

CEPIC- International Association of the Media Licensing Industry

The undersigned parties are the founders of the international non-profit association.

AEAPAF – Asociación Empresarial de Agencias de Prensa y Archivos Fotográficos duly registered in Barcelona, **SPAIN**.

BAPLA – British Association of Picture Libraries and Agencies duly registered in London, **UNITED KINGDOM**.

BLF – Bildleverantörernas Förening duly registered in Huddinge, **SWEDEN**.

BVPA – Bundesverband professioneller Bildanbieter e. V. duly registered in Berlin, **GERMANY** - formerly Bundesverband der Pressebild-Agenturen e. V.

SAB- Swiss Working Group of Image Agencies and Archives duly registered in Würenlingen, **SWITZERLAND**.

SNAPIG – Syndicat National des Agences Photo Illustration Générale duly registered in Paris, **FRANCE**.

All the above Members being duly represented in accordance with their respective articles of association.

TITLE I. NAME. LEGAL FORM. TERM. REGISTERED OFFICE

ARTICLE 1 **LEGAL FORM**

The Association has the status of an international non-profit association (in French “association internationale sans but lucratif”) and it is governed by “le Code des sociétés et des associations” and its subsequent amendments (in these Statutes further on referred to as “the Law”).

ARTICLE 2 **NAME**

The name of the Association is “CEPIC - International Association of the Media Licensing Industry”, abbreviated “CEPIC”. The full and the abbreviated names may be used together or separately and must at all times be preceded or followed immediately by the words “association internationale sans but lucratif” or the initials “AISBL”.

ARTICLE 3 **REGISTERED OFFICE**

The registered office of the Association is located in the Region of Bruxelles-Capitale. It may be transferred to any other location in Belgium by a decision of the Board of Directors, as long as such transfer does not require the modification of the language of the Statutes as provided by the legal provisions governing the use of official languages in Belgium.

Any transfer of the registered office must be published in the annexes to the Belgian Official Gazette (Annexes du Moniteur Belge) under the responsibility of the Board of Directors.

The Association may establish offices in any country or place.

ARTICLE 4 LANGUAGE

The internal working language of the Association is English.

The official language of the Association used for the official documents and relations with Belgian authorities shall be French.

In case of dispute relating to these Statutes between Members, the official published English version shall prevail. Towards third parties the official published French version is the only relevant version.

ARTICLE 5 DURATION

The Association is established for an unlimited period of time. It can be dissolved at any time by decision of the General Assembly according to article 11 of these Statutes.

ARTICLE 6 SCOPE AND ACTIVITIES

The non-profit purpose of the Association shall be to promote, represent and defend the interest of the media licensing industry.

To pursue this objective, the Association shall:

- a) Monitor all legislative proposals, non-legislative measures and activities, which have a direct bearing on the activities of its Members;
- b) Gather and disseminate information relevant to its Members;
- c) Consult its Members with a view to adopting common positions for the media licensing industry on legislative proposals, planned initiatives and consultation procedures of European and international organizations;
- d) Represent the interests of the media licensing industry vis-à-vis the European decision-making institutions and international organizations;
- e) Inform Members on industry affairs
- f) Organize, promote and hold seminars, conferences, trainings and other events, as well as the compilation, edition, promotion and distribution of publications in any form
- g) Build up contacts and relationships with all relevant institutions and authorities (Ministers, law makers, auditors, senior managers, leaders of political parties, etc.);
- h) Support standardisation in technology developments, methods or processes which may be beneficial to achieve the goals of the Association.

The Association can also hold and administer copyright, trademark and other intellectual property rights under its own name.

ARTICLE 7 **FINANCIAL RESOURCES**

The resources of the Association are notably constituted as follows:

- a) membership fees or other contributions from Full Members and Associate Members;
- b) grants and contributions from any type of organizations (ie. European or international organizations, ministries, States, local governments and/or their public institutions, private and non-profit organizations);
- c) gifts, loans and donations approved by the Board of Directors in accordance with Article 12 of these Statutes;
- d) revenue from the activities and the services provided by the Association;
- e) all resources not prohibited by the legislation.

ARTICLE 8 **MEMBERSHIP**

8.1 Categories of membership

There are two categories of membership.

- Full Members

Full Membership is open to associations of: photographic news agencies, illustration agencies, creative picture agencies, picture libraries and related organisations from the image licensing industry.

Full Members are represented at the Board of Directors and enjoy the right to vote at the General Assembly in accordance with the terms of the present Statutes.

- Associate Members

Associate Membership is open to: organisations/corporations/agencies from the media licensing industry or whose activities are related to the media licensing industry who do not meet the requirements for Full Membership.

All Associate Members shall be represented by only one Director at the Board of Directors and enjoy the right to vote at the General Assembly in accordance with the terms of the present Statutes.

8.2 Membership Procedure

Membership application shall be made by filling out and sending the Membership Application Form to the CEPIC office.

Admission of Full Members shall be subject to an unanimous decision by the Board of Directors. Admission of Associate Members shall be subject to a two-thirds (2/3) majority decision by the Board of Directors.

In case of a tie, the President has a decisive vote. The General Assembly will be informed by the Board about any new memberships at the following Annual General Meeting.

8.3 Membership resignation, exclusion and termination

Resignation of a Member: Members are free to resign from the Association, at all times, by giving written notice to the Board of Directors, via registered mail, with acknowledgment of receipt, or certified email, at least six (6) months before the end of the current calendar year.

The resignation shall be effective at the end of the respective financial year.

Exclusion of a Member: A Member may be excluded from Membership if it:

- a) ceases to satisfy the definition of the Membership category it belongs to as set out in these Statutes, or
- b) is not duly or timely or fully complying with these Statutes, the internal rules, if any, and/or any decision validly taken by the bodies of the Association, or
- c) fails to pay its Membership fee in due time, or
- d) infringes the interests of the Association, or
- e) is in a situation of judicial administration, bankruptcy, judicial reorganisation, dissolution or liquidation, or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction, or
- f) for any other reasonable and justified cause.

Exclusion Procedure: The decision to exclude a Member shall be taken by a majority of two-third (2/3) of the Board of Directors.

Before excluding a Member, the Board of Directors shall provide the concerned Member with the relevant details in writing, via registered mail or certified email thirty (30) calendar days in advance of the proposed exclusion date. The concerned Member shall then have time to remedy the breach or breaches having led to the proposal of exclusion. The decisions of the Board of Directors regarding the exclusion of a Member must be motivated. All Membership rights of the Member concerned by the above-mentioned exclusion procedure may be suspended until the decision of the Board of Directors.

Termination of Membership: A Member which, in whatever way and for whatever reason, ceases to be a Member of the Association shall (i) remain liable for its obligations towards the Association, including for the payment of the Membership fees, up to the end of the financial year in which the termination of its Membership became effective, (ii) have no claims for compensation on the Association or for its assets, (iii) forthwith cease to hold itself out as a Member of the Association in any manner.

Restitution of Membership: A Member who has been expelled may re-apply for membership after a period of one (1) year from the date of expulsion.

8.4 Membership Fee

Each Member shall pay membership fees per year, as decided upon by the General Assembly.

The amount of membership fees and the calculation method of the membership fees for each category of Member shall be prepared by the Board of Directors to be presented for adoption by the General Assembly by a majority of two-third (2/3).

Members shall be informed in writing, during the first quarter of each financial year, of the amount of the annual membership fee owed by it. These fees shall be payable within thirty (30) calendar days from the date of the written notification.

If a Member fails to pay its membership fees within thirty (30) calendar days after a reminder has been sent to it, its voting rights may be automatically and immediately suspended until full payment of the membership fees due. Members joining the Association part way through a financial year shall pay the amount of membership fees as calculated for their membership category on a pro rata basis.

In addition to membership fees, interested Members can voluntarily agree to be subject to the payment of additional contributions to finance specific projects. The amount of the additional contributions shall be approved by the Board of Directors.

ARTICLE 9 **LIABILITY**

No Member of the Association shall be held personally liable for any debts contracted or obligations entered into by the Association.

The Members' financial liability towards the Association shall be limited to each individual Member's annual membership fee.

The Association shall take appropriate measures to cover the risks specific to its activities, including against accidents and/or data breach.

ARTICLE 10 **ORGANS**

The bodies of the Association shall be:

- a) the General Assembly, which shall be the body in charge of the general direction of the Association,
- b) The Board of Directors, which shall be the body in charge of the management of the Association

ARTICLE 11
THE GENERAL ASSEMBLY

11.1 Powers and competence

The General Assembly shall have the powers specifically granted to it by the Law or these Statutes. In particular, the General Assembly shall have the following powers:

- a) approve the minutes of the previous General Meeting and deal with any matters arising;
- b) discuss and approve the accounts and the balance sheet presented on the Board's behalf by the Treasurer,
- c) discuss and approve the budget for the following year presented on behalf of the Board by the Treasurer;
- d) approve the level of membership fees for the following year, recommended by the Board;
- e) discuss and approve the annual progress report prepared by the Executive Director, if any, and submitted by the Board;
- f) carry out elections according to the Statutes and appoint and discharge Directors;
- g) appoint and dismiss the statutory auditor, if applicable and determine his fees;
- h) discuss and approve the amendment of these Statutes;
- i) discuss and approve the dissolution of the Association, the allocation of the Association's net assets in case of dissolution and the appointment of one or more liquidator(s);
- j) decide on any other business.

11.2 Meetings

A statutory Annual General Assembly Meeting shall be held once a year and, in any case, not later than six (6) months after the end of the financial year. Other, Extraordinary, General Assembly meetings can be called by:

- Request of the Board, having passed a resolution for the same by a two thirds (2/3) majority;
- Written request of more than one third (1/3) of the members of the General Assembly.

Notice of each Meeting detailing the date, time and place of the meeting of the General Assembly will be given by email at least eight (8) weeks before the Meeting.

The Association may organize participation to a General Assembly via videoconference, teleconference or any other mean of distance communication.

An Extraordinary General Assembly will also be convened by the auditor, whenever a fifth of the members so requests. This meeting must be convened within one month of the request and the items proposed must appear on the agenda.

Members are represented at the General Assembly by one single representative who must be a natural person entitled by that Member to represent it. At least seven (7) calendar days before the date of the meeting, the identity of the representative must be notified to the Board of Directors, if the representative has been changed since the last meeting.

Each Member shall have the right, before, during or after a meeting of the General Assembly, to waive the convening formalities and periods required by the present Article. Unless he/she disagrees, any Member present or validly represented at a meeting of the General Assembly shall be considered to have been regularly convened to this meeting.

The Agenda and any document needed for the Meeting will be sent by email to each Member not later than six (6) weeks prior to the date of the Meeting.

The General Assembly shall validly deliberate and decide only on the items listed on the agenda of the meeting, as worded in the convening notice, unless all Members are present or represented and unanimously decide to deliberate and vote on items that are not mentioned on the agenda.

11.3 Quorum

No decisions can be taken in a General Meeting unless a quorum of half of the Full Members is present or represented. If this quorum is not reached the General Meeting shall be adjourned to the same day two (2) weeks later, at the same time and place, or to such other day, time and place as the Board of Directors may determine, and if at the adjourned meeting a quorum of half the Full Members is not present or represented then the Full Members present or represented shall be a quorum.

11.4 Proxis

Any Member in good standing shall have the right, via regular mail, email or via any other means of written communication to give a proxy to either the President or another Member in good standing to be represented at a General Assembly meeting. No Member may hold more than two (2) proxies. The President may hold an unlimited number of proxies. Permission to cast a proxy vote must be demonstrated in writing, signed by the Member authorizing the proxy. The original copy of the proxy shall be part of the official minutes of the meeting, and the proxy authorization shall be for that meeting solely. An electronic signature shall be acceptable.

11.5 Voting rights

The distribution of votes is determined as follows:

Each Member shall have one vote.

All Full Members together have a total voting right share of sixty percent (60%) of the total votes.

All Associate Members together have a total voting right share of forty percent (40%) of the total votes.

In the event of less than ten (10) Associate Members, the total voting right share of the Associate Members will be reduced to twenty (20%) and the total voting right share of the Full Members shall be increased to eighty (80%).

The individual voting right share of each of the Full Members has the same value and is calculated for each Full Member by dividing the total voting right share (60%/80%) by the number of Members (e.g. if there are ten (10) Members and more than three Associate Members each ten percent (10% per member).

The individual voting right share of each of the Associate Members has the same value and is calculated for each Associate Member by dividing the total share (40%/20%) by the number of Associate Member (e.g. ten (10) Associate Members, four percent (4%) per Associate Member).

If not otherwise stated in the Statutes, a resolution taken at the General Assembly Meeting can be adopted by simple majority of the Members, present or represented, as calculated according to the percentages hereabove.

The percentages hereabove are not applicable if there are only Full Members or only Associate Members

11.6 Minutes

Minutes shall be drawn up at each General Assembly meeting. They shall be approved and signed by the President and kept in a register of minutes. Copies of resolutions shall be made available to the Members who have requested to receive copies of resolutions.

ARTICLE 12 **THE BOARD OF DIRECTORS**

12.1 Composition and powers

Composition: The Association shall be administered by a Board of Directors composed of at least three (3) members and composed as follows:

- The President;
- The Vice-President;
- The Treasurer;
- If any, an additional Director for each Full Member not already represented on the Board of Directors; and
- If any, one Director representing all Associate Members on the Board of Directors.

Powers of the Board of Directors: The Board of Directors shall have all powers necessary to accomplish the purpose of the Association, except for the powers that are specifically granted to other bodies of the Association by the Law or these Statutes.

The Board of Directors shall act as a collegial body. The Board of Directors shall in particular have the following powers, amongst other:

- (a) The transfer of the Association's registered office, as long as such transfer does not require the modification of the language of the Statutes;

- (b) The adoption, the amendment, and the revocation of the internal rules, if any;
- (c) The determination of the Association's strategy and policy;
- (d) The monitoring of the budget expenditures and the allocation of the budget;
- (e) The execution of the decisions of the General Assembly;
- (f) The admission of new Members;
- (g) The exclusion of Members;
- (h) Employing, dismissing and supervising staff;
- (i) The determination of the calculation method and the amount of the annual membership fees, to be approved by the General Assembly;
- (j) Approval of any gifts, loans and donations;
- (k) Approval of the draft annual report, draft annual accounts and the draft budget that must be submitted to the General Assembly for approval;
- (l) The adoption of propositions to be submitted to the General Assembly;
- (m) The decisions to establish and delegate tasks to one or more Working Group(s) and the overseeing of this/these; and
- (n) Appointment of the Executive Director, as the case may be.

The Board of Directors' positions are unpaid.

12.2 Qualification to be a Board Director

Each Member, in good standing, shall be entitled to nominate a candidate for election to the Board of Directors.

In order to be eligible as a Director, the candidate must meet the following criteria:

- (a) Shall be a member in good standing of the Member
- (b) Shall be able to commit substantial time to invest in meetings & representation.

12.3 Nomination of Directors

Board Directors shall be elected by the General Meeting for a term of two (2) years by a simple majority vote. They shall retain office until they are discharged, replaced or renewed. Not later than two (2) weeks prior to the date set for election of Directors at a General Assembly, the President shall request all Members to submit in writing nominations for Director vacancies such nominations to be received by the President not later than seven (7) calendar days prior to the General Assembly.

12.4 Resignation

Any Director wishing to resign must send a written notice of his or her resignation to the President. Nonetheless, the resignation will only come into force on the date of the next

meeting of the Board of Director or the General Assembly providing for his or her replacement.

12.5 Replacement

In the event that a vacancy occurs (including as a result of a resignation), the respective Member shall have the right to suggest a new Board Member for the current term, who will then have to be confirmed by simple majority of the Board at the next Board Meeting.

The term of office of the new director shall expire at the same time as the term of the replaced director would have expired. The confirmation of the appointment of the new director will be submitted for approval to the next meeting of the General Assembly.

If the Board votes against the suggested replacement Board Member or the Member decides not to suggest a replacement Board Member the position shall not be filled until the next General Meeting.

12.6 Meetings

Board meetings shall be chaired by the President or if unable to attend by the Vice-President. Such Board meetings shall usually be held by telephone or video conferences. In exceptional cases presence events shall be agreed.

12.7 Quorum

Unless otherwise stipulated in these Statutes, the Board of Directors shall be validly constituted when at least half of the Directors are present or validly represented. If half of the Directors are not present or represented at the first meeting, a second meeting of the Board of Directors shall be held, at least fourteen (14) calendar days after the first meeting of the Board of Directors. The second meeting of the Board of Directors shall validly deliberate irrespective of the number of Directors present or represented, in accordance with the majorities stipulated in Article 12.8.

12.8 Votes

Unless otherwise stipulated in these Statutes, decisions of the Board of Directors shall be validly adopted if they obtain an absolute majority, i.e. more than fifty percent (50%), of the votes cast by the Directors present or validly represented. Each director shall have one (1) vote. In the event of a tie vote, the President shall have the casting vote within the Board of Directors.

12.9 Proxis

Board Members can be represented by other Board Members. The number of represented Board Members is limited to two (2) per Board Member.

12.10 Minutes

Final decisions shall be entered in minutes to be signed by the President and sent to all Board Members.

12.11 Powers of the President, Vice-President, Treasurer and Directors

The President shall have the powers specifically granted to him/her by these Statutes. In particular, the President shall have the following powers:

- (a) Presiding the meetings of the General Assembly and the Board of Directors;
- (b) Acting as a conciliator when differences of opinion occur, both within the Association and vis-à-vis third parties;
- (c) In the event of a tie vote, having the casting vote within the Board of Directors
- (d) perform such other duties as are necessarily incident to the office of President, which are not inconsistent with these Statutes as may be assigned by the Board of Directors.

The Vice-President shall perform such duties as are delegated (or assigned) by the President or the Board of Directors and perform the duties of the President in the event that the President is unable to serve. The Vice President shall perform such other duties as are necessarily incident to the office of Vice President, which are not inconsistent with these Statutes as may be assigned by the Board of Directors.

The Treasurer shall oversee the Association's funds and financial records; establish proper accounting procedures for the handling of the Association's funds; implement an annual review by a *Certified Public Accountant* and, further, report on the financial condition of the Association at the Annual Assembly Meeting or at such other times as called upon by the President. The Treasurer shall perform such other duties as are necessarily incident to the office of Treasurer, which are not inconsistent with these Statutes as may be assigned by the Board of Directors.

The *Directors* shall perform such duties as are delegated (or assigned) by the President or the Board of Directors. They shall perform such other duties as are necessarily incident to the office of *Directors*, which is not inconsistent with these Statutes as may be assigned by the Board of Directors.

The Board of Directors may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of their meeting(s).

ARTICLE 13 **Working Groups**

Upon request of a relevant number of Directors, but at least three (3), working groups, committees and other groups may be established in areas and aspects of interest and relevance to the Association and its Members. The working group(s) shall have a supporting role to the bodies of the Association on specific issues. Based on internal rules or guidelines as decided upon by the Board of Directors, the Board of Directors shall confirm among others the mission, composition, powers, and meeting modalities of the Working Group(s).

The working group(s) shall act under the responsibility of the Board of Directors. The working group(s) may invite one or more third internal and/or external party(ies) to attend

without voting rights one or more meeting(s) or part(s) of meeting(s) of the working group(s).

ARTICLE 14 **FINANCIAL YEAR**

The financial year shall start on January 1st and end on December 31st of each year.

ARTICLE 15 **ANNUAL ACCOUNTS**

Each year the Board of Directors shall submit the draft annual accounts for the Association's last financial year and the draft provisional budget for the following year to the General Assembly for approval.

The annual accounts shall be presented in the form of a statement of income and expenses accompanied by an inventory of the Association's assets and liabilities.

The budget shall present the ordinary and extraordinary income and expenses for the following financial year.

For each financial year, the Board of Directors shall draw up the final accounts and will submit it to the General Meeting for approval. Approval of the annual accounts by the General Meeting grants a discharge to the directors for the operations listed therein as well as for those that have been communicated to the General Meeting.

The Board of Directors will be responsible for the management of funds of the Association and the maintenance of accounting, with attendance of a professional accountant.

In case legal conditions requiring the appointment of statutory auditors are met, such an appointment shall be made by the General Meeting.

ARTICLE 16 **MODIFICATION OF THE ARTICLES OF ASSOCIATION**

Any proposal for the amendment of the Statutes shall be sent to the Board of Directors who will submit it to the General Meeting in order to include it in the agenda for the next General Meeting.

A decision regarding the amendment of the Statutes requires a decision of the General Meeting taken by a majority of two-thirds (2/3) of its Members.

ARTICLE 17 **DISSOLUTION**

The Association may be dissolved by a decision of the General Meeting taken by a majority of two-thirds (2/3) of its Members.

In case of dissolution of the Association, the General Meeting shall appoint one liquidator, shall decide on their powers and shall indicate how to distribute the assets of

the Association, taking into account that these assets cannot be given to the Members and that the beneficiaries must pursue aims similar to the Association. The liquidator shall be charged with realizing the Association's assets and settling its debts. Any net assets shall be disposed with a non-lucrative purpose.

ARTICLE 18 **INTERNAL RULES AND REGULATIONS**

Without prejudice to the present Statutes, the General Assembly may approve Internal Regulations of the Association, dealing with specific policies of the Association, governing the functioning or the day-to-day conduct and administration of the Association. Upon proposal of the Board of Directors, the General Assembly may adopt the Internal Regulations and may change them by the majorities described in Article 10. The Internal Regulations may not conflict with these Statutes and, in case of conflict, the latter shall prevail.

ARTICLE 19 **EXTERNAL REPRESENTATION OF THE ASSOCIATION**

The Association shall be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds (i.e. including the signature authority) by the President acting alone, or by two (2) Directors, acting jointly.

In addition, the Association shall also be validly represented vis-à-vis third parties (i.e. including the signature authority), within the framework of their mandates, by one or more proxy holder(s) duly mandated by the Board of Directors.

ARTICLE 20 **INTERNAL COMMUNICATIONS**

Email shall be an official way of communications. The email address of the association is : info@ceplic.org.

ARTICLE 21 **SEVERABILITY**

In the event that any provision of these Statutes shall be unenforceable or invalid under applicable law, or so held by applicable court decision, such enforceability or invalidity shall not render these Statutes unenforceable or invalid as a whole, and in such event such provision shall be changed and interpreted so as to best accomplish the objectives of such provision.

ARTICLE 22 **APPLICABLE LAW**

Anything that is not expressly covered in these Statutes or, as the case may be by le **Code des sociétés et des associations**, in the Internal Regulations, shall be governed by the Belgian law in general.

ARTICLE 23
DISPUTE SETTLEMENT AND COMPETENT COURTS

24.1 Dispute settlement

Any dispute between the parties relating to, or arising from the validity, interpretation and execution of the present contract, shall be submitted to a mediation. The parties will choose the mediation centre for the mediator.

The mediation settlement agreement will settle the existing dispute and avoid any future disputes related to this matter. A party may seek court enforcement of any obligation arising from such settlement agreement.

24.2 Competent court

If a dispute is not settled after having tried a mediation according to article 24.1, both parties have the right to resolve any issue or dispute in connection with the Statutes of the Association, its Internal Regulations, and/or any decision of one of its bodies, by Court action. This shall be governed by Belgian law and shall be submitted to the Brussels courts

