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 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 (PMOs) 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 PMOs, on such items as administrative procedures, legal proceedings/arbitrations, collecting procedures, published tariffs and distribution schemes.

(5) The Organisation shall support young PMOs 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 bilateral 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 PMOs 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 PMOs 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.
In order to fulfil the principles and objectives, the Organisation shall cooperate with the national or international organisations representing performers’ rights.

The Organisation may also cooperate with organisations representing other groups of right holders.

Article 4: Criteria for Membership

The Organisation includes two categories of PMOs members: ordinary and associated

The application for membership shall be sent to the Board together with a copy of the statutes and regulations of the applying PMO including the distribution rules, the applicable tariffs, a list of signed bilateral 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 PMOs, 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 PMOs in other countries (bilateral 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.

PMOs 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 PMOs in other countries (bilateral agreements).
Associated members shall fulfil the conditions for becoming ordinary members within the maximum period of 5 years. Associated membership for new members can be extended for a limited period on the recommendation of the Board based on specific justification and subject to the ratification of the General Assembly.

PMOs, which have been accepted as ordinary members earlier, but are not participating in both SCAPR platform databases IPD and VRDB2 are automatically reverted to associate members from 1st April 2018, (i.e. 3 months after the official Go Live date of VRDB2).

The Board may temporarily admit PMOs as associated members until approved upon the Board’s proposal by the next General Assembly of the Organisation by a two thirds majority.

**Article 5: Rights and obligations of members**

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

The terms and conditions of user agreements (Article 9.2.) 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 Associate 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 8
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 by sending by registered mail a letter to the Chairman 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.

5.3.2 Exclusion

On the proposal of the Board the General Assembly under two third majority may 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 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 exclusion of a member takes effect 30 days after the decision of the General Assembly which is to be taken by a two third majority of the ordinary members after the member in question is given the opportunity to be heard.

The Board may suspend a member provisionally, whilst waiting for the General Assembly to reach its decision. The Board shall inform the membership accordingly within two weeks of such action.

If the exclusion is consecutive to a suspension decided by the Board, the decision taken by the General Assembly will take effect immediately or 30 days after suspension, whichever is later.

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 PMOs with the Organisation.

If a PMO 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 is the supreme body of the Organisation.

6.2. Notice

The Annual General Assembly shall take place before the end of May each year and be convened by the Board with the notice of at least 30 days. The notice shall be accompanied by a specified agenda and supporting documentation, which the Board intend to submit to 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 meeting of the General Assembly with the 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 powers to decide all the matters not dealt with by the Board, and notably sole power to decide on the:

- Appointment of a Chairman and a Secretary for the General Assembly
- Annual Report from the Board
- Annual Account from the Board and specific funds for working groups
- Budget from the Board
- Budget for the databases and systems
- Appointment of the certified auditor
- Application for membership
- Adoption of the annual contribution from members
- Adoption of the specific fees for the databases and systems
- 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, Bilateral 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

Two months prior to the General Assembly, all members will communicate 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:
- reports from all working groups on the activities since the last General Assembly,
- the Annual Report from the Board on the activities of the Organisation since the last General Assembly,
- and a 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. Voting rules

Each ordinary member has one vote.
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.

A member cannot hold more than two mandates from other members. Such mandate shall be available in written form.

Only members, whether ordinary or associated, participating in the databases and systems shall take part on votes concerning 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 VRDB2 shall be ineligible to vote on matters relating to the database in respect of which the member is in arrears.

6.7. Minutes

The General Assembly appoints a Chairman and a Secretary who shall record the discussions and decisions of the Assembly. The Chairman and the Secretary of the General Assembly shall sign the minutes.

Article 7: Board

7.1.

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 Chairman, a Vice chairman, 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.

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 Chairman, Vice Chairman or Treasurer leaves the Board, a new Chairman or Vice Chairman, or Treasurer, be appointed by the Board and shall serve until such time as the departing member’s mandate would have expired.

7.3.

The Board is responsible for the operations of the Organisation, the strategy of all SCAPR databases in accordance to the Business Rules and the secretarial services. The Board may recruit employees in order to fulfil the objectives of the Organisation.

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 Board 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 Board may invite observers to attend the General Assembly.

The Board shall supervise the compliance with 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 Conveners to submit a report on their activities within 30 days.

The Board shall inform the members of the Organisation on the activities of the Working groups, the Board and the Databases Committee.

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 Chairman or by at least 6 members of the Board, in both case 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: 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 Convener for one year at the first meeting following the General assembly, and appoint a Secretary for each meeting who is in charge of the notes of the meeting, and 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 Rights Administration Working Group
- The Legal Working group
- The Technical Working group
- The Cooperation and Development Working Group.

**Article 9: Databases Committee, databases and systems**

9.1.

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 PMO 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 Chairman 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 Chairman, 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 Convener chosen among its members.

9.2.

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

Each PMO 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.

- this information will not be communicated to third parties, for any reason, and will stay in the hands of performers’ representatives only.

9.3.

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, the name of the performer, the date of birth, mandate(s), the IPN, the title and the track number may 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.

**Article 10: Annual Accounts**

The financial year of the Organisation is the calendar year.

The Board is required to submit the externally audited annual accounts by a certified auditor.
nominated by the General Assembly, the accounts for the specific funds for the activities of the working groups of the previous financial year for the approval of the 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 11: Contributions and fees from members**

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

The annual contributions are proposed by the Board to the General Assembly and shall be decided by a two thirds majority.

Contributions from members agreed by the Board and submitted to the General Assembly for approval, will be based:

- on a basic contribution of all members for the functioning of the Organisation,
- plus fees of users of the Organisations databases for the funding and functioning of the databases, based on funding methodologies submitted by the Board and approved at the General Assembly.

The annual contribution must be paid to the organisation not later than the due date mentioned in the invoice.

Members of the Organisation may establish special funds on a voluntary basis for the activities of the working groups.

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 12: 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.

No proposal to modify the Statutes can be adopted unless decided by 2/3 majority of ordinary members voting at the GA.

No proposal to dissolve the organisation can be adopted unless decided by ¾ 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.

2018/05