of Article 21(1) above.
- 1.12. Decides on the membership applications under Article 7(2) above, and keeps under review Members' continuous compliance with the membership requirements;
- 1.13. Submits to the General Assembly its decision for the termination of membership for ratification according to Article 8(3), and its recommendations for the suspension or exclusion of Members according to Article 8(4) above;
- 1.14. Approves the agreements to be concluded with users authorising the exploitation of the rights managed by AGICOA, as well as any agreements directly related to AGICOA's purpose;

- 1.15. Decides on the conditions of distribution of the collected royalties among Declarants;
 - 1.16. Approves the risk management policy and any amendments thereof;
 - 1.17. Approves any acquisition, sale or mortgage of immovable property;
 - 1.18. Decides on the creation of, or on the participation in, other Organizations;
 - 1.19. Approves mergers and alliances, the setting-up of subsidiaries, and the acquisition of other entities or shares or rights in other entities;
 - 1.20. Approves taking out loans, granting loans or providing security for loans;
 - 1.21. Decides on other subjects which are attributed to the Administrative Board by the present By-Laws or other Governing Rules;
 - 1.22. Decides on any other subjects that are not explicitly attributed to the General Assembly by the present By-Laws.
2. The Administrative Board shall report on the exercise of its responsibilities to the General Assembly at least once a year.

Article 24

The Administrative Board – Meetings

1. The Administrative Board meets at least four times per year upon the request of the President, one of the Vice-Presidents or the Managing Director. Should the circumstances require, extraordinary meetings can be scheduled.
2. The preliminary yearly schedule for the meetings is established and communicated to the members of the Administrative Board by the Managing Director in July. The Managing Director sends the invitations to the meetings by e-mail at least one week prior to the respective meeting. The invitation includes the list of items on the agenda and, where applicable, related documents.
3. Meetings can be conducted by phone or by other conference facility in a way that all Administrative Board members participating may simultaneously hear each other during the meeting. Actions taken by the Administrative Board at such meetings, including the votes of each Administrative Board member, shall be recorded in the usual manner in the minutes of the meetings.

4. Any decision of the Administrative Board may be taken in writing or by electronic transmission without a meeting, if all members of the Administrative Board consent to such process in writing or by electronic transmission. Decisions made in writing or by electronic transmission are subject to the provisions of Article 25 below. The writing(s) or electronic transmission(s) shall be filed with the minutes of proceedings of the Administrative Board and maintained in the official files.
5. Each of the Administrative Board members occupying the ordinary seats is entitled to designate for the whole term of its mandate one person as a substitute to represent its principal delegate in the event she/he cannot attend a meeting of the Administrative Board or to replace its principal delegate if she/he cannot exercise the office as set out in Article 21(4) above.

The Administrative Board member whose principal delegate was elected as President shall appoint new principal and substitute delegates.

The substitutes shall have the same rights and obligations as the principal delegates.

If the substitute cannot attend, the Administrative Board member whose principal delegate is unable to attend a meeting of the Administrative Board may give a proxy to one of the Administrative Board members who are present to represent it.

6. The Administrative Board is entitled to invite external experts to attend the meetings in exceptional cases.

Article 25

The Administrative Board – Decisions

1. The ordinary Administrative Board members have one vote each. The President, the observer, and the Treasurer when external, have no voting rights.
2. The quorum for the broaching of subjects is set at seven ordinary Administrative Board members present or represented at the Administrative Board meeting.
3. The Administrative Board takes its decisions by a majority of 66.66% of ordinary Administrative Board members present or represented, provided that at least two members of the Administrative Board representing on a combined basis at least one third (1/3) of the most recent voting rights allocation for the General Assembly according to Article 14(6) above do not oppose the majority. Special provisions on the suspension of the Administrative Board members or delegates shall apply as set out in paragraph 2 of Article 21(1) above.

4. For the calculation of how many votes of the present or represented Administrative Board members are necessary to reach the two third (2/3) majority, all figures behind the decimal point are rounded up to the next whole number.

Article 26

The Managing Director – Responsibilities

1. The Managing Director shall carry out the day to day operational management, shall lead and coordinate the work of AGICOA and shall be responsible for the execution of the Governing Rules, budget, strategy and decisions adopted by the General Assembly and/or the Administrative Board.
2. The Managing Director shall act and manage the business of AGICOA in a sound, prudent and appropriate manner, using sound administrative and accounting procedures and internal control mechanisms.

Article 27

Annual Individual Statement on Conflict of Interest

The Managing Director, the Administrative Board members and their delegates, the President and the Treasurer, the observer and its delegates shall make an annual individual statement on conflicts of interest to the General Assembly.

The form of such statement shall be approved by the Administrative Board and shall contain *inter alia* a declaration concerning any actual or potential conflict between any personal interests and those of AGICOA or between any obligations owed to AGICOA and any duty owed to any other natural or legal person.

Article 28

The Auditor – Responsibilities

1. The income statement and the balance sheet are submitted for verification to an Auditor who is elected every year by the General Assembly.
2. The Auditor cannot serve on the Administrative Board or be an employee of AGICOA.

3. The Auditor verifies whether the income statement and the balance sheet comply with accounting records and with the statutes, the regulations and the customs as well as with the principles of the fiduciary's responsibility. They will also assure the good keeping and the compliance of accounting records with the legal statutes in force.
4. To this purpose, the Managing Director will provide the Auditor with accounting records as well as all justifying documents.
5. The Auditor will submit to the General Assembly a written report on their findings.

Article 29

Resources, Management Fees and other Deductions

1. AGICOA's resources are the following:
 - 1.1. The annual budget approved every year by the General Assembly that is financed from funds held by AGICOA and/or its Partner Organizations on behalf of its Members and/or Declarants.
 - 1.2. The donations, bequests, miscellaneous income and proceeds as well as the interest accrued on AGICOA's own assets.
2. AGICOA shall have the right to charge, deduct or offset management fees from collected royalties and from any income arising from the investment of such royalties in order to cover the justified and documented costs accruing for the management of rights by AGICOA (herein referred to as "Management Fees") and make other deductions in accordance with the general policy on deductions.

Article 30

Annual Transparency Report

1. AGICOA shall draw up and publish on its website an annual transparency report as required by applicable law for each financial year no later than eight months following the end of that financial year. The transparency report shall remain available to the public on that website for at least five years.

2. The accounting information included in the annual transparency report shall be audited by the Auditor in accordance with Article 28(3) above.
3. The audit opinion, including any qualifications thereto, shall be reproduced in full in the annual transparency report.

Article 31

Complaints Procedures

1. Members or membership applicants, Declarants, and other entities on whose behalf AGICOA manages rights can complain to the Managing Director on any matter, such as, without limitation, authorization to manage rights and termination or withdrawal of rights, membership requirements, the collection of royalties, deductions and distributions.
2. Complaints must be submitted in writing. The Managing Director will make a decision on all complaints, with the exception of complaints regarding the refusal, termination or suspension of membership, which complaints shall be submitted by the Administrative Board to the General Assembly that will make a decision on them.
3. Replies to the complaints shall be in writing. If a complaint is rejected, the reasons shall be explained in the rejection letter.
4. In the event that the party concerned does not agree with the rejection, it may file another complaint to such rejection. Such complaint must be in writing and substantiated. The complaints following their rejection shall be considered and decided upon by the Administrative Board whose decision shall be final.
5. Complaint procedures shall be conducted by AGICOA in an effective and timely manner.

Article 32

Official Language, Financial Year

1. AGICOA's official language is English.
2. The financial year of AGICOA is the calendar year ending on the 31st of December.

Article 33

Dissolution

The General Assembly may at any time decide to dissolve AGICOA.

Article 34

Liquidation

In case of dissolution, the liquidation will be accomplished by the liquidators appointed by the General Assembly, unless the law provides for a specific procedure of liquidation.

Article 35

Distribution of the Assets

After payment of the debts, including the debts towards Members and/or Declarants, the remaining assets will be used, upon decision by the General Assembly, for a purpose which is similar or related to the one pursued by AGICOA. In no event these assets may be distributed among Members.

These By-Laws were adopted by the General Assembly and came into effect at the time of their adoption on December 12, 2017.