

# SCAPR Statutes

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## Article 1: Name

The association is an international non-profit making association called Societies' Council for the Collective Management of Performers' Rights, SCAPR, hereafter called "the Organisation".

## Article 2: Location

The registered office of the Organisation is in Brussels, Avenue de Cortenbergh 116 - B 1000 Brussels, Belgium.

The registered office of the Organisation may be transferred to any other place outside the region of Brussels by decision of the General Assembly by simple majority.

The official language of the Organisation is English.

## Article 3: Principles and Objectives

- (1) The aim of the Organisation is the development of practical cooperation between performers' collective management organisations (CMOs) in order to improve the exchange of data and performers' rights payments across the borders.
- (2) The Organisation shall establish the framework for practical cooperation and set standards for administrative and technical issues, as well as legal standards in relation to the collective management of performers' rights.
- (3) The Organisation shall develop strategies, formats and administrative systems in relation to collecting and distributing payments in particular in the new technical environment.
- (4) The Organisation shall provide assistance for the exchange of information between CMOs, on such items as administrative procedures, legal proceedings/arbitrations, collecting procedures, published tariffs and distribution schemes.
- (5) The Organisation shall support young CMOs within the above objectives in close cooperation with existing performers' organisations operating within the same field of activity.
- (6) The Organisation shall further improve the efficiency of management of rights and the conclusion of representation Agreements in order to fulfil the objectives of SCAPR.
- (7) The Organisation shall develop, provide and manage technical systems, such as databases, cloud services, or hosting platforms, available for CMOs for the processing and exchange of data of performers and performances, as well as other data that is complementary to the management of data on performers and performances, for a more efficient international distribution of the collected payments. The CMOs will act as Data Controller and SCAPR will act as Data Processor from data protection legislation perspective.

- (8) The Organisation shall represent performers' rights in national and international fora with regard to the development and implementation of such databases and systems.
- (9) In order to fulfil the principles and objectives, the Organisation shall cooperate with the national or international organisations representing performers' rights.
- (10) The Organisation may also cooperate with organisations representing other groups of right holders.
- (11) The Organisation may also cooperate and exchange data with third parties with the intent to facilitate the identification of performers' contributions and rights ownership in the whole exploitation chain of a performance.

## Article 4: Criteria for Membership

The Organisation includes two categories of CMOs members: ordinary and associated.

The SCAPR Application Form for membership shall be duly filled and sent to the Board together with a copy of the statutes and regulations of the applying CMO including the distribution rules, the applicable tariffs, a list of signed representation agreements, the report of activity for the previous year (in SCAPR's standard form as adopted by the SCAPR Board from time to time) and the annual account.

The Organisation may admit as ordinary members CMOs, which:

- are representative within the national territory for the performers' statutory rights they administer,
- are authorised by law or by way of assignment, licence or any other contractual arrangement to manage the rights assigned to them, for the benefit of these performers, as their sole or main purpose, and which fulfil both of the following criteria:
  - i. They are owned or controlled by their members;
  - ii. They are organised on a not for profit basis.
- directly or indirectly license performers' rights and/or collect remuneration for performers,
- distribute payments individually to the right owners – both to nationals and foreigners,
- enter into and implement agreements for the exchange of remuneration with CMOs in other countries (representation Agreements)
- have established a database with pertinent recording data and of information on the remuneration they administer as well in relation to national as to foreign right owners by use of a recognised unique international performers' identification number
- have available information on the actual use of fixed performances (national and international) by the existence of comprehensive play lists or documented surveys.
- are participating in the SCAPR platform databases named IPD and VRDB2

The acceptance of new ordinary members is decided by the General Assembly by a two thirds majority upon proposal of the Board.

CMOs which do not fulfil the above conditions for ordinary membership can apply for associated membership, provided that they:

- are authorised by law or by way of assignment, licence or any other contractual arrangement to manage the rights assigned to them, for the benefit of these performers, as their sole or main purpose, and which fulfil both of the following criteria:
  - i. They are owned or controlled by their members;
  - ii. They are organised on a not for profit basis.
- directly or indirectly license performers' rights and/or collect remuneration for performers;
- and enter into and implement agreements for the exchange of remuneration with CMOs in other countries (representation Agreements).

The acceptance of new associated members is decided by the General Assembly by a two thirds majority upon proposal of the Board. However, associated members can be temporarily admitted by the Board until their presentation at the next General Assembly.

Associated members shall fulfil the conditions for becoming ordinary members within the maximum period of 5 years. However, the duration of associated membership can be extended by the Board for limited periods, based on specific justification and subject to the ratification of the General Assembly.

## Article 5: Rights and obligations of members

All members of the Organisation shall have, respectively, the same rights and obligations regardless of their membership or repertoire. However, Ordinary members shall have additional rights and obligations.

The terms and conditions of user agreements (Article 10.2.) and all other agreements between SCAPR, as data processor, and its users, as data controllers, shall be identical for all members.

### 5.1. All members:

When accessing to the status of Associated or Ordinary member of SCAPR:

#### 5.1.1. All members shall have the right to:

- a. take part in each General Assembly;
- b. present written proposals to the General Assembly, subject to a prior approval of the Board;
- c. have a seat in the working groups established by the Organisation, subject to Article 9
- d. have access to relevant parts of the SCAPR Intranet;
- e. receive on a regular basis information on the activities of the Organisation;
- f. exercise all other rights arising from the Statutes;

#### 5.1.2. All members shall have the obligation to:

- a. comply with the Statutes and the Policy and Guidelines of the Organisation;
- b. fulfil and send to the Organisation the annual report (Article 6) and all other reports or information as determined by the General Assembly or, if it is so empowered, by the Board;
- c. pay contribution and fees as determined by the General Assembly;
- d. fulfil the conditions for becoming ordinary members within the maximum period of 5 years;
- e. comply with all other obligations arising from the Statutes;
- f. use their best efforts to provide all such information reasonably requested by the SCAPR

Secretariat or the Working Groups within the requested timeframe, subject to any applicable restrictions that prevent compliance with such request (such, but not limited to duties of confidentiality, data protection restrictions). Where members consider that they are unable to comply with such a request (in whole or in part) then the member shall provide the SCAPR Secretariat or the Working Groups (as applicable) with a written explanation as to why it is unable to comply within the requested timeframe;

## 5.2. Ordinary members:

In addition to the foregoing, Ordinary members shall have the following rights and obligations:

### 5.2.1. Ordinary members shall have the right to:

- a. vote at each General Assembly, subject to Article 6;
- b. be a candidate for the Board and the Database Committee;

### 5.2.2. Ordinary members shall have the obligation to

- a. participate in the SCAPR databases;
- b. pay all fees for their participation in the databases and systems as decided by the General Assembly

## 5.3. Cessation of membership and of participation to databases and systems

### 5.3.1 Resignation

Members may resign from SCAPR by sending by registered mail a letter to the Chairperson of the Board at least 3 months before the end of a calendar year. Such resignation will take effect as of the beginning of the next calendar year. Resigning from SCAPR means, if applicable, resigning from the SCAPR databases too, respecting the termination periods that are applicable as stated in the respective user agreements of each database.

### 5.3.2 Suspension and Exclusion

The Board may suspend a member provisionally with immediate effect, whilst waiting for the General Assembly to reach its decision.

The member is immediately informed of the decision of the Board and invited to explain its position to the Board within a week. Should the Board maintain such decision, the Board shall inform the membership accordingly within two weeks of the suspension.

On the proposal of the Board, after the member in question is given the opportunity to be heard, the General Assembly, under two third majority, may prolong the suspension until the next General Assembly or exclude a member who does not pay the contribution, fees, or does not respect the statutes, the rules & obligations or Code of Conduct set by the Organisation, the decision of the General Assembly or who no longer meets the criteria for membership set out in Article 4. On the proposal of the Board, the General Assembly, under three quarter majority, may also prolong the suspension until the next General Assembly or exclude a member for any other good cause.

On the proposal of the Board the General Assembly may exclude an associated member who does not fulfil the conditions for becoming an ordinary member within the above maximum period of 5 years.

The prolongation of the suspension takes effect immediately after the decision of the General

Assembly. The exclusion of a member takes effect 30 days after the decision of the General Assembly.

### 5.3.3 Cessation of participation to databases and systems

The condition for ending the participation in the use of databases and systems, on the initiative of members or the Board, are laid down in the user agreements of such databases concluded by CMOs with the Organisation.

If a CMO ends participation in the databases, the Board will review the situation and make a recommendation to the next General Assembly including proposal for exclusion.

### 5.3.4 Consequences of resignation, termination or suspension

Any member who leaves the Organisation for any reason shall have no claim on the assets of the Organisation nor right to be reimbursed for any contribution or fees already paid of any type (including contributions or fees paid in respect of databases such as IPD or VRDB2).

## Article 6: General Assembly

### 6.1. Role

The General Assembly of members is the supreme body of the Organisation. The Organisation's other bodies who act by delegation of the General Assembly and by powers given by the Statutes, are:

- The Board
- The Secretariat
- The Working Groups
- The Databases Committee

### 6.2. Notice

The Annual General Assembly shall take place before the end of June each year as an in-person meeting, unless the Board otherwise decides in accordance with article 6.6 below, and shall be convened by the Board with notice of at least 30 days. The notice shall be accompanied by a specified agenda and supporting documentation which the Board intends to submit for the approval of the members of the Organisation, unless the period of notice or communication is shortened, as set up in this article hereafter.

Two thirds of the members of the Board or one third of the members of the Organisation can call for an extraordinary in-person meeting of the General Assembly with notice of at least 30 days. The notice shall be accompanied by a specified agenda and supporting documentation, which the Board or members of the Organisation intend to submit to the approval of the members of the Organisation during this extraordinary meeting.

### 6.3. Powers

The General Assembly has the power of decision on all the matters not dealt with by the Board, and notably sole power to decide on the:

- Appointment of a Secretary for the General Assembly
- Approval of the annual activities from the Board presented by the Secretariat
- Approval of the Annual Account from the Board
- Approval of the Budget for SCAPR activities including specific funds dedicated to statutory working groups
- Approval of the specific Budgets for the databases and systems
- Appointment of the certified auditor
- Application for membership
- Adoption of the funding methodology for the SCAPR activities budget
- Adoption of the funding methodology for the databases and systems specific budgets
- Adoption and/or amendments of Business Rules for all databases and systems
- Adoption and/or amendments of SCAPR Policy and Guidelines (Introduction to collective management of performers' rights, Code of conduct, model representation Agreement)
- Establishment or dissolution of specific working groups
- Proposals for adoption from the Board
- Election of members of the Board
- Election of 3 members of the Databases Committee
- Any other item and motions, if any.

#### 6.4. Additional documentation and written proposals from members :

One month prior to the General Assembly, all members will submit to the Organisation their annual report according to the standard established. This report, in whole or in part, can be communicated during the General Assembly or used in reports presented during this Assembly and shall not be used for any other purpose unless agreed by the relevant member.

Additionally, the General Assembly will receive:

- The Annual Reports from all working groups on their activities since the last General Assembly,
- The Annual report from the Databases Committee on its activities since the last General Assembly.

These reports shall be circulated no less than 14 (fourteen) days prior to the General Assembly.

The Board shall receive written proposals in relation with the Principles and Objectives of the Organisation to be presented to the Annual General Assembly not later than 1st of March of the year



concerned. Provided that the members present their proposals in time, and considering urgency of the matter and relevancy to the actual work of the Organisation, the Board will include the proposal from the members of the Organisation on the agenda of the General Assembly meeting. Otherwise, the Board will provide explanation for disregarding the member's proposal.

The Board shall receive written proposals to be presented to the General Assembly from the members of the Organisation in relation exclusively to the already communicated agenda or supporting documentation, which the Board intend to submit to the approval of the members of the Organisation, no later than fifteen days before the General Assembly of the year concerned.

Any proposal which was not presented to the Board in time according to the Statutes will be declared inadmissible and cannot be debated during the General Assembly of the year concerned.

Notwithstanding the foregoing, a proposal of an urgent nature may, upon the approval of a two third majority of the members at the Annual General Assembly, be presented to the General Assembly.

#### 6.5. Attendees

Observers can attend the General Assembly when decided by the Board according to article 7.3. FIM and FIA are considered as permanent Observers at the General Assembly.

#### 6.6. Remote participation

The Board may, prior to any General Assembly including the Annual General Assembly, decide to hold the meeting by remote participation, only in the following circumstances:

- ✓ if the Board deems an in-person meeting impossible to organise; or
- ✓ if the members must make a decision falling within the powers of the General Assembly that cannot be delayed until the next GA.

The procedure and rules concerning remote participation and deliberation by electronic means of communication shall be set forth by the Board, in accordance with the principles set forth in this article. If applicable, the notice by the Board shall include a clear and precise description of the remote participation as well as the procedure to be followed.

The members, the Board and all other eligible attendees shall be allowed to remotely participate in the General Assembly by electronic means of communication.

The members who participate remotely shall be deemed to be present and in attendance at the General Assembly.

The electronic means of communication for the remote participation must at least enable all attending members: to directly, simultaneously and continuously hear and participate in the discussions during the meeting; to exercise the right to vote on all items on which the General Assembly must vote; and to participate in the deliberations and to ask questions.

The minutes of the General Assembly shall indicate any technical problems and incidents that have prevented or disrupted participation by electronic means or that have affected a vote in the General Assembly.

## 6.7. General Voting rules

Each ordinary member has one vote.

The members shall vote in person, via mandates for in-person meetings only. If the Board decides to hold a meeting by remote participation under article 6.6, the members shall cast an electronic vote, in accordance with the procedures and rules set forth by the Board under article 6.6.

The decisions of the General Assembly shall be made by simple majority unless otherwise stipulated.

The quorum of the General Assembly shall be equal to half of the ordinary members entitled to be present plus one.

For in-person meetings only, a member may hold up to two mandates from other members. Such mandate shall be in written form and presented to the Secretary before the vote.

Only members, whether ordinary or associated, participating in the databases and systems shall vote on matters relating to these databases.

Any member who is in arrears in paying their contribution and/or fees in respect of SCAPR membership and/or has not presented their Annual Report at least two weeks in advance of the commencement of the General Assembly shall be ineligible to vote on all matters. Any member who is in arrears in paying their contribution and/or fees in respect of participation in IPD or VRDB shall be ineligible to vote on matters relating to the database in respect of which the member is in arrears.

## 6.8. Voting means

In the case of in-person meetings, votes shall be expressed by a show of hands of the eligible members except for the elections of the Board and Databases Committee members which shall be conducted by secret ballot.

In the case of meetings by remote participation set up under article 6.6, or in advance of an in-person meeting, the Board may authorize eligible members to vote remotely prior to the General Assembly ("advance voting"), by casting a vote or votes by way of electronic means of communication, made available by SCAPR. Notwithstanding the foregoing:

- The Board may not authorize advance voting with respect to decisions concerning the dissolution of the Organisation as set forth in article 13 of the Statutes; and
- The Board may not authorize advance voting for the election of the Board or the Databases Committee in the case of an in-person meeting.

Advance voting shall be conducted by way of a voting sheet, the form and content of which shall be determined by the Board, but which must contain at least the following information:

- The member's name;
- The agenda of the meeting;
- The means of voting, point by point, on the agenda submitted for the approval of the members of the Organisation;
- The period before the General Assembly during which SCAPR must receive the remote vote(s) and the method of delivery thereof by electronic means of communication;

- The member's signature by means of an electronic signature/validation.

A member who has cast his vote remotely on any matter forfeits his right to vote by any other means at the meeting with regard to the same matter. Votes by any means shall be counted with regard to the provisions on quorum and majority set forth in article 6.7, only if those votes are valid and are cast in accordance with the principles and conditions of this article.

#### 6.9. Minutes

All deliberations by the members shall be recorded in minutes.

The minutes shall report the date; the place at which the debates took place (unless a written or remote consultation); the full names of each participant; the documents and reports submitted to the parties; the draft resolutions put to a vote; the discussions and decisions of the Assembly and the outcome of the voting.

The General Assembly shall be chaired by the Chairperson of the Board and shall appoint a Secretary to record the minutes in the manner set forth above.

The Chairperson and the Secretary of the General Assembly shall sign the minutes.

## Article 7: Board

#### 7.1. Board members:

The General Assembly shall elect from the ordinary members of the organisation 12 members of the Board (individual persons).

The Board members shall appoint among themselves a Chairperson, a Vice chairperson, and a Treasurer for a period of one year.

No member of the Organisation can have more than one seat on the board.

The General Assembly of 2016 has elected 12 members for the following period:

- 3 members for one year
- 3 members for two years
- 3 members for three years
- 3 members for four years.

At the end of these respective mandates, a quarter of the Members of the Board shall then be elected by the following General Assemblies, for a period of four years. The Board members may be re-elected.

#### 7.2. Replacement of a board member:

Members of the Board have to resign if they cease to represent an ordinary member.

In the event that a member of the Board leaves the Organisation or if the representative of a member can no longer represent this member in the Board, for whatever reason, its representative shall be replaced in the Board, by way of a vote to be held at the following General Assembly.

The replacement member shall serve on the Board until such time as the departing member's mandate would have expired.

In the event that the Chairperson, Vice Chairperson or Treasurer leaves the Board, a new Chairperson or Vice Chairperson, or Treasurer, be appointed by the Board and shall serve until such time as the departing member's mandate would have expired.

### 7.3. Powers of the Board:

The Board is accountable to the General Assembly, responsible for defining the orientations, the policies, establishing the strategy of all SCAPR activities including the databases and overseeing the SCAPR Secretariat in charge of the fulfilment of the objectives and operations of the Organisation.

The Board recruits and appoints the Managing Director of SCAPR Secretariat.

The Board may invite observers to attend the General Assembly.

The Board shall supervise the compliance with the Policy and Guidelines including the Code of Conduct, and the criteria for Membership, Databases Business Rules, and all other contractual obligations as stipulated in relevant documents between members and the Organisation.

The Board shall supervise and coordinate the activities of the Working groups and of the Databases Committee and its Subcommittees and may at any time ask its Convenors to submit a report on their activities within 30 days.

Each member of the Board has one vote and decisions are taken by simple majority. The Quorum of the Board shall be 7 members.

A member cannot hold more than one mandate from another member. Such mandate shall be available in written form.

The Board meets at least three times a year, convened by the Chairperson or by at least 6 members of the Board, in both cases at least one month in advance and with communication of the agenda.

If an urgent decision is needed, the convening can be made 10 days in advance.

## Article 8: SCAPR Secretariat

### 8.1. Definition

The SCAPR Secretariat is composed of the Managing Director and the employees under his/her management.

### 8.2. Missions of the Managing Director:

The Managing Director may attend each meeting of each body of the Organisation as an observer.

The Managing Director is the duly authorised legal representative of the Organisation and is

responsible to the Board.

The Managing Director shall carry out all the administrative duties involved in the activities of the Organisation. Subject to report to the Board, the Managing Director shall run the operations of the organisation within the limits defined by the Board, and in particular :

- implement the decisions taken by the General Assembly and the Board;
- supervise the work of the Secretariat;
- appoint, manage and dismiss the necessary staff to fulfil the activities of the Secretariat;
- deal with SCAPR's day-to-day business;
- ensure the proper conduct of SCAPR's administrative work;
- be invested with the necessary authority in financial matters to meet all expenditures authorised by SCAPR's budget;
- administer the revenues on behalf of the Board and be responsible for all expenditures within SCAPR's budget;
- properly manage and keep the Accounts;
- examine the application of a CMO to become a member of SCAPR and make a recommendation to the Board;
- carry out specific missions on behalf and under the instruction of the Board.

### 8.3: Role of the Secretariat:

The SCAPR Secretariat executes the operations of the organisation and in particular:

SCAPR Secretariat, under the recommendation of the Board, shall prepare the General Assembly and put forward a Budget for covering the administrative expenses of the Organisation and the SCAPR databases, the Annual Account and the Annual Report.

The SCAPR Secretariat shall inform the members of the fees for participating at the Organisation and the SCAPR databases according to the decision of the General Assembly on the funding model and fees.

The SCAPR Secretariat shall organise the activities of the Working groups, the Board and the Databases Committee.

## Article 9: Working groups

Working groups are established, dissolved and/or amended by the General Assembly. No member of the Organisation can have more than one seat in a working group.

No member of the Organisation can become member of more than 4 working groups. FIM and FIA are invited participants at the working groups.

The Technical working group shall report to the Databases Committee.

The other working groups shall report regularly to the Board, shall make an annual report to the General Assembly including the result of its works and its proposed action plan for the next year, and invite questions or problems being put forward from the Members.

The members of each working group elect among themselves at a simple majority of attending members a Convenor and a Deputy Convenor for one year at the first meeting following the General assembly, as well as a Secretary for each meeting who is in charge of the notes of the meeting. The Convenors may invite external attendees (i.e. speakers, observers...)

The following working groups are initially established, subject to additional working groups being added or any working group being dissolved:

- The Business Operations Working group.
- The Legal Working group.
- The Technical Working group.
- The Cooperation and Development Working Group.

## Article 10: Databases Committee, Databases and systems

### 10.1.

The Databases Committee ("DC") is in charge of the development and management of technical systems described in article 3 (7), under the supervision of and reporting to the Board.

It notably shall set up, maintain and operate the two international software supported database systems named IPD and VRDB2, consisting in technical platforms available to the CMO for the processing exchange of data with respect to performers and recorded performances, as well as other data that is complementary to the management of data on performers and recorded performances.

In accordance with the Business Rules voted by the GA, the DC has the responsibilities to communicate recommendations and advices to the Board for tactical and technical decisions and services/projects direction, notably for the delivery and support strategy definition and implementation, and to report to the General Assembly.

The DC submits to the Board in due time its proposals of budget and fees for databases and systems to be adopted during the General Assembly. It also communicates its report of activities.

The DC consists of 11 members:

- 3 of these members are elected by the General Assembly among members of the Organisation participating in databases and systems, for a period of two years;
- 3 members are designated by the Board, among members of the Organisation participating in databases and systems, for a period of two years starting after the General Assembly;
- 3 members are appointed by the Board among its members, for a period of one year, starting after the General Assembly.
- The SCAPR Managing Director, without voting power
- The SCAPR's IT Coordinator, without voting power.

Each voting member of the DC has one vote, and decisions are taken by simple majority of attending or represented members. The Quorum of the committee shall be 5 attending members.

A member cannot hold more than one mandate from another member. Such mandate shall be available in written form.

The DC is convened by one of its members with the position of DC Chairperson elected by the voting members of the DC for a one-year period starting after the General Assembly.

The DC meets at least three times a year, at the request of the DC Chairperson, or the Board.

The DC divides its technical responsibilities amongst subcommittees, which directly report to the DC, and whose composition, organisation and tasks are elaborated by the Business Rules of each database. Each subcommittee elects, at a simple majority of all its members, a Convenor chosen among its members.

10.2.

Each Ordinary member must participate in the SCAPR databases IPD and VRDB2.

Each CMO and the Organisation must conclude a User Agreement for each database managed by the Organisation.

This User agreement shall notably include the conditions under which members participating to IPD and/or VRDB2 will ensure that:

- they will maintain the confidentiality of the data and information available through the IPD and/or VRDB2.
- they will use the data and information only for the purpose of the identification of performers in fixed performances and recordings to which they have participated only in the interest of performers.

In order to have an entire and complete picture of contributions and rights ownership in the recordings administered by CMOs, it is in the interest of the performers to have their contributions registered and unambiguously documented as early as possible in the exploitation chain with an authoritative identifier.

Therefore, the Organisation may give limited access to third parties, these being:

- CMOs who are not members of SCAPR, to search for and retrieve individual and unique IPNs assigned to performers registered in the IPD, as well as to register performers without mandate information in the IPD.
- Other third parties, to search for and retrieve individual and unique IPNs assigned to performers registered in the IPD.

The limited access to the IPN shall be preceded by the conclusion of a Third Party IPN User Agreement between the Organisation and the third party, which shall include the conditions under which third parties will ensure that:

- they will use the IPN only for the purpose of the identification and verification of individual performers participating in specific recordings, and when applicable, the registration of performers with the attribution of an IPN when they are missing in the IPD.
- they will be authorised to communicate the IPN to other third parties under specific conditions determined by the Board in line with the above paragraph.

10.3.

As between the Organisation and its members, the Organisation is the owner of the technical systems named IPD and VRDB2, identification number systems named IPN and VRDB2ID and all source codes, software and any other developed databases, systems, platforms and information structure.

Each member participating in IPD and VRDB2 databases and related technical systems remains the data controller of the data it has communicated to the Organisation for the processing of data and the functioning of the database but authorise the use of this data by the Organisation as a processor of VRDB2 data communicated.

In case of cessation of its membership, for any reason, by a member participating in databases and systems, personal data processed on behalf of such member will be returned to that member without that SCAPR keeps any copy thereof, except as otherwise required by applicable laws or otherwise agreed with the member. In such cases, relevant information shall be maintained by SCAPR in its databases and systems and further processed for as long as required to fulfil the purpose for which such data were recorded and which survive the cessation of the relevant membership, subject to the requirements of SCAPR databases agreements.

## Article 11: Annual Accounts

The financial year of the Organisation is the calendar year.

The Board is required to submit the externally audited annual accounts of the previous financial year to the external audit of a certified auditor nominated by the General Assembly as stated in article 5. The audit is presented to the Annual General Assembly.

The members of the Organisation, the Board, the Working groups and the Databases Committee will be responsible for their own costs incurred in performing their duties or attending meetings.

## Article 12: Contributions and fees from members

The contributions and fees from the members finance the functioning and activities of the Organisation and the Databases.

The annual budgets of the Organisation and of the Databases and their funding methodologies are proposed by the Board to the Approval of the annual General Assembly and shall be decided by a two third majority.

Contributions from members derive from the approved Budgets and funding methodologies and are invoiced to members by the Secretariat after the annual General Assembly.

The annual contributions must be paid to the organisation not later than the due date mentioned in the invoices. Members that pay their contributions and fees more than 3 months after the due date will be subject to a 5 % penalty fee. If their fees still remain unpaid after a further month, that penalty fee will increase to 10%.



## Article 13: Modification of Statutes or dissolution

A proposal to modify the Statutes or to dissolve the Organisation must emanate from the Board or have the support of at least one third of the ordinary members of the Organisation.

The Board or those proposing to modify the Statutes or to dissolve the Organisation must notify the members of the Organisation at least one month prior to the General Assembly, which shall decide on the proposal.

The proposal to modify the Statutes is decided by 2/3 majority of ordinary members voting at the GA.

The proposal to dissolve the organisation is decided by 3/4 majority of the ordinary members voting at the GA.

The General Assembly shall determine the conditions for the dissolution and liquidation of the Organisation and its assets.

**2022/06**