

# ARTICLES OF ASSOCIATION

for

## FILMEX

- adopted at the annual general meeting (AGM) on 17 May 2016

*[In case of doubt, the Danish text applies.]*

### § 1 Registered office

- 1.1. Filmex has its registered office in Copenhagen.

### § 2 Purpose

- 2.1. Filmex is an association of organisations representing the rights of performing artists to their performances of artistic, literary and comparable works, especially within the audio visual (AV) field.
- 2.2. Filmex' purpose is to ensure the right of performing artists, regardless of nationality, to receive reasonable payment for the use of their performances of artistic and literary works.
- 2.3. Filmex manages rights based on both collective and individual agreements, copyright as well as legally based payment rights. Filmex handles distribution and payment of fees paid to the association to individual rights holders and other management associations, which in turn handles the individual distribution and payment.
- 2.4. Filmex' work is not conducted for financial gain.
- 2.5. As management association, Filmex may take any actual or legal action necessary or appropriate to advance its purpose.

### § 3 Members

- 3.1. Membership of Filmex can be attained by any organisation representing a significant part of the rights holders who have rights within the fields stipulated in §§ 5.1 and 5.2 under collective or individual agreements and/or legislation.
- 3.2. Filmex' AGM may stipulate supplementary conditions for membership.
- 3.3. By the effective date of these articles of association, Filmex' members are constituted by the following organisations:
  - Danish Actors' Association
  - Danish Artist Union
  - Danish Musicians' Union
- 3.4. Members have the rights to communicate electronically with Filmex.
- 3.5. Members are not liable for Filmex' obligations.

3.6 Members transfer the right to Filmex to act on their behalf within the management fields stipulated in § 5.

#### § 4 Represented and not represented rights holders

4.1. Filmex conducts its work in consideration of the interest of the rights holders, regardless whether or not they are represented by the association.

4.2. Accordingly, Filmex' collection and distribution of fees are conducted independent of whether or not the rights holders are represented by an organisation that is member of the association.

4.3. All rights holders are obligated to document their rights, including documentation that these rights have not been transferred to the producer/TV station, unless the relationship is covered by a collective agreement according to which such transfer cannot take place.

#### § 5 Management fields

5.1. By the effective date of these articles of association, Filmex manages fees to which artists are entitled in accordance with their rights as stipulated in § 2.1 within the following fields:

- Fees in accordance with the Danish Actors' Association's collective agreements on payment for the right to use AV works
- Fees in accordance with other agreements on payment for the right to use AV works
- Fees in accordance with reciprocity agreements
- Management fields under Copydan:
  - o Cable rights transmission fees (TV and radio)
  - o Fees from "TV for seafarers"
  - o Fees from "CulturePlus" [*KulturPlus*]
  - o Fees from "AVE" (use of AV works in education and communication) [*AVU-medier*]
  - o Archive

5.2. At the board's discretion, Filmex may manage funds from other management fields within the scope of Filmex' purpose as stipulated in § 2.

#### § 6 Cooperation, representation and reciprocity agreements

6.1. Filmex may enter into cooperation, representation and reciprocity agreements with other organisations or management associations regarding the practical arrangement of Filmex' work of parts thereof.

6.2. In addition, Filmex may enter into cooperation agreements with other organisations regarding distribution and payment on their behalf. By the effective date of these articles of association, Filmex has entered into such an agreement with Leikarafelag Føroya.

6.3. These organisations/management associations are obligated to respect and comply with the requirements in the current applicable legislation on collective management of copyrights.

#### § 7 Distribution and investment policies

7.1. After deduction of administrative expenses, provisions, if any, and funds for social, cultural and educational purposes, the entire fee received by Filmex will be paid to the rights holders in accordance with a distribution policy determined by the AGM. In the distribution policy, specific rules will be stipulated for provisions, deductions for funds for social, cultural and educational purposes as well as for the distribution of the received fees etc. among the artists whose

performances form the basis for the fee.

- 7.2. The AGM will provide a regulation stipulating specific rules for the operation of the association as well as an investment policy.

#### § 8 Annual general meeting (AGM)

- 8.1. The association's supreme authority is the AGM, which is held each year in May.
- 8.2. Notice of the AGM is given at the request of the board with at least 2 weeks' notice. The notice is also published at the websites of the member organisations.
- 8.3. The notice should contain the agenda, annual accounts, transparency report as well as copies of any additional proposals to be considered.
- 8.4. The agenda for the AGM should comprise:
- 1) Appointment of chair
  - 2) The board's report
  - 3) Approval of accounts
  - 4) Approval of annual transparency report
  - 5) Approval of statement of individual declarations of conflicts of interests in accordance with the Act on Collective Management of Copyright, §§ 9,3 and 8,3
  - 6) Approval of policies in accordance with the Act on Collective Management of Copyright, § 6,5 (1-11)
  - 7) Consideration of proposals
  - 8) Appointment of board member
  - 9) Appointment of accountant(s)
  - 10) Miscellaneous
- 8.5. In order to be considered at the AGM, proposal from members should be received by Filmex no later than the end of March.
- 8.6. Members of the boards/central boards of Filmex' member organisations have a right to appear at the Filmex AGM. Each member organisations casts 1 vote.
- 8.7. Each member organisation's vote is weighted in proportion to the share of the fees paid for the previous year to the members of that organisation. For instance, if the share paid to the members of a members organisation amounts to 50% of the fees received by all members of the member organisations, the vote of the organisation in question has a weight equal to 50% of all votes at the AGM.
- 8.8. Representation and voting can be done through power of attorney. Each participant at the AGM may bring up to 3 powers of attorney.
- 8.9. Members who cannot be represented at the AGM have the option to vote electronically.
- 8.10. Members of Filmex' board and member organisations as well as individual rights holders within Filmex' management field who are not represented by one of Filmex' member organisations have right to appear and speak at the AGM, but not right to vote.
- 8.11. Filmex's board stipulates rules for registration requirements, if any, and electronic voting.

## § 9 Extraordinary general meeting

- 9.1. An extraordinary general meeting may be held at the board's discretion. Notice of an extraordinary general meeting should be provided at least 7 days in advance and in accordance with the same rules that apply to the AGM.

## § 10 Board

- 10.1. Filmex is managed by a board consisting of 5 members appointed by the member organisations. Any member or employee of Filmex' member organisations may be appointed to Filmex' board.
- 10.2. The Danish Actors' Association appoints 3 members of the board whereas the other 2 members are appointed jointly by the other member organisations.
- 10.3. Board members are appointed for 1 year at a time.
- 10.4. The board has a quorum when at least 3 members are present. The decisions of the board are reached by simple majority.
- 10.5. Board meetings should be held upon request from at least two board members.
- 10.6. The board elects a chair from among its members.
- 10.7. The board may determine its own rules of procedure.
- 10.8. The board is responsible for the association's supervisory function in accordance with the Act on Collective Management of Copyright, § 8.
- 10.9. Each year, members of the board should submit an individual declaration of conflicts of interest etc. in accordance with the Act on Collective Management of Copyright, § 9.3. The declaration should be received by the daily management no later than 3 months after the end of a financial year.

## § 11 Secretarial assistance

- 11.1. The board enters into an agreement on secretarial assistance. By the effective date of these articles of association, an agreement on secretarial assistance has been made with the Danish Actors' Association.
- 11.2. The administrative management of the secretariat participates in board meetings and general meetings.

## § 12 Signing

- 12.1. The association is signed by the chair in association with 1 member of the board.
- 12.2. The board may grant powers of procuration.

## § 13 Accounting and auditing

- 13.1. The financial year of the association runs from 1 January to 31 December.
- 13.2. The association's accounts and the accounting information in the annual transparency report are audited by a state-authorized auditor elected by the AGM for a year at a time.

§14 Amendment of the articles of association

- 14.1. A decision on amendment of the articles of association can be made by an AGM with a majority of 2/3 of all votes in accordance to the rules stipulated in § 8.

§ 15 Dissolution

- 15.1. A decision on dissolution of the association can be made by an AGM with a majority of 2/3 of all votes in accordance to the rules stipulated in § 8.