

Statutes

Copydan Writing (Copydan Tekst & Node)

Article 1. Name and registered address

- 1.1. The name of the association is Copydan Writing (Copydan Tekst & Node).
- 1.2. Its registered address is in the City of Copenhagen.

Article 2. Object

- 2.1. The object of Copydan Writing is to ensure that authors and other rightsholders of literary and dramatic works and sheet music receive a reasonable remuneration when their works are reproduced and/or made available to the public and in case of mass exploitation of copyrights.
- 2.2. Copydan Writing is a representative collective management organisation for authors and other rightsholders of literary and dramatic works as well as sheet music. The association may be authorised by the Danish Ministry of Culture, see Section 50(4) of the Danish Copyright Act, to conclude agreements under the extended collective licensing system within the scope of Sections 13, 14 and 16b of the Danish Copyright Act and of the general provision on the extended collective licensing system in Section 50(2).
- 2.3. Irrespective of the provision in Article 2.2 above, a member organisation may decide that a specifically defined type of material and/or method of exploitation shall not be covered by the agreement in question.

Article 3. Membership

- 3.1. When these Statutes enter into force, Copydan Writing has the following members:
 - A. Author organisations:

1. The Danish Confederation of Professional Associations (Akademikerne (UBVA))
2. The Danish Authors' Society (Dansk Forfatterforening)
3. The Danish Union of Journalists (Dansk Journalistforbund)
4. The Danish Fiction Writers' Organisation (Danske Skønlitterære Forfattere)
5. Danish Songwriters Guild (Danske Populærautorer)
6. DJBFA – Composers and Songwriters (DJBFA – komponister og sangskrivere)
7. The Danish Composers' Society (Dansk Komponist Forening)
8. The Danish Writers Guild (Danske Dramatikere)
9. VISDA - Visual Rights in Denmark

B. Publishers' organisations:

1. Danish Publishers (Danske Forlag)
2. The Danish Music Publishers' Association (Musikforlæggerne i Danmark)
3. The Association of Danish Media (Danske Medier)
4. The University Presses in Denmark (Universitetsforlagene i Danmark)
5. The Association of Danish Cultural Journals (Foreningen af Danske Kulturtidsskrifter)
6. Educational Publishers Association (Brancheforeningen for Undervisningsmidler)

3.2. Organisations which, upon the adoption of these Statutes, are not members may obtain membership of Copydan Writing if such organisations are authors' or publishers' organisations within Copydan Writing's management area, and if the rightsholders represented by the organisation over the last three (3) settlement years have received an average payment from Copydan Writing for use of copying etc. in Denmark corresponding to minimum half of the average for the authors' and publishers' organisations that are already members of Copydan Writing. The organisation must document that it is entitled to have its members' rights managed by the association. Individual rightsholders cannot become members. An application for membership of Copydan Writing must be submitted to the association's board for its approval. Written reasons must be given for any rejection. The board may grant an exemption from the above-mentioned financial admission requirement.

3.3. Furthermore, it is a condition for membership that the members of the organisations in question according to their statutes are directly subject to the obligations of these Statutes and bound by the resolutions and decisions made according to these Statutes. The

member organisations must provide Copydan Writing with the information determined by the board and according to the legislation. The member organisations are responsible for preparing an annual transparency report, see Section 1(7) and Section 24 of the Danish Collective Management of Copyright Act, see Section 23, to the extent funds are paid out by the member organisations.

- 3.4. The membership of Copydan Writing may be terminated with immediate effect pursuant to Article 21 below if the member organisation no longer fulfils the conditions for membership, see Articles 3.2 and 3.3.
- 3.5. The membership of Copydan Writing is terminated in writing to Copydan Writing by the end of June to expire at the end of the subsequent calendar year. Copydan Writing's management of the outgoing member's rights does not end until the expiry of this notice period.
- 3.6. Terminating the membership of Copydan Writing will not exempt a member organisation from any such long-term obligations to Copydan Writing which the member organisation has validly assumed during its membership.
- 3.7. A list of the member organisations from time to time with their updated names must always be published at the association's website.

Article 4. Management agreements

- 4.1. Authors or other individual rightsholders in a category of rightsholders that falls within Copydan Writing's management areas may assign the management of their rights to Copydan Writing within Copydan Writing's management areas through a written agreement on terms to be laid down by the board.
- 4.2. Rightsholders outside Denmark may conclude a management agreement with Copydan Writing on the terms stipulated in Article 4.1 above, if they are not covered by a reciprocity agreement with Copydan Writing through membership of such organisation or a member organisation of Copydan Writing.

- 4.3. Any rightsholders with such special membership agreement are entitled to individual remuneration for exploitation of their works on an equal footing with the rightsholders who are members of Copydan Writing's member organisations.
- 4.4. Rightsholders with a special membership agreement are subject to the rules regarding arbitration, see Article 19, and they are also subject to the members' obligations, see Article 3 above.

Article 5. Obligations of the member organisations

- 5.1. When accepting membership, all member organisations assign to Copydan Writing the right to conclude agreements concerning and collect remuneration for exploitation of works within the management areas of Copydan Writing from time to time on behalf of the represented rightsholders as well as to take any legal or other action associated with the management of this right.
- 5.2. Member organisations, which through reciprocity agreements with similar organisations of authors or other rightsholders also represent foreign rights within Copydan Writing's management areas, also assign such rights to be managed by Copydan Writing. These mandates are non-exclusive and only apply to the extent the member organisations represent the rights in question on behalf of the rightsholders. The member organisations may choose to restrict the assignment of the rights to one or more management areas or to one or more territories; this is done in the membership declaration.

Article 6. Reciprocity agreements

- 6.1. Through representation and reciprocity agreements with foreign organisations or otherwise, Copydan Writing is under an obligation to actively take part in ensuring that foreign rightsholders receive remuneration through distributions according to the distribution plans adopted by the member organisations. However, Copydan Writing may also conclude an agreement with a corresponding foreign association to the effect that remuneration is not to be exchanged with such association.
- 6.2. Remuneration to foreign rightsholders must primarily be distributed according to reciprocity agreements concluded between the management organisations in the area.

- 6.3. A member organisation may conclude reciprocity agreements with organisations in countries where the management organisation of such country does not represent the category of rightsholders represented by the member organisation, or where no corresponding management organisation has been established in the country in question.
- 6.4 Any reciprocity agreements concluded by member organisations with foreign organisations lapse when Copydan Writing has concluded a reciprocity agreement with a management organisation in such country covering the category of rightsholders in question.

Article 7. Distribution of remuneration

- 7.1. Copydan Writing does not have any funds of its own.
- 7.2 The remuneration collected by Copydan Writing as part of its management of the rightsholders' rights must be distributed individually amongst the rightsholders. Insofar as possible, the distribution should reflect the actual use of the rightsholders' works in the management areas.
- 7.3. After deduction of management costs, the entire amount of remuneration received for exploitation of works is paid to the individual rightsholders, see Article 7.2 above, to the member organisations, see Article 7.4 below, or to the foreign management organisations with whom an agreement has been concluded concerning payment of remuneration. To the extent the remuneration is distributed by the member organisations, Section 1(6) and Section 24 of the Danish Collective Management of Copyright Act shall apply.
- 7.4 The individual member organisation may decide to deduct a small share of their members' remuneration before distribution, such amount to cover the member organisation's necessary costs associated with participating in the board meetings of Copydan Writing and other rights management.
- 7.5. If it is not possible to make an individual distribution pursuant to Article 7.2 above, the board may decide that the funds be distributed for collective purposes to the extent this is in compliance with Sections 15 and 16 of the Danish Collective Management of Copyright Act and Copydan Writing's general policy for distribution of remuneration to the rightsholders. The member organisations in each management area may use

undistributable funds for collective purposes following a decision by the board to this effect. To the extent funds are paid out by the member organisations, the responsibility in this regard and the obligation to submit the annual transparency report lie exclusively with the individual member organisation, see Section 1(6) and (7) and Section 24 of the Danish Collective Management of Copyright Act.

Article 8. Ultimate authority

8.1. The ultimate authority of Copydan Writing is the general meeting.

Article 9. General meeting

9.1. The general meeting is held every year before the end of the month of May.

9.2. The general meeting is convened not later than on 1 March and with a notice of minimum 14 days in writing to each member organisation. The members' registration for participation must be received minimum one (1) week before the date of the annual general meeting.

9.3. Proposals from the members must be received by the administration not later than six (6) weeks prior to the general meeting in order for such proposals to be submitted to the general meeting. The administration will notify the board about any proposals received within one (1) week.

9.4. Extraordinary general meetings are convened in writing with a written notice of four (4) weeks when deemed to be expedient by the board or when requested by minimum one-third (1/3) of the member organisations. The members' registration for participation must be received minimum one (1) week before the date of the extraordinary general meeting. The agenda must be enclosed with notices convening extraordinary general meetings.

9.5. The agenda and proposals from the board as well as proposals from members must be forwarded to the members not later than two (2) weeks prior to the general meeting.

9.6. The agenda for the general meeting must as a minimum include the following items:

1. Election of chairman of the meeting.
2. Chairman's review, including report on the board's supervision of the executive board.
3. Individual statements from directors and managing director.
4. Presentation of financial statements including transparency report for adoption.
5. Proposals from board or members.
6. The general policy for distribution of remuneration to the rightsholders.
7. The general policy for use of undistributable funds.
8. The general investment policy.
9. Risk management policy.
10. The general policy for deductions in remuneration to the rightsholders.
11. Election of board members.
12. Election of board members for the board of Fællesforeningen Copydan.
13. Appointment of the association's auditor who must be a registered public accountant or a state-authorised public accountant.
14. Any other business.

- 9.7. Each member organisation has one (1) vote at the general meeting. New member organisations that were not members when these Statutes were adopted will, however, not be entitled to vote and be eligible for a seat on the board until three (3) full financial years have passed after they obtained membership of Copydan Writing.
- 9.8. Members may vote electronically if they are unable to attend the general meeting. Electronic voting must be completed not later than one (1) week before the general meeting. Electronic voting is conditional upon the member giving a power of attorney according to Article 9.11 of the Statutes so that the holder of the power of attorney may vote on the member's behalf if the general meeting is to consider proposed amendments of the proposals entered on the agenda for the general meeting.
- 9.9. All decisions and resolutions except for amendment of the Statutes are made by a simple majority of votes. All voting takes place separately in the two (2) rights groups and proposals are only adopted when the required majority has been achieved in both groups. The Statutes can only be amended when minimum three-fourths (3/4) of the member organisations are present and two-thirds (2/3) of the votes cast are cast in favour of the proposed amendment(s) of the Statutes. If three-fourths (3/4) of the member organisations are not present, the board will convene a new general meeting, stating the proposed amendment(s) of the Statutes, which may be adopted when two-thirds (2/3) of the votes cast at the new general meeting are cast in favour thereof.

- 9.10. When electing members for the board of Copydan Fællesforeningen, each of the two (2) rights groups elects two (2) members or an equal number of members.
- 9.11. A power of attorney may be given to other member organisations for any general meeting. However, each member organisation cannot represent more than one (1) other organisation through a power of attorney and only within the same group of rights.

Article 10. Composition of the board

- 10.1. The board consists of nine (9) author members and six (6) publisher members elected at the annual general meeting. The representatives of the authors' rights group are elected annually at the general meeting by the members of the authors' rights group. The representatives of the publishers' rights group are elected annually at the general meeting by the members of the publishers' rights group. Each member organisation will nominate a candidate for the board and each member organisation cannot have more than one (1) member on the board. Re-election is possible. If a board member ceases to be a representative of the member organisation in question, his/her eligibility lapses and the board member must leave the board and be replaced by his/her alternate until the next general meeting.
- 10.2. Each member organisation that has a member on the board, see Article 10.3 below, appoints an alternate to represent the member organisation on the board in the ordinary member's absence. Both the member and the alternate may participate in board meetings.
- 10.3. The office of alternate remains in effect until the member organisation in question notifies Copydan Writing in writing that it has appointed another member to fulfil the function as alternate.

Article 11. The chairmanship

- 11.1. The board elects a Chairman and a Deputy Chairman for two (2) years at a time, so that one (1) is elected by the members of the board's authors group, while the other is elected by the members of the board's publishers group. The Chairman and the Deputy Chairman

may be re-elected. In case of equality of votes for candidates for either Chairman or Deputy Chairman, the election shall be decided by simple drawing of lots.

- 11.2. The authors group and the publishers group take turns at holding the office as Chairman. If all board members agree, the Chairman in office may, however, be re-elected.
- 11.3. In case of prolonged absence of the Chairman, the Deputy Chairman shall take his/her place. In case of prolonged absence of the Deputy Chairman, the first item on the agenda for the next board meeting must be the making of a decision on a member to take his/her place. The person elected must represent the same group of rightsholders as the absent Deputy Chairman. If the Chairman or the Deputy Chairman retires from the board during his/her period of office, the board will elect a new Chairman or Deputy Chairman for the rest of the period of office of the resigned Chairman or Deputy Chairman.
- 11.4. In cases concerning the interests of individual member organisations, the chairmanship shall be under an obligation to involve such organisation in connection with negotiations, preparation of recommendations to the board and the like.

Article 12. Convening board meetings

- 12.1. The Chairman shall convene board meetings. The meetings must be convened in writing, with a minimum notice of eight (8) days. In extraordinary cases board meetings may be convened by telephone with a shorter notice, if the chairmanship is in agreement on the necessity of such procedure.
- 12.2. The Chairman is obliged to convene a board meeting if two (2) board members, the managing director or the auditor of Copydan Writing so requests, stating the agenda.

Article 13. Activities of the board

- 13.1. The Chairman – or in his/her absence – the Deputy Chairman presides over board meetings.
- 13.2. The board may lay down rules of procedure.

- 13.3. The board may set up *ad hoc* committees as required.
- 13.4. The board must approve all new agreements. However, renewal of existing agreements does not require the approval of the board.
- 13.5. The board may determine a suitable remuneration for the Chairman and the Deputy Chairman.

Article 14. Decisions by the board

- 14.1. The board forms a quorum when minimum half of the members of the authors group and of the publishers group are represented.
- 14.2. In special cases the chairmanship may decide that board material must be submitted for written approval.
- 14.3. Voting is divided into voting in the authors group and voting in the publishers group. For voting on the board, each board member has one (1) vote.
- 14.4. The adoption of a decision requires that it has received a number of votes in each of the groups that corresponds to more than half of the board members represented by such group. Representation requires either attendance or a written power of attorney that has been issued to a board member by such member's own group.
- 14.5. For the adoption of a recommended decision forwarded for written approval, a deadline must be fixed of not less than eight (8) weekdays. If the administration has not received any objections to the recommendation before expiry of the deadline, the recommendation shall be deemed to be approved.

Article 15. The administration of Copydan Writing

- 15.1. The board employs a managing director to be in charge of the day-to-day management of the association.

- 15.2. The general framework concerning salary and service and working conditions for the managing director and the employees of the association are determined by the board.

Article 16. Power to bind the association

- 16.1. Copydan Writing shall be bound by the joint signatures of the Chairman and the Deputy Chairman or by the joint signatures of the Chairman or the Deputy Chairman and the managing director.
- 16.2. The board may grant powers of procuration.

Article 17. Financial statements, audit, supervision and complaints

- 17.1. Copydan Writing's financial year is the calendar year.
- 17.2. The financial statements and transparency report of Copydan Writing are prepared in accordance with generally accepted accounting principles and in accordance with the Danish Collective Management of Copyright Act.
- 17.3. The financial statements are audited by a state-authorized public accountant, who must also audit the transparency report.
- 17.4. The auditor may request that the board be convened to discuss specific financial or accounting matters.
- 17.5. The board supervises the association's activities on an ongoing basis.
- 17.6. The board lays down detailed guidelines and procedures for complaints. The guidelines will be available at the association's website.
- 17.7. Minutes must be taken of general meetings. The chairman of the general meeting draws up the minutes when he/she has obtained any comments from the chairmanship and the managing director. The minutes are forwarded to the member organisations for their information.

- 17.8 Minutes must be taken of board meetings, such minutes to be forwarded to the board for approval after the meeting. They must be approved at the next meeting to be held at the latest. The minutes are forwarded to the board members together with the agenda for the next meeting. Their approval must appear from the minutes of the following meeting.

Article 18. Copydan Fællesforeningen

- 18.1. Copydan Writing is a member of Fællesforeningen Copydan.

Article 19. Arbitration

- 19.1. Any dispute arising in connection with the association's affairs, matters between the member organisations and the association, matters between represented rightsholders and the association as well as disputes arising between member organisations concerning the distribution of remuneration must be settled by arbitration at the Danish Institute of Arbitration according to the rules adopted by the Danish Institute of Arbitration applicable at the time arbitration proceedings are commenced.

Article 20. Liability

- 20.1. Fællesforeningen Copydan is not liable for Copydan Writing's obligations and Copydan Writing is not liable for Fællesforeningen Copydan's obligations.
- 20.2. Copydan Writing is not liable for the member organisations' obligations and the member organisations are not liable for Copydan Writing's obligations.

Article 21. Expulsion

- 21.1. If a member organisation fails to fulfil its obligations under these Statutes or fails to comply with an order legally issued by the board or in a decisive way works against Copydan Writing's activities and interests, the board may decide to expel the member organisation from Copydan Writing.

- 21.2. The member organisation in question must be notified about the proposal by registered letter not later than at the same time as the board meeting is convened and be given the possibility of presenting its views to the board before the board makes a decision on the expulsion proposal.
- 21.3. The board's decision to expel a member organisation may be submitted for hearing by the arbitration tribunal within 14 days by the member organisation in question, see Article 19.1 above. Submission to the arbitration tribunal has a suspensive effect with regard to the decision.
- 21.4. The expulsion does not release the excluded member organisation from meeting its obligations to Copydan Writing until the time at which the member organisation itself could have left the association by giving notice according to the Statutes.

Article 22. Impartiality

- 22.1. Once a year, board members and the managing director must sign a statement declaring any conflicts of interests.

Article 23. Dissolution

- 23.1. The association may be dissolved if so resolved by a general meeting with two-thirds (2/3) of the votes cast by both rights groups cast in favour of the dissolution. When the association has paid all its liabilities to the rightsholders, Fællesforeningen Copydan and any other creditors, its values must be realised and the net proceeds be distributed between the participating member organisations pro rata according to the distribution keys agreed for payment of funds to the organisations.

Article 24. Entry into force

- 24.1. These Statutes were approved at the general meeting on 25 April 2018.



Hanne Salomonsen

Chairman of the board of Copydan Writing