

**STATUTES**  
  
**of**  
  
**Producent Rettigheder Danmark**

**1 Name and registered office**

- 1.1 The name of the organisation is Producent Rettigheder Danmark, hereinafter referred to as 'the Organisation'. The Organisation's registered office is situated in Greater Copenhagen.
- 1.2 The Organisation is a merger of the former organisations CAB, FILMKOPI and FILMRET, the last-mentioned being the continuing organisation with the name Producent Rettigheder Danmark.

**2 Objects**

- 2.1 The Organisation is a non-profit organisation whose object is to manage copyright on behalf of film and TV producers, etc, in order, inter alia, to redistribute copyright revenue received from Copydan rights organisations.

**3 Membership**

- 3.1 Film and TV producers and other AV producers, film and TV distributors and other individual or collective holders of producers' rights to film, TV and other audiovisual productions, regardless of whether the rights involved are acquired author's rights or rights under section 67 of the Danish Copyright Act, can become members of the Organisation. Broadcasters and streaming services cannot become members. On the Organisation's request, holders of producers' rights must forward documentation of the producers' rights they own or represent.
- 3.2 Members must comply with the Organisation's statutes and the decisions made by its competent bodies.

- 3.3 Members must provide any information of significance to the rights management that the Organisation requests, including to the extent required by the legislation.

#### **4 Admission**

- 4.1 Membership of the Organisation is obtained once the Organisation has approved a signed membership declaration. Before the Organisation can approve a membership declaration, the applicant must have provided the necessary information to identify the applicant in relation to the tax authorities and information on any membership of similar organisations abroad.
- 4.2. Members holding a membership of CAB, FILMRET and FILMKOPI before 27 June 2017 automatically become members of the Organisation.

#### **5 Resignation**

- 5.1 Membership of the Organisation is terminable at six months' written notice to expire at the end of a calendar year.

#### **6 Cooperation with other organisations**

- 6.1 The Organisation cooperates with other organisations and management organisations within its objects, including organisations representing music producers.

#### **7 Mandates**

- 7.1 The Organisation administers rights according to the individual mandates set out in the individual membership declarations. The Organisation can leave the management of these rights and agreements or parts thereof to other organisations, including organisations under Copydan.
- 7.2 In the membership declarations, members may elect to divide the transfer of the rights under article 7.1 into one or more management categories and into one or more territories. In the same manner, after admission, members may choose to withdraw their transfer of rights under the membership declaration in one or more management categories and one or more territories. Such withdrawal must be made in writing at six months' notice with effect from the end of a calendar year.

7.3 To the extent that members request the Organisation to manage their rights outside Denmark, the Organisation is obliged to seek to collect revenue in other countries through reciprocal agreements with foreign organisations or otherwise, including through the Copydan rights organisations.

## **8 Principles for revenue distribution**

8.1 Within the framework of the general policy for revenue distribution decided by the general meeting, the board of the Organisation must adopt distribution plans for the various categories of rights managed stipulating how received revenue is to be distributed to the right holders, including distribution keys, rules on deductions for justified and documented administration costs, deductions for provisions for revenue claims from right holders, application of time-barred, non-distributable funds and deductions for cultural purposes as decided by the general meeting. Revenue must be distributed diligently and accurately. Revenue claims against the Organisation must be based on documentation regarding representation, transfer provisions in contracts, etc, which must be forwarded on the Organisation's request. A right holder is not entitled to revenue if, according to the distribution plan, the use concerned falls outside the revenue distribution. The Organisation does not decide disputes regarding competing claims. The Organisation can withhold disputed revenue until a final solution is found.

8.2 As far as possible, the Organisation must distribute the revenue it receives for management individually among the right holders. This means that wherever possible the distribution must reflect the extent of the actual use of the productions, etc, based on, for example, full reporting, random sample reporting, analogous use of data or otherwise. The Organisation is obliged to take the necessary measures to identify and locate eligible right holders.

8.3 To the extent the funds received were collected in accordance with the provisions of the Danish Copyright Act on extended collective licence, the Organisation will distribute the rights revenue to all right holders regardless of membership of the Organisation; see articles 8.1 and 8.2.

8.4 Through reciprocal agreements concluded with foreign organisations, including through Copydan, the Organisation must actively contribute to ensuring that foreign right holders receive revenue through distributions according to the distribution plan in force.

8.5 Revenue must be settled with the right holders as soon as possible and within nine months of expiry of the calendar year in which the revenue was collected, unless prevented by

objective reasons in accordance with legislation. Revenue received from foreign organisations must be distributed within six months of receipt of the amount.

- 8.6 Any right holder is entitled to raise objections against the distribution of rights revenue within a period of three months of the right holder having had the opportunity to learn about the distribution.

## **9 General meetings**

- 9.1 The general meeting is the Organisation's supreme authority.

- 9.2 The Organisation must hold its annual general meeting before the end of April.

- 9.3 The annual general meeting must be convened at no less than four weeks' electronic notice to each member.

- 9.4 The agenda of the annual general meeting must include the following items, at a minimum:

1. Election of chairman of the meeting
2. Presentation of the operating and financial review for approval
3. Presentation of the financial statements for approval
4. Approval of the annual transparency report
5. Presentation of budget for information
6. Any amendments of the statutes
7. Decision on the general policy for revenue distribution to right holders
8. Decision on the general policy for use of non-distributable funds
9. Decision on the general investment policy
10. Decision on the general policy for deductions from revenue to right holders
11. Decision on the use of non-distributable funds
12. Election of board members; see article 10.3
13. Election of two alternates for one-year terms
14. Approval of fees to board members
15. Election of the Organisation's auditor
16. Other proposals from the board
17. Proposals from the members
18. Any other business

- 9.5 Together with the notice convening the general meeting, members must be notified of the agenda, proposals from the board, proposals from the members and proposed candidates. Members must be notified of appendices to other items on the agenda no later than two weeks prior to the general meeting.

- 9.6 In order to be submitted to the annual general meeting, members' proposals for the agenda must have been received by the board no later than on 15 March. Members must be notified of such proposals concurrently with the notice convening the annual general meeting.
- 9.7 The Organisation must receive members' notice of attendance for the general meeting no later than one week before the general meeting. Each member may be represented at general meetings by no more than two persons. Notice of the name(s) of the representative(s) must be given before the final date for registration.
- 9.8 Extraordinary general meetings must be convened electronically at no less than four weeks' notice when deemed expedient by the board or when demanded by no less than one-third of the members. Article 9.7 applies mutatis mutandis.
- 9.9 Members unable to attend the general meeting may cast their votes electronically. Electronic voting must have been completed no later than one week before the general meeting.
- 9.10 A member may be represented at the general meeting by an external representative. Proxies may be issued to other members or an external representative in connection with any general meeting. Only proxies issued on a form drafted by the Organisation will be valid. Notice of which members will attend by a proxy holder must be given together with the name of the proxy holder no later than at the time of registering for the general meeting. A proxy is valid for no more than a single general meeting.
- 9.11 The agenda of extraordinary general meetings must be stated in notices convening extraordinary general meetings.
- 9.12 Each member has one vote at general meetings. However, members having received a total revenue of less than DKK 1,500 from the Organisation over the previous three calendar years has no right to vote at general meetings.
- 9.13 In addition, each member has the following votes depending on the revenue received from the Organisation in the previous calendar year:
- DKK 10,000-99,999: One additional vote  
DKK 100,000-499,999: Three additional votes  
DKK 500,000-1,000,000: Five additional votes  
More than DKK 1 million: Ten additional votes

In connection with the election of the first board member at the annual general meeting, see article 10.3, voting takes place on the basis of the voting weight stated in article 9.12. In all other elections, including the election of other board members, voting takes place on the basis of the voting weight mentioned in articles 9.12 and 9.13. A new member joining the Organisation will have voting rights on the basis of the revenue received from the Organisation the previous calendar year as a non-member.

- 9.14 All matters, except for amendment of these statutes, will be decided by a simple majority of votes. The statutes can only be amended provided no less than three-fourths of the members entitled to vote are present and two-thirds of the votes cast are in favour of the proposed amendments of the statutes. If three-fourths of the members entitled to vote are not present, but two-thirds of the votes cast are in favour of the proposal, the board will convene a new, extraordinary general meeting specifying the proposed amendments of the statutes. At this general meeting the amendments of the statutes can be adopted provided two-thirds of the votes cast at the general meeting are in favour.

## **10 The board**

- 10.1 Any member can propose candidates for the board. In order to be submitted to the general meeting, proposals for candidates must have been received by the board no later than on 15 March in the relevant year. Members must be notified of such proposals concurrently with the notice convening the general meeting.
- 10.2 Eligible for the board are internal and external representatives of holders of producers' rights.
- 10.3 The board consists of up to 12 board members and two alternates. Nine board members are elected at the general meeting, so that five board members are elected in even years and four board members are elected in odd years. Board members are elected for a term of two years. Alternates are elected for a term of one year. Board members and alternates are eligible for re-election. The broadest possible representation among the various producer categories and categories of exploitation rights must be sought. A member can only have one internal representative on the board. If an insufficient number of candidates are proposed for these board positions, the general meeting can elect a board consisting of less than nine members.
- 10.4 The board is entrusted with the Organisation's supervisory function. The powers set out in section 6(5), paragraphs 6-9, of the Danish Act on Collective Management of Copyright concerning risk management policy, the raising of loans, etc, have been conferred on the

- board. The board is responsible for appointing the Organisation's representatives on the boards of Copydan, etc.
- 10.5 A board member must immediately resign from the board if (1) he or she represents other organisations or entities in such a way that might raise doubt about whether a conflict of interest exists in relation to the Organisation, or (2) he or she fails to comply with directions lawfully issued by the board or significantly obstructs the Organisation's activities and interests. The board can decide, by a majority of two-thirds of the board members participating in the vote, to expel a board member according to paragraphs (1)-(2). The board member in question must be invited to present its arguments but will not participate in the vote.
  - 10.6 Board members permanently prevented from fulfilling their duties will be replaced by an alternate. In that case, the alternate will remain on the board until the next general meeting.
  - 10.7 The board elects its chairman and deputy chairman. The chairman and deputy chairman are elected for one-year terms. A chairman can be elected for no more than four consecutive years.
  - 10.8 The board must lay down its rules of procedure, including provisions regarding confidentiality.
  - 10.9 The board can draw up conflict management rules.
  - 10.10 The board can appoint up to three additional board members and up to two observers. The appointment of such board members and observers is made for one-year terms. For example, representatives of organisations representing foreign producers' organisations with which the Organisation has a contract of representation can be appointed. When appointing such organisations, the board may take into consideration a wish to reflect the number of right holders represented by an organisation and/or to obtain a broad representation of various groups of right holders, including categories of right holders, which otherwise are not represented in the board.
  - 10.11 The board must hold no less than two meetings per year and generally as often as demanded by the chairman or two other board members. The chairman is also obliged to convene a board meeting if requested by the CEO or the Organisation's auditor.
  - 10.12 Board meetings must be convened no less than 14 days before they are to be held. However, in extraordinary circumstances, board meetings can be convened by telephone at seven days' notice.

- 10.13 The board forms a quorum when no less than half its members are in attendance. Representation requires personal attendance or the issue of a written proxy to another board member attending the meeting. Decisions by the board are adopted by a simple majority of votes, subject, however, to article 10.5. In the event of a tie, the chairman has a casting vote.
- 10.14 The board may determine a remuneration for the work of its members, which is subject to approval by the general meeting.
- 10.15 Minutes of board meetings must be taken and distributed to the board members.
- 10.16 The board can decide to appoint an executive committee for each management category or for other specific purposes. The executive committee has no decision-making authority, but may draw up recommendations to the board.

## **11 Impartiality and declaration of conflict of interest**

- 11.1 Board members may not participate in the transaction of business if they have a conflict of interest as defined under Danish law in general.
- 11.2 Each year board members must issue an individual declaration of conflict of interest, etc, providing the mandatory information. The CEO must receive the declaration within three months of the end of a financial year. The general meeting must be informed of the contents of the declaration.
- 11.3 Each year the CEO must issue an individual declaration of conflict of interest, etc, providing the mandatory information. The board must receive the declaration within three months of the end of a financial year. The general meeting must be informed of the contents of the declaration.

## **12 Complaints procedure**

- 12.1 The board will lay down guidelines and procedures regarding the handling of complaints. The guidelines must be available on the Organisation's website.

## **13 Administration and power to bind the Organisation**



13.1 The board must appoint a CEO and draw up instructions for the CEO. Alternatively, the board must enter into an agreement with an administration company in which case the term 'CEO' is understood to mean 'the CEO of the administration company' throughout these statutes.

13.2 The CEO handles the day-to-day operations of the Organisation.

13.3 The Organisation will be bound by the joint signatures of the chairman or deputy chairman and the CEO. The board may grant powers of procuration.

## **14 Capital and liability of the Organisation**

14.1 The Organisation has no capital.

14.2 Members are not liable for the Organisation's obligations towards third parties.

## **15 Financial statements**

15.1 The Organisation's financial year is the calendar year.

15.2 The Organisation's financial statements and transparency report must be audited by a state-authorized public accountant. The audit must be performed in accordance with generally accepted accounting principles.

## **16 Budget**

16.1 The board determines an annual budget.

## **17 Expulsion**

17.1 If a member fails to fulfil its obligations under these statutes, initiates bankruptcy proceedings, generates a balance with the Organisation considered excessive by the board, fails to comply with directions lawfully issued by the board, or significantly obstructs the Organisation's activities and interests, the board can decide to expel the member concerned from the Organisation, unless, after having been duly notified of the breach, the member rectifies the situation within 14 days in a manner considered satisfactory by the board.

- 17.2 No later than at the time at which the board meeting is convened, the member concerned must be notified separately in writing about the proposal and be given an opportunity to present its points of view to the board before the board decides about the proposed expulsion.
- 17.3 A member can choose to bring an expulsion before the Organisation's next general meeting. Such a step will have no suspensive effect.
- 17.4 Notwithstanding an expulsion, the member remains entitled to receive any rights revenue. Expulsion does not exempt an expelled member from fulfilling its obligations towards the Organisation until such time at which the member could itself have resigned at the notice according to these statutes.

## **18 Dissolution**

- 18.1 The dissolution of the Organisation requires adoption at a general meeting by a majority of four-fifths of the votes cast. After the Organisation has settled all its obligations towards the right holders and other creditors, the assets must be realised and the net proceeds divided among the members according to the agreed distribution keys for the disbursement of funds.

Adopted at the extraordinary general meeting on 19 October 2020 and 17 November 2020, cf. article 9.13 of the statutes.