



Statutes of

INTERGRAM, nezávislá společnost výkonných umělců a výrobců zvukových a zvukově-obrazových záznamů, z.s.

Article 1

Name, Registered Office and Status of Society

1. The name of the entity is INTERGRAM, nezávislá společnost výkonných umělců a výrobců zvukových a zvukově-obrazových záznamů, z.s. (Independent Society of Performers and Producers of Phonograms and Audiovisual Fixations, registered society, hereinafter also as "INTERGRAM").
2. The registered office of INTERGRAM is located in Prague.
3. INTERGRAM is a society as defined in the provisions of Section 214, et seq., of Act no. 89/2012 Coll., Civil Code ("Civil Code"), and as such, it is a legal person with the capacity to perform legal acts.
4. INTERGRAM is an independent and non-profit society of performers and producers of phonograms and audiovisual fixations which protects their rights ensuing from Act no. 121/2000 Coll., on Copyright and Rights Related to Copyright and on the Amendment of Certain Acts (hereinafter "Copy Right Act"), as well as from international conventions regarding copyright and rights relating to copyrights, and it collects and distributes payments for performers and producers of phonograms and audiovisual fixations to which they are entitled under the Copyright Act and the implementing regulations.
5. INTERGRAM was established in 1991 for the purpose of providing services in culture, education and the social domain and for the purpose of the development and support of interpretive art by organizations uniting a large number of copyright holders, including:
 - the Actors Association
 - the Union of Authors and Performers
 - the ARTES Art Association
 - the Czech Union of Professional Singers
 - the Czech Union of Orchestra Musicians
 - the Society of Concert Artists, member of Association of Musicians and Scientists which are associated in the Association of Performing Artists
 - and
 - the Czech National Group in the International Federation of Phonographic Industry, registered society
6. The rights and obligations of the individual INTERGRAM members, INTERGRAM's legal position and internal structure as well as other relevant aspects shall be governed by these Articles of Association, the complete text of which is kept at INTERGRAM's registered office and, in the alternative, by the applicable provisions of the Civil Code and the Copyright Act in matters not provided for herein.



Article 2 Purpose and Mission of Association

1. The purpose and the main activity of INTERGRAM is collective management of rights pursuant to Section 95 of the Copyright Act, i.e. the collective exercise and collective protection of property rights related to copyright and enabling the accessibility of the subject-matter of these rights to the public.

INTERGRAM collectively manages those rights:

I. exclusive rights or remuneration rights and relevant remuneration or licence fee for performers:

- a) remuneration or license fee for copying of fixed performance,
- b) right to synchronize a fixed performance into an audiovisual work,
- c) equitable remuneration for rental and the exclusive right to lend the fixed performance (in form of audio or audiovisual fixation),
- d) the right to use a fixed performance (in form of phonogram or audiovisual fixation) in public performances and to transmit such public performance,
- e) the right to use a fixed performance (in form of audio or audiovisual fixation) for making available to the public in such a way that members of the public may access them from a place and at a time individually chosen by them,
- f) the right to broadcast a fixed performance (in form of audio or audiovisual fixation), including the direct injection,
- g) the right to retransmission of broadcasted live performance or fixed performance (in form of audio or audiovisual fixation),
- h) the right to use a broadcasted live performance or fixed performance (in form of phonogram or audiovisual fixation) in public performance,
- i) the right to use an orphaned fixed performance (in form of audio or audiovisual fixation) in the extent given by law if it meets the requirements of orphaned performance governed by Copyright Act.
- j) the right for annual supplementary remuneration towards the producer of published audio fixation.

II. exclusive rights or remuneration rights and relevant remuneration or licence fee for producers of audio fixations:

- a) remuneration or license fee for copying of audio fixation,
- b) right to synchronize an audio fixation into an audiovisual work,
- c) right to rent or lend an audio fixation,
- d) right to use an audio fixation in public performances and to transmit such public performance,





- e) right to an audio fixation for making available to the public in such a way that members of the public may access them from a place and at a time individually chosen by them,
- f) right to broadcast an audio fixation, including the direct injection,
- g) right to retransmission of broadcasted audio fixation,
- h) right to use a broadcasted audio fixation in public performance,
- i) right to use an orphaned audio fixation in the extent given by law if it meets the requirements of orphaned audio fixation governed by Copyright Act.

III. exclusive rights or remuneration rights and relevant remuneration or license fee for producers of audiovisual fixations:

- a) remuneration or license fee for copying of audiovisual fixation,
- b) right to rent or lend an audiovisual fixation,
- c) right to use an audiovisual fixation in public performances and to transmit such public performance,
- d) right to an audiovisual fixation for making available to the public in such a way that members of the public may access them from a place and at a time individually chosen by them,
- e) right to broadcast an audiovisual fixation, including the direct injection,
- f) right to retransmission of broadcasted audiovisual fixation,
- g) right to use a broadcasted audiovisual fixation in public performance,
- h) right to use an orphaned audiovisual fixation in the extent given by law if it meets the requirements of orphaned audio fixation governed by Copyright Act.

Rightholders might narrow or specify the extent of their rights managed by INTERGRAM. They can do so when concluding or amending the contract on management of rights with INTERGRAM. Except for orphaned fixations, INTERGRAM manages rights only to the published fixations or such fixations that were *offered to be published*. If rightholder does not express otherwise, fixation is considered as *offered to be published* after the rightholder submits the information about the fixation to INTERGRAM.

2. The secondary activities of INTERGRAM under the applicable trade licenses include
 - a) the brokerage of trade and services
 - b) advisory activity and consultancy and the preparation of expert studies and opinions
 - c) manufacture, trade and services not listed in Annexes 1 to 3 of the Trade Licensing Act
 - d) investment activity using free funds
3. The profits from the secondary activity may only be used for the activities of the society, including the society's administration.
4. INTERGRAM fulfills its purpose and its mission in particular by



- a) signing individual representation contracts with performers and producers of phonograms and audiovisual fixations,
- b) signing contracts with professional and other organizations of performers and producers of phonograms and audiovisual fixations active in the Czech Republic,
- c) signing contracts with foreign partners on the international protection and management of the rights of performers and producers of phonograms and audiovisual fixations,
- d) collaborating with other collective managers active in the territory of the Czech Republic,
- e) submitting proposals for the solutions and measures concerning the protection and management of the rights of performers and producers of phonograms and audiovisual fixations ensuing from the Copyright Act and international conventions on copyright and rights related to copyrights ratified or joined by the Czech Republic to the Ministry of Culture and other authorities and institutions,
- f) collaborating closely with professional and other organizations of performers and producers of phonograms and audiovisual fixations, in particular in the provision of cultural, educational and social services in order to raise general awareness about the property rights related to copyright and protect these rights and in order to apply the principle of solidarity among holders of rights in relation to the holders of rights who have been, through no fault of their own, in material need or cannot carry out their profession temporarily or permanently for medical reasons,
- g) giving systematic care and attention to the development of interpretive art in the Czech Republic and by supporting the arts,
- h) cooperating with scientific and specialized institutions, universities and other cultural institutions and workers in the cultural domain in the interest of developing culture in the Czech Republic,
- i) establishing foundations,
- j) establishing or holding an interest in legal persons in which it holds a decisive interest or which are entirely or partially under its direct or indirect control under Section 97(5) of the Copyright Act.

Article 3 Membership

1. A member may be any individual who is a citizen of the Czech Republic or any other member state of the Agreement on the European Economic Area or a permanent resident in any of these states if he or she is a performer under the Copyright Act and makes phonograms or audiovisual fixations which are used publicly pursuant to the Copyright Act. An individual may become a member if he or she has not yet entrusted the relevant set of rights entrusted to INTERGRAM for collective management to some other collective manager for the same period of time and within the same territorial scope, unless required by law.

2. A member may be any individual who or legal person which is a citizen of the Czech Republic or any other member state of the Agreement on the European Economic Area or is a permanent resident or has its registered office in any of these states if such a person is a producer of phonograms under the Copyright Act which are used publicly pursuant to the Copyright Act. These persons may become members if they have not yet entrusted the relevant set of rights entrusted to INTERGRAM for collective management to some other collective manager for the same period of time and within the same territorial scope, unless required by law.



3. A member may be any individual who or legal person which is a citizen of the Czech Republic or any other member state of the Agreement on the European Economic Area or is a permanent resident of or has its registered office in any of these states if such a person is a producer of audiovisual fixations under the Copyright Act which are used publicly pursuant to the Copyright Act. These persons may become members if they have not yet entrusted the relevant set of rights entrusted to INTERGRAM for collective management to some other collective manager for the same period of time and within the same territorial scope, unless required by law
4. The heirs of the rights after the persons mentioned in paragraphs 1 to 3 of this Article become represented as well.
5. A relationship between a represented person and INTERGRAM becomes existent:
 - a) upon the represented person's signature of the contract on the representation of the property rights of a performer or producer of phonograms or audiovisual fixations held or exercised by that person
 - b) upon the registration (by signing the registration form) of the property rights of a performer or producer of phonograms or audiovisual fixations held or exercised by that person
 - c) under the Copyright Act (obligatory collective management, extended license).
6. Depending on the satisfaction of the conditions laid down below, members have either an advisory capacity or a voting right.
7. Any individual or legal person mentioned in paragraphs 1 to 3 above may become an INTERGRAM member with an advisory capacity upon the satisfaction of the following conditions:
 - a) such a person's signature of the contract on the representation of the rights held or exercised by the person as a performer, producer of phonograms or producer of audiovisual fixations to the extent determined at this person's discretion, unless prevented by a legal regulation,
 - b) such a person has signed the contract mentioned in (a) 3 calendar years ago,
 - c) filing an application for membership,
 - d) the approval of the person's membership by the General Assembly.
8. Members with an advisory capacity shall automatically become members with a voting right without any further approval by INTERGRAM bodies if such persons have for three consecutive settlement periods, but at least three consecutive years starting with the first such settlement period (settlement periods are deemed to begin from the moment when the relevant person becomes a represented person under clause 5), obtained an income from the exercise of their property rights collected for them by INTERGRAM amounting to:
 - a) performers – CZK 5,000 annually;
 - b) producers of phonograms – CZK 100,000 annually;
 - c) producers of audiovisual fixations – CZK 100,000 annually;

The amount of the income is assessed separately for each category of members.

9. INTERGRAM membership is tied to the member and is not transferable to any other person. In the event of the winding up of a legal entity member, the membership does not cease to exist and the membership type does not change, but the membership is transferred to the legal successor; in the case of a merger of two members with a different type of membership, the legal successor



becomes a member with the higher form of membership; in the case of a division of a member, the membership and membership are transferred to the person who has become the holder of the relevant rights, provided that such a person meets the criteria for the membership in relation to the scope of the accepted rights. The ascertainment whether such a person meets these criteria is carried out based on a written application submitted by the relevant legal successor. The incomes for the latest finished settlement period before the division of the former INTERGRAM member are decisive.

10. A member with a voting right loses this status and becomes a member with an advisory capacity in the event that such a person does not obtain the income necessary for a member with a voting right specified in clause 8 for a period of 5 consecutive years in any single settlement period. This change is effective automatically without any further approval by INTERGRAM bodies on the first day of the calendar year following the year in which the condition as per the previous sentence was met.

11. Each INTERGRAM member has the right to:

- a) attend the General Assembly,
- b) be elected to INTERGRAM bodies,
- c) be informed about the activities and management of INTERGRAM, even by electronic means,
- d) raise objections and submit suggestions and complaints regarding INTERGRAM activities which the competent bodies of the society are obligated to discuss and inform the presenter on the results, even by electronic means,
- e) demand legal assistance and consultations relating to the copyright protection of performers and producers of phonograms and audiovisual fixations within the scope of the society's capacity,
and the obligation to:
- f) actively realize the objectives and the mission of INTERGRAM and not to accept any legal commitments which are in conflict with the activity of INTERGRAM.

12. A member with a voting right has the following rights in addition to the rights under the previous clause:

- a) the right to elect individual members to INTERGRAM bodies,
- b) the right to vote on all matters presented at the General Assembly.

13. Membership ceases to exist:

- a) upon a member's resignation announced in writing no less than 6 months in advance; the membership ceases to exist at the end of the calendar half-year in which the member announced the resignation to INTERGRAM duly and in time,
- b) by the exclusion of an INTERGRAM member. The proposal for the exclusion is submitted in writing by the Executive Board and subsequently approved by the General Assembly. The exclusion of a member is possible only if the member has violated an obligation arising from the membership in a serious manner, whether it is laid down by these Articles, the General Assembly Rules of Procedure and Electoral Code or some other regulation approved by the General Assembly or an individual contract, and has failed to remedy the situation within a reasonable time limit after having been called on by INTERGRAM. No call





is required if the violation of the obligation cannot be remedied or if particularly serious damage was incurred on INTERGRAM,

- c) with the death or winding up of a member,
- d) by an agreement between INTERGRAM and the member,
- e) once the ownership or the right to dispose of the rights administered for the member by INTERGRAM ceases to exist,
- f) upon a withdrawal from the representation contract by INTERGRAM without a notice period if the continuation of such a contract would constitute the breach of legal regulations of international obligations applicable to INTERGRAM.

14. INTERGRAM keeps a list of all its members. This list is not public.

15. The provisions of Article 3(11)(c) and (d) and Article 3(13)(c) and (d) shall apply mutatis mutandis to represented persons.

Article 4 **INTERGRAM Bodies**

1. INTERGRAM bodies include:

- a. General Assembly
- b. Executive Board
- c. Control Commission
- d. Director

2. The Executive Board and the Control Commission are collective bodies, and the Director is an individual body.

3. The Control Commission and the Director form the management of INTERGRAM.

4. The rights and duties of the individual bodies, their procedures, and the manner in which they are appointed to and removed from their function are defined below in these Articles.

5. The General Assembly consists of the assembly of all INTERGRAM members.

6. The term of office of the members in the collective elected bodies is two years. Repeated election for another term is possible.

7. The members of the collective elected bodies which do not have less than half of their members may co-opt substitute members in their body until the first following General Assembly.

8. If the number of the members in any of the elected collective bodies is less than half, the Directors shall convene an extraordinary General Assembly with only one item on its agenda— the election of the members of such a body. The Director must convene such an extraordinary General Assembly no later than within one month, and the General Assembly must take place within one month from its convocation.

9. The membership in elected bodies ceases to exist upon the expiry of the term of office, the resignation of the member of the elected body, the death or winding up of the member of the elected body, as of the day on which the member of the elected body no longer satisfies the



requirements for the election or upon the removal of the member from the elected body. A member of an elected body may be removed by the body which elected the member to the office.

10. Membership in one of the elected bodies rules out membership in any other elected body. Employment in INTERGRAM rules out membership in the elected collective bodies.

11. An elected legal person—INTERGRAM member—shall authorize a natural person to act on its behalf in the elected bodies.

12. Members of the Control Commission (as natural persons) and the Director are obligated to submit a conflict of interest declaration with the following contents to the General Assembly once a year for the previous year:

- a. information on all their interests in INTERGRAM,
- b. information on the amount of all payments and any other benefits accepted from INTERGRAM in the previous accounting period,
- c. information on the amount of all incomes from the exercise of rights which they received as holders of rights from INTERGRAM in the previous accounting period,
- d. declaration on existing or possible conflict between their own interests and the interests of INTERGRAM or between their obligations towards INTERGRAM and obligations towards some other natural or legal person. Where conflicts cannot be prevented, INTERGRAM is obligated to identify, handle, monitor and publish existing as well as potential conflicts of interest in order to prevent their negative impact on the collective interests of the holders of rights for whom the collective management is performed.

13. Members of the Executive Board (as natural persons) are obligated to submit to the General Assembly a declaration on existing or possible conflict between their own interests and the interests of INTERGRAM or between their obligations towards INTERGRAM and obligations towards some other natural or legal person. Where conflicts cannot be prevented, INTERGRAM is obligated to identify, handle, monitor and publish existing as well as potential conflicts of interest in order to prevent their negative impact on the collective interests of the holders of rights for whom the collective management is performed.

14. All INTERGRAM members may submit nominations of candidates to the elected bodies, always with the consent of the nominee. The nominations must be delivered to INTERGRAM no later than within 60 days before the date of the General Assembly. Nominations delivered after this date shall be disregarded.

15. When nominating candidates to the elected bodies from the ranks of performing artists, the persons authorized to make the nominations shall apply the principle of even representation of all professions of performing artists in the elected bodies of INTERGRAM.

Article 5 General Assembly

1. The highest body of INTERGRAM is the General Assembly.
2. The General Assembly takes place at least once in a year, as a rule after the closing and auditing of the accounts of the previous calendar year.



3. The General Assembly is convened by the Executive Board, which is obliged to do so at least once a year.
4. The Executive Board is further obligated to convene the General Assembly on the basis of a written request by at least 150 members who are performers, one third of the members who are producers of phonograms, one third of the members who are producers of audiovisual fixations or by the Control Commission. The Executive Board may also convene the General Assembly of its own motion if the convocation is required by at least one third of the members of the Executive Board as a whole, one half of its members who are performers, or by one half of its members who are producers (i.e. producers of phonograms and producers of audiovisual fixations together). If the Executive Board does not convene such a General Assembly within the time limit laid down in clause (6) below, the person who submitted the application may convene the General Assembly by himself or herself at INTERGRAM's expenses.
5. Together with the application for the convocation, the person proposing the convocation of the General Assembly must deliver to the Executive Board also all suggestions to be considered by the General Assembly in a version in which they are to be presented to the General Assembly and in writing.
6. The Executive Board must convene the General Assembly no later than within 1 month from the delivery of the written request for its convocation provided that the request satisfies the conditions laid down by these Articles, including the submission of the agenda to be considered. The General Assembly must take place no later than within 3 months from its convocation and in compliance with all the time limits set forth by these Articles.
7. The date, place and time of the General Assembly must be announced to the members by the Executive Board or other person convening the General Assembly at least 3 months in advance.
8. The General Assembly shall be convened by
 - a. a publication on INTERGRAM web site,
 - b. individual invitations sent electronically to the members provided that they have given INTERGRAM their electronic addresses (e-mail),
 - c. a collective invitation to the performers with an advisory capacity via the relevant organizations associating a significant number of copyright holders as set out in Article 1(5),
 - d. in another suitable manner determined by the Executive Board.
9. The invitation to the General Assembly shall state the date, place and time of the General Assembly and the items of its agenda.
10. All members may attend the General Assembly. Also, persons invited by the Executive Board or the Control Commission or persons defined by a legal regulation may attend the General Assembly. Only members holding a voting right may vote at the General Assembly. Each member has 1 vote to vote in matters in each category of the managed rights in which the member meets the criteria for membership with voting rights under Article 3(8). Depending on the satisfaction of these criteria, a member has the corresponding number of votes during a vote on common issues concerning more than one category of the managed rights.
11. A quorum of the General Assembly shall be attained if more than a half of all INTERGRAM members are present. To determine a quorum, the voting members attending the General



Assembly under clause 15 count as well. Members with an advisory capacity are disregarded when determining the quorum according to the previous sentences.

12. If the General Assembly does not have a quorum, the Executive Board or the person who convened the General Assembly may convene a substitute General Assembly on the spot, which may take place no earlier than 30 minutes after the moment for which the original General Assembly meeting was convened. The substitute General Assembly meeting must be convened no later than within fifteen days and must take place no later than within six weeks from the date for which the original General Assembly meeting was convened. The members must be informed on the possibility of convening a substitute General Assembly meeting in the invitation. All provisions set forth by these Articles in relation to the General Assembly shall apply mutatis mutandis to a substitute General Assembly meeting, and only matters included on the agenda of the previous meeting may be discussed at a substitute General Assembly meeting.

13. An INTERGRAM member has the right to authorize another person in writing to personally attend the General Assembly on his or her behalf at the place at which it is convened within the scope of such a member's membership rights. Each authorization must be verified by a notary or officially verified in some other manner and shall be valid for one particular General Assembly meeting or a substitute General Assembly meeting taking place as a direct consequence of the fact that the regular General Assembly meeting did not take place due to the non-existence of a quorum. The option to authorize another person shall not apply to the participation in a General Assembly meeting via electronic means under clause 15.

14. One person may accept an authorization under clause 13 from no more than 1 member.

15. Absent members may also participate in the discussion of the General Assembly through electronic means in order to exercise their rights relating to the INTERGRAM membership provided that, to that end, such members apply to INTERGRAM for a special access verification giving them an authorized access and enabling the exercise of their voting rights. The details are laid down in the General Assembly Rules of Procedure and Electoral Code.

16. Specific documents pertaining to the set items of the agenda of the General Assembly and designated for discussion by the General Assembly must be delivered to the Executive Board in writing no later than 60 days prior to the meeting of the General Assembly; documents received after such time shall not be taken into consideration.

16a. INTERGRAM is obligated to publish all materials designated for discussion at the General Assembly on the website for represented persons within a period of at least 21 days prior to its meeting.

17. The agenda of the General Assembly is prepared and approved by the Executive Board on the basis of its own proposals and the requirements and suggestions of the Control Commission members, the Director and the members or by the person convening the General Assembly. A proposed item of the General Assembly's agenda which is signed by a minimum of 150 members who are performers, one third of the members who are producers of phonograms, one third of members who are producers of audiovisual fixations or by the Control Commission or an item proposed by at least one third of the members of the Executive Board as a whole, one half of its members who are performers or by one half of its members who are producers (i.e. producers of phonograms and producers of audiovisual fixations together) shall be included on the General Assembly's agenda automatically.





18. No decisions may be made on items which are not included in the agenda; no change proposals on the discussed issues may be adopted.

19. The General Assembly shall adopt decisions by an absolute majority of the votes of the attending members-performers with a voting right as one group and by an absolute majority of the votes of the attending members-producers of phonograms and audiovisual fixations with a voting right as a second group. A member with a voting right who attends the General Assembly remotely in the manner defined in clause 15 shall also be regarded as present. The vote takes place in both the groups (performers as one group and producers of phonograms and audiovisual fixations as the other group) separately.

20. The adoption or change of the Articles, the Accounting Rules and the exclusion of an INTERGRAM member requires the votes of two thirds of the attending members-performers with a voting right as one group and two thirds of the votes of the attending members-producers of phonograms and audiovisual fixations with a voting right as a second group.

21. If an issue that is voted on concerns the interests of one group of members only, i.e. either performing artists or producers of phonograms and producers of audiovisual fixations, only this group may vote on the issue.

22. If an issue that is voted on concerns the interests of one group of producers only, i.e. either producers of phonograms or producers of audiovisual fixations, only this group of producers may vote on the issue.

23. A decision to dissolve or transform INTERGRAM requires the votes of three quarters of the attending performers as one group and the votes of three quarters of the attending producers of phonograms and audiovisual fixations as a second group.

24. The General Assembly in particular

- a) elects and removes the members of the Executive Board and the Control Commission, monitors the fulfillment of their duties during the performance of their offices and approves their remuneration and other benefits, if any. During the election of the members of the Executive Board and the Control Commission, the General Assembly ensures that the professions of the performers are evenly represented in the elected bodies. The type of right held or represented by the members of the elected bodies is considered during the election of producers of phonograms and producers of audiovisual fixations. The proportion of the representation of the producers of phonograms and the producers of audiovisual fixations in the Executive Board and the Control Commission, including the manner of election, is defined in Article 6 and Article 7 of the Articles of Association,
- b) decides on the manner of distributing
 - i. the income collected by INTERGRAM for the represented persons and the members, whether it be on the basis of an exclusive right or the right to remuneration under the Copyright Act, including the income obtained from the release of unjustified enrichment and the compensation of damage ("income from exercise of rights), and
 - ii. the income from the investment of the income from the exercise of rights,
- c) decides on the rules for the disposal of the income referred to in Section 99c (3) of the Copyright Act,
- d) decides on the investment strategy as regards the income from the exercise of rights and all income from the investment of the income from the exercise of rights,



- e) decides on the strategy regarding the deductions from the income from the exercise of rights and from the income from the investment of the income from the exercise of rights,
- f) decides on the use of the income referred to in Section 99c (7) of the Copyright Act,
- g) decides on the investment risk distribution procedures,
- h) decides on the approval of each acquisition, sale or pledging of real estate,
- i) approves the INTERGRAM's budget,
- j) decides on the approval of INTERGRAM transformations, the establishment of affiliated societies and other entities and the acquisition of interests or rights in other entities,
- k) decides on the approval of the proposals for the acceptance or provision of credits or loans or on the provision of a guarantee for a credit or loan,
- l) appoints and dismisses an auditor,
- m) approves the annual report including the profit or loss statement which constitutes a part thereof, and decides on issues related thereto,
- n) assesses the activity of other INTERGRAM bodies and that of their members,
- o) decides on the winding up of INTERGRAM with liquidation,
- p) approves a member co-opted under Article 4(7). If a co-opted member is not approved, the General Assembly must elect a new member,
- q) approves the exclusion of members,
- r) decides on the main principles for INTERGRAM's conclusion of collective contracts with the users of audiovisual fixations or their copies or, as the case may be, for the withdrawal from such contracts that have already been signed,
- s) approves the Accounting Rules and its changes and the Rules of Procedure and Electoral Code of the General Assembly
- t) approves other internal standards reserved by it,
- u) discusses the fulfillment of the tasks defined for the last period,
- v) discusses and approves reports on the activity of the Executive Board and the Control Commission,
- w) defines the tasks of INTERGRAM for the next period,
- x) decides on the adoption and change of the Articles of Association,
- y) decides on the secondary activity and its performance,
- z) approves the principles for the creation and use of funds,
- aa) approves establishment of membership

25. The General Assembly expresses its will in the form of a decision which is recorded in the minutes of the meeting.

Article 6 Executive Board

1. Is the highest body of INTERGRAM during the period between the meetings of the General Assembly.
2. The members of the Executive Board are elected by groups in a separate vote pursuant to Article 5(21) and (22).



3. The Executive Board has thirteen members. It consists of 6 members of the Executive Board representing performers and 7 members of the Executive Board representing producers.
4. The 6 members of the Executive Board representing the performers are elected such that an even representation of all the professions of performers is achieved. They are elected by the group of performers.
5. The 7 members of the Executive Board representing the producers are elected in the following proportion:
 - a) 6 representatives of the producers of phonograms, who are elected by the phonogram producers
 - b) 1 representative of the producers of audiovisual fixations, who is elected by the audiovisual fixation producers
6. The Chairman and the Vice-chairman of the Executive Board are elected by and from the members of the Executive Board, alternately from the group of performers and the group of producers. The Vice-chairman acts in all matters reserved for the Chairman during the latter's absence.
7. The members of the Executive Board are obligated to perform their offices in person and with the care of a proper manager. In the case of a member/legal person, the provisions of Article 4(13) are applicable.
8. The Executive Board
 - a) proposes the Articles of Association, the Accounting Rules and their changes,
 - b) submits a report on its activity to the General Assembly,
 - c) proposes a candidate for the position of INTERGRAM Director to the Control Commission,
 - d) proposes the removal of the Director of INTERGRAM from office to the Control Commission,
 - e) is liable to the General Assembly for its decisions,
 - f) decides on the exclusion of INTERGRAM members during the period between the meetings of the General Assembly; this decision shall be subject to additional approval by the General Assembly,
9. The Executive Board has a quorum if at least a half of its members from the category of performing artists and at least an absolute majority of its members from the category of producers are present at its meeting.
10. The Executive Board shall adopt decisions by an absolute majority of the votes of the attending members-performers as one group and by an absolute majority of the votes of the attending members-producers of phonograms and audiovisual fixations as a second group. The vote takes place in both the groups (performers as one group and producers of phonograms and audiovisual fixations as the other group) separately. In the event of a tied vote, a fresh vote is taken on the issue. If the fresh vote does not result in a decision on the issue due to equal votes, no resolution can be made on such issue.
- 10a. The Executive Board may adopt decisions out of its in-person meetings in the way of *per rollam* vote. Such vote is held remotely via electronic means, usually via e-mails. The procedure is as follows: the Director invites the members of the Executive Board to perform a *per rollam* vote



and specifies the proposal of what is to be decided. He also specifies a deadline for members to decide, which must not be shorter than 7 days. To adopt a decision in *per rollam* vote, at least half of the votes must agree and, at the same moment, at least half of all its members from the category of performing artists and at least an absolute majority of all its members from the category of producers must perform their vote. This procedure cannot be used when deciding on a matter according to the Article 6 paragraph 8, letters c) and d). The proposal must contain the wording of the decision and (if necessary) the corresponding documents or at least the instruction where to find those. Members of the Executive Board express their position in the vote in one of those wordings: "AGREE", "DISAGREE", "REFRAIN" and place it next to the proposal or next to the sub-proposal. Director informs members of the Executive Board on the outcome of the vote without further delay and ensures the preservation of the corresponding documents of the proposal.

11. If an issue that is voted on concerns the interests of one group of members only, i.e. either the performing artists or the producers, the decision on that issue shall be made by an absolute majority of the attending Executive Board members from that particular group.

12. At the start of the meeting, the Executive Board Chairman, or the Vice-chairman in the event of his or her absence, shall appoint the minutes clerk who shall draw up the minutes of the Executive Board's meeting and shall deliver it to all the members of the Executive Board and the Director in writing or by electronic means within 10 days from the end of the meeting.

13. The members of the Executive Board are obligated to keep all facts which they learn in connection with the performance of their office confidential.

14. The Executive Board meets 6 times a year, as a minimum.

15. Each member of the Executive Board may convene its meeting in a manner similar to that of the General Assembly convocation.

16. For the performance of their office, Executive Board members shall be entitled to remuneration in the amounts and at the payment dates determined by the General Assembly.

17. The Chairman together with the INTERGRAM Director shall sign all documents whose signature is reserved for the Executive Board by the Board's resolution.

Article 7 Control Commission

1. The members of the Control Commission are elected by the General Assembly.

2. The Control Commission has four members and consists of two representatives of the performing artists, one representative of the phonogram producers and one representative of the audiovisual fixation producers.

3. The members of the Control Commission are elected by the General Assembly in a separate vote by groups pursuant to Article 5(21).

4. The Control Commission Chairman is elected by and from the members of the Control Commission.





5. The Control Commission meets 4 times a year, as a minimum.
6. The Control Commission has a quorum if an absolute majority of all its members are present.
7. The Control Commission acts and adopts decisions by an absolute majority of the votes of the members present.
 - 7a. Control Commission may adopt decisions out of its in-person meetings in the way of *per rollam* vote. Such vote is held remotely via electronic means, usually via e-mails. The procedure is as follows: the Director invites the members of Control Commission to perform a *per rollam* vote and specifies the proposal of what is to be decided. He also specifies a deadline for members to decide, which must not to be shorter than 7 days. To adopt a decision in *per rollam* vote, three out of four votes must agree and at the same time all of four members of Control Commission have to perform their vote. This procedure cannot be used when deciding on a matter according to the Article 7 paragraph 8., letter b). The proposal must contain the wording of the decision and (if necessary) the corresponding documents or at least the instruction where to find those. Members of the Control Commission express their position in the vote in one of those wordings: "AGREE", "DISAGREE", "REFRAIN" and place it next to the proposal or next to the sub-proposal. Director informs members of Control Commission on the outcome of the vote without further delay and ensures the preservation of the corresponding documents of the proposal.
8. The Control Commission
 - a) supervises the activity of and reviews the fulfillment of duties by the members of the Executive Board and by the Director, including the review of the decision-making practice of the General Assembly,
 - b) appoints and removes the Director from office based on the Executive Board's proposition,
 - c) reviews the management of finances and compliance with these Articles,
 - d) reviews the implementation of the decisions made by INTERGRAM bodies,
 - e) proposes measures, or more precisely the remedies to remove identified defects, to all INTERGRAM bodies.
9. The Control Commission members have the right to attend the meetings of the Executive Board in an advisory capacity.
10. Within the scope of the Control Commission's capacity, its members may inspect documents and request explanations on the individual issues from the members of other bodies or from INTERGRAM employees.
11. The Control Commission submits a report on its activity to the General Assembly.
12. At the start of the meeting, the Control Commission Chairman shall appoint the minutes clerk who shall draw up the minutes of the Control Commission's meeting and shall deliver it to all the members of the Control Commission in writing or by electronic means within 30 days from the end of the meeting.
13. The members of the Control Commission are obligated to keep all facts which they learn in connection with the performance of their office confidential.
14. Each member of the Control Commission may convene its meeting in a manner similar to that of the General Assembly convocation.



15. For the performance of their office, Control Commission members shall be entitled to remuneration in the amounts and at the payment dates determined by the General Assembly.

Article 8 Director

1. The Director is the statutory representative of INTERGRAM who provides for the implementation of the decisions made by the General Assembly, the Executive Board and the Control Commission.
2. The Director is appointed and removed from office by the Control Commission based on the Executive Board's proposal.
3. The Director in particular
 - a) represents INTERGRAM externally,
 - b) ensures that all the activity of INTERGRAM complies with these Articles, the decisions of the General Assembly and the decisions of the Executive Board,
 - c) manages the finances and the administrative activities of INTERGRAM,
 - d) hires and dismisses INTERGRAM employees and determines their salaries and bonuses,
 - e) negotiates and signs contracts with users and foreign contracts with partner collective managers,
 - f) signs contracts on the representation of rights protected by copyright,
 - g) has the power of signature to INTERGRAM bank accounts,
 - h) once per year, he or she prepares the INTERGRAM management and activity report for the meeting of the General Assembly,
 - ch) attends the meetings of the General Assembly, the Executive Board and the Control Commission, and
 - i) after an approval by the General Assembly, he or she issues basic INTERGRAM regulations, which include in particular the Articles of Association and the Accounting Rules; these basic regulations are co-signed by the Chairman of the Executive Board,
 - j) after discussed and approved by the Executive Committee, he or she issues payment tariffs which are co-signed by the Chairman of the Executive Board,
 - k) signs other documents expressing the will and the decisions of the General Assembly, the Executive Board and the Control Commission in order to ensure INTERGRAM's continual activity. In cases reserved by the Executive Board's resolution, a co-signature of the Executive Board's Chairman is necessary,
 - l) has the authority to sign documents; in cases where the Director is authorized to sign independently, he or she may delegate this authority to an INTERGRAM employee pursuant to the signature rules,
 - m) issues other internal documents of INTERGRAM in the form of Director's orders,
 - n) issues other documents providing for matters whose regulation is required by legal regulations and which are not reserved for other INTERGRAM bodies.

Article 9 Management





1. INTERGRAM represents the holders of rights by its name and on their account. The collective management of the rights is performed as a non-profit activity.
2. To cover effective expenditures, in particular the following sources of financial means are used:
 - a. an administrative cost deduction on the income collected by INTERGRAM from collective management; the amount of the deduction is determined by the General Assembly if not prescribed by a legal regulation,
 - b. revenue from the management of the funds collected by INTERGRAM in line with its mission and managed with the care of a proper manager in compliance with the Accounting Rules and the legal regulations on the collective management of the rights of performing artists and the producers of phonograms and audiovisual fixations.
3. The resources obtained under the previous clause are used by INTERGRAM to cover the costs of the activities ensuing from its mission in accordance with the approved budget.
4. INTERGRAM may create funds that serve purposes which are in line with basic mission of INTERGRAM. The principles of creating and using the funds are subject to approval by the General Assembly.
5. The accounting of the payments to performers and producers of phonograms and audiovisual fixations is carried out by INTERGRAM according to the approved accounting principles at least 1 time per year and no than within 9 months from the end of the accounting period in which this income was collected, unless this is impossible for objective reasons.
6. Within the scope of its authority, INTERGRAM bodies shall be responsible for asset management and the handling of the entrusted finances.
7. INTERGRAM members shall not be liable for INTERGRAM debts.



Article 10 Complaint Procedure

1. Each member or each represented person, as well as a collective manager, may submit a written complaint to INTERGRAM, in particular in connection with the authorization for collective management, the termination of such an authorization, the termination of a collective management contract or the withdrawal of only certain authorizations, the membership requirements, the collection of payments, deductions and the distribution of profits from the exercise of rights.
2. INTERGRAM is obligated to handle a duly submitted complaint in writing (this includes electronic means) without undue delay. If a complaint is dismissed, INTERGRAM must state the reasons for the dismissal. Details are set out in the Claims Rules which comprise Annex No. 1 to the Articles of Association.

Article 11 Final Provisions

1. The relationships between bodies, their authority and capacity as well as the rights and duties of INTERGRAM members arising from their membership acquired under the previous Articles shall be governed by the present Articles of Association as of the effective date of the present Articles of Association.
2. The INTERGRAM memberships and the memberships in the individual bodies of INTERGRAM acquired prior to the validity and effectiveness of the present Articles of Association continue to exist and shall be further governed by the present Articles of Association.
3. The professional organizations and trade unions of performing artists which are the founders of INTERGRAM continue to be INTERGRAM members. The level of membership of the members mentioned in this clause shall be governed by the present Articles of Association, with the exception of the cases mentioned below in clause 5.
4. A member with an advisory capacity membership acquired before the adoption of the present Articles shall become a member with the voting right under these Articles if such a member's income collected by INTERGRAM for 2015 or 2016 exceeds CZK 5,000 in the case of a performing artist, CZK 100,000 in the case of a producer of phonograms and CZK 50,000 in the case of a producer of audiovisual fixations. If this level of income is not achieved in either of these years, the level of membership shall be subject to Article 3(8) of these Articles of Association.

In Prague on 16 June 2021

Tomáš Turek
Chairman of the INTERGRAM Executive Board

JUDr. Ludvík Bohman
Director of INTERGRAM