

**THE STATUTES  
OF THE SOCIETY OF AUTHORS ZAiKS**

**Chapter I  
General provisions**

**§ 1**

1. The Society of Authors ZAiKS (hereinafter referred to as the “Society”), which has been protecting the works of Polish and foreign authors since 1918, brings together in Sections established within the Society authors from different areas of creative activity and music publishers who hold economic rights, and who fulfil the requirements of membership, specified in these Statutes.
2. The Society may use the abbreviated name “ZAiKS”.
3. The Society is a legal person that operates on the basis of the Associations Act, the Act on the Collective Management of Copyrights and Related Rights, the Act on Copyright and Related Rights and other legal provisions.
4. The Society operates in the territory of the Republic of Poland and the territories of other countries.
5. The registered office of the Society is located in the Capital City of Warsaw.
6. The Society may conduct business activity. The income from the Society’s business activity shall serve the achievement of its statutory objectives.
7. The Society may establish foundations, create subsidiaries and be a member of national and international organizations.
8. The Society may establish internal organizational units that will serve the implementation of statutory objectives.

**Chapter II**

**The Society’s objectives and means of achieving them**

**§ 2**

The Society pursues the following objectives:

- 1) the collective management of economic rights of authors;
- 2) the protection of copyrights and the representation of authors’ interests;
- 3) the development and dissemination of creative works and Polish culture, and the strengthening of its position in world culture, particularly European;
- 4) improvement of copyright;
- 5) conducting social activity for the benefit of authors;
- 6) conducting cultural and educational activity;
- 7) developing rules of ethics and professional solidarity;
- 8) integrating creative circles and creating conditions for intergenerational dialogue.

### § 3

1. The collective management of copyrights, which constitutes the primary objective of the Society's activity, is accomplished through:
  - 1) collection, distribution and payment of revenues from rights,
  - 2) monitoring and controlling the use of works;
  - 3) pursuing copyright protection in court and out of court;
  - 4) conducting cultural, social and educational activity;
  - 5) exercising other rights and performing duties set out in the Act on the Collective Management of Copyrights and Related Rights and the Act on Copyright and Related Rights.
1. The remaining objectives of the Society are implemented in particular through:
  - 1) undertaking and supporting initiatives in order to increase the efficiency of copyright protection;
  - 2) taking a stand and proposing legal solutions in relevant matters of culture, important for creative circles;
  - 3) organizing and participating in meetings and conferences which have as their subject matter the development and dissemination of creative works and the protection of copyright ;
  - 4) organizing and participating in events that promote creative works, especially of Polish origin;
  - 5) cooperation with national and international organizations for the protection of copyright and related rights, including organizations that carry out the collective management of copyrights or related rights, and organizations and trade unions of authors;
  - 6) cooperation with state bodies, national and local government bodies with regard to the implementation of the Society's objectives;
  - 7) supporting authors in their creative work through initiating and conducting social activity, including the operation of Houses of Creative Work;
  - 8) setting up special funds for the purpose of developing, protecting and promoting creative activity, and the social care of authors;
  - 9) pursuing the protection of copyright in precedential cases beyond the extent of collective management for the benefit of authors — members of the Society;
  - 10) conducting informational and promotional activity related to creative work, copyright, the collective management of copyrights, and the implementation of other statutory objectives of the Society;
  - 11) organizing different forms of social activity for members of the Society.
2. The Society pursues its objectives to the extent of available means, and the will and needs of creative circles.

## **The collective management of copyrights**

### **§ 4**

1. The collective management of copyrights by the Society consists in exercising copyrights for the collective benefit of rightsholders within the scope of the permit granted by the minister competent for culture and the protection of national heritage on the basis of:
  - 1) the agreement on the collective management of copyrights;
  - 2) the representation agreement concluded with another collective management organization or a foreign collective management organization;
  - 3) the Act on Copyright and Related Rights and the Act on the Collective Management of Copyrights and Related Rights;
  - 4) the Act – Civil code with regard to acts undertaken by the Society under *negotiorum gestio* (management of the affairs of another without mandate).
2. The Society treats equally all those whose copyrights it collectively manages, regardless of the legal basis for the collective management.
3. The object of the agreement on collective management is the assignment to the Society of rights concerning types of works, fields of exploitation and territories specified in the agreement. The terms of the collective management agreement and the procedure of its conclusion are determined by the Management Board of the Society.

## **Chapter III**

### **Membership with the Society, rights and obligations of the Society's members**

#### **Acquisition and loss of membership with the Society**

### **§ 5**

1. Membership with the Society is open to any person whose creative works are subject to copyright, regardless of this person's citizenship and place of residence, and to any music publisher whose place of residence or registered office is situated in the territory of a member state of the European Union or a member state of the European Free Trade Association (EFTA) — parties to the agreement on the European Economic Area – who individually or through other entities do not conduct and have not conducted, within the last three years prior to the submission of the application for membership, activity contrary to the objectives or interests of the Society, and who fulfill the requirements of membership specified in the Statutes.
2. A music publisher, within the meaning of the Statutes, is a natural or legal person, or an organizational entity granted legal capacity by means of statute, which holds economic rights in musical works, textual and musical works, and textual works on the basis of appropriate agreements, who in its own name conducts publishing activity, as one of the main areas of its activity, which involves in particular exercising rights to musical works, textual and musical works, and textual works, and representing the

interests of rightsholders, and who receives in exchange an agreed part of the revenues from rights.

3. The members of the Society comprise:
  - 1) extraordinary members;
  - 2) ordinary members.
4. The Society may award the title of honorary member.

## § 6

1. The following may become an extraordinary member of the Society:
  - 1) an author who fulfils the requirements set out in § 5 point 1, who submitted the declaration of membership supported by a written evaluation of the Management Board of the appropriate Section confirming the fulfilment of the statutory membership requirements;
  - 2) a music publisher who fulfils the requirements set out in § 5 points 1 and 2, who submitted the declaration of membership, supported by a written evaluation of the Management Board of the Section of music publishers confirming the fulfilment of the statutory membership requirements, who concluded an agreement for the collective management of copyrights with the Society, and accepted the Society's rules pertaining to the distribution of revenues from rights to works for their dissemination on individual fields of exploitation between the music publisher and copyright holder, whose rights are managed by the Society on the basis of an agreement for collective management.
2. Membership is acquired on the basis of a resolution of the Management Board of the Society passed within 60 days from the date the application was received, effective as of the date on which the entity applying for membership was served with the notification of admission as an extraordinary member of the Society.
3. A resolution of the Management Board of the Society refusing the grant of extraordinary membership is subject to appeal before the Council of the Society within 30 days from the date on which the applicant received the resolution in writing with a detailed justification.
4. Ordinary membership is available to an extraordinary member after 2 years of membership with the Society.
5. The resolution on the award of ordinary membership shall be adopted by the Management Board of the Society within 30 days from the date of receipt of the application of the entity concerned, supported by a written evaluation of the Management Board of the appropriate Section confirming the fulfilment of the statutory requirements of membership.
6. The Management Board of the Society may shorten the time of membership specified in point 4 upon a written, justified request of the Management Board of the appropriate Section, or the request of the entity concerned supported by the Management Board of the appropriate Section of the Society.

7. The resolution of the Management Board of the Society concerning the award of ordinary membership shall be effective as of the date on which the extraordinary member concerned was served with the notification.
8. A resolution of the Management Board of the Society refusing the grant of ordinary membership is subject to appeal before the Council of the Society within 30 days from the date on which the extraordinary member concerned received the resolution in writing with a detailed justification.
9. The title of honorary member may be awarded to a person with outstanding creative achievements or special contributions in the field of culture and art, and a person of particular merit for the Society.
10. The title of the honorary member is awarded by the Council of the Society.

### **§ 7**

Membership with the Society expires in the following cases:

- 1) resignation;
- 2) removal from the list of members;
- 3) exclusion;
- 4) death;
- 5) removal of a music publisher from the register of entrepreneurs of the National Court Register (KRS) or the Central Register and Information on Economic Activity (CEIDG), or any other relevant register kept in the country of residence or the location of the registered office.

### **§ 8**

1. Resignation from the Society takes place through the submission to the Management Board of the Society of a declaration that has to be in writing to be valid.
2. The expiry of membership due to resignation takes effect on the day of receipt of the declaration by the Management Board of the Society.

### **§ 9**

1. Removal from the list of members takes place by means of a resolution of the Management Board of the Society in the case of a loss of capacity to be a member or arrears in the payment of membership fees or other member contributions for a period of over twelve months despite two calls for payment.
2. The resolution of the Management Board of the Society concerning the removal from the list of members is subject to appeal before the Council of the Society within 30 days from the date on which the removed member received the resolution in writing with a detailed justification.

### **§ 10**

Exclusion takes place on the basis of a decision of the Arbitration Board or the resolution of the Council of the Society adopted upon completing the review of the appeal against the decision of the Arbitration Board.

## § 11

1. The expiry of membership with the Society does not affect the exercise of collective management of economic rights of the entity whose membership expired.
2. The entity whose membership has expired shall without delay cover all dues to the Society, if these cannot be paid from revenues from rights collected on his or her behalf. In the case of a member's death or the removal of a music publisher from the register of entrepreneurs of the National Court Register (KRS) or the Central Register and Information on Economic Activity (CEIDG), or any other relevant register kept in the country of residence or the place of establishment, these dues shall be covered from the revenues attributable to their legal heirs.

## § 12

1. The entity that has been excluded or removed from the list of the Society's members, may again apply for extraordinary membership not earlier than five years after the loss of membership.
2. If the removal from the list of the Society's members was the result of arrears in the payment of membership fees or other contributions to the Society, the Management Board of the Society, upon the request of the removed member, may restore his or her membership provided that all liabilities to the Society have been paid.

## § 13

The procedures concerning the acquisition and loss of membership with the Society shall be adopted by the Management Board of the Society.

### **The rights and obligations of the Society's members.**

#### **Voting rights and the right to stand for election**

## § 14

1. The Society's members shall enjoy the following rights:
  - 1) gathering in the Society's Sections, according to the pursued creative activity or in the Section of music publishers;
  - 2) voting and standing for election to the governing bodies of the Society, subject to § 15;
  - 3) benefitting from the help, social care and infrastructure of the Society, including the Houses of Creative Work, in accordance with the rules applied by the Society;
  - 4) making use of the benefits and forms of cultural and educational activity of the Society;
  - 5) putting forward initiatives and participating in the Society's activity, especially for the purpose of its development, improving the structures and supporting authors, and promoting creative works and Polish culture.

2. The Society's members have a duty to:
  - 1) comply with the Statutes, regulations and resolutions of the Society's governing bodies;
  - 2) comply with the rules of ethics and social conduct;
  - 3) participate in the Society's activity, especially in the General Meetings of Section Members and other bodies, in accordance with the rules they apply;
  - 4) regularly pay membership fees and other contributions for the benefit of the Society, as specified by the Society's governing bodies;
  - 5) refrain from all activities contrary to the objectives or interests of the Society;
  - 6) comply with the provisions of the agreement on the collective management of copyrights — this applies to the members who concluded this type of agreement with the Society.
3. Every member of the Society is entitled to one vote, without prejudice to the provisions of § 31 points 4 and 5, and § 42 point 2.
4. A music publisher shall exercise his membership rights personally, and in the case of music publishers who are legal persons or organizational entities granted legal capacity by means of statute, through a person specified in writing who is a partner, shareholder, member of a governing body, employee, or representative of the music publisher acting on the basis of a different legal relationship, subject to the provisions of § 36. A person thus specified may exercise membership rights on behalf of only one music publisher.

## § 15

1. The rights to vote and stand for election to all the governing bodies of the Society and the Management Boards of Sections may only be exercised by ordinary members, without prejudice to points 3-5.
2. Extraordinary members may exercise voting rights to all the governing bodies of the Society and the Management Boards of Sections, and have a right to be elected to the Assembly of Delegates.
3. In order to be an eligible candidate for the Management Board of the Society and for the Auditing Committee, a person has to have been an ordinary member for three years since the day ordinary membership was granted to them.
4. In order to be an eligible candidate for the position of the Chairperson of the Management Board of the Society, a person has to be an author who has been an ordinary member of the Society for at least five years. The Assembly of Delegates may, by way of a resolution passed by a majority of 2/3 of the votes in the presence of at least 2/3 of the total number of delegates, grant approval to propose the candidature for the Chairperson of the Management Board of the Society to an outstanding author whose membership with the Society has been shorter than five years.
5. In order to be an eligible candidate for the Arbitration Board, a person has to have been an ordinary member for at least five years, and during this time has not been sanctioned with exclusion from the Society or any of the penalties mentioned in § 51 points 1) - 3).

## **Chapter IV**

### **The Sections of the Society**

#### **§ 16**

1. Authors may belong to different Sections of the Society, according to the type of creative work pursued by them, whereas an author who is at the same time a music publisher may also belong to the Section of music publishers.
2. Music publishers belong to the Section of music publishers.
3. An author who belongs to at least two Sections is obliged, within the time limit set out in § 31 point 3, submit to the Management Board of the Society a declaration, which requires the written form to be valid, indicating the Section in which he or she will exercise voting rights in a given term of office.

#### **§ 17**

The governing bodies of a Section comprise:

- 1) the General Meeting of Section Members
- 2) the Management Board of the Section.

#### **§ 18**

The General Meeting of Members of a given Section comprises ordinary and extraordinary members.

#### **§ 19**

The General Meeting of Members of each Section is responsible for:

- 1) electing five members of the Management Board of the Section;
- 2) electing one member of the Council of the Society;
- 3) electing one member of the Arbitration Board;
- 4) reviewing reports of the Management Board of the Section;
- 5) electing delegates to the Assembly of Delegates;
- 6) choosing candidates to the Management Board of the Society and to the Auditing Committee from among the members of this Section, whereas the General Meeting of Members of a Section with over 500 ordinary members exercising their voting rights therein and the General Meeting of Members of the Section of music publishers - each chooses four candidates to the Management Board of the Society, and the General Meetings of Members of the remaining Sections – each chooses two candidates for the Management Board of the Society and for the Auditing Committee;
- 7) reviewing reports of the delegates to the Assembly of Delegates.

#### **§ 20**

1. The election General Meeting of Members of a Section is convened every 4 years, at least 4 weeks before the date of the Assembly of Delegates, or in connection with the expiry of a mandate of a member of the Council of the Society, a member of the

Arbitration Board, a delegate to the Assembly of Delegates, or a member of the Management Board of a Section, who has been elected in a given Section, for supplementary elections.

2. The regulations of the election General Meeting of Section Members shall be adopted by the Management Board of the Society.
3. The election General Meeting of Members of a Section elects, for a 4-year term, delegates to Assembly of Delegates, in accordance with § 31 point 3.
4. If as a result of the elections not all delegate mandates have been filled, the Management Board of the Section orders supplementary elections.
5. The elections take place by secret ballot and by a simple majority.
6. Voting for a member who is not present during the General Meeting of Section Members may only occur with her or his prior agreement to stand for election, which must be in writing to be valid.
7. The members of the Management Boards of Sections are at the same time the Section's delegates to the Assembly of Delegates.
8. The mandates of the members of the Management Board of a Section expire upon the election of a new Management Board of the Section.

#### **§ 21**

The General Meeting of Section Members concerning reporting and information matters takes place at least once a year.

#### **§ 22**

The General Meeting of Section Members is convened by the Management Board of a Section:

- 1) on its own initiative;
- 2) upon the request of the Management Board of the Society;
- 3) upon the written request of at least 1/5 of the total number of Section members who exercise their voting rights therein.

#### **§ 23**

The Management Board of a Section chooses from among its members a Chairperson, a Deputy Chairperson and a Secretary.

#### **§ 24**

The Management Board of a Section is responsible for:

- 1) managing the current activities of the Section;
- 2) convening the General Meeting of Section Members;
- 3) implementing the resolutions of the Society's governing bodies;
- 4) ensuring the implementation of the resolutions of the General Meeting of Section Members;
- 5) preparing proposals and recommendations for the Society's governing bodies;

- 6) presenting the Management Board of the Society with candidates for the Distribution Committee;
- 7) preparing a written evaluation concerning the fulfilment of the statutory membership requirements by entities applying for extraordinary and ordinary membership with the Society.

## **Chapter V**

### **The governing bodies of the Society**

#### **§ 25**

The governing bodies of the Society comprise:

- 1) the Assembly of Delegates;
- 2) the Management Board of the Society;
- 3) the Auditing Committee;
- 4) the Council of the Society;
- 5) the Arbitration Board.

#### **§ 26**

1. The term of office of the governing bodies of the Society is 4 years, whereas the mandates of the retiring members are valid until the new governing bodies are installed.
2. The mandate of a member of the Society's governing bodies expires before the end of the term of office in one of the following cases:
  - 1) resignation from the function held in the governing bodies of the Society;
  - 2) dismissal from the function held in the governing bodies of the Society;
  - 3) the valid imposition of a penalty set out in § 51 point 1)-3) – with regard to a member of the Arbitration Board;
  - 4) the expiry of membership with the Society.
3. In the event that a mandate of a delegate to the Assembly of Delegates, a mandate of a member of the Council of the Society, a mandate of a member of the Arbitration Board, or a mandate of a member of the Management Board of a Section expires during the course of the term, the vacancy shall be filled until the end of that term of office by the person who obtained the second highest number of votes during the voting at the election General Meeting of Members of the Section of the member whose mandate expired. If there is no such person, a supplementary election is held during a General Meeting of Members of a given Section, convened specifically for this purpose. Until the supplementary election takes place, the Assembly of Delegates, the Council of the Society, the Arbitration Board and the Management Board of the Section shall function with a reduced composition.
4. In the event that a mandate of a member of the Management Board of the Society expires during the course of the term, the vacancy shall be filled until the end of that term of office by a person who obtained the second highest number of votes from among the candidates put forward by a given Section. If there is no such person, a supplementary election is held during the next Assembly of Delegates. Until the

supplementary election takes place, the Management Board of the Society shall act with a reduced composition.

5. In the event that a mandate of a member of the Auditing Committee expires during the course of the term, the vacancy shall be filled until the end of that term of office by a person who obtained the second highest number of votes in the elections for members of the Auditing Committee. If there is no such person, a supplementary election is held during the next Assembly of Delegates. Until the supplementary election takes place, the Auditing Committee shall act with a reduced composition.
6. In the event that the mandate of the Chairperson of the Management Board of the Society expires during the course of the term, until the election of a new Chairperson takes place during the next Assembly of Delegates, his or her duties shall be taken over by one of the Deputies, chosen by the Management Board of the Society. Until a new Chairperson is elected, the Management Board of the Society shall act with a reduced composition.
7. The mandate of a member of the Society's governing bodies is suspended during the course of the term of office in the following cases:
  - 1) suspension of membership rights is declared by the Arbitration Board on the basis of § 51 or 52, during the course of the proceedings;
  - 2) a request is made by the minister competent for culture and the protection of national heritage to dismiss a member of the Management Board of the Society or of the Auditing Committee on the basis of the provisions of the Act on Collective Management of Copyrights and Related Rights, from the day of receipt until the day it has been reviewed;
  - 3) the termination by a music publisher — member of a governing body of the Society — of the agreement on the collective management of copyrights with regard to the entirety of the rights assigned for collective management — from the day the notice of termination has been submitted.
8. If a member of a given governing body of the Society is suspended, the body shall act with a reduced composition.

## § 27

1. The resolutions of governing bodies of the Society are adopted by a simple majority in the presence of at least half of the total number of members of a given governing body, unless provided otherwise in the Statutes.
2. The election of the members of the Management Board of the Society and of the Auditing Committee takes place by secret ballot and by a simple majority, in the presence of at least half of the total number of delegates, without prejudice to the provisions of points 3 and 4.
3. The election of the Chairperson of the Management Board of the Society requires an absolute majority of votes cast in the presence of at least half of the total number of delegates.

4. If during the first vote none of the candidates for the Chairperson of the Management Board of the Society obtains the required number of votes, the second voting takes place for the two candidates who have received the highest number of votes during the first vote, whereas during the second voting the Chairperson of the Management Board of the Society is elected by simple majority.
5. Voting for a member who is not present during the Assembly of Delegates may occur with his or her prior consent to stand for election, which has to be in writing to be valid.

### **§ 28**

1. The dismissal of the Chairperson of the Management Board of the Society takes place by resolution of the Assembly of Delegates adopted by an absolute majority of votes in the presence of at least a half of the total number of delegates.
2. The dismissal of a member of the Management Board of the Society or of the Auditing Committee takes place by resolution of the Assembly of Delegates, and for a member of the Council of the Society, member of the Arbitration Board, or member of the Management Board of a Section the dismissal takes place by resolution of the General Meeting of Section Members.
3. The motion for the dismissal of a member of the Society's governing bodies may be submitted by the Management Board of the Society, the Auditing Committee or a group of at least 1/10 of the total number of members of the Society.

### **§ 29**

One may be a member of only one governing body of the Society or a member of one Management Board of a Section. This does not apply to the Assembly of Delegates.

### **§ 30**

1. Members of the Society may not be employees of the Office of the Society.
2. The Chairperson of the Management Board of the Society, members of the Management Board of the Society and members of the Auditing Committee may be eligible for remuneration and other types of pecuniary and non-pecuniary benefits for the functions performed, as specified by the Assembly of Delegates.
3. Members of the governing bodies of the Society and members of committees appointed in the Society may be eligible for compensation for the participation in the work of the Society's governing bodies or committees, as specified by the Management Board of the Society. Members of the Management Board of the Society and of the Auditing Committee, who are eligible for remuneration specified by the Assembly of Delegates, may be eligible for compensation only if their participation in the works of other governing bodies and committees does not come within the scope of their responsibilities as members of the Management Board of the Society or members of the Auditing Committee.

## **The Assembly of Delegates**

### **§ 31**

1. The Assembly of Delegates constitutes the highest governing body of the Society.
2. The Assembly of Delegates is composed of members of the Management Boards of Sections and delegates elected during election General Meetings of Section Members — in total amounting to at least 200 delegates.
3. The number of delegates from a given Section is determined in proportion to the number of members of the Section exercising their voting rights therein, as established by the Management Board of the Society 3 months in advance before the scheduled date of the Assembly of Delegates. The proportion, established for each category of copyright holders – authors and music publishers is as follows: one delegate for every ten members of a Section that associates authors, and one delegate for every five members of the Section of music publishers, whereas one mandate will be allocated for each ten members (and/or fraction thereof) or respectively five members (and/or fraction thereof).
4. The delegates representing the Section of music publishers during an Assembly of Delegates are entitled to 1/5 of all the votes of delegates present at a given Assembly of Delegates. However, one delegate from the Section of music publishers cannot exercise more than 1/5 of the votes held by the delegates of this Section during a given Assembly of Delegates.
5. The number of votes held by one delegate of the Section of music publishers, which constitutes a whole number, is determined in such a way that 1/5 of all the votes of delegates present at a given Assembly of Delegates is divided by the number of delegates of the Section of music publishers present and represented during a given Assembly of Delegates. If the established number of votes is not a whole number, it is rounded down and it cannot be lower than one.
6. The number of votes held by a delegate of the Section of music publishers is determined by the Mandate Committee during each Assembly of Delegates, and remains unchanged for the duration of an Assembly of Delegates. A delegate of the Section of music publishers is entitled to one seat in the Mandate Committee.

### **§ 32**

1. The Assembly of Delegates is convened by the Management Board of the Society at least once a year, not later than 6 months prior to the balance sheet date.
2. The meetings of the Assembly of Delegates shall have as subject especially:
  - 1) the review and approval of the report of the Society's operations for the preceding financial year;
  - 2) granting exoneration to the Management Board of the Society and the Auditing Committee for the performance of their duties;
  - 3) the choice of the expert auditor to assess the financial statements of the Society and the financial data to the extent required by legal provisions in force.

3. The Assembly of Delegates every four years elects members of the Management Board of the Society, its Chairperson, and members of the Auditing Committee.
4. In the event that none of the candidates of a given Section for a member of the Management Board of the Society or of the Auditing Committee is elected, the delegates propose candidates for the Management Board of the Society or for the Auditing Committee from among the delegates that are members of this Section.
5. The candidate for the Chairperson of the Management Board of the Society, and candidate for a member of the Management Board of the Society and for a member of the Auditing Committee provides the Assembly of Delegates with the declaration required by the Act on the Collective Management of Copyrights and Related Rights before the election.
6. The Chairperson of the Management Board of the Society, members of the Management Board of the Society, and members of the Auditing Committee, and the person responsible for carrying out collective management in the Society during the first Assembly of Delegates submit the declaration required by the Act on the Collective Management of Copyrights and Related Rights.
7. The standard forms of the declarations mentioned in points 5 and 6 shall be adopted by the Management Board of the Society.

### **§ 33**

1. The Management Board of the Society on its own initiative, upon the request of the Auditing Committee or the request of 1/5 of the total number of members of the Society adopts a resolution on convening an Extraordinary Assembly of Delegates scheduling its date. The Extraordinary Assembly of Delegates may not take place later than within two months after the receipt of the request.
2. The Management Board of the Society does not convene an Extraordinary Assembly of Delegates if its date, scheduled in accordance with point 1, were to fall on a later day than 2 months before the annual Assembly of Delegates.

### **§ 34**

Notifications about the Assembly of Delegates shall be sent out in writing or by electronic means of communication 14 days before the scheduled date of the Assembly of Delegates, indicating the place, date and time of its commencement together with a proposed agenda.

### **§ 35**

The Chairperson of the Management Board of the Society shall open the Assembly of Delegates.

### **§ 36**

1. A delegate may grant to another delegate who is a member of the same section a power of attorney to participate and exercise the right to vote during the next Assembly of Delegates. One proxy may represent no more than one delegate.

2. In order to be valid, the power of attorney shall be granted in writing on a standard form determined by the Management Board of the Society and delivered to the Chairperson of the Assembly of Delegates before the beginning of the meeting. The power of attorney is attached to the minutes of the Assembly of Delegates.
3. The power of attorney may not be granted to a member of the Management Board of the Society or of the Auditing Committee.

### **§ 37**

1. A delegate taking part in the Assembly of Delegates may be advised by one person who is not a member of the Society (advisor).
2. The advisor shall submit a declaration of no conflict of interest with regard to the Society no later than 7 days before the scheduled date of the Assembly of Delegates.
3. The advisor does not participate in the Assembly of Delegates. The delegate may ask the advisor's advice only outside the meeting room in a way that does not interfere with the meeting's course.

### **§ 38**

The detailed rules on seeking the aid of advisors and the participation of proxies in the Assembly of Delegates shall be specified in the regulations of the Assembly of Delegates.

### **§ 39**

1. A resolution of the Assembly of Delegates is required:
  - 1) to amend the Statutes of the Society;
  - 2) to elect and dismiss the Chairperson of the Management Board of the Society, members of the Management Board of the Society and of the Auditing Committee;
  - 3) to establish, join and dissolve Sections of the Society;
  - 4) to specify the rules and levels of remuneration and other pecuniary and non-pecuniary benefits for the functions performed as the Chairperson of the Management Board of the Society, members of the Management Board of the Society and of the Auditing Committee;
  - 5) to review and approve the report of the Society's operations for the preceding financial year;
  - 6) to establish the rules for managing the assets of the Society;
  - 7) to grant exoneration to the Management Board of the Society and the Auditing Committee for the performance of their duties;
  - 8) to choose the expert auditor to assess the financial statements of the Society and the financial data to the extent required by the legal provisions in force;
  - 9) to approve the report on the operations of the Council of the Society and the Arbitration Board;
  - 10) to specify the level of membership fees and other member contributions on the basis of a request made by the Council of the Society;

- 11) to have the Society make a request for the grant of a permit for the collective management of copyrights and to specify the extent of this request;
  - 12) to create and dissolve special funds for purposes related to development of creative activity, its protection and popularization;
  - 13) to approve the distribution rules;
  - 14) to approve regulations on the rules for making deductions from copyright revenues for social, cultural, and educational activity;
  - 15) to approve the regulations on investment;
  - 16) to approve the regulations on conducting social, cultural, or educational activity;
  - 17) to approve the regulations on the rules and procedures for handling complaints concerning the membership with the Society or the exercise of collective management of copyrights by the Society;
  - 18) to approve the risk management strategy;
  - 19) to purchase and sell real properties, rights of perpetual usufruct, shares in real properties and shares in rights of perpetual usufruct, and to establish limited property rights thereon;
  - 20) to grant and contract a loan or take an investment credit, and to establish collaterals to repay the loan or investment credit;
  - 21) to establish subsidiaries subordinate to the Society due to the possibility of appointing and dismissing the majority of the members of the subordinate entity's decision-making bodies, of governing the subsidiary or controlling the subsidiary's activity, of holding the majority of votes in the subsidiary's bodies, or exercising a decisive influence on the activity of the subsidiary;
  - 22) to purchase by the Society of an enterprise or its organized part, stocks or shares;
  - 23) 23) to grant approval for obtaining membership by the Society in another legal person;
  - 24) to undertake business activity by the Society and to determine its type and legal form;
  - 25) to establish a foundation;
  - 26) to establish internal organizational units serving as a means of accomplishing statutory objectives;
  - 27) to dissolve the Society and to decide about the use of the Society's assets, in accordance with § 59 points 2 and 3;
  - 28) to approve the regulations of the Auditing Committee;
  - 29) to approve the regulations of the Assembly of Delegates.
2. The right to vote in matters specified in point 1 numbers 12)-15) is reserved exclusively to delegates who have concluded an agreement for the collective management of copyrights with the Society.
  3. The adoption of a resolution in the matter specified in point 1 number 3) requires a majority of 2/3 of the votes in the presence of at least 2/3 of the total number of delegates.

4. Resolutions in matters specified in point 1 numbers 1), 6), 11), 13), 18) to 26) may be adopted by the Assembly of Delegates after taking note of the opinion of the Council of the Society.
5. If the opinion of the Council of the Society in matters specified in point 1 numbers 6) and 18) to 24) and 26) is negative, the resolution of the Assembly of Delegates shall be adopted by an absolute majority of votes cast.

### **The Management Board of the Society**

#### **§ 40**

1. The Management Board of the Society comprises the following persons elected by the Assembly of Delegates: the Chairperson of the Management Board of the Society and its members, whereas the Section associating over 500 ordinary members and the Section of music publishers are each entitled to two seats in the Management Board of the Society, while the other Sections are entitled to one.
2. The Management Board of the Society chooses from among its members a Chairperson, two Deputy Chairpersons, a Treasurer and a Secretary.
3. The activity of the Management Board of the Society is directed by the Chairperson.
4. The Chairperson and the Deputy Chairperson of the Management Board of the Society may respectively use the titles President and Vice-President of the Management Board of the Society.

#### **§ 41**

1. The Management Board manages the affairs of the Society and represents the Society as set out in § 43.
2. The Management Board is responsible for:
  - 1) engaging in any activity intended to accomplish the objectives of the Society and implement the resolutions of the Assembly of Delegates;
  - 2) managing the funds and assets of the Society;
  - 3) establishing the guidelines for the Council of the Society concerning the expenditure of financial resources intended for conducting social, cultural and educational activity in accordance with the rules laid down by the Assembly of Delegates;
  - 4) the implementation of the resolutions of the Assembly of Delegates concerning the conduct of business activity by the Society and taking all decisions in connection with this business activity;
  - 5) preparing the annual report of the Society's operations and the financial statement;
  - 6) establishing the rules for granting and determining the level of remuneration for members of the Council of the Society and of the Arbitration Board, and members of committees and other groups appointed within the Society for participation in their work;
  - 7) establishing the rules for and the implementation of the Society's information and promotion policy;

- 8) cooperation with state bodies, national and local government bodies to the extent covered by the objectives of the Society;
- 9) cooperation with national and foreign organizations, inter alia with regard to the protection of copyrights and related rights, especially by concluding arrangements and mutual representation agreements;
- 10) carrying out activities related to the collective management of copyrights, and especially:
  - a) determining the scope and general rules of taking rights under collective management, including the adoption of regulations concerning the assignment of rights for collective management and regulations on registering works,
  - b) assuming collective management of rights and the registration of works,
  - c) adopting the wording of the agreement on the collective management of copyrights,
  - d) adopting tables with authors' remunerations and determining the general rules of licensing works and collecting revenues from rights,
  - e) concluding agreements on the use of works and collecting remunerations for such use,
  - f) the distribution of revenues from rights among rightsholders;
- 11) appointing and dismissing members of the Distribution Committee upon the request of the Management Boards of Sections;
- 12) adopting resolutions in matters concerning membership with the Society, including in particular:
  - a) accepting and excluding members of the Society,
  - b) hearing complaints concerning membership with the Society or the exercise of the collective management of copyrights and reviewing appeals in these matters,
  - c) adopting the wording of the membership declaration,
  - d) adopting procedures concerning membership with the Society.
- 13) making requests to the Council of the Society with regard to the appointment or dismissal of Disciplinary Ombudsmen;
- 14) taking decision in matters of social assistance for members of the Society;
- 15) taking decisions concerning the participation of the Society in matters related to the protection of copyrights in precedential cases beyond the extent of collective management for the benefit of authors – members of the Society;
- 16) convening information meetings of Chairpersons of the Management Boards of all Sections, at least once every two months;
- 17) appointing and dismissing committees and working groups;
- 18) appointing and dismissing the Director General, and upon his or her request the Deputy Directors General;
- 19) overseeing the activity of the Office of the Society, including the approval of the regulations of the Office of the Society and other documents related to the operation and organization of the Office;

- 20) adopting voting regulations of General Meetings of Section Members;
  - 21) making requests to the Council of the Society to issue opinions specified in the Statutes;
  - 22) determining the number of mandates of delegates in Sections in accordance with § 31 point 3, convening the Assembly of Delegates, preparing the draft agenda, draft regulations and documents in matters that require a resolution of the Assembly of Delegates;
  - 23) adopting the standard form of the power of attorney specified in § 36 point 2 and standard forms of declarations specified in § 32 points 5 and 6;
  - 24) adopting the regulations of the Management Board of the Society.
3. Resolutions in matters specified in point 2 numbers 6), 10) letter c) and 14) may be adopted by the Management Board of the Society after taking note of the opinion of the Council of the Society.

#### **§ 42**

1. In order to be valid, the resolutions of the Management Board of the Society have to be adopted in the presence of at least a half of its members, including the Chairperson or the Deputy Chairperson.
2. In the event of an even number of members of the Management Board of the Society, the Chairperson is entitled to a double vote.

#### **The representation of the Society**

#### **§ 43**

1. Declarations of intent shall be made or accepted on behalf of the Society by the Chairperson and the Deputy Chairperson of the Management Board of the Society acting jointly, or the Chairperson of the Management Board of the Society or the Deputy Chairperson acting jointly with the Treasurer or Secretary.
2. The Management Board of the Society may appoint proxies, among them the Director General and other persons, by determining the scope of their authorization to make and accept declarations of will in the name and on behalf of the Society, especially in order to represent the Society in any proceedings conducted on the basis of legal provisions in force.
3. In agreements and disputes between a member of the Management Board of the Society and the Society, the Society shall be represented by a member of the Auditing Committee appointed by means of its resolution or a proxy appointed by means of a resolution of the Assembly of Delegates.

#### **The Auditing Committee**

#### **§ 44**

1. The Auditing Committee comprises seven members, chosen during the Assembly of Delegates – whereas the Section associating the largest number of ordinary members, and the Section with the second largest ordinary membership, and the Section of music

publishers are each entitled to one seat in the Auditing Committee. The candidates for the remaining four seats are chosen by the Assembly of Delegates, taking into consideration how to ensure the broadest representation of the remaining Sections of the Society.

2. Membership in the Auditing Committee may not be granted to a member of the Management Board of the Society, a liquidator, a person in charge of an organizational unit within the Society responsible for carrying out activities related to collective management, the chief accountant employed by the Society, an attorney-at-law or advocate providing services to the Society, or a person who reports directly to a person who manages the activity of the Society.
3. Members of the Auditing Committee choose from among themselves a Chairperson, a Deputy Chairperson, and a Secretary and a Deputy Secretary.
4. The Auditing Committee performs its duties collectively, but it may delegate its members to carry out specific supervisory activities.
5. The Auditing Committee submits an annual report of its operations to the Assembly of Delegates.
6. The Auditing Committee operates on the basis of regulations approved by the Assembly of Delegates.

#### **§ 45**

The Auditing Committee is responsible for the regular supervision of the activity of the Society, including in particular:

- 1) supervising the compliance of the duties performed by the Management Board of the Society and the Council of the Society with legal provisions and the Society's internal regulations, including the Statutes, the resolutions of the Assembly of Delegates, the regulations on distribution and the regulations on investment;
- 2) controlling the implementation of the resolutions of the Society's governing bodies;
- 3) making the request to the Assembly of Delegates for the exoneration of the Management Board of the Society;
- 4) making the request to the Assembly of Delegates for the approval of the report on the Society's operations, including the financial statement.

#### **§ 46**

1. The Auditing Committee for the purpose of performing its duties may:
  - 1) examine all the documents of the Society;
  - 2) demand reports and explanations from the Director General, the Society's employees and cooperating entities;
  - 3) review the Society's assets.
2. The Auditing Committee in the framework of its supervisory activities may seek the assistance of expert auditors and property valuers.

## **The Council of the Society**

### **§ 47**

1. The Council of the Society comprises members – the representatives of all Sections of the Society, elected during General Meetings of Section Members for four-year terms from among candidates proposed by members of a given Section.
2. The Council of the Society chooses from among its members a Chairperson, a Deputy Chairperson and a Secretary.
3. The Council of the Society submits an annual report of its operations to the Assembly of Delegates.
4. The Council of the Society operates on the basis of regulations adopted by itself.

### **§ 48**

1. The Council of the Society is responsible for:
  - 1) making requests to the Assembly of Delegates in relation to the level of membership fees and other member contributions;
  - 2) reviewing appeals from resolutions of the Management Board of the Society concerning the refusal to admit as a member, to grant ordinary membership or the removal from the list of members;
  - 3) reviewing appeals from decisions of the Arbitration Board;
  - 4) appointing and dismissing Disciplinary Ombudsmen on its own initiative or upon the request of the Management Board of the Society;
  - 5) taking decisions on the expenditure of financial resources intended for conducting social, cultural and educational activity in accordance with the rules laid down by the Assembly of Delegates and the guidelines of the Management Board of the Society;
  - 6) awarding the title of an honorary member;
  - 7) awarding the Society's prizes;
  - 8) issuing opinions, as required by the Statutes, in the following matters:
    - a) amending the Society's Statutes;
    - b) establishing the rules for managing the assets of the Society,
    - c) setting up and dissolving special funds for the purpose of developing, protecting and promoting creative activity,
    - d) approving regulations on rules for making deductions from copyright revenues for social, cultural, and educational activity,
    - e) purchasing and selling real properties, rights of perpetual usufruct, shares in real properties and shares in rights of perpetual usufruct, and establishing limited property rights thereon,
    - f) granting and contracting a loan or taking an investment credit, and establishing collaterals to repay the loan or investment credit,
    - g) establishing subsidiaries subordinate to the Society due to the possibility of appointing and dismissing the majority of the members of the subordinate

- entity's decision-making bodies, of governing the subsidiary or controlling the subsidiary's activity, of holding the majority of votes in the subsidiary's bodies or exercising a decisive influence on the activity of the subsidiary,
- h) purchasing by the Society of an enterprise or its organized part, stocks or shares,
  - i) granting approval for obtaining membership by the Society in another legal person,
  - j) undertaking business activity by the Society and determining its type and legal form,
  - k) establishing a foundation,
  - l) establishing internal organizational units serving as a means of accomplishing statutory objectives,
  - m) dissolving the Society and deciding about the use of the Society's assets;
  - n) approving procedures concerning the membership with the Society,
  - o) adopting the wording of the agreement on the collective management of copyrights,
  - p) specifying the rules and levels of remuneration for members of the Society's governing bodies and members of committees appointed within the Society for participation in their work,
- 9) issuing opinions and presenting positions in other matters concerning the Society's activity, including among others its social activity and its information and promotion policy, and making requests to the appropriate governing bodies of the Society, especially with regard to matters concerning the development of creative activity, Polish culture and copyright protection;
- 10) approving the regulations of the Arbitration Board;
- 11) adopting the regulations of the Council of the Society.
2. The Council of the Society issues opinions in matters specified in point 1 number 9) within one month from receiving a request from the Management Board of the Society, whereas if during this term the Council of the Society does not take a stand, it shall be assumed that the opinion of the Council of the Society in this matter is positive.
3. The Council of the Society when reviewing the appeal specified in point 1 number 3) may maintain the resolution of the Management Board of the Society in force, or overrule it and refer the case for re-examination. The resolution of the Management Board of the Society adopted after re-examination is final.
4. The Council of the Society, when reviewing the appeal, specified in point 1 number 4) may maintain the decision of the Arbitration Board in force, change it, or overrule it and refer the case for re-examination.

### **The Arbitration Board**

#### **§ 49**

1. The Arbitration Board comprises members – representatives of all Sections of the Society, elected during the General Meetings of Section Members for four-year terms from among candidates proposed by members of a given Section.

2. Membership in the Arbitration Board may not be granted to a person, who during his or her term of office was sanctioned with any of the penalties mentioned in § 51 points 1)-3).
3. The Arbitration Board chooses from among its members a Chairperson, a Deputy Chairperson, and a Secretary.
4. The Arbitration Board submits an annual report of its operations to the Assembly of Delegates.
5. The Arbitration Board operates on the basis of regulations approved by the Council of the Society.

### **§ 50**

The Arbitration Board is responsible for the review of:

- 1) cases submitted by the Disciplinary Ombudsman against a member of the Society for:
  - a) infringement of the provisions of the Statutes or the resolutions of the Society's governing bodies,
  - b) carrying out activities contrary to the objectives or interests of the Society,
  - c) manifest infringement of the provisions of the agreement on the collective management of copyrights;
- 2) complaints of the Society's members, whose moral or economic rights have been infringed, concerning non-compliance with rules of ethics or rules of social conduct.

### **§ 51**

The Arbitration Board applies the following penalties:

- 1) warning;
- 2) reprimand;
- 3) suspension of membership rights for a period of six months to three years;
- 4) exclusion.

### **§ 52**

The Arbitration Board may suspend a member against whom proceedings are being brought before that Board, for the duration of these proceedings.

### **§ 53**

The Arbitration Board may order the announcement of the conclusion of the final decision on the Society's website or by other means of communication used by the Society.

### **§ 54**

The decision of the Arbitration Board, including the decision on the suspension of membership rights for the duration of the proceedings before the Arbitration Board, may be referred by the parties to the proceedings or the Disciplinary Ombudsman to the Council of the Society within one month after receiving a written notification of the decision. The aim

of the referral may be to change the decision or to overrule it and refer the case for re-examination, or to overrule the suspension of membership rights imposed for the duration of the proceedings before the Arbitration Board. The decision of the Arbitration Board issued after re-examination is final.

## **Chapter VI**

### **The Office of the Society**

#### **§ 55**

1. The governing bodies of the Society while pursuing the objectives of the Society make use of the Office of the Society managed by the Director General. The Director General participates in the meetings of the Management Board of the Society and the Council of the Society with an advisory vote.
2. The Office of the Society operates on the basis of regulations adopted by the Management Board of the Society, which ensure in particular the effective and correct realization of the Society's objectives and supervision by the Society's governing bodies.

## **Chapter VII**

### **The Society's Assets**

#### **§ 56**

1. The Society's assets comprise movable and immovable property, financial resources and other property rights.
2. The Society manages its assets primarily in accordance with the principle of self-financing, covering the costs of its activity and liabilities with available resources and the revenues it receives.
3. The sources of the Society's financial resources are as follows:
  - 1) membership fees and other member contributions;
  - 2) bequests, legacies, donations and endowments;
  - 3) deductions for the coverage of the costs of collective management;
  - 4) deductions for the coverage of the costs of social, cultural and educational activity;
  - 5) benefits of the Society's assets;
  - 6) other revenues related to the statutory activity of the Society.

#### **§ 57**

1. The Society manages its assets in accordance with the Act on the Collective Management of Copyrights and Related Rights, the Associations Act, the Act on Accounting and other legal provisions in force.
2. The rules and methods of managing the Society's assets are set out in among others the following documents adopted by the Assembly of Delegates: the rules of assets management (including inter alia the system of financial management, the regulations

on investment, the risk management strategy), the regulations laying down rules for conducting social, cultural or educational activity, the regulations laying down rules for making deductions from rights revenues for social, cultural or education activity, and the distribution rules.

## **Chapter VIII**

### **Amendment of the Statutes and dissolution of the Society**

#### **§ 58**

The amendment of the Statutes requires a resolution of the Assembly of Delegates adopted by a majority of 2/3 of the votes in the presence of at least 2/3 of the total number of delegates.

#### **§ 59**

1. The dissolution of the Society requires a resolution of the Assembly of Delegates adopted by a majority of 4/5 of the votes in the presence of at least 2/3 of the total number of delegates.
2. The resolution on the dissolution of the Society determines the method of its dissolution and decides on the use of assets for activities consistent with the objectives of the Society, without prejudice to the provisions of point 3.
3. In the event of the withdrawal of the permit for the collective management of copyrights, the distribution and the payment of revenues from rights due to rightsholders shall be carried out on the basis of the decision of the minister competent for culture and the protection of national heritage.

## **Chapter IX**

### **Transitional and final provisions**

#### **§ 60**

1. Ordinary and extraordinary members retain their membership status.
2. A music publisher, who on the date of entry into force of the amendments to the Statute has been a party to the agreement on the assignment of rights for collective management for at least 2 years and who fulfils the conditions of membership set out in § 5 points 1 and 2, and who has signed a declaration of membership and accepted the Society's rules pertaining to the distribution of revenues from rights to works for their dissemination on individual fields of exploitation between the music publisher and copyright holder, whose rights are managed by the Society on the basis of an agreement for the collective management of copyrights, obtains on the basis of a resolution of the Management Board of the Society the status of an ordinary member, who is vested with voting rights and rights to stand for election for all the governing bodies of the Society.

#### **§ 61**

1. The mandates of the members of the Society's governing bodies — the Management Board of the Society, the Council of the Society, the Auditing Committee, the

Arbitration Board and the mandates of the members of Management Boards of the Sections, whose terms of office run on the day of entry into force of the amendment of the Statutes – shall expire on the day the governing bodies of the Society and the Management Boards of the Sections, elected on the basis of these Statutes, are installed. Nonetheless, the Assembly of Delegates for the election of the Society's new governing bodies shall be convened as specified in the Act on the Collective Management of Copyrights and Related Rights, within the term of 6 months from the day the final decision on entering the amendments of the Statutes to the National Court Register issued.

2. The governing bodies of the Society and the Management Board of the Sections act in accordance with the competences laid down in the prior Statutes, to the extent not contrary with the provisions of the Act on the Collective Management of Copyrights and Related Rights.
3. The Council of the Society, upon the request of the Management Board of the Society, shall appoint the Section of music publishers no later than 30 days after the entry into force of the Statutes' amendments.

## **§ 62**

The amendments of the Statutes enter into force on the day that the final decision on entering the amendment of the Statutes to the National Court Register is issued