

**BY-LAWS of AGICOA Europe
(Association for the European Collective
Management of Audiovisual Works)
Non profit association (ASBL)**

1. **AGICOA** (Association for the International Collective Management of Audiovisual Works), association with its seat in Geneva (Switzerland)
2. **ALGOA**, Association Luxembourgeoise de Gestion des Oeuvres Audiovisuelles, asbl with its seat in Luxembourg (Grand Duchy of Luxembourg)
3. **FIAPF**, Fédération Internationale des Associations de Producteurs de Films, association with its seat in Paris (France)
4. **FRF**, Filmproducenternas Rättighetsförening, with its seat in Stockholm (Sweden)
5. **GWFF**, Gesellschaft zur Wahrnehmung von Film und Fernsehrechten mbh with its seat in Munich (Germany)
6. **IFTA**, International Film and Television Alliance, with its seat in Los Angeles (USA)
7. **MPA**, Motion Pictures Association with its seat in Encino (Ca. USA)
8. **SEKAM**, Stichting tot Exploitatie van Kabeltelevisierechten op Audiovisueel Materiaal, foundation with its seat in Amsterdam (Netherlands)

and those who will be admitted as members later on,

have created a non profit association (Association Sans But Lucratif) organized according to the present by-laws and under the law of the Grand Duchy of Luxembourg of 21 April 1928, relating to non profit associations and foundations, and its amendments.

I. NAME – LEGAL SHAPE – HEADQUARTERS – PURPOSE

Article 1

The name of the association is AGICOA Europe, which stands for “Association for the European Collective Management of Audiovisual Works”.

It is a non-profit association organized corporately in compliance with the present by-laws as well as the Law of Luxembourg dated 21 April 1928, relating to non profit associations and foundations, and its amendments.

Article 2

AGICOA Europe’s seat is in Luxembourg.

Purpose and activity

Article 3

AGICOA Europe’s purpose is to act as a copyright and neighboring right royalties collecting society as defined by the copyright and neighboring right legislation of the Grand Duchy of Luxembourg.

Under this status, if and when granted by the appropriate Grand Duchy’s authorities, AGICOA Europe’s purpose, without any territorial limitation, shall consist in the representation and defense, within the framework of a collective management, of the

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material and immaterial interests of its individual and institutional members as they are defined under Article 5 and 8 hereinafter.

The defense and representation of the interests of AGICOA Europe's members shall be accomplished notably by out-of-court negotiations as well as by any civil, criminal, administrative and/or arbitration proceedings, as dictated by the circumstances.

The out-of-court negotiations shall notably concern the remuneration due to members in the event of simultaneous, full, unchanged and continuous retransmission, by cable or by any other similar means, of programs containing audiovisual works of which they hold or represent any rights, the collection of the amounts determined within the negotiations or within legal proceedings as well as the distribution of the amounts due to the rightsholders in the event of retransmission of their audiovisual works, and this more particularly in application of the Bern Convention.

AGICOA Europe shall have the competence in principle to authorize and/or to prohibit the satellite retransmission - within the meaning of Article 11 *bis* of the Bern Convention – of audiovisual works contained in the television programs taken up by third party organisms and retransmitted digitally without the rightsholders' authorization within a "bouquet" of programs.

In order to achieve the above, it is notably up to AGICOA Europe :

- 1) to negotiate with each retransmission operator the remuneration against which the latter might be authorized to retransmit audiovisual works to the public; to negotiate with each category of rightsholders the part of the remuneration due to the producers and/or their assignees;
- 2) to conclude with the concerned retransmission operator agreements authorizing the latter to retransmit simultaneously, fully, without any changes and continuously the audiovisual works broadcast by the television broadcasting entities;
- 3) to collect and/or to receive, directly or through the intermediary of its choice, the royalties due in the performance of the above-mentioned agreements and/or due in application of the provisions of international or national law;
- 4) to assure the distribution among the rightsholders it represents;
- 5) to see to it that the retransmission operators do not proceed with any durable or reproducible recording of the broadcasts they receive;
- 6) to provide its members with all the available information on the activities of the retransmission operators concerned;
- 7) to carry out any other tasks which contribute to the achievement of the association's purpose.

AGICOA Europe may participate in and/or confer mandates on other legal entities which perform similar activities.

Official language of AGICOA Europe

Article 4

AGICOA Europe's official language is English.

AGICOA Europe's by-laws are in English.

II. MEMBERS

Article 5

The minimum number of members will not lower than three.

A. Individual members

Conditions of admission

Article 6

- 1) The producers of audiovisual works and their agents and/or assignees, who are affiliated to an institutional member as described under Articles 7 and 8 hereunder, automatically become individual members of AGICOA Europe.
- 2) The rightsholders who are not affiliated to an institutional member as described under Articles 7 and 8 hereinafter may become individual members of AGICOA Europe if they apply to do so. Unless they state the contrary, they are considered to acknowledge as their delegate to the General Assembly the institutional member(s) from their country, in compliance with Article 17 hereinafter.

Admission procedure

Article 7

Application for admission from members referred to in Article 5 above must be made in writing. The Executive Committee shall approve the candidatures referred to in Article 5 par. 1 above after having checked the formal validity of the application and the affiliation to an institutional member.

The Executive Committee shall rule on the applications made under Article 5 par. 2 above, which it may reject.

B. Institutional members

Conditions of admission

Article 8

The founder members of AGICOA Europe, are considered institutional members of AGICOA Europe.

The organizations of the producers and/or distributors of audiovisual works, of organizations of producers and/or distributors of audiovisual works may become institutional members of AGICOA Europe if they apply to do so and provide the proof of their powers to represent their members or their principals in order to achieve the purpose and to carry out the activities of AGICOA Europe.

Admission procedure

Article 9

Application for admission from organizations referred to in Article 7 above must be made to AGICOA Europe in writing. The Executive Committee shall rule on these candidatures which it may reject.

C. Provisions applicable to all members

Obligations

Article 10

The members will give AGICOA Europe the benefit of their knowledge and their experience.

Delegation

Article 11

By their membership, the individual members confer on AGICOA Europe, within the framework of these by-laws, the mandate to authorize or to prohibit the simultaneous, full, unchanged and continuous retransmission by cable or by any similar means of the programs containing audiovisual works on which they hold or represent any rights, to collect, to allocate and to distribute the remuneration due for the authorization to retransmit and to take any steps, namely legal ones, which it deems necessary for this purpose, subject to the exceptions which they will notify to AGICOA Europe.

Resignation

Article 12

Each member is authorized to leave AGICOA Europe upon written declaration sent to the association. The declaration of resignation must reach AGICOA Europe at least six months before the end of a business year. The resignation from AGICOA Europe shall become effective at the end of that business year.

Suspension and exclusion

Article 13

Any member who, in spite of a written reminder, no longer complies with the general obligations of a member of AGICOA Europe, may be suspended by the Board of Directors. The suspension shall be notified to AGICOA Europe's members.

The General Assembly shall decide upon the exclusion of a suspended member. Any member may be excluded from AGICOA Europe if he commits any act aimed against AGICOA Europe and/or which is of such a kind as to harm the latter's interests or those of its members. The exclusion shall be pronounced by the General Assembly deciding by a two third majority upon a reasoned proposal made by the Board of Directors.

Consequences of the resignation, suspension or exclusion of a member

Article 14

If an institutional member resigns, is suspended or excluded from AGICOA Europe, it is up to the individual members it represented to appoint among themselves their representative at the General Assembly.

Any institutional or individual member, who has resigned, been suspended or excluded, loses its voting right with immediate effect.

The agreements and contracts concluded by AGICOA Europe before the resignation, suspension or exclusion of a member remain in force until the contractual expiry of these agreements and treaties.

The procedures of collection, weighting and distribution of the amounts due to the resigning, suspended or excluded member are not affected by the resignation, suspension or exclusion.

III. RESOURCES AND EXPENSES

Resources

Article 15

AGICOA Europe's resources are the following:

- 1) The sum which is granted every year by the Board of Directors by the adoption of an approved budget. This budget will be financed by a deduction at a rate set by the board each year and deducted from the amounts which AGICOA Europe receives and/or collects on behalf of its members or any other rightholders. This rate cannot exceed 15 %. No other contribution nor fee may be asked from the members of the association.
- 2) Donations, bequests, miscellaneous proceeds as well as the interest accrued on AGICOA Europe's own assets.

Expenses

Article 16

AGICOA Europe's expenses include the following:

- 1) the overheads of the management, the general cost for collection and distribution of the amounts due to members and other rightholders;
- 2) the costs resulting from negotiations with cable distribution companies or any other private or public organisms;
- 3) the costs of litigation or any other costs necessary for the defense of the interests of AGICOA Europe and its members;

- 4) any other costs resulting from resolutions adopted by the Board of Directors.

IV. ORGANIZATION

Statutory Bodies

Article 17

AGICOA Europe's statutory bodies are the following:

- A. The General Assembly
- B. The Board of Directors
- C. The Executive Committee
- D. The Auditor

A. THE GENERAL ASSEMBLY

Composition

Article 18

The General Assembly shall be composed of all individual and institutional members.

Unless they make a statement to the contrary, individual members are considered to accept, as their delegate, one of the institutional members from their country.

Individual members who are nationals of a country which does not have an institutional member are their own representatives at the General Assembly. They have a number of votes as determined by application of Article 21 hereinafter.

Attributions

Article 19

The General Assembly is the supreme authority of AGICOA Europe.

The General Assembly has the exclusive powers:

- 1) to adopt and amend the by-laws;
- 2) to decide on the location of the headquarters and its transfer;
- 3) to elect and dismiss the Auditors;
- 4) to appoint and dismiss the Directors of the Board through a country-by-country decision of the delegates to the General Assembly pursuant to article 25;
- 5) to approve the financial statements;
- 6) to grant discharge to the Board of Directors;
- 7) to proclaim the exclusion of a member;
- 8) to decide on AGICOA Europe's winding-up;
- 9) to appoint the liquidators of AGICOA Europe, subject to the mandatory provisions of the law ;
- 10) to adopt any resolutions on any other issues which are attributed to it by the law or the by-laws.

The General Assembly must vote on each of the items on the agenda.

Convening the General Assembly

Article 20

The General Assembly shall be convened by AGICOA Europe's President.

In the event that the President is prevented from doing so, the General Assembly shall be convened by the older of AGICOA Europe's two Vice-Presidents.

An ordinary General Assembly shall be held every year within six months of the closing of the business year which shall be December 31.

An Extraordinary General Assembly must be convened whenever this is requested by one fifth of the institutional members by registered letter sent to AGICOA Europe's General Manager.

Mode of convening the General Assembly

Article 21

- 1) An ordinary or extraordinary General Assembly shall be convened by registered letter sent to each institutional member four weeks at least before the date of the meeting.
- 2) Individual members shall be convened by publication in the Memorial¹, four weeks at least before the date of the General Assembly.

Individual members must inform the General Manager of AGICOA Europe of their participation in the General Assembly by e-mail, fax message or registered letter with acknowledgement of receipt at least seven (7) calendar days before the meeting (date of receipt).

- 3) Both individual and institutional members shall send to AGICOA Europe's General Manager the names of their delegates who will attend the General Assembly by e-mail, fax message or registered letter with acknowledgement of receipt at least seven (7) calendar days prior to the meeting (date of receipt). The number of delegates is limited to two per member.
- 4) In an emergency, the time-limit for the convening of the General Assembly may be reduced to two weeks by the President or, if he is prevented from doing so, by the older of the two Vice-Presidents.
- 5) The items on the agenda will be mentioned in the notification of the meeting. Proposals for the amendment of the by-laws will be mentioned or attached to the written notifications. They will be held at the disposal of individual members at AGICOA Europe's headquarters; this will be mentioned in the publication.
- 6) No decision may be taken outside of the agenda, except the convening of an extraordinary General Assembly.

¹ Official Journal of Luxembourg

Voting rights

Article 22

- 1) At the moment of its establishment AGICOA Europe is constituted by its institutional founder members: AGICOA, ALGOA, FIAPF, FRF, IFTA, MPA, SEKAM,....,,...Their voting rights are the following:

| | |
|---------------|----------------------|
| <i>AGICOA</i> | <i>379 097 votes</i> |
| <i>ALGOA</i> | <i>5 408 votes</i> |
| <i>FIAPF</i> | <i>2 votes</i> |
| <i>FRF</i> | <i>15 309 votes</i> |
| <i>GWFF</i> | <i>66 200 votes</i> |
| <i>IFTA</i> | <i>40 989 votes</i> |
| <i>MPA</i> | <i>278 795 votes</i> |
| <i>SEKAM</i> | <i>214 200 votes</i> |

- 2) As other members join the founder members, these new members shall obtain their own voting rights within the framework of AGICOA Europe. The voting rights of AGICOA in AGICOA Europe's General Assembly will decrease accordingly.
- 3) Voting rights of new members should reflect the economic power of their repertoire of rights with regard to the retransmission of audiovisual works according to Article 10 of the present By-laws. The voting rights of new members shall be calculated pro rata to the economic power of the existing members.
- 4) The economic power of a new member's repertoire is defined by its collection coefficient.

The collection coefficient takes into account the average of the amounts paid to the rightsholders represented by the concerned member, based on a representative sample of countries and retransmission years. If the new member has not yet started the collection of retransmission royalties for the use of its works, its collection coefficient is 1.

- 5) Collection coefficients of new members will be defined by decision of AGICOA Europe's Executive Committee according to the criteria mentioned in the preceding paragraph. The Executive Committee shall adjust the collection coefficients in case of any significant change. Notwithstanding the above, the collection coefficients of new members shall be updated at least every five years.
- 6) In the absence of any information whether a rightsholder domiciled in a certain country is a member or principal of AGICOA Europe's institutional or individual member organization(s) in that country, the royalties received by that rightsholder are nonetheless allocated to AGICOA Europe's institutional member organization in that given country. In case of several institutional member organizations the amounts shall be allocated to the constitutional members pro rata of the percentages of the royalties collected by those rightsholders for which it is known that they are members or principals of those institutional members. If no information on rightsholders being members or principals of those constitutional member organizations is available, an equal share will be allocated to every institutional member organization.
- 7) If there is more than one institutional member per country, the institutional members of that country will share the votes attributed to their country proportionally to their perception coefficient or according to an agreement among them, the terms of which they will communicate to AGICOA Europe's General Manager at least two weeks before the ordinary General Assembly, one week at least before the extraordinary General Assembly. In this case, each national organization will have its delegate;

- 8) The number of votes of individual members who informed AGICOA Europe of their participation pursuant to Article 20 and who are present at the General Assembly is deducted from the number of votes of the institutional member(s) of their country of origin. The number of votes of individual members is added to the number of votes of the institutional member(s) of their country of origin if the individual members did not inform AGICOA Europe's General Manager of their wish to attend the meeting according to Article 20;
- 9) The results of these calculations will be communicated to the members together with the notification to the General Assembly.

Representation of a member

Article 23

The voting right may be exercised at the General Assembly through the intermediary of another institutional member holding one or more written and signed power(s) of attorney.

To this end, each institutional member shall receive, together with the notification of the meeting, the invitation to mandate another institutional member in the event that he is not able to attend.

Quorum and decisions

Article 24

Except in cases where the law sets the contrary, the quorum is set at sixty per-cent of the total number of votes.

The General Assembly shall adopt all its resolutions and proceeds with all elections by the majority of three quarters (75 %) of the votes of the delegates present or represented.

Minutes

Article 25

Minutes of the resolutions and elections which take place at the General Assembly will be kept in English. The minutes shall be signed by the President of the General Assembly as well as by the minute-taker.

Within thirty days after the General Assembly, the General Manager will send the minutes to each institutional member as well as only to individual members who attended the Assembly.

Institutional members will ensure that the individual members they represented will have the opportunity to take notice of the minutes without delay.

At the expiry of a period of sixty days after the General Assembly, the minutes, as amended according to the written observations stated by the members will be adopted by tacit approval. If there is any challenge of their terms, they will be submitted to the next General Assembly for adoption.

B. BOARD OF DIRECTORS

Composition

Article 26

- 1) Only natural persons may be members of the Board of Directors.
- 2) At the creation of AGICOA Europe, the Board of Directors is composed as follows:
 - a) *AGICOA will have 3 nominated seats sharing a total of 379 097 votes*
 - b) *ALGOA will have 1 nominated seat with 5 408 votes*
 - c) *FIAPF will have 2 nominated seats with 1 vote each*
 - d) *FRF will have 1 nominated seat with 15 309 votes*
 - e) *GWFF will have 2 nominated seats sharing a total of 66 200 votes*
 - f) *IFTA will have 2 nominated seats sharing a total of 40 989 votes*
 - g) *MPA will have 4 nominated seats sharing a total of 278 795 votes*
 - h) *SEKAM will have 4 nominated seats sharing a total of 214 200 votes*

The global number of votes on the board will be exactly the same as the number of votes in the General Assembly of AGICOA Europe.

- 3) As new members join the founder members, these new members will obtain their own seats and votes in AGICOA Europe's Board of Directors.

The voting rights of AGICOA in AGICOA Europe's Board of Directors will decrease accordingly as new members shall be appointed Member of the Board of Directors of AGICOA Europe.

- 4) For all individual and/or institutional members of AGICOA Europe's who are domiciled in one and the same country there is at least one seat within the Board of Directors;
- 5) For these members domiciled in the one and the same country additional seats may be available according to the rules set out below;
- 6) Additional seats are calculated in the following steps: First, the total of seats taken into account for this calculation corresponds to the total number of seats according to article 25 (2) (a), (b) and to article 25 (4). Second, this total is multiplied by the percentages of votes that the members obtained within the General Assembly according to Article 21 of these By-laws.. Third, using the product resulting from step two the corresponding number of seats is attributed to those countries which have a figure equal or greater than one before the decimal point. Fourth, the results of those multiplications are put in an order of decreasing figures behind the decimal point Fifth, the remaining surplus seats are attributed to those countries which have the highest figures behind the decimal point. Sixth, the number of seats attributed to those countries which have a figure equal or greater than one before the decimal point are capped at three;
- 7) The Delegates to the General Assembly representing the institutional and/or individual members of AGICOA Europe's domiciled in one and the same country will appoint the Director(s) to occupy the above seat(s). They will inform AGICOA Europe's General Manager of these nominations by submitting the identity and the address of the Director(s) by e-mail, fax message or registered letter with acknowledgement of receipt at least 15 calendar days before the General Assembly (date of receipt). AGICOA Europe's General Manager will forward the list of

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designated Directors to the Delegates to the General Assembly at least seven days prior the General Assembly's meeting.;

- 8) If there are several institutional or/individual members domiciled in the same country the allocation of seat(s) and the appointment(s) of Director(s) should reflect the order of importance of these members. The importance is expressed by the number of votes these members have obtained within the General Assembly in application of Article 21 of these by-laws. In case of disagreement on the allocation of the seat(s) or the appointment of the Director(s) between these members, AGICOA Europe's President proceeds to those allocations and appointments which reflect best order of importance of the conflicting members;
- 9) AGICOA Europe's President will have a nominated seat with one casting vote.
- 10) Each one of AGICOA Europe's Vice-Presidents will have a nominated seat with one vote each and AGICOA Europe's Treasurer will have a nominated seat with one vote.
- 11) At meetings of the Board of Directors, each director may be assisted, at his own expense, by an expert or consultant.
- 12) The term of each member of the Board of Directors shall be of three (3) years, subject to the disappearance of the seat he occupies; if one or more seat(s) attributed to all of the members domiciled in one country shall disappear, the delegates from this country will inform AGICOA Europe's General Management of the identity of the Board members who will retain their seat.
- 13) The members who leave AGICOA Europe will lose their seat(s) and voting rights with immediate effect.
- 14) The outgoing members may be immediately reelected.
- 15) If for whatever reason, an elected member of the Board shall cease to carry out his duties, the institutional member(s) of his country will appoint a successor for the duration of the incapacity or until the next General Assembly.
- 16) The official list of the members of Directors shall be signed by the President and is regularly kept up to date.
- 17) Voting rights of a new member with a seat at the Board of Directors are defined according to Article 21 of the present By-laws.
- 18) Any resolution of the Board of Directors must be adopted by a majority of three quarters (75 %) of the votes present or represented.

Meetings

Article 27

The Board of Directors shall meet at least once a year and as often as necessary, upon the request of the President, of a Vice-Presidents, by one fifth of its members, or by the Executive Committee .

Notifications of meetings shall be sent by letter, including the list of the items on the agenda, to each one of the members of the Board of Directors at least two weeks before the meeting.

This period may be reduced in an emergency.

Attributions

Article 28

The Board of Directors:

- 1) determines the general policy of AGICOA Europe and outlines the general structure of its management;
- 2) determines the amount of the annual operating budget of AGICOA Europe;
- 3) decides on the creation of or the participation in other organizations;
- 4) proposes to the General Assembly the exclusion of members and decides on the suspension of members;
- 5) elects the President, the two Vice-Presidents, the Treasurer and the remaining five members of the Executive Committee of AGICOA Europe for a term of three (3) years and revokes their mandate. For this purpose the proposals are voted in a block vote. If no block list gets the necessary simple majority a vote function by function shall be organized. All votes shall be cast by secret ballot unless the Board of Directors unanimously agrees to proceed otherwise.

The proposal of the complete composition of the Executive Committee shall be made by any of the Directors of the Board of Directors by e-mail, fax message or registered letter with acknowledgement of receipt and must be sent to the General Manager of AGICOA Europe at least seven (7) calendar days before the Board of Directors' meeting (date of receipt). AGICOA Europe's General Manager will forward the proposal(s) to the Directors at least three (3) calendar days before the Board of Directors meeting;

- 6) sees that the correct application of the provisions of the by-laws is observed.

Resolutions

Article 29

The Board of Directors may validly deliberate if sixty percent (60 %) of its members at least are present or represented.

The Board of Directors shall adopt all its resolutions and proceed with any elections and nominations by the majority of three quarters (75 %) of the votes cast by its members who are present or represented by a member duly mandated.

Exceptionally, resolutions of the Board of Directors (including those entailing an election) may be adopted by circular letter.

Resolutions by circular letter shall be adopted by a majority of three quarters (75 %) of the members of the Board of Directors.

Minutes

Article 30

Minutes will be kept of the resolutions and elections of the Board of Directors, including those which take place by circular letter.

The minutes shall be drawn up in English and sent to each member of the Board of Directors within fifteen (15) days after the meeting of the Board of Directors.

Within thirty (30) days after the meeting of the Board of Directors, the minutes as amended according to the written observations by the members will be adopted by tacit approval. If there is any challenge of their terms, they will be submitted to the next meeting of the Board of Directors for approval.

The minutes are signed by the President and by the minute-taker.

C. THE EXECUTIVE COMMITTEE

Composition

Article 31

The Executive Committee shall be composed of nine members, elected by the Board of Directors, including the President, the two Vice-Presidents and the Treasurer.

Each member of the Executive Committee may appoint a substitute who must be accepted by the Board of Directors.

Attributions

Article 32

The Executive Committee shall take any appropriate steps, initiatives and decisions in order to achieve the Association's purpose, subject to the exclusive attributions of the General Assembly, of the Board of Directors and of the Auditor. It has general statutory attributions.

It has the power to rule on any subjects which are not explicitly attributed to the General Assembly or to the Board of Directors and which it wishes to deal with together with or instead of AGICOA Europe's General Manager.

The Executive Committee shall submit its recommendations to the Board of Directors on any subjects which are attributed to the General Assembly or the Board of Directors.

The Executive Committee shall assist the General Manager particularly in the carrying out of the resolutions of the General Assembly and of the Board of Directors and shall ensure that they are carried out correctly.

The Executive Committee shall rule on the candidatures referred to in Article 5 and 8 above.

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The Executive Committee shall adopt the agreements to be concluded with the cable distribution companies as well as with any other company which exploits audiovisual works in a sector in which the collective management of the rights is necessary, as well as any agreements directly related to AGICOA Europe's purpose.

The Executive Committee shall rule on the distribution conditions of the amounts collected among the rightsholders.

The Executive Committee shall define the attributions of the Association's General Manager

The Executive Committee shall appoint the General Manager whose contract shall be signed by AGICOA Europe's President.

In general, together with the General Manager it decides on:

- the taking and the cancellation of leases (except the transfer of the headquarters);
- the decisions regarding the signatures which bind AGICOA Europe and the terms and conditions attached thereto;
- the drawing up of a list of experts, for each subject to be dealt with (general affairs; finance; identification of rightsholders and of audiovisual works; weighting, legal questions; satellites), who shall be invited to attend the meetings of the Executive Committee in order to deal with the subjects in which they are experts.

Meetings

Article 33

The Executive Committee shall meet at least six times a year upon the request of the President, of one of its members or by AGICOA Europe's General Manager.

Notification to members shall include the list of items on the agenda.

Members who cannot attend a meeting of the Executive Committee will grant powers to their substitute to represent them.

If the substitute cannot attend, each member unable to attend a meeting of the Executive Committee will mandate one of the members who are present to represent him.

Decisions

Article 34

The quorum shall be of two thirds of the members of the Executive Committee present or represented.

The Executive Committee shall take its decisions by a majority of two thirds of its members present or represented and provided that members of the Committee representing at least 25.1 % of the votes on the Board of Directors do not oppose the majority.

D. AUDITOR

Composition

Article 35

The financial statements shall be submitted for verification to an Auditor who shall be elected every year by the General Assembly.

The Auditor cannot be a member of the Board of Directors or an employee of AGICOA Europe.

Attributions

Article 36

The Auditor shall verify whether the financial statements comply with the books and with the statutes, the regulations and the customs as well as with the principles of the fiduciary's responsibility. He will also assure the good keeping and the compliance of the books with the legal statutes in force.

To this purpose, the General Manager will hand the Auditor the books as well as all justifying documents.

The Auditor will submit a written report on his findings to the General Assembly.

VI. WINDING-UP AND LIQUIDATION

Winding-up

Article 37

The General Assembly may resolve at any time to wind-up AGICOA Europe.

Liquidation

Article 38

In case of winding-up, the liquidation shall be carried by the liquidators appointed by the General Assembly, unless the law provides for a specific procedure of liquidation.

Allocation of assets

Article 39

After payment of the debts – including the debts towards the producers and/or their assignees – the possible remaining assets will be used, on resolution of the General Assembly, for a purpose which is similar or related to the one pursued by AGICOA Europe. In no event, may these assets be distributed among AGICOA Europe's members.

VII. APPLICABLE LAW

Article 40

Any element not explicitly dealt with in the present by-laws will be handled according to the law of the Grand Duchy of Luxembourg of 21 April 1928, relating to non profit associations and foundations, and its amendments.

These by-laws were adopted by the General Assembly onand came into force at the same date.

For AGICOA

Represented by
John Jacobsen
President

FOR GWFF

Represented by
Ronald Frohne

For ALGOA

Represented by
Nicolas Steil

For FRF

Represented by
Per-Erik Wallin

For FIAPF

Represented by
Valérie Lépine
Managing Director

For MPA

Represented by
Chris Marcich

For IFTA

Represented by
Lawrence Safir

For SEKAM

Represented by
Martin Lagestee