

# Statutes of S A C D

*Amended following the general meeting  
of June 28, 2018*

(The purpose of this English version of SACD's statutes is to facilitate their reading by non-French speaking persons, the only legally valid version being the French version.)

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GENERAL REGULATIONS OF SACD

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## **ARTICLE 1**

**I** - A Society is formed grouping the authors and composers responsible for the creation of dramatic works and audiovisual works whether present or future parties to these statutes. This Society with the status of a not-for-profit collective management organisation controlled by its members shall be governed by the clauses of article 1832 and following of the French Civil Code and title II of book III of the French Intellectual Property Code under the name SOCIETE DES AUTEURS ET COMPOSITEURS DRAMATIQUES (whose abbreviation is SACD).

The dramatic works (also named performing art works) referred to above are notably the theatrical works, comedy works, dramatico-musical works, stage music works, choreographic works, stagings, pantomimes, circus works, street art works...

The audiovisual works referred to above are notably the film works, television works, animation works, interactive creations, works created for the Internet, and radio works, including where applicable, the stills from these works.

**II** - Subject to articles 8 and 9 herein, any author accepted as party to these statutes thereby transfers to the Society for all countries and for the lifetime of the Society:

- 1)** the management of the dramatic adaptation and performing rights in his/her works;
- 2)** the right to authorise or prohibit communication to the public of his/her works by any process, other than dramatic performance, their reproduction by all processes and their use for publicity or marketing purposes;
- 3)** the management of his/her right to receive all remunerations for statutory licensing or mandatory collective management of his/her works, including when they have been published.

**III** - Every author or composer explicitly reserves the use of his/her inalienable, perpetual and imprescriptible moral rights.

## **ARTICLE 2**

**I** - The management of dramatic adaptation and performing rights referred to in article 1.II.1) above includes:

- 1)** Setting by general convention, with all performing art undertakings, all the conditions notably financial conditions, minimum sanctions and guarantees for the use of works created by members of the Society;
- 2)** Collection of royalties;
- 3)** Distribution of the collected royalties.

**II** - Within the context of managing the dramatic adaptation and performing rights, each author retains the right to authorise or prohibit performance of his/her work, provided that the authorisation given is in accordance with these statutes and with the general regulations of the Society, which alone is entitled to transmit the authorisations or prohibitions, subject to provisions of point III below. However, performances by Amateur companies as defined in

article 12 of the general regulations are authorised by SACD under the financial conditions, guarantees and sanctions set out in the general agreements entered into with said companies or failing that under the general terms and conditions, in application of the mandate granted to that effect by the author by reason of his/her membership to the Society, unless he/she expressly refuses. The members who acceded to SACD before June 15, 2017 and who did not already entrust this mandate to the Society will be considered as having given the mandate to the Society on or before the date of the 2020 Ordinary General Meeting, unless expressly refused by them, in particular in the framework of information campaigns which will be carried out at least once a year by the Society until that date. Performances of Amateur companies not covered by the mandate are carried out in accordance with the procedures provided for in article 12 of the general regulations.

**III** - The transfers referred to in 1) and 2) of article 1.II. above will not prevent the author from personally granting licences for non-commercial uses of his/her works. These uses refer to exploitations that do not generate incomes of any kind. This right shall be exercised subject to the agreement of all co-authors of the work to personally authorise such uses under the same terms and conditions and subject to notice given in writing to the Society prior to said exploitations.

## **OBJECT OF THE SOCIETY**

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### **ARTICLE 3**

The object of the Society is:

- 1)** The defence, in general, of the profession of author and of the ways and means of its exercise, including by the signing of professional agreements;
- 2)** The protection of the rights of its members with respect to all users and, in general, the protection and representation of the moral and material interests of the members of the Society (including on social protection, welfare, and training);
- 3)** Implementation of actions to promote culture and provide social, cultural and educational services in the interest of the general public and of its members;
- 4)** Exercise and management in all countries of all the rights involved in performance or reproduction, in any form whatsoever, of the works of its members, notably the collection and distribution of the royalties derived from the exercise of the above rights, including within the framework of article L. 122-9 of the French Intellectual Property Code;
- 5)** Pooling of part of the collected royalties;
- 6)** Insurance and solidarity with the various categories of members, their families and relatives.

The Society is entitled to take legal actions for the defence of the particular or general interests which are entrusted to it under these statutes. The Society is also entitled to sit in competent bodies related to social protection, welfare and training of the authors it represents.

## **REGISTERED CAPITAL**

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### **ARTICLE 4**

The registered capital is variable. It is formed by the admission fees, set by the general meeting, on proposal of the Board of Directors.

The capital is divided into equal shares which are not materially represented by bonds. Each member has one share giving one voice in the general meeting, without prejudice to the clauses of article 36 of these statutes. The heirs of literary and artistic property rights hold one share of the registered capital for the deceased author.

The registered capital shall not be reduced to less than 400,000 Euros or increased to more than 4 million Euros without the agreement of an Extraordinary General Meeting.

Because of their particular character, the rights defined in article 1 above, which the members transfer to the Society for their exercise, are not included in the formation of the registered capital.

## **DURATION OF THE SOCIETY**

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### **ARTICLE 5**

The duration of the Society was set at 60 years from March 1, 1929.

It was extended by 50 years from March 1, 1989.

It can be extended again by a decision of an Extraordinary General Meeting with a majority vote of the voters.

## **HEAD OFFICE**

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### **ARTICLE 6**

The head office of the Society is at 11 bis rue Ballu, Paris - France.

It can be transferred by decision of the Board of Directors to any other place in the Paris Department or the neighbouring Departments.

## **CATEGORIES OF MEMBERS**

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### **ARTICLE 7**

**I** - The Society consists of three categories of members:

- 1)** authors and composers;
- 2)** heirs and legatees;
- 3)** transferees accepted as members of the Society.

The authors and composers belong to three grades:

- 1)** full-members;
- 2)** associate full-members;
- 3)** ordinary members.

**II** - The conditions applicable to all categories of partners as well as the conditions for access

to the various grades for authors and composers, are determined by these statutes and the appended general regulations. The conditions for access to the various grades are independent of the author's nationality, place of residence, and working language.

## **ABILITY TO RESTRICT TRANSFERS**

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### **ARTICLE 8**

Every author has the right to restrict his/her transfer geographically, in particular to all or some of the following countries:

- the countries with direct collection of royalties, i.e. France, Belgium, Canada, Luxembourg, and Monaco;
- the countries in which exists a collective management organisation with which SACD has signed a contract of reciprocal representation.

This right can be freely exercised when joining the Society, or, under the terms and conditions of article 40, during membership.

### **ARTICLE 9**

Every author has the right to transfer his/her rights according to the provisions of article 1.II, or to restrict his/her transfer to one category of works as listed in article 1.I, i.e.:

- dramatic works (performing art works);
- audiovisual works.

This right can be freely exercised when joining the Society, or, under the terms and conditions of article 40, during membership.

## **EXPENSES AND RESOURCES OF THE SOCIETY**

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### **ARTICLE 10**

The expenses of the Society mainly include:

- 1)** the expenses for administration, inspection, collection, recovery, representation, management and control, in France and abroad;
- 2)** the expenses for cultural, educational and training action, notably those in accordance with article L. 324-17 of the French Intellectual Property Code;
- 3)** the legal expenses and other costs required for defending the rights and interests of the Society and its members, and generally, the author's profession;
- 4)** the expenses for insurance, solidarity and all social contributions on behalf of the members.

**5)** the expenses pertaining to the support provided by the Society to other bodies representing the material and moral interests of its members, and whose activities lie within the scope of the object of SACD in the fields of cultural actions or the defence of the author's profession.

## **ARTICLE 11**

To meet the expenses listed in the above article, the Society has the following resources:

**1)** the annual membership fees, set by the general meeting for the following year on proposal of the Board of Directors. They are called for at the beginning of each financial year and deducted from the royalties due to the member when their amount is sufficient;

**2)** the following deductions on royalties:

- a - deductions for expenses from royalties collected or from royalties to be distributed,
- b - if applicable, specific deduction for collecting expenses;
- c- deductions for provision of social and cultural services

The rates of these deductions shall be provisionally set by the Board of Directors at the beginning of each financial year according to the nature and origin of the royalties, in accordance with the general policy on deductions adopted by the general meeting.

The Board of Directors has the possibility of changing these rates in the course of the year to ensure that the expenses of the Society are covered. At the end of each financial year, the Board of Directors definitively sets the rates of the deductions used;

**3)** the sums obtained as payment for private copying and mandatory collective management or statutory licensing systems described in article L. 324-17 of the French Intellectual Property Code. These amounts must be assigned to actions promoting creation, performing art dissemination and development of artistic and cultural education, as well as training actions under the terms and conditions of said article;

**4)** the share of royalties not attributed, under the conditions described in article 21, subparagraphs 9 and 10, to the authors of adaptations of works which are not legally protected, or of works which borrow elements from the above works. According to the decision of the Board of Directors, this share can be specially assigned in whole or in part to the financing of cultural or social actions in accordance with the general policy on deductions from royalties and general policy on distribution of royalties adopted by the general meeting;

**5)** royalties collected pursuant to the conventions, while exploiting works not legally protected. These royalties are fully assigned to financing expenses for cultural or social actions;

**6)** financial income, in particular income from investment of royalties in accordance with the general policy on deductions from royalties and general policy on investment of royalties adopted by the general meeting, as well as income from investment of the Society's own assets, management fees and proceeds from other activities of SACD;

**7)** income from the Society's estate;

**8)** donations to the Society;

9) sums collected which could not be distributed and royalties not claimed five years after distribution of said royalties to the credit of the members or beneficiaries, or, failing that, five years after the date set out in article L. 324-12-I of the French Intellectual Property Code. Amounts payable to unidentified or unlocated authors or beneficiaries may be used, as from the end of the third year following the end of the financial year in which they were collected, in accordance with the general policy on the use of non-distributable sums adopted by the general meeting, and without prejudice to claims for payment of non-prescribed royalties;

10) accessory proceeds such as damages obtained in law suits and recovered indemnities.

## **THE BOARD OF DIRECTORS**

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### **ARTICLE 12**

The Board of Directors consists of:

- 1) Honorary chair(s), if any, elected by the general meeting;
- 2) a Chair elected from among the Members of the Board described in paragraphs 3 and 4 below, and who presides over the Society through this election;
- 3) the Chair of the Belgian Committee, the Chair of the Canadian Committee;
- 4) twenty-nine Members of the Board, elected by the general meeting and distributed as follows:
  - six dramatic authors, one of whom being an author of street arts,
  - one director of dramatic works,
  - two dramatic composers,
  - two authors of choreographic works,
  - one author of circus works
  - four authors of film works, representing screenwriters and/or directors
  - nine authors of television works, five representing screenwriters and four representing directors
  - two authors of animation works,
  - one author of interactive creations or works created for the Internet,
  - one author of radio works.

### **ARTICLE 13**

Any full-member can stand for election as a member of the Board of Directors in the field he chooses, provided that he/she fulfils the requirements for the grade of associate full-member in that particular field, according to article 4 of the general regulations, and has not restricted his/her transfer to the Society in pursuance to article 9 of the statutes.

To be eligible, the full-member must moreover have declared, during the period set out hereafter prior to the election, one or several works having generated at least the following number of points in the field or with the qualification in which or under which he/she presents him/herself:

Theatre: 1,250 points during the last 10 years  
Staging: 1,000 points during the last 10 years  
Dramatic composition: 1,250 points during the last 10 years



Choreography: 1,250 points during the last 10 years  
Circus and street arts: 1,250 points during the last 10 years  
Film: 1,250 points during the last 10 years  
Television: 1,000 points during the last 10 years  
Animation: 1,000 points during the last 10 years  
Radio: 1,000 points during the last 10 years  
Interactive and Internet creation: 1,000 points during the last 10 years

The following are excluded from the Board of Directors:

- 1) Members who may be involved in managing or governing bodies of another collective management organisation, except if they have received a special mandate from the Board of Directors to occupy this role.
- 2) Members fulfilling a supervisory or management role in any undertaking either involved in the exploitation of works belonging to the society's members, in any form whatsoever, or else likely to be in conflict with the society's interests.
- 3) Members deprived of the power to exercise their civic rights.
- 4) Members who are behind with their annual membership fee.
- 5) Members who are part of the Supervisory Board.

Any Member of the Board in one of the above cases incompatible with the exercise of his/her functions ceases immediately to form part of the Board of Directors.

The Commission of Chairs alone can make an exception to the rules of incompatibility mentioned above, if it can be ascertained that the interests of the Society are not endangered.

The members cannot be cumulatively candidates for membership of the Board of Directors and the Supervisory Board.

#### **ARTICLE 13 bis**

Notwithstanding article 13 herein, the Ordinary General Meeting may exceptionally elect the Member of the Board representing the interactive creation and work created for the Internet field among the full-members proving their contribution, as author of the direction, scenario or graphic design, to the creation of at least three interactive works.

#### **ARTICLE 14**

The Members of the Board are elected for three years and cannot be reelected less than a year after the end of their mandate, except if their initial term of mandate is only one year as a result of an election to replace a Member of the Board who has resigned, died or been dismissed, or pursuant to statutory transitional provisions. The Board of Directors is renewed by thirds each year.

[Transitional provisions applicable to the 2018 and 2019 annual general meetings:

Notwithstanding the three-year term provided for in the previous paragraph, the term of mandate of the Members of the Board for Theatre, Choreography, Cinema, Television screenwriters and Television directors elected at the 2018 and 2019 annual general meetings will be determined as follows. In 2018, two Choreography seats (subject to the statutory amendment creating an additional choreography seat, the seat elected with the highest number of votes for a 3-year term and the one elected with the lowest number of votes for a 2-year term), 2 Cinema seats (the one elected with the highest number of votes for a 3-year term and the one elected with the lowest number of votes for a 1-year term), 3 Television screenwriters seats (the one elected with the highest number of votes for a 3-year term, the one elected with the median number of votes for a 2-year term and the one elected with the lowest number of votes for a 1-year term), 2 Television directors seats (the one elected with the highest number of votes for a 3-year term and the one elected with the lowest number of votes for a 1-year term). In 2019, 4 Theatre seats (the 2 seats elected with the highest number of votes for 3-year terms, the one elected with the median number of votes for a 2-year term and the one elected with the lowest number of votes for a 1-year term).]

With the exception of the Chair, the functions of Member of the Board do not give rise to any remuneration; the Members of the Board however are entitled to refund for their representation or travel expenses; these allowances are submitted to a procedure adopted by the Board of Directors. The remuneration of the Chair is set by the Board of Directors on proposal from the Supervisory Board.

The Members of the Board communicate the individual statement provided for in article L. 323-13 of the French Intellectual Property Code each year to the Commission of Chairs by the end of January. This statement may be consulted by the Society's members for a period of two months preceding the ordinary general meeting, in accordance with privacy rights, protection of personal data and business secrecy. In order to ensure respect of privacy, the statement mentions the author's fees paid to the Members of the Board on the basis of income brackets determined by the Board of Directors. Consultation of this statement is carried out under the conditions laid down in article 35 III b) of the statutes.

## **ARTICLE 15**

Candidates for membership of the Board of Directors should send their application to the Chair of the Society either by registered post with acknowledgement due or by e-mail with electronic acknowledgement of receipt, or hand over their application to the head office against receipt. Applications should be received by the Society at the latest seventy-five days before the general meeting. Each application should be accompanied by a brief resume mentioning the titles of the applicant and his/her main works as well as a list of functions (even those without salary) exercised or interests owned in any enterprise, even individual, covered by article 13. This list is confidential and is meant exclusively for the Commission of Chairs.

The candidate must also add a statement of intent not exceeding one page.

The candidate should restrict him/herself to making an application according to the indications given in the above subparagraphs. If not he/she could be declared ineligible by the Commission of Chairs.

In the event of withdrawal of candidature after the beginning of the voting operations, the candidature shall be maintained throughout the duration of the vote and the votes cast in favour of the candidate shall be excluded from the result of the votes. The candidate must inform the Chair of the Society of his/her withdrawal. In order to preserve equal treatment between voters, he/she shall keep the confidentiality of his/her withdrawal until the close of the vote.

## **ARTICLE 16**

A Commission composed of the Chair of the Society, the honorary Chairs and the previous Chairs screens the candidates for membership of the Board of Directors and of the Supervisory Board to make sure they are eligible.

The Commission of Chairs shall also ensure that the authors seating at the Board of Directors and Supervisory Board have sent their annual individual statement, duly completed, within the deadline laid down in article 14 of the statutes. Failing this, the Commission shall give them notice to do so in the manner and within the deadlines referred to in article 19 of the statutes and shall, where appropriate, implement the sanctions procedures provided for in said article. Members of the Commission of Chairs do not take part in decisions directly affecting them.

The Commission of Chairs is presided over by the Chair of the Society. The CEO, or any other collaborator appointed by him/her, takes part in the sessions of the commission, examines the applications and records its decision.

Derogation to the rules of ineligibility granted by the Commission of Chairs according to article 13 can benefit to a candidate in particular or an ensemble of candidates presenting the same incompatibility. These derogations are recorded in minutes each member can read within the framework of the access law listed in article 35 III 2) of the statutes.

The Commission of Chairs can only declare a candidate ineligible after giving him/her an opportunity to present his/her explanations orally or in writing.

Candidates for membership of the Board of Directors or the Supervisory Board, if former Chairs, are excluded from participation in the Commission of Chairs. This exclusion ends immediately after the vote of the general meeting.

The Commission of Chairs examines candidacies after taking the advice of the Vice-Chair of each of the fields.

If the Commission of Chairs has less than three members, it is completed by the first Vice-Chair of the Society and, if he/she is not available, by a former first Vice-Chair, chosen according to the recency of their term.

## **ARTICLE 17**

The Board of Directors must have a quorum of at least half its members.

The decisions of the Board of Directors are taken by a majority of the votes cast by the members present or represented, except for the election of the Chair of the Society which complies with the provisions of article 23 of the statutes and approval of the agreements referred to in article 21-20) relating to the delegation of the management of rights vested to the Society to another collective management organisation. Abstentions, blank votes and invalid votes are not considered cast votes. They shall not be taken into account unless their number exceeds half the number of members of the Board of Directors, in which case the decision shall not be adopted. Each member can give proxy to only one other Member of the Board. Each member of the Board can receive only one proxy.

The Chair of the Belgian Committee and the Chair of the Canadian Committee can however be represented by a member of their committee, to whom they give proxy.

If the votes are evenly divided, the Chair of the Society or, in his/her absence, the Chair of the meeting can cast the decisive vote, except for the election of the Chair of the Society.

A set of rules drawn up by the Board of Directors determines the procedures to be followed as well as the extent of delegations according to article 21.

## **ARTICLE 18**

A group of members with at least 2,000 votes can include any question without an individual character in the agenda of the Board Meeting, provided the request is made at least three weeks before the meeting. If the group so wishes, its representative will be heard by the Board of Directors.

## **ARTICLE 19**

Any Member of the Board who is absent from four consecutive Board Meetings without an excuse judged valid by the Board of Directors shall be considered to have resigned.

In the event of resignation or death of a Member of the Board during the term of his/her mandate or dismissal under the conditions provided for in the following paragraph, the Board of Directors may co-opt any full-member fulfilling the conditions mentioned in article 13 of the statutes to replace him/her until the following annual general meeting at which the seat is filled for the remainder of the term of mandate. The co-opted Member of the Board does not vote on the decisions of the Board of Directors.

Any Member of the Board who fails to communicate to the Commission of Chairs his/her annual individual statement referred to in article 14 of the statutes or who transmits an incomplete or incorrect statement is required by the Commission of Chairs to comply with his/her obligation. In the absence of compliance within one month, the Commission of Chairs shall suspend the participation of the Member of the Board in the meetings of the Board of Directors and the indemnities paid to him/her. The Member of the Board is notified thereof by registered letter in which the Commission of Chairs gives him/her once again notice to comply with article 14 of the statutes within one month. In the absence of compliance by the Member of the Board, the Commission of Chairs may register the dismissal on the agenda of the annual general meeting. The decision of dismissal is taken by the general meeting by a relative majority of the votes of the voters. The dismissal takes effect as from the general meeting which decided thereof. The seat of the Member of the Board who has been dismissed shall be filled at the following annual general meeting for the remainder of the term of mandate. At each stage of the procedure, the Member of the Board is summoned to be heard as from the first formal notice. He/she has 15 days to read the grievances, to consult the dossier and to make his/her observations. He/she may be assisted or represented by any person of his/her choice during his/her hearing by the Commission of Chairs and, if appropriate, by the general meeting. Failing to appear before the Commission of Chairs or the general meeting, the Member of the Board is liable to have his/her suspension or dismissal decided without his/her presence.

If, because of deaths, partial resignations or any other reason, the Board of Directors is reduced to less than sixteen members, the remaining Members of the Board shall immediately convene a general meeting to fill the empty seats.

If there are at least sixteen Members of the Board, the Board of Directors can either call a general meeting to fill the empty seats or continue its work until the following annual general meeting during which the empty seats are filled for the remainder of the term of mandate.

Any Member of the Board's seat not filled in the absence of a candidate to the elections remains vacant until the following annual general meeting during which it is filled for the remainder of the term of mandate.

## ARTICLE 20

**I - 1)** The resignation of the whole serving Board of Directors leads to calling a general meeting within 60 days to elect a new Board of Directors. The resigning Board of Directors shall handle current affairs till the new Board of Directors begins to work.

**2)** The Board of Directors can be dismissed by a general meeting, called by a request signed by a group of members totalling at least 5,000 votes. The decision for dismissal should be taken by a majority of three quarters of the votes of the members voting during a meeting representing at least half the votes of the members. If the dismissal is voted, a new meeting should be called within a period of 60 days.

Meanwhile, the CEO replaces the dismissed Board of Directors for dealing with current affairs.

**II -** The general meeting responsible for election of the new Board of Directors decides on the term of the new mandate, modifying article 14. This duration, however, may not exceed 4 years or be less than three years. When determining this term, the general meeting ends the mandate of the newly elected Board of Directors at the same time as the annual Ordinary General Meeting. If more than two ordinary general meetings will take place during the mandate so set, there will be no renewal of the members of the Board of Directors during the first of these general meetings.

## ARTICLE 21

The policy of the Society is determined by the Board of Directors, the Chair and the CEO.

Notably, they can:

**1)** Determine the annual budget;

**2)** propose the amount of the admission fee referred to in article 4 and of the annual membership fee referred to in article 11-1) of the statutes, and to submit them to the general meeting for approval;

**3)** determine the rates of deductions on royalties listed in article 11-2) in accordance with the general policy on deductions from royalties adopted by the general meeting as well as the procedure of refunding the surplus of income over expenditure;

The annual membership fees and deductions from royalties may be modulated to encourage the members to use the digital services made available by the Society;

**4)** determine the financial investments referred to in article 11-6) in accordance with the general policy on investment adopted by the general meeting, and the allocation of the proceeds from such investments in accordance with the general policy on deductions from royalties adopted by the general meeting;

**5)** determine the resources allocated to the Society's social actions, in particular the allocations granted to authors in addition to the mandatory pension schemes, in accordance with the general policy on the use of non-distributable sums and the general policy on the

deductions from royalties adopted by the general meeting;

**(6)** determine the allocations of non-distributable sums in accordance with the general policy on the use of said sums adopted by the general meeting, in particular the resources allocated to the cultural, educational and training actions of the Society referred to in article L. 324-17 of the French Intellectual Property Code, as well as the uses carried out for such purposes which are approved by the annual general meeting;

**7)** appoint the auditor and his/her substitute for six financial years, according to article L. 321-4 of the French Intellectual Property Code, then submit this appointment for ratification by the next general meeting;

**8)** determine the rules for distribution of royalties between the works and, where appropriate, the method for distribution between authors and beneficiaries in accordance with the general policy on distribution of royalties adopted by the general meeting;

**9)** determine, for the royalties collected in execution of the existing conventions, the share to be allotted to authors adapting works which are not legally protected or works borrowing elements from the abovementioned works, in accordance with the general policy on distribution of royalties and the general policy on deductions from royalties adopted by the general meeting;

**10)** decide on the allocation, if any, in whole or in part, of the non-attributed fraction of royalties mentioned in the above subparagraph in particular to cultural, educational and training actions and/or social actions, in accordance with the general policy on the use of non-distributable sums adopted by the general meeting;

**11)** define the procedure for declaring works to the Society and decide on all claims relating to the countersigning of declaration forms of works, according to article 11 of the general regulations;

**12)** define the conditions for the accession to the Society including derogations relating thereto for authors and composers, and submit them for ratification by the general meeting to decide on any claims on refusals of new members and on complementary membership as well as on the exceptional promotions for professional merit referred to in article 3 of the general regulations;

**13)** in case of disagreement of the entitled parties over a work, decide on the conditions under which that work can be used and on the sharing of rights between said parties;

**14)** determine the procedure(s) for dealing with disputes relating to membership, resignation and partial transfer withdrawal, and with the management of royalties, in accordance with article L. 328-1 of the French Intellectual Property Code;

**15)** accept or refuse gifts and legacies to the Society;

**16)** take a decision concerning a request for assistance and decide whether to provide legal assistance to a member of the Society;

**17)** define the terms and conditions of access, in particular financial, to the services of the

Society in case of partial transfer or partial transfer withdrawal;

**18)** define the conditions for the provision of support by the Society to bodies representing the material and moral interests of its members, and whose activities lie within the scope of the object of SACD in the fields of cultural, educational and training action or the defence of the author's profession, and define the amount of that support.

Besides, the Board of Directors and its Chair:

**19)** decide, after having been informed thereof, on the terms and conditions of exploitation of the works of the Society's members and all general conventions with users of the Society's repertoire;

**20)** announce their decision after being informed concerning all conventions with other groups of authors or entitled parties with a view to defend the material or moral interests of the members of the Society, provided that the management forming part of the Society's responsibilities is not entrusted to any of these groups without a three quarters of the votes cast by the Board of Directors. Abstentions, blank votes and invalid votes are not considered cast votes;

**21)** announce their decision after being informed concerning the acquisition, sale, transfer or exchange of all movable properties and rights in all countries.

**22)** may be consulted on any proposed acquisition, sale or mortgage of any immovable properties.

The Board of Directors, the Chair and the CEO have the right to delegate some of their powers to specialised commissions as well as to the Belgian and Canadian authorities of the Society, under the conditions and within the limits indicated by the internal rules of the Board of Directors.

They also have the right to delegate to the personnel of the Society some of their powers, under the conditions and within the limits indicated by the general regulations.

The decisions taken by the Board of Directors, the Chair and the CEO within the limits of their powers are applicable to the members of the Society.

## **THE PRESIDENT**

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### **ARTICLE 22**

The Chair of the Society, with the Board of Directors and the CEO, decides on the social policy.

The Chair has the function of manager of the Society and, as such, is vested with extensive powers, which he/she exercises conjointly with the CEO, subject to the provisions of articles 21 and 30.

He/she presides over the Board Meetings. He/she supervises observance of the statutes and general regulations and watches over the fundamental interests of the Society, particularly in the public and cultural life, working together with the Board of Directors and the CEO.

The remuneration of the Chair is determined under the provisions of article 14 of the statutes.

## **ARTICLE 23**

In its first meeting, the Board of Directors elected by the general annual meeting elects the Chair of the Society from its members.

The election is held by secret vote, after checking the quorum required by article 17.

The candidate who receives an absolute majority of the votes cast by the members present is declared elected. If no candidate gets an absolute majority at the first round, one or more rounds are held till one of the candidates obtains a relative majority of the votes cast. Abstentions, blank votes and invalid votes are not considered cast votes.

The Chair is elected for one year and can be reelected provided his/her term as Chair does not exceed his/her term as Member of the Board.

## **ARTICLE 24**

The Chair's function at the head of the Society is incompatible with the management of any other national professional group, except for an explicit mandate by the Board of Directors.

## **BELGIAN AND CANADIAN AUTHORITIES**

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## **ARTICLE 25**

The Belgian Committee and Canadian Committee are elected by a general meeting of the members living respectively in Belgium and Canada. The members of these Committees are elected for 4 years. These Committees are renewed each year by replacement of a quarter of their members.

The Belgian Committee and Canadian Committee elect each year from their members the Chair who can be reelected.

The Chair of the Belgian Committee and the Chair of the Canadian Committee are members of the Board of Directors.

The Belgian Committee and Canadian Committee participate in the definition of the policy of the Society and are as such consulted prior to any decision having effects on the activities of the Society respectively in Belgium and Canada.

The Belgian Committee and Canadian Committee, in accordance with the provisions of article 21, are delegated with the powers necessary for their activities in Belgium and Canada.

## **ARTICLE 26**

A Belgian General Delegate and a Canadian General Delegate are appointed by the CEO under the provisions of article 30.

The Belgian General Delegate and Canadian General Delegate prepare the meetings of the Belgian and Canadian Committees, take part in them and ensure the execution of the decisions taken, and are responsible before their respective Committees for their activity.

To this effect, the necessary delegations are granted by the CEO.

## **ARTICLE 27**

The general meeting of the members living respectively in Belgium and Canada:

- decides, every year, on all questions relating to the activities of the Society in Belgium and Canada included in the agenda, and announces its decision concerning the annual report submitted to it by the Committee as well as the management report submitted by



- the General Delegate;
- gives its approval to the set of rules defining, according to the statutes and general regulations annexed to them, the procedures for convening and organising the general meetings, the conditions of eligibility, the voting procedures, the operating rules of the Committees as well as their scope of activity.

## **THE SUPERVISORY BOARD**

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### **ARTICLE 28**

A Supervisory Board is mandated to control the activities of the managing and governing bodies, in particular the implementation of the general meeting's decisions as regards notably the general policies adopted by the general meeting.

It also, by delegation of the general meeting and subject to article 33-I of the statutes, approves:

- any acquisition, sale and mortgage of immovable properties;
- any borrowing, granting of loans and guarantee of borrowing to third parties,
- any merging or alliance operation with other management organisations, any creation of subsidiaries and any acquisition or participation in other management organisations.

The Supervisory Board issues an opinion on any refusal to disclose the documents referred to in article 35-III below. Its opinions state the reasons on which they are based and are sent to the claimant and to the Board of Directors within thirty days of the Supervisory Board's referral. The Supervisory Board reports annually on any objections it receives and opinions it issues at the annual general meeting.

The Supervisory Board submits a report at each annual general meeting.

It meets between two to four times per year. In case of emergency, exceptional meetings may also be held. The meetings are held in the presence of the CEO or any other collaborator designated by the latter. The meetings are convened in accordance with this commission's rules of procedure.

### **ARTICLE 29**

[Transitional provisions valid for the 2018 annual general meeting and until the 2019 annual general meeting: The Supervisory Board comprises nine members, elected for one third among the authors of performing art works and for two thirds among the authors of audiovisual works.]

Provisions applicable as from the 2019 annual general meeting: The Supervisory Board comprises six members, elected for one third among the authors of performing art works and for two thirds among the authors of audiovisual works.

An author who previously was a member of the Board of Directors may only be elected to this Board as from the second general meeting following the end of his/her term of mandate as Member of the Board of Directors.

No member of this Board may belong to the Board of Directors or to the personnel of the Society.

The Supervisory Board is elected for three years by the annual general meeting and renewed by thirds each year.

Its members cannot be not reelected less than one year after the end of their mandate except if their initial term of mandate is only one year as a result of an election to replace a member who has resigned, died or been dismissed, or pursuant to statutory transitional provisions.

*[Transitional provisions valid for the 2018 annual general meeting:* In order to allow for the annual renewal per third of the members of the second Supervisory Board, the terms of mandate of the authors elected at the 2018 annual general meeting will be as follows: the term of the three authors elected with the highest number of votes, two among authors of audiovisual works and one among authors of performing art works, will be three years; the term of mandate of the author elected with the lowest number of votes among the authors of audiovisual works will be two years; and the term of mandate of the author elected with the lowest number of votes among the authors of performing art works will be only one year.]

In case of lacking or missing of candidates from a repertoire, the rule of proportionality as provided for in the first subparagraph above is not applicable and the unfilled seat(s) is/are allocated to the candidate(s) from the other repertoire who obtained the highest number of votes after the elected candidate(s).

The members of the Supervisory Board receive no remuneration; they receive—travel allowances. They may also receive flat-fee quarterly allowances the amount of which is determined by the annual general meeting on proposal of the Board of Directors.

Article 13, except for subparagraph 2, and point 5), article 14 last subparagraph, article 15, article 16 and article 19 subparagraphs 3 and 6, are applicable.

The Supervisory Board shall validly deliberate only if at least half of its members are present. Its decisions will be taken by a majority of the votes cast by the members present or represented. Abstentions, blank votes and invalid votes are not considered cast votes. They will not be taken into account unless their number exceeds half the number of the members of the Supervisory Board, in which case the decision shall not be valid. Each member can give proxy to only one other member; each member can receive only one proxy.

A set of internal rules, drawn up by the Supervisory Board, determines its modes of operation and deliberation.

## **THE CHIEF EXECUTIVE OFFICER - CEO**

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### **ARTICLE 30**

The CEO has the function of manager of the Society and, as such, is vested with extensive powers, which he/she exercises conjointly with the Chair, subject to the provisions of articles 21 and 30.

Together with the Chair and the Board of Directors, he/she works out the social policy. He/she prepares the Board Meetings, takes part in them and ensures the execution of the

decisions taken.

He/she negotiates, submits to the Board of Directors for voting and concludes all the general conventions with enterprises or persons using the works created by members of the Society and supervises the execution of these conventions.

He/she negotiates, submits to the Commission for voting under conditions of article 21 subparagraph 20, and concludes all conventions with other groups of authors or entitled parties with a view to defend the material or moral interests of the members of the Society.

He/she negotiates, submits to the Board of Directors or to the Supervisory Board for voting and executes all acquisitions, sales, transfers or exchanges of all movable and immovable property and rights in all countries and set the conditions thereof.

The personnel and departments of the Society, including the General Delegate for Belgium fall under his/her authority, as well as the General Delegate for Canada.

Recruitment of the Directors is subject to the approval of the Chair. Recruitment of the General Delegate for Belgium and of the General Delegate for Canada is subject to approval of the Chair of the Society and of the Chair of the Belgian Committee or Chair of the Canadian Committee respectively.

The CEO is responsible before the Board of Directors for all his/her scope of activity.

### **ARTICLE 31**

The Board of Directors appoints, from outside its members and those of the Supervisory Board, the CEO of the Society for an undetermined duration. Unless expressly authorised by the Board of Directors, the CEO cannot be a member of managing or governing bodies of another management organisation or undertaking using the repertoire of SACD. The Board of Directors defines the terms and conditions of his/her appointment.

This appointment results from an election with secret vote and with a majority of two thirds of the votes cast by the members of the Board of Directors. The CEO can always be dismissed by the same majority. Abstentions, blank votes and invalid votes are not considered cast votes.

The CEO makes the individual annual statement provided for in article L. 323-13 of the French Intellectual Property Code at the latest by the end of January of each year. This statement is sent to the Board of Directors. The statement may be consulted by the members of the Society in the manner provided for in article 35. III b) of the statutes. In the event of omission or incorrect information, the Board of Directors gives the CEO formal notice to comply with his/her obligation. In the absence of compliance within one month, the Board of Directors may decide to suspend the remuneration paid to the CEO. In the absence of compliance within a further period of one month, the Board of Directors may dismiss the CEO under the conditions set out in the previous subparagraph. The CEO has the right to be represented by the person of his/her choice.

## **THE PERSONNEL**

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### **ARTICLE 32**

The members of the Society's personnel must have the power to exercise their civic rights.

They shall avoid:

- 1) being or becoming involved in any manner whatsoever with any enterprise or legal entity, whether public or private, which can have interests in opposition to those of the Society;
- 2) personally becoming the agent of an author or have a direct or indirect share in any enterprise participating, even as intermediary, in the production or distribution of works

ordinarily managed by the Society;

**3)** in general using their functions for personal profit.

They have an obligation of professional secrecy and discretion towards the exterior.

Belonging to the personnel is incompatible with the exercise of the privileges specific to full-members. Consequently, any person who is member of the personnel and simultaneously a full-member of the Society is barred from exercising the privileges of full-member as long as the two functions coexist.

The CEO shall see to the application of the clauses of this article.

## **GENERAL MEETINGS**

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### **ARTICLE 33**

**I** - The annual general meeting decides on all questions included in the agenda and specially on the accounts of the past financial year, on the annual transparency report submitted to it by the Board of Directors as well as on the auditor's report concerning the regulated agreements described at article L.612-5 of the French Commercial Code.

It determines, on proposal of the Board of Directors, the assignment of the possible surplus of income which shall either be put in reserve, carried forward or distributed to the members.

In accordance with article L. 323-6 of the French Intellectual Property Code, the general meeting adopts the general policy on distribution of royalties, the general policy on the use of non-distributable sums, the general policy on investment of income derived from the exploitation of rights and of revenues resulting from this investment, the general policy on deductions made on these income and revenues and the risk management policy. The general meeting also approves the use of the sums mentioned in articles L. 323-6 5°) and L. 324-15 of the French Intellectual Property Code, as well as the sums referred to in article L. 324-17 of this code, which must be allocated to cultural, educational and training actions.

The general meeting delegates to the Supervisory Board, in accordance with article L. 323-7 of the French Intellectual Property Code, the approval of any acquisition, sale and mortgage of immovable properties, any lending, borrowing and borrowing guarantee as well as any merging or alliance operation with other collective management organisations, any creation of subsidiaries and any acquisition or participation in other collective management organisations. It also decides, upon referral to the Board of Directors, in case of disagreement with a decision by the Supervisory Board taken within the framework of these delegations.

The auditor mentioned in article L. 326-7 of the French Intellectual Property Code, presents the special report on the accuracy and consistency with the accounting documents of the information contained in the annual transparency report and of the information contained in the electronic database referred to in article L. 326- 2 of said code. The auditor also presents the report on the regulated agreements referred to in article L 612-5 of the French Commercial Code.

The Supervisory Board provided for by article 28 above submits its annual report.

**II** - The annual general meeting elects the members of the Board of Directors and those of the Supervisory Board according to the procedure indicated in article 37 below. It approves the remuneration paid to the Chair on proposal of the Supervisory Board, the allowances for

representation expenses of the Members of the Board and their possible benefits. It determines the amount of flat-fee allowances paid to the members of the Supervisory Board. If two or more candidates receive the same number of votes during either of these elections, the full-member with most seniority shall be declared elected or, if the candidates have the same number of years in the Society, the eldest of them.

It gives the status of Member of the Board to the Chairs of the Belgian Committee and Canadian Committee.

It can give a former Chair of the Society the title of honorary Chair. This title is for life and cannot belong to more than two persons simultaneously.

It appoints and dismisses the auditor(s) provided for by article L. 326-7 of the French Intellectual Property Code.

#### **ARTICLE 34**

**I** - The agenda of the general meetings is set by the Board of Directors.

**II** – Every member has the right to ask written questions about the corporate management, to which the Society must answer in writing within a time period of one month. To be included in the agenda of a general meeting, the question must reach the Board of Directors by registered letter with acknowledgement due at least 45 days before the day of the meeting. In such case, the Board of Directors answers the question in the general meeting.

**III** – A group of members representing at least 4,000 votes may also request, by registered letter with acknowledgement due sent to the Board of Directors at least 45 days before the day of the meeting, that the members be asked to express their opinion, during the meeting, on the opportunity to cause a deliberation of the members on a determined question. If the meeting accedes to that request, the Board of Directors shall then either (1) convene a general meeting, or (2) submit this question to the vote of the members at the following general meeting, or (3) organise a written consultation of the members according to the legal and statutory procedure in force at the time.

#### **ARTICLE 35**

**I** - The members are convened to the general meetings by an announcement appearing 15 days before in at least two national circulation newspapers authorized to receive legal announcements in the “*département*” of the head office and which are determined by a deliberation of the ordinary general meeting. If one of these papers ceases to exist, interrupts publication or stops publishing such announcements, the CEO of the Society will decide on the publication in another paper. According to article R. 321-3 of the French Intellectual Property Code, the members shall be informed of such modification by any appropriate means and the choice of the paper shall be automatically included in the agenda of the following general meeting.

An announcement of the meeting date is also published on the Society website at least thirty days prior to the meeting date. It invites the members to peruse the convening notice which is made available in their authenticated personal space available on the website.

An individual notice shall also be sent to the members at least 30 days prior to the date of the meeting by electronic mail, or by postal mail provided they have made the request thereof in writing no later than 4 months before the date of the meeting or in case they have not forwarded their valid email address.

Any member can also ask to be convened individually, at his/her cost, to the meetings, or

some of them, by registered letter with acknowledgement due.

**II** - Convening notices shall indicate the date and place of the meeting as well as its agenda so that the content and the significance of the questions in the agenda and the resolutions submitted to the voting members appear clearly without having to consult other documents.

When the convened meeting is subjected to particular conditions such as quorum or majority, these are mentioned in the notice.

Individual postal convening notices shall be accompanied by a poll memo, a proxy vote form as well as an identifier and a password for conducting remote electronic voting on the electronic voting-dedicated secured website.

The individual electronic convening notices shall be sent directly to the members by the electronic voting website. They shall mention the member's identifier and password so that the member can, on the one hand, have access, on that website, to those information documents as referred to in Article R. 321-18 of the French Intellectual Property Code and the poll memo and, on the other hand, conducting the remote electronic voting immediately upon the poll opening date as mentioned in the convening notice.

**III** - During a period of two months prior to the date of the annual general meeting, any member may:

a) Consult in his/her authenticated personal space available on the Society's website the documents necessary for his/her information purposes referred to in article R. 321-18 of the French Intellectual Property Code.

These documents are also made available to him/her at the head office, where he/she may consult them and obtain a copy.

b) Consult, in the framework of his/her right of access under article R. 321-17 of the French Intellectual Property Code, any and all documents issued or received by the Society relating to the current fiscal year, subject to respecting the legally protected secrets referred to herebelow and to making the request in writing, indicating precisely the documents to which he/she seeks access.

Within ten days of receipt of the request, the Society shall communicate the documents or, should said communication be materially impossible, propose a date and times to the member so that he/she can exercise his/her right of access. That right can be exercised on working days, between 10:00 a.m. and 5:00 p.m., at the registered office, and in the presence of one or several members of the appointed Society's personnel. The member may be assisted by any person of his/her choice.

After having consulted these documents, the member shall sign a certificate specifying those documents which the Society allowed him/her to consult, with a commitment to respect the secrets referred to in the following subparagraph.

The documents, in particular the annual individual statements provided for in articles 14, 29 and 31, can be consulted on the proviso of respect of privacy, protection of personal data, and business secrecy. Any member who does not abide by these secrecy rules is subject to the sanctions provided for in article 41 of the statutes, without prejudice to possible legal proceedings, including on the basis of article 9 of the French Civil Code.

The Society shall be entitled not to respond to repeated and/or wrongful requests.

Any member who is refused communication of the documents set out in article 35-III may refer the matter to the Supervisory Board provided for in article 28 hereabove.

**IV** - The annual Ordinary General Meeting is held on the fourth Thursday of June.  
If it cannot be held on this day, the members shall be informed at least 15 days before according to the procedure described in I above. The announcement published and the letters sent for this purpose shall indicate the reasons for the postponement and the new date of the meeting.

### **ARTICLE 36**

Each member is entitled to participate in the general meetings with a deliberative vote. However, a member can only take part in the election of the members of the Board of Directors in the fields for which he/she transferred his/her rights to the Society.

Transferees, heirs and legatees have five votes each.

Ordinary members have ten votes each.

Associate full-members have fifty votes each.

Full-members have hundred votes each.

The vote derived from each share is included in the above numbers.

### **ARTICLE 37**

**I** - The general meeting is presided over by the Chair of the Society or by one of the Vice-Chairs. If they are absent, the Board of Directors appoints one of its members to preside over the meeting.

The Bureau of the meeting is composed of the Board Members and the CEO.

The discussions and decisions of the general meetings are noted in the minutes and signed by the Chair of the meeting and the CEO.

**II** - The general meeting decisions are taken during the meeting or by mail.

- During the meeting, the decisions are taken by secret ballot.

- Voting by postal or remote electronic mail is possible for the election of the members of the Board of Directors and the Supervisory Board, as well as for the adoption of the resolutions proposed by the Board of Directors at the general meeting except for the resolution referred to in article 33-II, subparagraph 3.

Those members who want to vote by postal mail must inform the Society thereof in writing at least 4 months before the date of the meeting so that the latter can send them the voting material. The members must return their ballot papers by post in the postage-paid return envelope given by the Society so that they arrive at the Society's head office at least three days at 12:00 a.m. Paris time prior to the date of the general meeting, the ballot closure being certified by a bailiff.

Remote electronic voting is handled by an electronic vote-dedicated website guaranteeing the security of secrecy of the ballot and complying with the statutory electronic voting procedures.

Those members who want to vote by remote electronic mail shall log in to the secured website using the identifier and the password appearing on their personal convening notice and conduct the ballot at the latest three days at 12:00 a.m. Paris time prior to the date of the general meeting, the ballot closure being certified by a bailiff.

All operations of voting and counting of votes are carried out under the supervision of a bailiff.

**III** - Unless otherwise mentioned in these statutes, the decisions of the general meetings are

made by a relative majority of votes of the voters.

The election of honorary Chair(s) should be made with a four fifths majority of the voters.

The decision mentioned in article 31-I, subparagraph 3, concerning the use of the sums which must be allocated to cultural, educational and training activities (article L. 324-17 of the French Intellectual Property Code) should be made with a two thirds majority. If such a majority is not obtained, a freshly convened general meeting should decide with at least a relative majority.

**IV** – Any member may appoint another member of the same category to represent him/her at the general meetings and vote on his/her behalf. Voting by proxy is only valid during meetings and for one meeting only. A member cannot have more than one proxy. The member votes according to the voting instructions that may have been given to him/her.

### **ARTICLE 38**

**I** - Extraordinary general meetings can be held during the year at the initiative of the Board of Directors.

When an Extraordinary general meeting is held the same day as the Ordinary general meeting, both can be held in a combined general meeting.

Whatever their object, the general meetings - extraordinary ones and combined ones - are convened and held according to the rules defined by articles 34 and following.

The agenda of the general meetings distinguishes the decisions taken in Ordinary general meeting and the decisions taken in Extraordinary general meeting and mentions the quorum and majority rules.

**II** - Extraordinary general Meeting deciding by an absolute majority of the votes of the voters is authorised to modify the statutes or the general regulations of the Society or to decide on its dissolution.

However, for modifications whose aim is to put the statutes and general regulations in accordance with legal or statutory requirements, the vote by postal or electronic mail provided for in article 37-II does not apply. In such case, decisions are adopted by absolute majority of the vote of the members present and represented at the meeting.

**III** - Only an Extraordinary General Meeting convened and held in conformity with the clauses of article 20 is authorised to dismiss the Board of Directors.

### **LEGAL REDUCTION OF ROYALTIES**

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### **ARTICLE 39**

In conformity with article L. 324-6 of the French Intellectual Property Code, nonprofit associations with aims of public interest, can claim a reduction of 5% on the royalties for free performances at their meetings, provided that they previously obtain the Society's authorisation for the performances according to the regulatory procedure.

The clauses of the above subparagraph do not affect the application of article L. 132-21 of the French Intellectual Property Code, and in no way prevent an additional reduction to associations belonging to a national federation which has signed a convention with the Society.

All the reductions together shall not exceed 15%.



## **RESIGNATION - PARTIAL TRANSFER WITHDRAWAL**

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### **ARTICLE 40**

Any member of the Society may either resign or limit his/her transfer in accordance with the provisions of articles 8 and 9 of the statutes, subject to a six months notice.

Resignation and partial withdrawal must be notified to the Society by registered letter with acknowledgement due, or by email with acknowledgment of receipt or, if applicable, directly on the author's authenticated personal space available on the SACD website, according to a procedure defined by the Board of Directors. They go into effect on the December 31 of the current year provided that the notification is made no later than June 30. When notified after this date, they shall take effect six months as from receipt of the notification.

The resignation and the partial transfer withdrawing do not prevent execution of exploitation authorisations made previously between the Society and users of the repertoire before the effective date of the resignation or withdrawal. Such authorisations shall have effect throughout the term provided for therein, and the management of the related royalties shall take place under the same conditions as before the resignation or withdrawal of the author in accordance with article L 322-7 of the French Intellectual Property Code.

A member resigning from the Society is refunded his/her share at its nominal rate.

## **OFFENCES AND DISCIPLINARY ACTION - REMOVALS**

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### **ARTICLE 41**

**I** - Without detriment to the clauses of article 1860 of the (French) Civil Code, disciplinary actions can be pronounced against any member up to exclusion, for:

- serious or repeated violation of the statutes or the appended general regulations;
- violation of the rules of professional honesty, acts against the Society and its fundamental interests;

**II** - The disciplinary actions involve:

- ineligibility for the posts of management or control of the Society;
- exclusion.

**III** – Ineligibility of a member can be pronounced permanently or for a duration determined by the Board of Directors. It can only be decided after the member in question has been heard by the Board of Directors or summoned with notice of at least 15 days to prepare and present his/her defence. The decision of the Board of Directors is notified to the member concerned by a registered letter with acknowledgement due within eight days as from its issuance. The disciplined member has 15 days to appeal to the next general meeting. At each stage of the procedure, the member is summoned to be heard. He/she has 15 days to read the grievances, consult the file and make his/her observations. He/she may be assisted or represented by any person of his/her choice during his/her hearing by the Board of Directors and, where appropriate, by the general meeting. Failing to appear before the Board of Directors or the general meeting, the ineligibility of the member may be pronounced without

his/her presence.

**IV** – The exclusion of a member is proposed by the Board of Directors after having heard or summoned the member in question with a notice of at least one month. The exclusion is settled by the general meeting deciding by the majority required for the changes to the statutes. At each stage of the procedure, the member is summoned to be heard and present his/her defence. He/she has 15 days to read the grievances, consult the file and make his/her observations. He/she may be assisted or represented by any person of his/her choice during his/her hearing by the Board of Directors and, where appropriate, by the general meeting. Failing to appear before the Board of Directors or the general meeting, the ineligibility of the member may be pronounced without his/her presence.

The two last subparagraphs of article 40 are applicable in case of exclusion.

**V** – Any member who has not paid his/her annual membership fees during the last ten financial years and has not declared any work in the repertoire of the Society and has not benefited from any distribution of royalties during the same period may be removed resulting in the loss of his/her membership. The same applies to any member who has not declared a work to the Society within the time-period referred to in article 1 of the Society's general regulations. Such removals are pronounced by the general meeting deciding by the majority required for the amendment of the statutes, on proposal of the Board of Directors. The removing procedures are decided by the Board of Directors and notified to the members on the Society website. The consequences of the removal are the same as those of the resignation.

## **DISSOLUTION AND LIQUIDATION OF THE SOCIETY**

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### **ARTICLE 42**

The Society is not dissolved by the death, interdiction, legal guardianship, rectification or court ordered liquidation, personal bankruptcy, insolvency, resignation or exclusion of one or several members.

It continues between the remaining members and the heirs or legatees of the deceased member, subject to the provisions set out in article 2 of the general regulations.

### **ARTICLE 43**

The Extraordinary General Meeting which decides to dissolve the Society charges the existing Board of Directors with the liquidation.

### **ARTICLE 44**

The General Meeting keeps its ordinary powers during the liquidation, notably for approval of the accounts.

### **ARTICLE 45**

After the liquidation procedures, the net assets are used to pay the shares of the members at

the nominal value. The remaining assets, if any, are equally shared between the members of the Society.

## **GENERAL REGULATIONS**

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### **ARTICLE 46**

A set of general regulations completes the present statutes. It has force of law for all the members of the Society. It can be modified under the conditions indicated in article 38-II.

## GENERAL REGULATIONS OF SACD

### ARTICLE 1

The Society is open to authors and composers of dramatic (also named performing art) and audiovisual works of all types, under the conditions laid down by the statutes and these general regulations. They acquire one share and become members with the grade of ordinary member.

Heirs and legatees of authors may also join the Society after having established their inheritance status. They acquire one common share of the Society.

Transferees of dramatic (also named performing art) or audiovisual works can join the Society once they have proved the existence and validity of the transfer which they claim being beneficiaries. They acquire one share of the Society.

Any person wishing to become a member of the Society should fill a membership form requiring, notably, acceptance of the statutes, declaration of at least one work at the SACD's repertoire under the terms and conditions of articles 7 et seq. hereunder or the commitment to declare one work within the time-period, which shall not exceed 36 months, set by the Board of Directors, as well as justification of his/her identity and his/her authorship. Notwithstanding the above provision, persons completing their end-of-study internship or graduated from an audiovisual or film school or writing institute recognised by the Society, as well as persons sponsored by two authors with the grade of full-members are exempt from declaration of a work to the SACD's repertoire. The services of the Society available to the persons who have not declared any work are determined by the Board of Directors and are mentioned in the membership form and on the SACD's website. The member who has restricted his/her transfer, either when joining the Society or during his/her membership, according to article 40 of the statutes, should also fill a complementary application if he/she wishes to entrust the Society with the management of the categories of works or territories previously withdrawn or not transferred. He/she may also directly complete such formalities on his/her authenticated personal space available on the Society's website.

In accordance with article L. 322-1 of the French Intellectual Property Code, any person wishing to join the Society is informed of his/her right to limit his/her transfer pursuant to articles 8 and 9 of the statutes, and to personally grant licences for the non-commercial uses of his/her works. He/she is also informed of the deduction rates and other deductions from royalties made by the Society. Moreover he/she is informed of the conditions of resignation or partial withdrawal referred to in article 40 of the statutes and of their consequences on the current exploitation authorisations, as well as the rights retained by any member when royalties are due to him/her in respect of licences granted before the effective date of resignation or withdrawal in compliance with article L. 322-7 of the French Intellectual Property Code. All this information is available on the SACD website and in the membership form.

Decisions to refuse membership must be written and motivated, and based on law and fact matters.

Because of their membership in SACD, members shall not join any other group with the same aims as the Society or place at its disposal the works they have submitted to the Society.

## **ARTICLE 2**

At the death of a member, the heir or heirs receive their share, possibly without division. The file to be filled up by them thus does not require any admission procedure but must contain all documents justifying inheritance status.

However, when the heir or legatee is a legal person, it shall acquire membership only after having been approved by the Board of Directors.

If this approval is refused, article 1870-1 of the French Civil Code is applied, the Society buying back the share of the deceased. The decision of refusal is notified in writing to the heir or legatee and states the law and fact grounds on which the refusal is based.

If a member leaves to his/her estate several heirs or legatees, the latter are required to appoint a single proxy and give him/her all the powers of attorney with respect to the Society and generally to exercise the privileges belonging to authorship. In case a single proxy is not appointed, the Society is invested, unless the heirs expressly oppose it, a special and temporary mandate allowing the continuation of exploitation of the author's works. This mandate can only be limited by the issuance of authorisations to exploit the works of the deceased author and is carried out under the conditions, guarantees and sanctions provided for in the conventions and general terms and conditions of the Society. The heirs of the author retain the exercise of moral rights. The special and temporary mandate exercised by the Society shall automatically terminate upon the appointment of a sole proxy by the heirs of the author. When the plurality of successors leads to the distribution of royalties originally paid to a single author, the annual membership fee provided for in article 11-1 shall be appropriated from every account open in behalf of an heir.

In the event that the Society does not have a single mandate or a special mandate within the meaning of the preceding paragraph, it has the right to inform the heirs that it is unable to manage their rights and royalties.

## **ARTICLE 3**

### **a - PROMOTION**

Each year, the dramatic and audiovisual authors and composers are automatically promoted to the next higher grade provided that they have:

- a seniority of two years in the lower grade,
- fulfilled the conditions defined in articles 4 and 5 below, and
- paid their annual membership fee.

The CEO presents the promotions to the Board of Directors after having checked the titles of the authors.

### **b - EXCEPTIONAL PROMOTION**

As an exception to the requirements, the Board of Directors can, by a majority of two-thirds of its members, exceptionally make promotions for professional merit. These exceptional promotions can concern any author or composer and go into effect at ratification by the

general meeting. These promotions give the member the grade of full-member.

#### **c - HONORIS CAUSA FULL-MEMBERS**

The Board of Directors can, under the same conditions, give the title of member honoris causa to any non-member of the Society whose renown seems to justify this exceptional homage. Since these members have not accepted the statutes they are not members as defined by the statutes.

### **ARTICLE 4**

To be accepted to the grade of full-member, authors and composers belonging to the Society should:

- have acquired three thousand seven hundred and fifty points (3,750 points) under the conditions defined in article 5 below;
- have declared at least three different works in the Society's repertoire(s).

To be promoted to the grade of associate full-member, authors and composers belonging to the Society should:

- have acquired two thousand five hundred points (2,500 points) under the conditions defined in article 5 below;
- have declared at least two different works in the Society's repertoire(s).

### **ARTICLE 5**

For promotion to the grades of full-member or associate full-member, each work effectively performed produces points according to the following rules, it being specified that these allocations of points are modulated according to the provisions of article 6 below:

AREA	per work	NUMBER OF POINTS PRODUCED per contribution
<b>THEATRE</b>		
Work lasting ≥ 50 minutes	1,250	
<b>THEATRE STAGING</b>		
	1,000	
<b>DRAMATICO-MUSICAL</b>		
Work lasting ≥ 50 minutes	2,500	
distributed as follows:		
■ Music		1,250
■ Libretto and lyrics		1,250
<b>DANCE</b>		
Work lasting ≥ 50 minutes	2,150	
■ Music		900
■ Choreography (including plot)		1,250

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CIRCUS

Work lasting ≥ 50 minutes 1,250

STAGE MUSIC

Music lasting ≥ 50 minutes 900

Music lasting between 15 and 49 minutes 625

Music lasting < 15 minutes 375

FILM

Work lasting ≥ 59 minutes 2,500

distributed as follows:

■ Direction 1,250

■ Text 1,250

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FILM ANIMATION

1 work lasting ≥ 59 minutes 3,750

distributed as follows:

■ Direction 1,250

■ Text 1,250

■ Graphic design 1,250

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TELEVISION

60 minutes 2,000

distributed as follows:

■ Direction 1,000

■ Text 1,000

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TELEVISION ANIMATION

60 minutes: 3,000

distributed as follows:

Unitary

■ Direction 1,000

■ Text 1,000

■ Graphic design 1,000

Series:

■ Literary and graphic bible 1,000

■ Direction 1,000

■ Text 1,000

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RADIO	
60 minutes:	1,000

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WORK CREATED FOR THE INTERNET	
60 minutes:	1,000

Making-of of the abovementioned works produces 250 points for its author(s) excluding the author(s) of the main work.

## ARTICLE 6

Points are attributed as follows:

a – according to the percentage reserved for each co-author on the declaration form, except for film works whose modulation is carried out according to provisions of point 4 below.

b - according to the duration of the work, in accordance with the modalities specified below for each area.

c – for the performing art works, according to the provisions of points 1 to 3 below.  
Except for staging, the number of points allocated is halved when the work is first performed by a non-professional company.

d – for audiovisual works, according to provisions of points 4 to 10 below.

### 1. THEATRE, DRAMATICO-MUSICAL, DANCE, CIRCUS

In these fields, any work lasting between 15 and 49 minutes produces 70% of the points provided for in article 5 above (i.e. 875 points). Any work lasting less than 15 minutes produces 40% of the points provided for above (i.e. 500 points). For dance music lasting less than 50 minutes, the applicable number of points is the same as for stage music.

### 2. STAGE MUSIC

The number of points defined in article 5 above applies to all original music for works referred to in article 1-2 of the statutes, except for dramatico-musical works.

### 3. STREET ARTS

Any street art work is allocated the number of points of the work the genre of which it belongs (theatre, dance, circus or music).

### 4. FILM (including ANIMATION)

Any film lasting fifty-nine minutes or more is counted as a work.

Any film lasting less than fifty-nine minutes produces half the number of points defined in article 5 above.

Any film lasting less than 30 minutes produces one third of the number of shares defined



above.

When several authors have collaborated to the same contribution, the total number of points defined above is allocated to each co-author provided that the share reserved for him/her in the declaration form is 25% or more. When the share reserved for him/her in the declaration form is less than 25%, half the number of points defined above is allocated to him/her.

#### 5. TELEVISION (excluding ANIMATION)

The number of shares defined in article 5 above is modulated according to the actual duration of the work.

Concerning the direction, the number of points defined corresponds to a work classified in category 1 of the distribution scales in force at the date of promotion. Category 2 is modulated by 70%, category 3 by a modulation of 30% and category 4 by a modulation of 10%. These categories correspond to those defined for the distribution scales.

Concerning the text, the number of points defined in article 5 above is modulated according to the hourly valuation provided for in the distribution scales at the date of promotion.

#### 6. TELEVISION ANIMATION

The number of points defined in article 5 above is modulated according to the actual duration of the work. The number of points allocated to authors of text (excluding bibles) is tripled for works of less than 5 minutes. It is doubled for works lasting more than or equal to 5 and less than 10 minutes. It is multiplied by 1.5 for works lasting more than or equal to 10 minutes and less than 15 minutes.

#### 7. RADIO

The number of points defined in article 5 above is modulated according to the actual duration of the work. The number of points allocated is reduced by half when the work is broadcast on non-national broadcasters.

#### 8. LIVE RECORDING - RECREATION

Concerning the direction, the number of points allocated to recreations corresponds to the category 2 of the television works mentioned in point 5 above and the number allocated to live recordings corresponds to category 3.

If the performing art work subject of the live recording has already produced points according to the rules indicated in points 1 to 3 above, it does not produce additional points in case of live recording-recreation. If no points have been previously produced, the work produces points as live recording-recreation according to the rules indicated above.

#### 9. WORK CREATED FOR THE INTERNET

The number of points defined in article 5 above is modulated according to the actual duration of the work. To produce this number of points, it is also necessary that the corresponding works have had a number of views at least equal to 25 million. The number of points is doubled when the number of views is between 50 million and 100 million. The number of points is tripled when the number of views is more than 100 million.

#### 10. INTERACTIVE CREATION

Any interactive creation is allocated the number of points of the work corresponding to the genre to which it belongs.

### **ARTICLE 7**

Every member, by joining the Society, undertakes to declare his/her works which fall within

the repertoire of the Society.

The Society is not responsible for the absence of royalties for a work not declared before its first performance or release.

The declaration form shall be delivered to the Society, accompanied by all the documents required as indicated on the declaration form whose provisions are approved by the Board of Directors, which also determines the methods of delivery to the Society. The latter also mentions collaborators of the work who do not belong to the Society.

The declaration form is the exclusive property of the Society. The form states all the collaborators of the work.

The general policy on distribution adopted by the general meeting determines the measures that the Board of Directors is authorised to take in the event that a work has not been declared under the terms and conditions and within the deadlines allowing an actual distribution of all the royalties to be distributed, in particular in case of disagreement between co-authors.

### **ARTICLE 8**

The Society checks the declaration forms, according to the procedure set out in article 11 below. It can reject the declarations which it considers doubtful and, if it judges necessary, can require explanations from the members concerned.

The Society takes no responsibility for the information given on the declaration form. The undersigned guarantee to the Society and to all third parties the originality of their work and their rights over it.

### **ARTICLE 9**

The members of the Society agree not to give all or part of their royalties, by declaration in the form, to any person who is or could be involved, in any way, in the use of their works, notably producers, managers, directors, performers, publishers, technicians or literary agents. The author, however, has the right to give the graphic publisher 5% of his/her royalties for a dramatic work, provided that the publication precedes the performance contract.

### **ARTICLE 10**

The declaration form allows attribution of the royalties produced by the declared work. The royalties are divided between the undersigned according to the keys defined by the Board of Directors in accordance with the general policy on distribution adopted by the general meeting or, if there are none, by agreement between the undersigned.

### **ARTICLE 11**

I - The countersigning of the forms of the works is carried out by the personnel of the Society.

The countersigning includes:

- checking the regularity of the declarations;

- classifying the works in application of the distribution scales;
- setting the share to authors of adaptations of works which have entered the public domain pursuant to article 21-9) of the statutes.

If the countersigning is done in application of article 21-9 of the statutes, the personnel responsible for the countersigning may request the expertise of two members of the specialised commission relating to the area concerned or, if this is not possible, the expertise of two Members of the Board, one of whom belongs to the area concerned.

II - Any of the undersigned parties to a declaration form can be requested by the Society, to provide all the documents, in particular contractual, justifying his/her rights over the declared work. Any member can ask for a fresh study of his/her declaration form by the specialised commission competent in the area concerned, with at least half of its members. This right should be exercised within the month following notification of authorisation or, if there is no notification, within the month following the first distribution of royalties. The specialised Commission takes a decision within two months as from the author's appeal.

If disagreement about a countersigning persists, the author may, within one month as from notification of the decision of the specialised Commission, refer the matter to the Board of Directors, which gives the final verdict within a period of two months as from the author's appeal.

## **ARTICLE 12**

Members of the Society agree not to introduce into their particular conventions, in any way whatsoever, contrary conditions, financial conditions, guarantees or sanctions less demanding than those of the general conventions or general terms and conditions. On the contrary, the authors may stipulate more demanding financial conditions than those of the general conventions as well as more favourable sanctions or guarantees.

Authorisation of Amateur adaptations and performances of works not covered by the mandate provided for in article 2.II of the statutes is carried out in accordance with the following modalities: the Society sends to the authors the requests for performances after having examined them under the applicable conventions or general terms and conditions. The authors have a period of one month as from the sending of the request to oppose the proposed performances, or to request higher pecuniary conditions, guarantees, or sanctions. Failure to reply at the end of this period constitutes authorisation by the authors to perform on the proposed conditions, without prejudice to the author's right to exercise his/her moral rights.

Are meant by "Amateurs" the companies whose members are engaged in artistic activities on a non-professional basis and who receive no remuneration therefrom.

## **ARTICLE 13**

Because of the transfer to the Society of the right to permit or prohibit public release, by any process, of the words, sounds and images as well as the reproduction by all processes, utilisation for publicity or commercial purposes of their dramatic and audiovisual works, the

members of the Society agree to observe the statutes and rules defined by the Board of Directors for the audiovisual production contracts in accordance with the general policy on distribution adopted by the general meeting.

At the admission of a new member or when making any declaration of work, the Society examines the contract or contracts passed with respect to the works which the associate intends to bring to the Society or which could be applicable to these works, in order to check that the fundamental rules protecting the authors, in particular their moral rights, the proportional remuneration for each type of exploitation, and a reminder of the intervention of the Society or of a collective management organisation are stipulated therein and can be applicable to these works so as to allow SACD to fulfil the missions for which it is responsible under the law and its statutes.

#### **ARTICLE 14**

Each member agrees to consult the Board of Directors before any law suit which he/she intends to engage or which is engaged against him/her and which directly or indirectly concerns a work which could form part of the Society's repertoire.

If the Board of Directors provides the legal assistance indicated by article 21-16) of the statutes, it reserves the right to appoint any lawyer, advocate or counsel and to decide the involvement of the Society at each step of the procedure.

#### **ARTICLE 15**

At least once a year, the Society shall send or make available to the persons to whom it has distributed royalties, either on its website or on their authenticated personal space available on this website, information concerning the management of their royalties, in accordance with the provisions of article L. 326-3 of the French Intellectual Property Code.