

Internal Rules for the International Federation of Reproduction Rights Organisations (IFRRO)¹ 28 January 2020

Article 1. Nature of the internal rules and amendment procedure

A. NATURE

1.1 As set out in Article 18 of IFRRO's (the "Association") articles of association, the General Assembly may pass internal rules on general matters of the Association.

B. AMENDMENT PROCEDURE

1.2 As set out in the aforementioned Article 18, the General Assembly can amend the internal rules in accordance with the quorum and majority requirements applicable to an amendment of the articles of association.

1.3 The amendments proposed shall be sent along with the invitation to the General Assembly.

1.4 In case of an amendment of the internal rules, the reference to the date of the internal rules as set out in Article 18.2 of the articles of association shall be amended by the Board of Directors.

Article 2. Registered office

2.1 The registered office of the Association is located at rue du Prince Royal 85-87, 1050 Brussels, Belgium.

2.2 The secretariat of the Association is located at the address of the registered office.

Article 3. Observers and Guests

A. OBSERVERS

3.1 Organisations considering membership may be invited as observers by the Board of Directors to attend meetings of the Association.

B. GUESTS

3.2 Individuals or organisations may be invited by the Board of Directors to a meeting of the Association as guests in consultation with the RRO of the country where the meeting is to be held.

Article 4. Conflicts of interests

4.1 In the event that a member of the Board has a direct or indirect interest of a financial nature contrary to a decision to be taken by the Board or to a transaction to be decided upon by the Board, such Board member shall immediately notify the other Board members of his or her conflict of interests. The minutes of the Board shall reflect such Board member's declaration as well as the justifications relating to the conflict of interests. A Board member faced with a conflict of interest shall not be entitled to take part in the deliberation of the Board and shall not be entitled to vote on the decision giving rise to the conflict of interests.

¹ These Internal Rules apply from 28 January 2020, following the amendment of IFRRO's statutes on that date at an Extraordinary General Meeting in Brussels. This version of the Internal Rules is identical to the version adopted by the AGM in Edinburgh on 6 November 2019. IFRRO's Internal Rules (previously referred to as Guidelines) were first adopted by the AGM in Ljubljana in 2011 and last amended at the aforementioned AGM in Edinburgh in 2019.

Article 5. Presidency and Honorary President of IFRRO

A. ATTENDANCE OF MEETINGS OF COMMITTEES AND WORKING GROUPS

5.1 The Presidency can attend meetings of any Committee or Working Group of the Association ex officio.

B. FIRST VICE-PRESIDENT

5.2 The First Vice-President shall, inter alia, chair the Membership Committee.

C. SECOND VICE-PRESIDENT

5.3 The Second Vice-President shall, inter alia, act as Treasurer and Development Fund Administrator of the Association and shall report to the General Assembly on all financial matters concerning the Association.

D. HONORARY PRESIDENT

5.4 The General Assembly may elect an Honorary President for terms of three years at a time. The Honorary President will undertake representation functions for the Association, in conformity with the mandate given by the Board of Directors. (S)He may attend the Board meetings upon invitation, but (s)he is not a member of the Board of Directors.

Article 6. Effect of decisions

The decisions taken by the General Assembly and by the Board of Directors express the views of the Association and are binding on the Association.

Article 7. Financial Matters

A. FISCAL YEAR

7.1 The financial year of the Association is from 1 July to 30 June of the next calendar year.

B. BUDGETS

7.2 The budgets of the Association are based on the assumption that the Board of Directors may apply for grants and loans not specified in the budgets from members or outside sources for special projects, and that such grants and loans may be used in accordance with the objectives of the Association, as expressed in the articles of association. Such grants and loans may carry such terms as agreed to by the Board of Directors and the person or entity making the grant or loan.

C. FUNDS

7.3 The Association may establish funds for specific purposes, referred to as "IFRRO Funds". IFRRO Funds are established by the Board of Directors.

7.4 The General Assembly is to be informed about the establishment of any IFRRO Fund at its next meeting following the establishment of such a Fund.

7.5 All IFRRO Funds are recorded in a separate account in the budgets and accounts of the Association.

7.6 The Association has a Development Fund the purpose of which is to allocate and/or lend funds needed for the establishment and development of new RROs and to finance special projects meeting the objectives of the Association in keeping with the decisions of the Board of Directors.

7.7 The Association has an Enforcement Fund the purpose of which is to support direct costs incurred in pursuing litigation linked to the enforcement of copyright and related rights relevant to the text and image-based sector in areas directly related to collective administration by RROs and in cases that have a transnational impact.

- 7.8** The Second Vice-President acts as Fund Administrator with the assistance of the Secretariat. (S)he is responsible for making payments as approved by the Board of Directors, and reports on the situation of the Funds at each Board meeting and at each meeting of the General Assembly.
- 7.9** The IFRRO Funds consist of contributions of members or third parties. In relation to the voluntary contributions (as opposed to contributions via the membership fees) the Board of Directors and the contributor(s) concerned shall agree on any conditions and/or limitations that may be applicable to the use of those contributions.
- 7.10** After approval by the Board of Directors, voluntary contributions allocated for specific purposes, in the form of grants or loans, cannot be allocated to purposes other than those authorised, without express written agreement from the contributor. The funds transferred by members to the Association as voluntary contributions to IFRRO's Funds will on the date of the transfer become the Association's property and reimbursement will not be possible, unless otherwise decided by the Board, on the basis of a motivated request from the contributor.
- 7.11** Contributions not allocated for specific purposes can be used at the discretion of the Board of Directors.
- 7.12** Any IFRRO Fund, including the IFRRO Development Fund and the IFRRO Enforcement Fund (Funds) shall be under the general supervision of the Board of Directors, with day-to-day responsibility resting in the Fund Administrator and administrative assistance provided by the Secretariat as required. The Fund Administrator's reports to the Board of Directors and to the General Assembly shall include such details as will permit thorough discussion of the progress of each activity to which the Funds' money is dedicated. The Funds' accounts shall be separately certified by the auditor of the Association.

Article 8. Secretariat Matters

A. HEAD OF THE SECRETARIAT

- 8.1** The Board of Directors decides on the exact title of the Head of the IFRRO Secretariat.
- 8.2** The Head of the IFRRO Secretariat can also work under the names Chief Executive Officer and/or Secretary General. These are only examples.

B. ATTENDING OF MEETINGS

- 8.3** Within the limits of the budget of the Association, and taking into account the priorities of the Association, the Head of the IFRRO Secretariat may attend ex officio the meetings of any committee or regional group of the Association.
- 8.4** The Head of the IFRRO Secretariat may attend meetings of the Permanent Advisory Committees of the Association, unless the President considers this inappropriate.

Article 9. Committees and Working Groups

A. GENERAL PROVISIONS

- 9.1** The Membership Committee and the Nominating Committee are Permanent Advisory Committees of the Association.
- 9.2** They do not affect the competence of the General Assembly, the Board of Directors or the Secretariat.

B. THE MEMBERSHIP COMMITTEE

- 9.3** Taking into account the recommendations of the Nominating Committee, the General Assembly shall elect a Membership Committee, to be chaired by the First Vice-President of the Association. The other members of the Committee shall be two representatives from RRO Members and two representatives from Creator or Publisher Association Members.
- 9.4** The Membership Committee makes recommendations to the Board of Directors concerning the admission of new members. These recommendations are not binding. When making these recommendations, the Membership Committee shall be guided by the requirement that any applicant for RRO membership must represent both authors and publishers, and must administer, or demonstrate its authority to administer, rights referred to under Article 3 of the

articles of association. An applicant administering rights referred to in Article 3, but representing either authors or publishers only, may be admitted as an Associate RRO Member. This is without prejudice to the existing members on 27 October 2011, the date when this paragraph was approved.

C. THE NOMINATING COMMITTEE

- 9.5** The General Assembly shall elect a Nominating Committee taking into account the proposal of the Board of Directors.
- 9.6** The Nominating Committee shall serve a term of three years and will consist of at least four members, including a Chairperson. At least one member shall also be a member of the Board of Directors.
- 9.7** No later than two months prior to a meeting of the General Assembly, all members of the Association shall be invited by the Nominating Committee to propose candidates for the offices of President, Vice-Presidents, members of the Board of Directors and Substitute Directors.
- 9.8** After considering nominations received from members, the Nominating Committee shall propose a list of candidates to the General Assembly for election of the Presidency, other members of the Board of Directors and Substitute Directors.
- 9.9** The Nominating Committee shall report on its work to the General Assembly.

D. OTHER COMMITTEES AND WORKING GROUPS

- 9.10** The Board of Directors can decide to constitute other Committees and Working Groups responsible for fulfilling specific missions.
- 9.11** The General Assembly can also instruct the Board of Directors to establish a Committee or a Working group.
- 9.12** The Board of Directors appoints a Chairman and, if applicable, a Deputy Chairman, for all Committees or Working Groups except for the permanent advisory committees and the regional groups. The term of duty shall be three years.
- 9.13** With the exception of the Nominating Committee, all other Committees and Working Groups shall report on their work and make recommendations to the Board of Directors.
- 9.14** They shall keep the Secretariat fully informed of their activities, including their future meetings.

Article 10. Regional Groups

A. GENERAL PROVISION

- 10.1** Regional Groups are permanent advisory structures of the Association. They do not affect the competences of the General Assembly, the Board of Directors or the Secretariat.

B. OPERATION OF REGIONAL GROUPS

- 10.2** A majority of RRO Members within a geographic region may, upon approval of the Board of Directors, form a Regional Group of the Association. A Regional Group must operate within the framework of Article 3 of the articles of association.
- 10.3** A meeting of a Regional Group may speak for the group on regional matters, but may not bind individual members, nor engage the Association unilaterally and independently from the Association's decisional structures.
- 10.4** All members operating within a region may attend meetings of a Regional Group. The voting system detailed in Article 9 of the articles of association is also applicable in the decisional process within the regional groups.
- 10.5** All Regional Groups shall have a Chairperson and, if appropriate, one or two Vice-Chairpersons elected by the group for a three-year term.
- 10.6** The Chairperson calls meetings of a Regional Group in writing with minimum notice of two weeks. (S)he is responsible for preparing the minutes of the proceedings of meetings, and shall report to the Board of Directors and inform the Secretariat of the work of the group.
- 10.7** The Board may set specific terms for the operation of any Regional Group or decide to dissolve a Regional Group.

Article 11. Cost of membership – Dues

A. COST OF MEMBERSHIP

11.1 Each member shall bear its own costs relating to its membership.

B. MEMBERSHIP DUES FOR EACH GROUPING OF MEMBERS

11.2 The membership dues for each grouping of members shall be as follows from July 2016:

<i>Grouping</i>	<i>Annual Domestic Collection (Euros)</i>	<i>Dues (Euros)</i>	<i>Number of Votes*</i>
RRO Members	Less than 0.4m	845	1
	0.4m - 0.8 m	2,750	4
	0.8m - 4m	8,000	8
	4m - 8m	16,000	10
	8m - 16m	28,700	11
	16m - 24m	42,500	13
	More than 24m	58,500	14
	More than 24m + PLR	63,500	15
Associate RRO Members	Less than 0.4m	845	1
	0.4m - 4m	1,700	3
	4m – 8m	3,500	5
	8m - 16m	8,000	8
	16m - 24m	16,000	10
	More than 24m	28,700	11
	The calculation of membership fees for Associate RRO Members which collect fees for reprographic reproduction is based on what the organisation collects on the basis of reprographic reproduction licensing directly, not taking into consideration any remuneration received through the national RRO for further distribution.		
Provisional RRO Members	N/A	845	1
Creator or Publisher Association Members	N/A	845	1

*The votes as set out in these internal rules apply from 4 November 2016.