

**Regulations
of
Norcode – The Norwegian Copyright Development Association**

Adopted at the statutory annual meeting held on 26 October 2007, revised at an extraordinary annual meeting on 8 December 2008. The members of Norcode are the following organisations: BONO, Gramo, Kopinor, Norwaco and TONO.

§ 1 The Association's name and headquarters

The Association's name is Norcode – The Norwegian Copyright Development Association. The abbreviated form of the name is Norcode. The Association's headquarters are in Oslo.

§ 2 Objective

The Association's objective is to carry out international development work in the copyright field, including:

- providing an introduction to international conventions and training and assistance in developing legislation
- working to develop basic organisations for right holders
- supporting the formation of collective rights management organisation other organisational and technical projects which strengthen right holders' interests

This may take place through professional and technological assistance, the development of expertise and other measures that are suitable for achieving the aforementioned objectives.

In accordance with its objective, the Association shall

- encourage Norwegian right holders and their organisations to make international efforts, and support these organisations' international projects
- develop cooperation with and apply for funding from public authorities and private organisations

The Association is not aiming at promoting its own financial interests or those of its member organisations.

§ 3 Membership and financing

Norwegian administrative organisations which collect remuneration for rights to works and related subject matter may become members of the Association.

Decisions to admit new members are to be reached by a 2/3 majority at the annual meeting based on an application and pursuant to a recommendation by the board.

The member organisations shall pay an annual amount to cover the Association's activities. This may take place by entering into contribution agreements that last for several years or by Norcode's board issuing a reasoned recommendation by 1 March regarding the size of the contribution for the next calendar year. A binding promise to pay a contribution must in such case have been received by the Association by 1 May.

The contribution is to be paid to Norcode's account no later than 15 January in the contribution year.

§ 4 Annual meeting

The annual meeting is the Association's supreme body. It decides on the Association's main strategy, elects the board and controls the board's activities.

The annual meeting consists of two representatives of each member organisation, each of whom has one vote at the annual meeting. The member organisations are to notify the board in writing of the names of their representatives.

The board's members and alternate members and the general manager may attend and speak at the annual meeting. The board's members and alternate members cannot act as delegates at the annual meeting.

The annual meeting is to be held annually by 31 May. The board is to give eight weeks' written notice of the date/time of the annual meeting and at least four weeks' written notice of the annual meeting. The notice of the annual meeting must include an agenda and case documents.

The annual meeting is to deal with issues stated in the Association's Regulations as well as with proposals received from the board or a member organisation. Proposals must have been received by the board at least six weeks before the annual meeting is to be held.

The annual meeting deals with the following:

- a. The election of a meeting chair, a person to take the minutes and two representatives to approve and sign the minutes
- b. The board's annual report, including audited annual accounts
- c. Remuneration to the board
- d. Proposals regarding amendments to the Regulations (§ 9)
- e. Applications to admit new members (§ 3)
- f. Other issues mentioned in the notice of the meeting
- g. The election of an auditor
- h. The election of a board, including a chair and vice-chair (§ 5)
- i. The election of an election committee (§ 7).

An extraordinary annual meeting may be convened when the auditor or at least two of the member organisations so demand or when the board finds this necessary. The board is to ensure that the extraordinary annual meeting is held within six weeks after a demand is received.

The annual meeting is quorate when the meeting has been lawfully convened and more than half of those entitled to vote are present.

Annual meeting resolutions are to be passed by a simple majority unless otherwise stated in the Regulations. In the case of a tied vote, the meeting chair has the casting vote. If the meeting chair is not entitled to vote, the matter shall be decided by drawing lots.

§ 5 The board

The board consists of one member with an alternate member from each member organisation and in addition one external member.

The board is responsible for the management of the Association. The board shall ensure that the activities are properly organised. The board shall, to the extent necessary, determine plans, guidelines and budgets for the Association's activities. The board appoints and determines the instructions for the Association's general manager. The board shall supervise the day-to-day management and the Association's other activities.

The chair of the board is to convene board meetings by giving at least one week's notice. The notice is to include an agenda. If a board member cannot attend, an alternate member is to attend. The board is quorate when at least $\frac{3}{4}$ of the board's members or alternate members are present. In the case of a tied vote, the chair of the board (or vice-chair) has the casting vote.

A board member must not participate in the consideration or decision of issues which is of such special importance to him/her or to any person connected to them that the member must be assumed to have a prominent personal or financial special interest in the matter. The same applies to the general manager. When deciding whether someone is connected according to this provision, section 1-5 of the Norwegian Limited Liability Companies Act shall apply correspondingly.

§ 6 Day-to-day management

The general manager is in charge of the day-to-day management of the Association's activities and shall comply with the guidelines and instructions laid down by the board.

The general manager shall have power of procuration for the Association.

The board may authorise the general manager to sign on behalf of the Association.

§ 7 Election committee

The election committee comprises three members and one alternate member. The committee constitutes itself.

The election committee is responsible for the preparations for all elections of persons to be made by the annual meeting, including the election of the chair and vice-chair of the board.

At the composition of the suggested board, the election committee shall to a large degree take into consideration the recommendations from the member organisations. The committee shall in a dialogue with the organisations seek to take care of the need of continuity, need of changes, gender representation and the broadest possible composition.

The election committee's reasoned recommendation is to be distributed no later than two weeks before the election is to take place, cf § 4 fourth paragraph.

The election committee shall otherwise itself decide on its executive routines.

At the general meeting, other candidates than those recommended by the election committee may be proposed.

§ 8 Termination of membership

Membership is to be terminated in writing and takes effect from the expiry of the subsequent calendar year.

§ 9 Amendments to the Regulations

Amendments to the Association's Regulations are to be agreed to by a $\frac{2}{3}$ majority of those attending the annual meeting.

§ 10 The dissolution of the Association

A proposal to dissolve the Association must be approved by an annual meeting by a $\frac{2}{3}$ majority of those attending such annual meeting and be confirmed by a simple majority at a

new annual meeting to be held three months later at the earliest. If a separate liquidation committee is not appointed, the ordinary board is to manage the dissolution.

The resolution to dissolve the Association shall comprise a provision on how the Association's assets are to be used in accordance with the Association's objective, cf. §2.

§ 11 Entry into force, etc.

These regulations shall enter into force immediately.

A new board following amended rules shall be elected for the first time at the annual meeting in the spring of 2009.

At the extraordinary annual meeting on 8 December 2008, an election committee was appointed, cf §7, to prepare the election at the annual meeting in the spring of 2009.

Translation: Legaltrans DA/Gunnar Talén and