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## ICMP BY-LAWS AS OF 4 JUNE 2016

### Article 1 – Name, Form and Seat

1.1 The International Confederation of Music Publishers, or Confédération Internationale des Editeurs de Musique, or ICMP, or CIEM, is established in the form of a Swiss non-profit association pursuant to Articles 60 *et seq.* of the Swiss Civil Code and governed by these By-laws.

1.2 The seat of the organization is at P.O. Box 80, Sonnhalde 5, 8602 Wangen/ZH, Switzerland, and may be transferred to any place and jurisdiction upon the decision of the Board.

### Article 2 - Purpose of the Confederation

2. 1 The Confederation has a cultural, artistic and educational purpose to support music creation, music publishing and the authors and composers. It has no profit making purpose.

2. 2 The Confederation shall at an international and regional level:

2.2.1 further the interests of music publishers and of authors and composers which they represent, and of music and musical creation generally;

2.2.2 inform, consult with, advise, coordinate with, maintain and develop working relations with, make representations to, negotiate, make agreements with, associations, organizations, collecting societies, industry organizations (other publishers, other entertainment, other copyright industries), representative bodies, non-governmental bodies, governments, regional and international inter-governmental bodies, and any other party, as and when appropriate, in the interest of music publishers and the creators which they represent, and of music and musical creation generally;

2.2.3 have the status of Non-Governmental Organization (« NGO ») with all appropriate bodies;

2.2.4 increase the awareness of the role of music publishers in the creation and dissemination of musical works;

2.2.5 maintain and encourage the development of laws which protect and enhance the rights of authors and music publishers in musical works and provide for appropriate mechanisms by which music publishers can freely accomplish their creative role;

2.2.6 coordinate the activities of the members of the Confederation in the realisation of the Confederation's objectives and circulate information to the members on the activities of the Confederation and particularly on matters of international interest, as and when appropriate;



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2.2.7 handle, directly or indirectly, licensing activities as assignee or agent for and at the convenience of its members on a voluntary and non-profit basis as decided by the Annual General Meeting; and

2.2.8 generally advance the present and future welfare of members by lawful and proper means.

### **Article 3 – Duration**

3. 1 The Confederation is constituted for an unlimited period of time.

### **Article 4 – Members**

4. 1 The Confederation is comprised of associations, federations, unions, bodies, organizations, groups, multinational companies i.e. legal entities (hereinafter referred to as "Organizations") and individuals.

4. 2 There shall be three categories of members: (i) active voting members, (ii) associate non-voting members, and (iii) honorary non-voting members.

4. 3 Active Voting Members –

4.3.1 National music publishers Organizations are eligible for active membership in the Confederation provided they broadly represent the music publishers in their territory.

4.3.2 International and/or regional music publishers Organizations are eligible for active membership in the Confederation provided they broadly represent music publishers internationally and/or regionally.

4.3.3 Multinational music publishers are eligible for active membership in the Confederation provided they consist of holding companies with a fully financed subsidiary in at least three continents and six countries and/or affiliates in these countries.

4. 4 Associate & Honorary Non-Voting Members - The following are eligible for associate and/or honorary membership in the Confederation:

4.4.1 *Associate membership on a permanent basis:*

4.4.1.1 individual music publishers in a country in which and as long as there is no national music publishers Organization;

4.4.1.2 publishing organizations other than a music publishing Organization, the objects and activities of which serve to further the interests of publishers and publishing in general and in which membership is open to a music publisher Organization; and



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4.4.1.3 governmental or intergovernmental organizations the mandate of which includes the development of musical culture and the maintenance and enhancement of laws serving to protect and advance the interests of music publishers, composers and authors nationally or internationally.

4.4.2 *Associate membership on an interim basis:*

4.4.2.1 national music publishers Organizations provided they broadly represent music publishers, on exceptional occasions as defined by the Board will automatically fall under this category; and

4.4.2.2 international and/or regional music publishers Organizations provided they broadly represent music publishers internationally and/or regionally, on exceptional occasions as defined by the Board.

4.4.2.3 multinational music publishers as defined in Article 4.3.3 on exceptional occasions as specified by the Board.

4.4.3 *Honorary membership:* national, regional, and international rights' organizations of authors or composers in which membership is open to music publishers, including collecting societies.

4.5 Music publisher classes

Article 4.5.1 Active and associate categories of membership may comprise three classes of music publishers, respectively (a) the Popular Music Publishers class , (b) the Serious Music Publishers class, and (c) the international, and/or regional organisations and/or multinational Music Publishers class.

Article 4.5.2 Class (c) shall have a maximum of six active members and each active member of Class (c) shall nominate one individual to represent it on the Board.

4.6 Admission of new members as members to such categories and classes shall, unless otherwise decided by the Board, be by written application to the Confederation and upon acceptance of terms set by the Board (votes, dues, others) in compliance with these By-laws. The Board shall set out, with due regard to the principles laid down in Article 5.7, a specific procedure whereby new active members may be admitted to class (c). The Board may appoint, as required and from time to time, the Executive Bureau and/or a third party to receive and administer such applications.

4.7 Any member may withdraw from the Confederation by a written notification to the Confederation served at least six months before the end of the calendar year or as otherwise provided for in Article 70, paragraph 2, of the Swiss Civil Code. Upon withdrawal, it remains liable for the dues owing for the year started. The Board may appoint, as required and from time to time, the Executive Bureau and/or a third party to receive and administer such withdrawals.

4.8 Termination of membership shall automatically occur without any formality upon the death of an individual member or upon notice by the Confederation upon the dissolution, sale or change of ownership of a member Organization. The Board may appoint, as required and from time to time, the Executive Bureau and/or a third party to issue such notices.



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4.9 Termination of membership or transfer to associate membership further to Article 4.4 hereof may occur at any time, upon written notice by the Confederation, upon decision of the Board, for failure to pay annual membership dues, whether partially or entirely. The Board may appoint, as required and from time to time, the Executive Bureau and/or a third party to issue such notices of termination or transfer.

4.10 Termination of membership or transfer to associate membership further to Article 4.4 hereof may also occur at any time, upon written notice by the Confederation, upon a decision by a two-third majority of the votes cast at a General Meeting or in writing. The Board may appoint, as required and from time to time, the Executive Bureau and/or a third party to issue such notices of termination.

4.11 A member whose membership has been terminated or transferred to associate membership or which has withdrawn is not entitled to any reimbursement of membership dues paid for the year in which termination, transfer or withdrawal occurs or to any part of the assets of the organization. All dues will be owing for the year started.

4.12 The duty and responsibility of the active members are to:

4.12.1 decide upon any matter as required in these By-Laws;

4.12.2 approve the annual financial statements and accounts;

4.12.3 approve the membership dues and the annual provisional budget as set by the Board if it implies a raise in membership dues for the forthcoming year;

4.12.4 approve the policies defined by the Board and developed by the Executive Bureau;

4.12.5 elect the Board; and

4.12.6 amend the By-Laws.

4.13 Decisions by active members are made, by vote at a General Meeting or through written consent, by a simple majority of the votes cast at the Meeting or of the votes of the Confederation when in writing except for decisions relating to an amendment to the By-laws which shall require a two-third majority of the votes cast at the Meeting or of the votes of the Confederation in writing, or as otherwise provided in these By-Laws. Dissolution and liquidation require eighty percent of the votes of the Confederation and the assets of the Confederation shall be distributed to one or more music publishers Organizations having the same purpose as the Confederation according to a plan which the Board shall propose for adoption by the members at the same majority.

4.14 Members shall be called to meet at a General Meeting at least once a year by the Chair. Active members may designate up to three delegates by proxy. Associate members may designate one delegate by proxy. General Meetings can be called at any time and any place by the Chair at the request of the Board or of one fifth of the active members of the Confederation. A General Meeting



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is validly constituted when members representing at least fifty percent of the total number of votes of the Confederation are present. If the quorum is not met and a second Meeting is called on the same agenda, a quorum of thirty percent will suffice. An active member is present, if represented by proxy at a Meeting by, its authorised representative, another member, or a Board member. The proxy may give full or limited powers. In the absence of any specification, the powers will be deemed full. Associate members may participate in the discussions at a General Meeting. The agenda of the General Meetings will be fixed by the Board. Points proposed by the Executive Bureau or by a group of active members which together represent at least thirty percent of the total number of votes of the Confederation will be included.

4.15 Written consents may be requested at any time by the Chair and/or the Board, or subject to Chair and/or Board direction by the Executive Bureau and/or a third party as appointed by the Board, by letter with return receipt requested or by facsimile with acknowledgement of receipt by receiving machine or by any other appropriate telecommunications device with an acknowledgement of receipt. Consents shall be received through the same means and may be express or tacit as requested by the Chair and/or Board and/or Executive Bureau and/or third party.

4.16 Subject to Articles 4.17 and 4.18, each active member shall have a number of votes which is proportional to its membership dues of the previous year.

4.17 No member may have more than twenty percent of the total number of votes of the members and such votes cast by the member at any time may not exceed twenty percent of the total votes cast by all the members present or represented. Such rules shall apply to all voting by the members, whether the membership shall vote as a whole or by class; including the elections to the Board further to Article 5.1.1 hereof.

4.18 No member may vote if it is in arrears in its dues, whether entirely or partially.

4.19 Votes allocated to each active member of the Confederation will evolve as defined and approved by the Board in accordance with the principles set forth herein.

4.20 Active members comprise three classes for, (a) Popular, (b) Serious, and (c) international and/or regional organisations and/or multinational Music Publishers respectively, which may separately meet or consent in writing on issues on the agenda of a class meeting. Principles applicable to voting as set forth in this Article 4 will apply to voting within the classes. Votes allocated to each active member in each of the classes respectively are attached to the By-laws. These will evolve as defined and approved by the Board in accordance with the principles set forth herein. Each of the classes (a) and (b) will elect a Bureau of no more than ten persons from nominees chosen respectively from and by such classes, for a two-year term which is renewable, every other year after the Annual General Meeting at the same time as the elections to the Board described in Article 5.1 hereof. The Bureaus will also then elect their President and Vice President for the same term so long as the President is concurrently a member of the Board. The Bureaus of the classes (a) and (b) may designate Committees which will function under the review, authority and control of the Board.



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4.21 The decisions made by the members, the classes, the Board and the Bureaus of the Confederation shall be recorded and distributed as appropriate and copies kept. The Board may decide, from time to time, how the corporate records shall be recorded and distributed, and where copies thereof shall be maintained.

## **Article 5 – Administration**

### **5.1 Composition of the Board**

5.1.1 The Confederation shall be managed and legally represented by a Board of no more than sixteen Board members, including no more than ten elected Board members (comprised of five Board members elected by the members in class (a) from nominees chosen from and by the members in class (a) and five Board members elected by the members in class (b) from nominees chosen from and by the members in class (b)), and no more than six Board members nominated by members of class (c) in accordance with a specific procedure set out by the Board. No individual shall be nominated for election to the Board more than once in the same election, no more than two Board members may sit on the Board from the same company or from different companies that are subject to common ownership or control and no more than 50% of the Board membership may be comprised of employees of companies commonly controlled by class (c) members. The intent is that the representation on the Board should reflect and maintain diversity.

5.1.2 The term of appointment and election for elected Board members and election is two years and elections shall take place every other year after the Annual General Meeting. Elected Board members' terms are renewable. A Class (c) Board member shall continue to serve on the Board as long as the Class (c) Member which it represents fulfils the criteria for membership of Class (c) laid down by the Board in accordance with Article 4.6. These criteria shall be subject to a review by the Board every two years, at the same time as the elections for elected Board members.

5.2 The past Chairs and Presidents of the Confederation shall be honorary members of the Board but shall have no power to vote if they are not otherwise appointed to the Board. Messrs. Ralph Peer and Anthony Pool are Presidents d'Honneur.

5.3 Any Board member may resign from the Board at any time.

5.4 In the event of vacancies in the Board arising from the resignation, death or the inability of an elected Board member to carry out his or her functions by reason of illness, prolonged absence or other cause, the Board shall elect a person to replace such member until the members in the appropriate class elect a member for the remainder of the term of the person originally elected. Such person shall hold office for the remainder of the term of the person originally elected. In the event of an equivalent vacancy arising in a class (c) Board seat, the Board shall meet to discuss the matter and decide on the appropriate course of action to take.

5.5 The Board members shall elect every year after the Annual General Meeting from among themselves a Chair and then two Vice Chairs, each of the three having to originate from a different



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class, a Treasurer and a Secretary from the remaining Board members. The term of the appointment is one year and is renewable, subject to remaining a Board member.

5.6 The Chair is the official representative of the Confederation and will chair the Meetings of the members and the Board.

5.7 The Board shall decide the level of dues payable to the Confederation, when, in what currency, and the amount thereof, for each category and class of member and for each member within a category and a class, and for any other matter relating thereto, subject to the following guidelines and requirements, and approval by the active members:

5.7.1 the total amount of the dues payable for a period should provide for the running of the organization for that period;

5.7.2 active members should bear the major part of the dues;

5.7.3 the contribution of each member should be set by the Board taking into account the relative size of the music publishing market in each national, international and/or regional territory and the category and class(es) to which it belongs;

5.7.4 Active members of class (c) shall be subject to the payment of a minimum level of dues as determined by the Board in accordance with article 5.7.3;

5.7.5 if a budget is specific to a class, the Board will coordinate with the Bureau of the class, if any, and its members which shall approve the level of dues.

5.8 Dues will evolve as determined by the Board in accordance with the principles set forth herein.

5.9 The powers and duties of the Board shall also be to define the policy guidelines of the Confederation within its purpose and budget; to address membership matters, as provided by the By-laws; to recommend proposed amendments to the Bylaws, to decide on the filling of vacancies of Board members; to coordinate with the classes and review their decisions, to ensure active cooperation and support by the members to the Confederation; and to review Committees work, including Committees established by the Bureaus.

5.10 The Board shall meet or be consulted at the request of the Chair or of any one of the Vice Chairs. A meeting is validly constituted when a majority of the Board members are present or represented at the meeting. Decisions can also be taken through written consents, whether express or tacit if silence is indicated to express agreement by the person requesting the consultation. Board members may send a delegate to attend any given Board meeting if they are unable to attend provided the delegate will be mandated by the relevant member. However, a Board member cannot miss more than two consecutive Board meetings without prior authorization by the Board who will consider extenuating circumstances (such as distance and health).



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5.11 Each Board member shall have one vote. All decisions shall be made by a simple majority of the Board members present or represented, by another Board member or a Board member's delegate mandated by the relevant member, at a meeting; or by a simple majority of all Board members if through written consent, unless otherwise provided in the By-laws. The Board may meet, or any Board member may be present at a valid meeting, and cast (a ) vote(s), by means of an appropriate telecommunications device (teleconference, videoconference, or otherwise).

A qualified majority equivalent to a simple majority of all the Board members shall however be required, at any given meeting and in any given written consent, for the adoption of the following decisions: - defining and approving the votes allocated to each active member of the Confederation as provided in Articles 4.19 and 4.20 hereof, - the establishment of a specific procedure whereby new active members may be admitted to class (c) as provided in Article 4.6 hereof, the establishment of a specific procedure whereby each active member of class (c) nominates one Board member in accordance with Article 4.5.2 - the replacement of vacancies on the Board as provided in Articles 5.4 & 5.9 hereof, - the election of officers as provided in Article 5.5 hereof, - the determination of dues as provided in Article 5.7 hereof, - the definition of the policy guidelines of the Confederation as provided in Article 5.9 hereof, - the recommendation of proposed amendments to the By-laws as provided in Article 5.9 hereof, and - the approval of the budget & financial accounts to be submitted to the membership as provided in Article 7.3 hereof.

5.12 The Chair or any one of the Vice Chairs may invite the Bureaus of the Popular and Serious Music Publishers classes, the Chair and/or members of a Committee, or advisors or experts, to participate in Board meetings with no power to vote, as and when appropriate.

5.13 The Chair, the two Vice Chairs, the Treasurer and the Secretary shall constitute the Executive Bureau of the Confederation.

5.14 The Executive Bureau shall be in charge of the Confederation's day-to-day management, as directed by the Board. It shall develop the action policies of the Confederation and implement them in coordination with the Board.

5.15 The Executive Bureau in addition will, in coordination with the Board, establish the operating budget and the management and report on financial affairs; decide on the consultation procedures, voting procedures to elect the Bureaus and Board members, the establishment and termination of Committees which will all remain subject to Board review, authority and control; coordinate with the Board and members on the cooperation between the members and the Confederation; and make such decisions and take such action as may be necessary to implement the Confederation's policies.

5.16 The Board shall have the authority to, from time to time, appoint third parties to provide assistance or advisory or consulting services to the Confederation. The Board shall approve the terms and conditions of co-operation with those third parties. The Executive Bureau shall be in charge of the management of and day-to-day co-operation with the appointed third parties, subject to the Board's ultimate authority and control.





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5.17 Committees may be established on an *ad hoc* basis and terminated by the Board to deal with a specific subject or region. Each Committee will have a Chair designated by the Board, the Bureaus of the classes, or the Executive Bureau, who shall be responsible for work progress and report to the Executive Bureau.

5.18 The Treasurer shall be responsible for overseeing the books and accounts of the Confederation and advising the Board thereon and for presenting the annual budget and financial statements to the members.

5.19 The Secretary shall be responsible for the preparation of the minutes of the non-Executive sessions.

5.20 Any two of the Chair, the two Vice Chairs or the Treasurer shall have the capacity to legally bind the Confederation and to sue on its behalf.

For the purpose of conducting the activities of the Confederation, the Executive Bureau shall have the capacity, without any additional authority, to enter into agreements in the name of and on behalf of the Confederation for expenditures required for the day-to-day operation of the Confederation. The Executive Bureau may, as it deems necessary, delegate part of this power, within a limited scope and duration, to any of the third parties appointed by the Board, subject to the limitations of the third party's assignment and as directed by the Board.

5.21 No Board member or member of the Executive Bureau shall be personally liable for any liability whatsoever in the name and on behalf of the Confederation and the Confederation shall defend, indemnify and hold harmless any Board member and/or member of the Executive Bureau against any claim, liability or judgment arising there from.

#### **Article 6 – Dissenting Votes**

Dissenting votes, if any, by active members shall be recorded in the minutes of the Board meetings and/or of the General Meetings of members, if the member dissenting requests so. This rule shall not apply to elections which shall be by secret ballot, nor to secret ballots.

#### **Article 7 - Financial Resources and Expenses, Assets and Liability, Budget and Financial Year**

7.1 The financial resources will comprise membership dues; government grants and subventions; private gifts and donations; and interest from investment of Confederations' assets.

7.2 The expenses of the Confederation will comprise its operating costs including any costs of personnel, services and equipment associated therewith, dues and other expenditures, as may be approved by the Board.

7.3 The financial year shall be the calendar year. The Board shall submit its financial accounts for the preceding year to the members for their approval at the Annual General Meeting. The Board



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shall also submit for approval to the members its budget for the forthcoming year should it imply a raise in membership dues.

#### **Article 8 - Language**

The language of the Confederation in its relations with its members shall be French, English, German, or Spanish, depending on which language is most convenient and appropriate under the circumstances and in light of budget constraints.

#### **Article 9 – Conformed Copy**

9.1 The Chair shall have the authority to execute conformed copies of these By-Laws, in English or any other language as appropriate.

9.2 Exhibits and annexes hereto are a part hereof and incorporated herein.

**Conformed original as of 4 June 2016**