ARTICLES OF ASSOCIATION

Modified by the General Assembly
(Paris, 2nd June 2026)

BIEM26-625
20-26 Boulevard du Parc
92200 Neuilly-sur-Seine
Société civile with a share capital of EUR 411.48
784 406 894 RCS Nanterre

PART I

Purpose – Powers – Name – Registered Office – Duration
Rights and Duties of Voting and Non-Voting Societies

ARTICLE 1.

There shall exist between the owners of the shares and the non-voting Societies hereafter mentioned a Society the original articles of association of which, drawn up under the terms of a private agreement in Paris, dated 21st January 1929, and deposited in the files of Mr. Pierre GIRARDIN, Notary in Paris, on the 21st January 1929, have been modified by resolutions of General Assemblies on 10th July 1935, 16th March 1938, 4th May 1939, 3rd April 1946, 24th September 1946, 5th May 1947, 24th May 1949, 22nd May 1950, 27th May 1952, 2nd June 1953, 17th May 1954, 20th June 1956, 15th November 1957, 19th June 1958, 24th June 1959, 31st May 1960, 21st December 1960, 21st June 1961, 30th March 1962, 4th July 1962, 21st November 1962, 27th March 1968, 8th October 1968, 18th June 1971, 23rd June 1972, 22nd June 1973, 26th April 1975, 2nd October 1976, 30th September 1978, 10th October 1980, 14th May 1981, 2nd October 1982, 28th October 1985, 24th September 1987, 19th September 1988, 18th September 1989, 24th September 1990, 10th September 1991, 15th September 1992, 16th September 1993, 13th September 1994, 7th September 1995, 12th September 1996, 3rd October 1997, 18th September 1998, 22nd October 1999, 3rd October 2000, 28th September 2001, 2nd June 2006, 1st June 2007, 5th June 2008 10th June 2010, 10th June 2011, 8th June 2012, 7th June 2013, 5th June 2014, 3rd June 2015, 2nd June 2016, 9th June 2017, 31st May 2018, 29th May 2019, 18th May 2021, 28th June 2022, 20th April 2022, 18th April 2024, 27th May 2025 and 2nd June 2026.

This Society is subject to the present articles of association and to Article 1832 et seq. of the Civil Code, as modified by Law No. 78-9 of 4th January 1978.

This Society shall in no case request loans from voting or non-voting Societies nor own assets except to the extent strictly necessary for the management of its affairs. It shall pursue only those objects of common interest enumerated in the following Article.

ARTICLE 2. PURPOSE OF THE SOCIETY

The purpose of the Society is to group, with a view to the efficient administration of recording and mechanical rights, Societies administering, or having by their articles of association the capacity to administer, the said rights on condition that they be in possession of appropriate administrative machinery and to this end:

1) to contribute to the defence and development of copyright protection in the domain of mechanical rights.
2) to draw up the text of a contract of reciprocal or unilateral representation to be concluded between voting Societies in order to ensure the administration of the repertoires of other voting Societies by each voting Society within its territory of exploitation;
3) to negotiate in the form of standard contracts, the text of contracts which the voting Societies shall be called upon to conclude for their respective territories with Phonographic and Videographic Producers on the basis of the equal treatment of right-owners;
4) to negotiate or to draw up with all other users and/or international groups of users of recording and mechanical rights, model contracts or general conditions of usage, the employment of which shall be recommended to the voting and non-voting Societies;

5) to take all necessary measures to secure in territories not forming part of the territories of exploitation of voting or non-voting Societies, the protection and administration of the repertoires of the latter, each voting or non-voting Society remaining free nevertheless to secure the protection and administration of its repertoire in such territories;

6) to draw up the text of a standard mandatory agreement of a compulsory nature intended to permit right-owners or groups of right-owners domiciled or having their registered office in a country not forming part of the territory of exploitation of voting or non-voting Societies to pass over to one or more of the latter the administration of recording and mechanical rights for their repertoire. Ho wever, the General Assembly, on a recommendation of the Management Committee may, if the need arises, exempt any voting or non-voting Society from applying the standard mandatory agreement;

7) to organise a system of international documentation relating to the administration of recording and mechanical rights;

8) to organise the distribution of recording and mechanical royalties relating to foreign repertoires administered by voting and non-voting Societies;

9) to encourage and ensure every kind of technical collaboration between voting and non-voting Societies ;

10) to assist in reconciling differences arising between voting and non-voting Societies by way of arbitration.

It shall be understood that recording and mechanical rights envisaged by the present Articles of Association apply to all methods of reproduction of literary, dramatic and musical works with the exception of graphical reproduction.

ARTICLE 3. NAME OF THE SOCIETY

The Society shall be denominated:

"BUREAU INTERNATIONAL DES SOCIETES GERANT LES DROITS D'ENREGISTREMENT ET DE REPRODUCTION MECANIQUE" (BIEM)

ARTICLE 4. REGISTERED OFFICE

The Registered Office shall be 20-26 Boulevard du Parc, 92200 Neuilly-sur-Seine.

ARTICLE 5. DURATION

The duration of BIEM, as extended by decision of the General Assembly on 2 June 2006 shall be fixed at 99 years until 2 June 2105.

This term may always be extended by decision of the General Assembly, which shall also have full power to decide the prior dissolution of BIEM.

PART I

Purpose – Powers – Name – Registered Office – Duration
Rights and Duties of Voting and Non-Voting Societies

ARTICLE 6. LOSS OF A VOTING OR NON-VOTING SOCIETY

BIEM shall not be dissolved by reason of the withdrawal, failure, bankruptcy or dissolution of a voting or non-voting Society.

ARTICLE 7. UNDERTAKINGS OF VOTING AND NON-VOTING SOCIETIES

The voting and non-voting Societies undertake to do everything in their power to achieve the objectives of BIEM, to abstain from any act which might compromise it, to respect the provisions of the present Articles of Association and to carry out all decisions made by the official bodies.

1) Each voting Society undertakes to entrust the administration of its repertoire to other voting Societies in their territories of exploitation.

   In cases where several voting Societies exist in the same territory of exploitation, other voting Societies shall have the choice of which of such Societies shall be entrusted with the administration of their repertoire.

   The contracts to be concluded between voting Societies shall be contracts of reciprocal or unilateral representation laid down in Article 2, 2).

2) Nevertheless, the General Assembly on a motion of the Management Committee shall be empowered, if necessary, to exempt a voting Society from concluding reciprocal or unilateral contracts of representation with other voting Societies of BIEM;

3) Administration by voting Societies shall include all appropriate measures for ensuring within their territory of exploitation the full exercise and protection of the recording and mechanical reproduction rights entrusted to their administration and in particular:

   a) the negotiation, conclusion and execution of contracts with users, in accordance with standard contracts, model contracts or general conditions of usage as the case may be, drawn up by BIEM;

   b) the control of the use of works forming part of the repertoires entrusted to their administration, the checking and collection of royalties due from users by virtue of contracts or statutory regulations, the distribution of recording and mechanical reproduction fees collected, the maintenance of appropriate documentation having regard , so far as documentation and distribution are concerned, to the provisions of Articles 2, 7) and 8);

   c) the taking of all measures required to protect, within their territory of exploitation, the recording and mechanical rights entrusted to their administration.

4) The voting Societies may depart from the standard contracts established by BIEM to the extent that they are subject to mandatory legal provisions. These changes must be brought to the knowledge of the "Gérant" and the Management Committee within sixty days of their coming into effect.

PART II

CAPITAL — ADMISSION, WITHDRAWAL AND EXCLUSION OF VOTING OR NON-VOTING SOCIETIES

ARTICLE 8. CONTRIBUTIONS - CAPITAL

The holding of voting Societies shall be constituted by a cash sum representing a share in the capital. Non-voting Societies are not liable to this subscription obligation.

As a consequence of contributions in cash made by voting Societies, the capital amounts to EUR 411.48 (four hundred eleven euros and forty-eight cents) divided into 27 fully paid shares of EUR 15.24 (fifteen euros and twenty-four cents) each::

ARTISJUS — **1 share**
Hungarian Bureau for the Protection of Authors' Rights
Mészáros u. 15-17, 1016 Budapest, Hungary

AUSTRO-MECHANA — **1 share**
Gesellschaft zur Wahrnehmung mechanisch-musikalischer
Urheberrechte GmbH
Baumannstrasse 10, A-1031 Vienna, Austria

AUTODIA — **1 share**
Collective Management Society of Intellectual Property Rights of Music
3 Sabbagh-Khoury St., 3rd floor
151 25 Marousi Attica, Greece

CAPASSO — **1 share**
Floor 3, 160 Jan Smuts, Rosebank,
Johannesburg, 2198, South Africa

CASH — **1 share**
Composers and Authors Society of Hong Kong Ltd.
18/F Universal Trade Centre - 3 Arbuthnot Road
Central, Hong Kong

GEMA — **1 share**
Gesellschaft für musikalische Aufführungs-und mechanische Vervielfältigungsrechte
German society for musical performing and mechanical reproduction rights
Rosenheimer Strasse 11, D-81667 Munich, Germany

HDS — **1 share**
Hrvatsko Drustvo Skladatelja
Croatian Composers' Society
Heinzelova 62a - 10 000 Zagreb, Croatia

JASRAC — **1 share**
Japanese Society for Rights of Authors, Composers and Publishers
3-6-12, Uehara, Shibuya-ku, Tokyo 151, Japan

MCPS — **1 share**
Mechanical-Copyright Protection Society Ltd.
107 Gray's Inn Road, 3rd floor
London WC1X 8TZ, United Kingdom

NCB — **1 share**
Nordisk Copyright Bureau
Lautrupsgade 2100, Copenhagen, Denmark

PART II

CAPITAL — ADMISSION, WITHDRAWAL AND EXCLUSION OF VOTING OR NON-VOTING SOCIETIES

OSA — **1 share**

Ochranný svaz autorský pro práva k dílům hudebním, z.s.
Collective rights management society for musical works
Trida Cs. Armady 20, 160 56 Prague 6, Czech Republic

SABAM — **1 share**

Société Belge des Auteurs, Compositeurs et Editeurs
Belgian Society of Authors, Composers and Publishers
Rue des Deux Églises/Tweekerkenstraat 41-43
B-1000 Brussels, Belgium

SACEM — **1 share**

Société des Auteurs, Compositeurs et Editeurs de Musique
Society of Authors, Composers and Publishers of Music
225, avenue Charles-de-Gaulle, 92528 Neuilly-sur-Seine, France

SACERAU — **1 share**

Society of Authors Composers and Music Publishers
of the Republic of Egypt
10, rue Elfi Bey, 111 111 Cairo, Egypt

SADAIC — **1 share**

Sociedad Argentina de Autores y Compositores de Musica
Argentinian Society of Music Authors and Composers
Lavalle 1547, 1048 Buenos Aires, Argentina

SCD — **1 share**

Sociedad Chilena de Autores e Intérpretes Musicales
Condell 346, Providencia, Codigo Postal 6640791
Casilla 51270 Correo Central, Santiago, Chile

SDRM — **1 share**

Société pour l'Administration du Droit de Reproduction Mécanique des Auteurs, Compositeurs et Editeurs
Society for the Administration of Mechanical Reproduction Rights of authors, composers and publishers
225, avenue Charles-de-Gaulle, 92528 Neuilly-sur-Seine, France

SGAE — **1 share**

Sociedad General de Autores de España
General Society of Authors and Publishers
Fernando VI,4, 28004 Madrid, Spain

SIAE — **1 share**

Società Italiana degli Autori ed Editori
Italian Society of Authors and Publishers
Viale della Letteratura 30, 00144, Rome, Italy

SOCAN — **1 share**

Society of Composers, Authors and Music Publishers of Canada
41 Valleybrook Drive, Toronto (Ontario) M3B 2S6, Canada

PART II

CAPITAL — ADMISSION, WITHDRAWAL AND EXCLUSION OF VOTING OR NON-VOTING SOCIETIES

SOKOJ — **1 share**
Savez Organizacija Kompozitora Jugoslavije
Serbian Music Authors' Organization
Misarska 12/14, 11000 Belgrade, Serbia

SOZA — **1 share**
Slovenský ochranný zväz autorský pre práva k hudobným dielam
Slovak Performing and Mechanical Rights Society
Rastislavova 3, 821 08 Bratislava 2, Slovakia

SPA — **1 share**
Sociedade Portuguesa de Autores
Portuguese Society of Authors
Av. Duque de Loulé 31, 1069-153 Lisbon, Portugal

STEMRA — **1 share**
Stichting Stemra
Saturnusstraat 46-62
2132HB Hoofddorp, The Netherlands

SUISA — **1 share**
Cooperative Society of Music Authors and Publishers
Bellariastrasse 82, CH-8038 Zürich, Switzerland

UCMR-ADA — **1 share**
Asociatia pentru Drepturi de Autor a Compozitorilor
Ostasilor street no 12, sector 1, Bucharest, Romania

ZAIKS — **1 share**
Stowarzyszenie Autorow
Society of Authors
Ul. Hipoteczna 2, 00-092 Warsaw, Poland

ARTICLE 9. INCREASE AND REDUCTION IN CAPITAL

The capital may be increased to allow for the admission of new voting Societies or reduced by reason of the exclusion or withdrawal of voting Societies.

ARTICLE 10. LIABILITY OF VOTING SOCIETIES

The voting Societies shall have a right to ownership of the capital in proportion to the shares which they possess in this capital and they are bound with regard to third parties by the debts and liabilities of BIEM in the same proportions. Nonetheless, in their dealings with one another, the voting Societies are bound by the debts and liabilities of BIEM in proportion to their respective contributions to the administrative costs of BIEM.

ARTICLE 11. ADMISSION OF NEW SOCIETIES

11.1 Requests for admission of new voting Societies shall be sent to the "Gérant" at least two months before a meeting of the General Assembly, and then transmitted by him to the Management Committee. The latter shall check if the concerned Society satisfies the criteria referred to in article 11.3 below to become a voting Society.

PART II

CAPITAL — ADMISSION, WITHDRAWAL AND EXCLUSION OF VOTING OR NON-VOTING SOCIETIES

If the Management Committee observes that these criteria are met, it shall propose to the General Assembly that it approve the membership of the Society in question as a voting Society.

If it observes that the candidate Society does not meet the aforementioned criteria, it shall decide to reject the application. It shall inform said Society in writing of the reasons for this rejection. A Society whose admission as a voting Society is thus rejected may send a written request to the "Gérant" to submit to the next General Assembly a re-examination of the rejection decision given by the Management Committee. The Society in question shall be informed in writing, at least four weeks in advance, of the holding of the General Assembly meeting and the possibility of being heard by the General Assembly. To be heard by the General Assembly, the Society in question shall make a written request to the "Gérant" at least two weeks in advance.

The reasons for the rejection of a candidacy by the General Assembly shall be communicated to the Society in question in writing. A Society whose admission is thus rejected may renew its application for admission after a period of one year following the date of the General Assembly's rejection decision.

11.2 Requests for admission of new non-voting Societies shall be sent to the "Gérant" at least two months before a meeting of the Management Committee, and then transmitted by him to the latter. The latter shall check, in accordance with Article 2, whether, on the one hand, the candidate Society administers recording and mechanical reproduction rights or has, by virtue of its articles of association, the capability to administer said rights, and whether, on the other hand, it has an appropriate administrative system. If the Management Committee observes that these criteria are met, it shall decide the admission of the Society in question.

If the Management Committee decides to reject the application, it shall inform said Society in writing of the reasons for this rejection. A non-voting Society whose admission is thus rejected may renew its application for admission after a period of one year following the date of the Management Committee's rejection decision.

11.3 A non-voting Society may become a voting Society, provided that:

- has the effective capacity to administer mechanical rights, meaning owning an appropriate operational system to collect mechanical reproduction royalties and distribute them to the rights holders.
- has already concluded representation agreements with some BIEM members or should ask for an exemption if it is not eligible to conclude such an agreement.
- applies the BIEM/IFPI Standard contract, unless bound by compulsory requirements.
- does not present any conflicts of interest that could contradict the objectives of BIEM.
- has been a non-voting member for at least two years.
- has fulfilled its obligations towards BIEM.

PART II

CAPITAL — ADMISSION, WITHDRAWAL AND EXCLUSION OF VOTING OR NON-VOTING SOCIETIES

ARTICLE 12. WITHDRAWAL

Any voting or non-voting Society may withdraw at the end of each six-year period from 27th March 1989 upon notification of its decision to withdraw to the Management Committee through the "Gérant" by registered letter with acknowledgement of receipt, at least one year before the end of the current period.

A withdrawing Society is only entitled to reimbursement of the cash sum paid in accordance with Article 8.

ARTICLE 13. EXCLUSION

Any voting or non-voting Society which by its actions injures the moral or material interests of BIEM, deliberately violates all or part of the present Articles of Association, is subject to a bankruptcy or analogous procedure or refuses to carry out decisions made in pursuance of the Articles of Association may be excluded from BIEM.

13.1 The exclusion of a voting Society shall be decided by the General Assembly on the Management Committee's recommendation. The voting Society subject to an exclusion procedure shall be informed in writing, at least four weeks prior to the holding of the Management Committee meeting, of the reasons for which its exclusion is envisaged and of the possibility of presenting written observations and being heard by the Management Committee or by the General Assembly, before any final decision is taken. The Society shall forward its written observations and, where applicable, its request for a hearing, to the "Gérant" at least two weeks in advance.

If the Management Committee decides to propose the Society's exclusion, either temporarily or indefinitely, to the General Assembly, it shall notify the latter of the substance of the observations presented by said Society. Exclusion may be temporary when the Society in question has taken actions to remedy the situation at the origin of the exclusion procedure and when those actions are considered by the Management Committee as having serious chances of remedying that situation. A temporary exclusion may not last more than one year but may be renewed.

The reasons for the temporary or definitive exclusion by the General Assembly of a voting Society shall be communicated in writing to the Society in question. In the case of a temporary exclusion, this communication shall include the duration of the exclusion.

A voting Society whose definitive exclusion has been decided can be reimbursed only the cash sum paid by it in conformance with Article 8. A voting Society which is excluded temporarily remains subject to all provisions of the Articles of Association, except the right to be a candidate for the Management Committee and to attend any technical committee during the exclusion period.

PART II

CAPITAL — ADMISSION, WITHDRAWAL AND EXCLUSION OF VOTING OR NON-VOTING SOCIETIES

13.2 The exclusion of a non-voting Society shall be decided by the Management Committee. The non-voting Society subject to an exclusion procedure shall be informed in writing, at least four weeks prior to the holding of the Management Committee meeting, of the reasons for which its exclusion is envisaged and of the possibility of presenting written observations and being heard by the Management Committee, before the latter takes any final decision. The Society shall forward its written observations and, where applicable, its request for a hearing, to the "Gérant" at least two weeks in advance.

If the Management Committee decides to exclude a non-voting Society temporarily or indefinitely, it shall communicate its decision and its reasons to the latter. In the case of a temporary exclusion, this communication shall include the duration of the exclusion. The conditions for temporary exclusion are the same as those set out above.

A non-voting Society which is excluded temporarily remains subject to all provisions of the Statutes, except the right to cast any consultative vote at the General Assembly and to attend any committee.

ARTICLE 14. ADMISSION OF NON-VOTING SOCIETIES

The Management Committee has the right to accept non-voting Societies who have no rights to the capital of BIEM and who consequently have no voting right as set out in Articles 19 and following and are not eligible to the Management Committee as set out in Articles 22 and following of the present Articles of Association, but who participate in the General Assembly each of them disposing of a consultative vote.

PART III
FUNDS

ARTICLE 15. ANNUAL PAYMENT

An annual payment is received from all BIEM Societies:

a) for voting Societies, the funds of BIEM are constituted by the annual payment, for each of them, on the one hand of a fixed sum defined by the Management Committee and on the other hand by a contribution to the annual budget calculated in the proportion which the number of votes to which it is entitled bears to the total number of votes.

b) for non-voting Societies the amount of the annual contribution is calculated, in each case, by the Management Committee, with regard to the sums of the collections of the Society.

The payments referred to in paragraphs a) and b) above, designed primarily to cover BIEM's administrative costs, must be called at least six weeks following the decision of the Management Committee. The Management Committee may specify whether these payments are to be made in one or more instalments and shall indicate the deadline for payment of the contributions after receipt of the payment notification sent by BIEM.

PART IV
OFFICIAL BODIES

ARTICLE 16. – The official bodies of BIEM shall be:

The official Bodies of BIEM shall be:

- the General Assembly
- the Management Committee,
- the "Gérant".

GENERAL ASSEMBLY

ARTICLE 17. CONVENING OF THE GENERAL ASSEMBLY

The voting and non-voting Societies shall be convened by the Management Committee every year, to meet in Ordinary General Assembly on the day and at the hour and place specified in the Notice of Meeting. If the notice of meeting so provides, voting and non-voting Societies may participate in the General Assembly by means of telecommunications (such as videoconferencing or teleconferencing) that allow them to be identified and guarantee their effective participation through the transcription of their voices and the continuous and simultaneous transmission of the discussions.

General Assemblies may be specially convened by the Management Committee, except those convened to rule on accounts. They must also be convened by it on a request by voting Societies representing one-third of the total votes in the General Assembly the purpose of the request for the meeting in such a case compulsorily appearing on the agenda.

Notices convening meetings of Ordinary General Assemblies or of those specially convened shall be served by registered letter addressed to the voting and non-voting Societies at least four weeks in advance, together with the agenda fixed in advance by the Management Committee. Any subject whose insertion in the agenda is requested after receipt of the agenda by a voting or non-voting Society will be dealt with under the heading "miscellaneous".

In case of urgency, the General Assembly may be convened exceptionally by the Management Committee at fifteen days' notice, with a mention of the agenda.

The General Assembly is chaired by the President of the Management Committee or, in his absence, by the Vice-President. Should both the President and the Vice-President of the Management Committee be absent, the General Assembly will appoint from amongst the attending delegates of the voting Societies, a chairman whose mandate will then be limited to chairing the Assembly that has elected him or her.

An attendance sheet shall be kept to be signed by delegates of voting Societies as well as by those of non-voting Societies or by the chairman of the Assembly in the case of voting or non-voting Societies attending the Assembly by means of telecommunication.

ARTICLE 18. PARTICIPATION IN ASSEMBLIES – QUORUM

All voting and non-voting Societies shall have the right to take part in General Assemblies and may be represented at them by another Society of the same category.
The General Assembly may not validly proceed to business unless half the votes held by the whole body of voting Societies are represented. If this condition is not fulfilled, the General Assembly shall be reconvened at two weeks' notice and may then validly proceed to business whatever number of votes is represented by the voting Societies present.

ARTICLE 19. NUMBER OF VOTES

The General Assembly shall group together all voting Societies and two fixed votes shall be allotted to them and as many additional votes as they shall have collected one hundred and fifty-two thousand euros in the course of the preceding year from the administration of recording and mechanical rights in their territories of exploitation, fractions of one hundred and fifty-two thousand euros being ignored.

This basis of calculation may be modified in case of significant monetary fluctuation by a resolution of the General Assembly passed by a simple majority of votes represented.

No Society shall be entitled to more than one hundred and twenty votes and Societies of a single country shall not be entitled in total to more than one hundred and twenty votes, it being understood that on this hypothesis the distribution of votes shall be made in proportion to the collections of each Society.

One delegate only, specially appointed for the purpose by each society, shall at the moment of voting dispose of the total votes allotted to this Society.

The non-voting Societies will each dispose of a consultative vote.

ARTICLE 20. POWERS - MAJORITY

The General Assembly shall be informed of all the decisions taken by the Management Committee and shall deliberate on the items appearing on its agenda.

1) Resolutions shall be passed by a simple majority of the votes represented, and in particular, those resolutions relating to the following matters:

- elections of members of the Management Committee,
- appointment of the "Gérant" or ratification of his or her appointment by the Management Committee with respect to the provisions of Article 28 below,
- nomination of an Auditor and a Deputy (suppléant) chosen from amongst the delegates present at the General Assembly,
- approval of the Annual Balance Sheet and Accounts, drawn up by the President of the Management Committee,
- approval of the Annual Business Affairs Report drawn up by the "Gérant" and presented jointly with the President of the Management Committee,
- discharge (quitus) for the other official bodies,
- approval of texts of standard contracts, model contracts and general conditions applying to users, in particular Phonographic and Videographic Producers, negotiated or drawn up by the Management Committee,
- approval of the measures proposed by the Management Committee in order to ensure the operation of the documentation and distribution systems in accordance with Articles 2, 7) and 8),
- approval of the measures proposed by the Management Committee in application of Article 7, 2), as well as the text of the standard mandatory agreement for right-owners as defined in Article 2, 6), and the exemptions proposed by the Management Committee,
- approval of the measures proposed by the Technical Committees according to Article 27.

2) Resolutions relating to the following matters shall be passed by a majority of three-quarters of the votes represented:

- approval of the text of the reciprocal or unilateral contract of representation drawn up by the Management Committee as well as the modifications thereto„
- final approval of admission of new voting Society,
- exclusion of a voting Society,
- increase or reduction of the capital.

3) Resolutions relating to the following matters shall be passed by a majority of four-fifths of the votes represented:

- modification of the Articles of Association,
- extension or reduction of the duration of BIEM or its prior dissolution.

ARTICLE 21. WRITTEN CONSULTATION

All matters relevant to the authority of the General Assembly and considered appropriate by the Management Committee, in agreement with the President of the General Assembly, can be decided by a written consultation of the voting and non-voting Societies submitted to them for this purpose by registered letter.

In case of disagreement between the President of the General Assembly and the Management Committee concerning the possibility of a written consultation of the voting and non-voting Societies, the opinion of the President of the General Assembly will take precedence.

The decision resulting from the consultation will be subject to the majority of votes required in accordance with Article 20 above.

Votes of voting Societies which have not been received by the 'Gérant' within a period of sixty days with effect from the despatch of the above-mentioned registered letter will not be taken into consideration in the result of the consultation.

The consultative votes of the non-voting Societies must reach the 'Gérant" within the same time period to figure in the consultation.

Answers to the consultation may be sent electronically to the email address provided to the voting or non-voting Societies in the consultation documents, where applicable.

Whatever the result of the consultation, the Management Committee has the power to call a meeting of the General Assembly, the question having been the subject of the consultation must, in this case, be included on the agenda.

MANAGEMENT COMMITTEE

ARTICLE 22. COMPOSITION – APPOINTMENT OF MEMBERS

The Management Committee shall be composed of ten members elected by a simple majority and by secret ballot of the General Assembly from amongst the delegates appointed to that Assembly whose application has been submitted by their voting Societies. No country shall be entitled to more than one seat on the Committee.

The duties of each member of the Management Committee shall take effect on the date of their appointment by the General Assembly and shall expire at the end of the first General Assembly held after the expiry of a period of three (3) years from their appointment. In the event of the replacement of a member of the Management Committee during their term of office, the term of office of their successor, whether a substitute member or not, shall expire at the normal end of their predecessor's term of office, unless otherwise decided by the General Assembly.

Within three months following his election each member of the Management Committee will provide for his address, email, and telephone number and nominate one or, if necessary, two Deputies who, in his absence, will have the right to all his prerogatives.

The Deputy may attend meetings with the elected member as an expert but without the right to vote.

The term of office of each member of the Management Committee shall end (i) upon their death or liquidation, in the case of a legal entity, (ii) upon resignation from office, subject to three months' notice, (iii) upon dismissal, which shall be decided ad nutum and without compensation by the General Assembly by a simple majority vote, and finally (iv) under the conditions set forth in Article 23.

Members of the Management Committee shall not receive any attendance fees or other remuneration.

ARTICLE 23. INELIGIBILITY

Those persons, whether elected members or Deputies, who belong or come to belong, in any capacity whatsoever on a full-time basis, to any public or private body devoted to phonographic, videographic, radiophonic or cinematographic exploitation or production or to television, shall not be eligible to serve on, or shall cease to form part of, the Management Committee.

ARTICLE 24. CONVENING OF THE MANAGEMENT COMMITTEE

The Management Committee shall appoint from amongst its members a President and a Vice-President and in their absence at the time of a meeting, a chairman of the meeting.

The Management Committee shall meet when convened by its President as often as the needs of BIEM require. Furthermore, on an application from five members of the Committee its President shall be required to convene the Committee with an agenda prepared by the applicants.

The Management Committee shall be convened, at its President's choice, either by letter or email using the information provided for by each member pursuant to Article 22, paragraph 3. The convening shall take place at least fifteen days in advance. This period may, in cases of emergency and on the sole initiative of the President of the Management Committee, be reduced to five days. The convening shall include a detailed agenda and the means of meeting.

The President may decide a meeting of the Committee to take place physically or by means of audio/video or web conferencing, if in his opinion the agenda of the meeting allows for the latter.

The Management Committee may not validly proceed to business, in a meeting taking place physically or by means of audio/video or web conferencing, unless five of its members are present or represented. Resolutions shall be passed by a simple majority vote and in the case of an equality of votes the Chairman of the meeting shall have the casting vote.

In consideration of the previous paragraph, it is stipulated that any Member participating in a Committee meeting by means of audio/ video or web conferencing facilities shall be deemed to be present in person at such Committee meeting for the duration of such participation.

ARTICLE 25. LIMITED NEGOTIATION COMMITTEE

When, during the course of negotiating or drafting standard contracts, model contracts or general conditions applying to users, the Management Committee shall have official meetings with the Phonographic and Videographic Industry, it will take the form of a Limited Negotiation Committee made up of 5 (or 6) members appointed by a simple majority of votes by the Management Committee for the same duration as for the members of the Management Committee and chosen from among such members.

Resolutions of the Limited Negotiation Committee shall be passed by a simple majority vote and in the case of an equality of votes the Chairman of the meeting shall have the casting vote.

The members of the Limited Negotiation Committee may, with the agreement of the President of the Management Committee, be accompanied by an expert.

ARTICLE 26. POWERS OF THE MANAGEMENT COMMITTEE

The Management Committee shall have authority to:

1) fix the amount of the annual payments as provided for in Article 15 above;
2) negotiate and submit for approval to the General Assembly the texts of standard contracts, model contracts, or general conditions applying to users to be concluded or drawn up with users and in particular with the Phonographic and Videographic Producers; monitor the content and performance of such standard contracts;
3) propose to the General Assembly the text of the contracts of reciprocal or unilateral representation; satisfy itself as to the existence and content of existing contracts of reciprocal or unilateral representation;
4) propose to the General Assembly the text of the standard mandatory agreement for right-owners as defined in Article 2, 6) and the exemptions thereto; satisfy itself as to the existence and content of existing mandatory agreements;
5) propose to the General Assembly suitable measures for ensuring the international documentation and distribution in accordance with Article 2, 7) and 8);
6) propose to the General Assembly those measures provided for in Article 7, 2);

7) convene the General Assembly with respect to the provisions of Article 17 above;

8) adopt the Annual Business Affairs Report drawn up by the "Gérant", to be presented to the General Assembly;

9) approve the Annual Budget of BIEM;

10) adopt and present to the General Assembly the Annual Balance Sheet and Accounts drawn up by the "Gérant";

11) propose to the General Assembly the admission or exclusion of voting Societies and decide alone the admission or the definitive or temporary exclusion of non-voting Societies in accordance with Articles 11, 13 and 14;

12) appoint the "Gérant", with respect to the provisions of Article 28 below, and fix his or her remuneration;

13) draw up an arbitration procedure for reconciling difficulties arising between voting or non-voting Societies ;

14) act upon any requests or proposals submitted to it by a voting or non-voting Society;.

In order to give effect to the foregoing, the Management Committee may confer full powers to the "Gérant" to implement the decisions of the Management Committee.

The Management Committee may also appoint working groups responsible for assisting it on various specific questions and particularly in negotiations with users.

ARTICLE 27. TECHNICAL COMMITTEES

Technical Committees who are equally qualified to deal with the same sort of problem arising within CISAC, and in accordance with the CISAC statutory stipulations, are convened by the Management Committee or its President in collaboration with the "Gérant".

These Committees are composed of representatives of the non-voting and voting Societies concerned. The number of representatives for each Society shall not be more than two.

In the case of a vote on proposed decisions, which may only be formally taken by the General Assembly, each society represented shall have one vote only, with the exception of the non-voting Societies who only have a consultative vote.

Each Committee shall elect its President for the period of time between Ordinary General Assemblies of CISAC from amongst representatives of the Societies concerned. In case of non-availability of the President, the Committees shall be presided over by a President elected during the course of the meeting.

Each Committee shall be responsible, in its own particular field, for the study of any problems concerned with the management and organisation of the administration of authors' rights.

The agenda of their meetings shall be agreed upon by the Management Committee or by its President in collaboration with the "Gérant" and the Presidents of the Committees concerned and those proposals presented by the Societies concerned shall be particularly taken into account.

GÉRANT

ARTICLE 28. GÉRANT

BIEM shall be managed by a "Gérant", who may be an individual or a legal entity, whether a member or non-member.

The "Gérant" shall be appointed by the General Assembly on the proposal of the Management Committee. In the event of a vacancy (through death or resignation), the Management Committee may appoint the "Gérant" directly. Such appointment shall be subject to ratification by the General Assembly. In the event that the "Gérant's" appointment is not ratified by the General Assembly, the acts performed earlier by the "Gérant" shall nevertheless remain valid.

The term of office of the 'Gérant' shall be decided by the General Assembly upon his appointment or the renewal of his mandate on the proposal of the Management Committee. When the 'Gérant' is appointed by the Management Committee to fill a vacancy (through death or resignation), his term of office shall be decided by the Management Committee.

The "Gérant" shall have the widest powers to manage BIEM, subject to the powers assigned to the Management Committee or the General Assemblies, within the limits of BIEM's purpose.

The duties of the "Gérant" shall not be remunerated, unless otherwise decided by the Management Committee which would then fix the amount of the remuneration.

PART V
GENERAL PROVISIONS

ARTICLE 29. METHOD OF CALCULATING THE QUORUM AND THE MAJORITY

In all cases, in calculating a quorum or a majority, the nearest whole unit below a fraction shall count

ARTICLE 30. MINUTES - LANGUAGE

After approval by the body concerned, minutes of meetings of the General Assembly and the Management Committee shall be initialled and signed by the Chairman of the meeting.

In addition, the minutes of the meeting of the General Assembly shall be drawn up on continuously numbered loose-leaf sheets marked and initialled by the appropriate authority.

The official language of BIEM shall be French.

A system of simultaneous or consecutive translation, according to the decision of the Management Committee, can be provided for the meetings of the General Assembly, the Management Committee and the Technical Committees.

ARTICLE 31. REMUNERATION

The office of delegate to the General Assembly and member of the Management Committee shall not be remunerated.

PART VI
DISPOSAL OF SURPLUS INCOME

ARTICLE 32. OFFICIAL YEAR

The official year shall commence on the 1st of January and end on the 31st December of each year.

ARTICLE 33. DISPOSAL OF SURPLUS

Any surplus of assets over liabilities as shown at the end of a financial year shall be disposed of in accordance with a resolution of the General Assembly passed by a majority of three-quarters of the votes represented.

PART VII
DISSOLUTION - LIQUIDATION - DISPUTES

ARTICLE 34. DISSOLUTION - LIQUIDATION

If BIEM shall not continue its activities in one form or another, the General Assembly shall decide the manner of its dissolution on a recommendation of the Management Committee.

Any surplus of assets over liabilities in the funds of BIEM as constituted in accordance with Article 15 shall be credited to the voting Societies for transmission to their right-owners, in proportion to their respective contributions to the administrative expenses of BIEM.

After the settlement of official liabilities, the voting Societies shall receive a sum equivalent to the nominal value of their shares as set forth in Article 8.

The official bodies shall retain during the liquidation the same powers as during the lifetime of BIEM.

The General Assembly shall have, in particular, the power to approve the liquidation of accounts and grant discharge to the other official bodies.

ARTICLE 35. DISPUTES

All disputes which might arise between one or more voting or non-voting Societies and BIEM, failing amicable settlement, shall be adjudicated in accordance with French law and submitted to the competent courts of the place of the registered office.

In such a case each voting or non-voting Society must elect a domicile in the said Department and all notices shall be duly served to that domicile.

On failure to elect a domicile, the service of writs and summonses shall be validly made to the Parquet de Monsieur le Procureur de la République at the Tribunal de Grande Instance of the place of the registered office.

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