

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 region, Belgium.
The official language of the Organisation is French.

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 communication language is English.

Article 3: Principles and Objectives

- (1) By way of implementing these principles and objectives, the aim of the Organisation is also to contribute to global creativity and cultural diversity, ensuring that all performers benefit from the exploitation of their performances.
- (2) The Organisation shall foster effective co-operation between performers CMOs and support, promote, and maintain a worldwide, cross-border system of collecting and distributing performer's remuneration rights that is fair, efficient, accurate, transparent and continually improving.
- (3) The Organisation shall establish the framework for practical cooperation in order to improve the exchange of data and performers' rights payments across their borders and set standards for operational and technical issues, as well as legal standards in relation to the collective management of performers' rights and the conclusion of Representation Agreements.
- (4) The Organisation shall develop strategies, formats, information systems and administrative systems in relation to collecting and distributing payments, in particular in the digital environment.
- (5) The Organisation shall provide appropriate assistance for the exchange of information between CMOs, on such items as administrative procedures, legal proceedings/arbitrations, collecting procedures, published tariffs and distribution schemes.
- (6) The Organisation shall support emerging CMOs within the above objectives in close cooperation with existing performers' organisations operating within the same field of activity.
- (7) The Organisation shall develop, provide and manage information 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 a 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 information 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 rightsholders.
- (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 has two categories of CMOs members: Ordinary Members and Associated Members.

The SCAPR Application Form for Membership shall be duly filled out and sent to SCAPR Board ("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 Board from time to time) and the Annual Accounts, as well as any additional information the Board deems necessary for the completeness of the application.

4.1. The Organisation may admit as Ordinary Members CMOs, which:

- are representative within their country/territory of the performers' intellectual property rights they administer,
- are authorised by law and/or by duly competent authorities and/or by way of assignment, licence or any other contractual arrangement to manage performers' rights in their interests and for their benefit, as their sole or main purpose,
- fulfil both of the following criteria:
 - They are owned or controlled by the rightsholders they represent;
 - 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 rightsholders – to both nationals and foreigners,
- have entered into and have implemented agreements for the exchange of remuneration with CMOs in other countries (Representation Agreements),
- have established an information system with pertinent recording data and information on the remuneration they administer in relation to national as well as to foreign rightsholders by use of the unique international performers' number (IPN),
- 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 information systems currently named International Performers' Database (IPD) and Virtual Recordings Database (VRDB) ("SCAPR Information Systems").

The acceptance of new Ordinary Members is decided by the General Assembly by a two-thirds majority upon proposal of the Board. However, CMOs applying for Ordinary Membership may be temporarily admitted by the Board with the status of Associated Members until their presentation at the next General Assembly.

4.2. The Organisation may admit as Associated Members CMOs which do not fulfil the above conditions for Ordinary Membership, provided that they:

- fulfil one or both of the following criteria:
 - i. They are owned or controlled by the rightsholders they represent;
 - ii. They are organised on a not-for-profit basis.
- are authorised by law and/or by duly competent authorities and/or by way of assignment, licence or any other contractual arrangement to manage performers' rights in their interests and for their benefit, as their sole or main purpose,
- directly or indirectly license performers' rights and/or collect remuneration for performers,
- have entered into and are in good faith actively seeking to 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 may be temporarily admitted by the Board until their application is presented at the next General Assembly.

When Associated Members fulfil the conditions for becoming Ordinary Members, their application is subject to the ratification of the General Assembly as stated in Article 4.1.

Article 5: Rights and obligations of Members

5.1. All Members:

5.1.1. 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, documentation, services and tools ("SCAPR Repositories");
- e. receive on a regular basis information on the activities of the Organisation;
- f. access to the SCAPR Information Systems;
- g. exercise all other rights arising from the Statutes.

5.1.2. shall have the obligation to:

- a. comply with the Statutes and the Code of Conduct 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. comply with all other obligations arising from the Statutes;

- e. 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 as, 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:

5.2.1. 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. shall have the obligation to:

be a member and participate in the SCAPR Information Systems.

5.3. Cessation of Membership and of Membership in the SCAPR Information 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 Membership in SCAPR Information Systems too, respecting the termination periods that are applicable as stated in the respective user agreements of each SCAPR Information System.

Subject to the approval of the Board, Members may resign from Ordinary Membership and ask for Associated Membership following the conditions set forth in Article 5.1.

5.3.2 Suspension

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

The primary decision of the Board must be for good cause, such as, in particular, but not limited to:

- Member being in default of payment of the contribution and fees,
- Member being in material default in respect of the Statutes and/or of the Code of Conduct, of the rules & obligations set by the Organisation,
- Member being in default in respect of the decisions of the General Assembly,
- Member no longer meeting the criteria for Membership set out in Article 4.

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 concerned Member accordingly, as well as the SCAPR Members, within two weeks of the suspension.

While provisionally suspended, the Member is not permitted to participate in the Working Groups

nor to access the Information Systems.

On the proposal of the Board, after the Member in question is given the opportunity to be heard, the General Assembly, with a two-thirds majority, may extend the suspension until the next General Assembly. The extension of the suspension takes effect immediately after the decision of the General Assembly.

During the extension period, the Member remains unable to participate in the Working Groups and to access the SCAPR Information Systems.

5.3.3 Exclusion

On the proposal of the Board following due process, the General Assembly may exclude a Member. The decision, taken with a two-thirds majority, must be debated and justified by a good cause as defined in Article 5.3.2, after the Member in question is given the opportunity to cure its deficiencies

In any case, the Member is given the opportunity to be heard by the General Assembly before the decision is taken and the Board may decide to suspend the Member in the interim period.

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

5.3.4 Cessation of participation in SCAPR Information Systems.

The condition for ending the participation in the use of SCAPR Information Systems, on the initiative of Members or the Board, are laid down in the user agreements of such Information Systems concluded by CMOs with the Organisation.

If an Ordinary Member expresses its will to end participation in the Information Systems, the Board will review the situation in regard to the status of Membership and make a recommendation to the next General Assembly to transform the Membership into Associated.

5.3.5 Consequences of resignation, cessation of participation to SCAPR Information Systems, suspension or exclusion

Any Member who leaves the Organisation or the SCAPR Information Systems for any reason shall have no claim to the assets of the Organisation nor a right to be reimbursed for any contribution or fees already paid of any type (including contributions or fees paid in respect of the SCAPR Information Systems) or to claim for any damages whatsoever.

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 meeting of the General Assembly with notice of at least 30 days. The General Assembly can be held in-person or remotely under the conditions described in Article 6.6. 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 ("Secretary")
- Approval of the annual activities from the Board presented by the SCAPR Secretariat
- Approval of the Annual Accounts from the Board
- Approval of the Annual Budget for SCAPR activities including specific funds dedicated to statutory Working Groups
- Approval of the specific Budgets for the SCAPR Information 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 SCAPR Information Systems specific Budgets
- Adoption and/or amendments of Business Rules for all SCAPR Information 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 of resolutions for adoption from the Board
- Election of members of the Board
- Election of 3 members of the Databases Committee

- Any other items 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 or related to SCAPR activities, 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 Members' 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 may not 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-thirds 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. AEPO ARTIS, 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 General Assembly.

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.

Remote participation and deliberation may also take place in the In-person General Assembly. The Members, the Board and all other eligible attendees are thus allowed to remotely participate in the In-person General Assembly by electronic means of communication according to the procedure and rules defined by the Board in the above paragraph.

The Members who participate remotely at the In-person General Assembly 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, 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

Only Ordinary Members have voting rights. Each Ordinary Member has one vote.

The Members shall vote in person, or via mandates. 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.

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 quorum of the General Assembly shall be equal to half of the Ordinary Members entitled to be present plus one. In calculating the quorum, members that are present in person, online or are represented through mandates are taken into account.

The decisions of the General Assembly shall be made by simple majority (i.e. at least 50%+1 of votes cast), unless otherwise stipulated. Majority shall be calculated dividing the number of votes in favour of a resolution by the total of votes cast in favour and against. Abstentions shall not be considered in the calculation of the majority and shall be counted exclusively for quorum determination.

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 the SCAPR Information Systems shall be ineligible to vote on matters relating to the SCAPR Information Systems 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 or an electronic vote casting system that has the same effect as 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

(manual or electronic).

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 shall sign the minutes.

Article 7: Board

7.1. Board members:

The General Assembly shall elect from the representatives (individual persons) of the Ordinary Members of the organisation 12 members of the Board. Each member is elected for a period of four years.

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

The Chairperson chairs the Board's meetings and represents the Board as spokesperson to ensure that the Secretariat complies with the policy, rules and obligations voted by the General Assembly and with the decisions of the Board;

The Vice chairperson chairs the Board's meeting in the absence of the Chairperson;

The Treasurer presents the Annual Accounts, the Budgets and funding methodologies of SCAPR to the General Assembly;

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

The Board members may be re-elected.

7.2. Replacement of a Board member:

In the event that a CMO member of the Board leaves the Organisation, changes its status to Associated Member or if the representative of a member of the Board cease to represent this member, for whatever reason, the departing member shall immediately cease to attend the meetings of the Board. They 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 SCAPR Information Systems 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 Statutes, the Code of Conduct, and the criteria for Membership, SCAPR Information Systems 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, it being computed as set forth in Article 6.7. 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.

The Chairperson of the Board and the Managing Director shall sign the minutes.

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 SCAPR Secretariat;
- appoint, manage and dismiss the necessary staff to fulfil the activities of the SCAPR 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 SCAPR 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 Information Systems, the Annual Accounts and the Annual Report.

The SCAPR Secretariat shall inform the Members of the fees for participating in the Organisation and the SCAPR Information Systems 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 and Ad Hoc Committees

The Organisation can appoint Statutory Working Groups and Ad Hoc Committees composed of representatives of its Members.

9.1: Statutory Working Groups:

Working Groups are established, dissolved and/or amended by the General Assembly. No Member of the Organisation can have more than one voice in a Working Group.

The following Working Groups are 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.

AEPO ARTIS, 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 by a simple majority (it being computed as set forth in Article 6.7) of attending members a Convenor and a Deputy Convenor for one year at the first meeting following the General Assembly. They are in charge of the agenda and the preparation of the Annual Report. They represent the Working Group at the Board and at the General Assembly.

The Convenor and Deputy Convenor appoint a secretary for each meeting who is in charge of the notes of the meeting. Meetings of the Working Groups may be held remotely, and in-person upon the Board's decision. The Convenors may invite external attendees (i.e., speakers, observers, experts...) and accept the participation of more than one representative per Member, notably when the meeting is held remotely.

The Working Groups may delegate their work to sub-groups under the supervision of the Convenor and the Deputy Convenor. The subgroups are represented by sub-convenors who shall report to the plenary Working Group and can be consulted by the Convenor and the Deputy Convenor to prepare the agenda and the Annual Report.

9.2. Ad Hoc Committees:

Ad Hoc Committees are established, dissolved and/or amended by the Board to work on specific topics for a specified period of time, under the supervision and assistance of the SCAPR Secretariat.

Members of the Ad Hoc Committees are selected by the Board, based on their competences and skills on the specific topic assigned by the Board to the Ad Hoc Committee. They shall report regularly to the Board.

Article 10: Databases Committee and Information Systems

10.1. SCAPR shall develop Information Systems, as per Article 3 (7). It notably shall set up, maintain and operate the main SCAPR Information Systems named the International Performers Database ("IPD") and the Virtual Recording Database ("VRDB"), consisting in technical platforms available to the CMOs 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.

These Information Systems are governed according to their respective Business Rules and the Service Governance Model set forth in this Article 10.1:

10.1.1. The General Assembly is the highest authority of all SCAPR Information Systems. The General Assembly assumes the following powers:

- Approval of the Business Rules;
- Approval of the Information Systems yearly Budget;
- Approval of the funding methodology.

The Board and the Databases Committee ("DC") report to the General Assembly.

10.1.2. The Board is responsible for :

- SCAPR Information Systems strategy;
- Policies definition;
- Formal approval for Service Provider, services specifications, Business Rules definition and evolution along with the new services activation approach;
- Compliance with Business Rules;
- Update of the Service Governance Model;
- Budget supervision.

The DC reports to the Board which is also regularly informed by the Service Support Team.

10.1.3. The Databases Committee ("DC") is in charge of the development and management of SCAPR Information Systems described in Article 10.1, under the supervision of and reporting to the Board and the General Assembly.

The DC has the responsibilities to communicate recommendations and advice 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 SCAPR Information 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 SCAPR Information Systems, for a period of two years;
- 3 members are designated by the Board, among Members of the Organisation participating in SCAPR Information 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 (it being computed as set forth in Article 6.7) 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 by simple majority (it being computed as set forth in Article 6.7) 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 and working groups. Each DC Subcommittee and DC working group is constituted of up to 7 members who are chosen by the DC in accordance with their contribution or experience on the DC Subcommittee's or DC working group activity. One CMO can be member of several DC Subcommittees or DC working groups. If possible, given the required skills and members' availability, the DC Subcommittees or DC working groups shall reflect the diversity of SCAPR membership. Each Subcommittee or DC working group elects, by simple majority of all its members (computed as set forth in Article 6.7), a Convenor chosen among its members.

10.2.

Each Ordinary Member must participate in the SCAPR Information Systems, notably IPD and VRDB.

Each Member and the Organisation must conclude a User Agreement for each SCAPR Information System managed by the Organisation.

The terms and conditions of User Agreements and all other agreements between SCAPR, as data processor, and its users, as data controllers, shall be identical for all Members.

The User Agreement shall notably include the conditions under which Members participating in the SCAPR Information Systems will ensure that:

- they will maintain the confidentiality of the data and information available through SCAPR Information Systems.
- 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 SCAPR Information Systems currently named IPD and VRDB, identification number systems currently named IPN and VRDBID and all source codes, software and any other developed databases, systems, platforms and information structure.

Each Member participating in SCAPR Information Systems 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 SCAPR Information Systems but authorise the use of this data by the Organisation as a processor of the SCAPR Information Systems data communicated.

In case of cessation of its Membership, for any reason, by a Member participating in the SCAPR Information 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 the SCAPR Information 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 User 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 SCAPR Information Systems.

The Annual Budget of the Organisation and of the SCAPR Information Systems and their funding methodologies are proposed by the Board to the Approval of the Annual General Assembly and shall be decided by a two-thirds majority.

Contributions from Members derive from the approved Annual Budgets and funding methodologies and are invoiced to Members by the SCAPR 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 General Assembly.

The proposal to dissolve the Organisation is decided by 3/4 majority of the Ordinary Members voting at the General Assembly.

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

v. 2026/05