

# ARTICLES OF ASSOCIATION

for

## VISDA - Visual Rights in Denmark

### § 1 Name and location

- 1.1 The name of the Association is VISDA - Visual Rights in Denmark. It is also known as Copydan Billeder and Copydan Billedkunst.
- 1.2 The Association's office is in Copenhagen.

### § 2 Aims

- 2.1 The Association has the aim of managing copyright for "image authors" within various areas, where management in accordance with the copyright has been conferred onto the Association and in that context is decided by the Board. The association also represents the heirs, who hold the copyright to the work types covered by the association's management area. Image authors and their heirs are referred to as copyright holders.
- 2.2 The association can obtain approval from the Ministry of Culture concerning both specific management areas, see the Copyright Act § 24a, § 30, § 30a and § 38, as other future management areas.
- 2.3 The term "image authors" includes all kinds of artists, including painters, sculptors, graphic artists, cartoonists, illustrators, artisans, photographers as well as related authors. Visual art is understood to include, among others, painting, drawing, lithography, mosaic, relief, sculpture, installation, handicrafts, photography, design, video art etc., which are covered by the Copyright Act § 24a, § 30, § 30a and § 38.

### § 3 Membership

- 3.1 On approval of these regulations, the Association is comprised of the following member organisations:

Billedkunstnernes Forbund (The Picture Artists Society)

Dansk Forfatterforening, Illustratorklubben (The Danish Author Society, Illustrator Group)

Dansk Fotografisk Forening (The Danish Photographic Society)

Dansk Journalistforbund: (The Danish Journalist Society) Pressefotografforbundet (The Press Photographer Society )

Dansk Journalistforbund: (The Danish Journalist Society) DJ:Fotograferne (The Photographers)

Dansk Journalistforbund: (The Danish Journalist Society) Bladtegnerne (The Cartoonists)

Dansk Journalistforbund: (The Danish Journalist Society) Visuelt forum (The Visual Forum)

Danske Billedkunstneres Fagforening (The Danish Visual Artist's Union)

Danske Kunsthåndværkere & Designere (The Danish Handicraft Workers & Designers)

Danske Tegneserieskabere (The Danish Cartoon Film Creators)

Film- og TV-arbejderforeningen, Stillfotografer (Film and TV workers' Union - still photographers)

Tegnerne. (The Drawers) Tegnerforbundet af 1919 (The Drawing Society of 1919)

HK Privat (Drawers, Graphics designers and illustrators)

Akademikerne (UBVA) (The Danish Confederation of Professional Associations)

- 3.2 Organisations that on adoption of these regulations are not members can obtain membership of the Association if they are an organisation of "image authors" within the Association's area of management, and if the copyright holders that the organisation represents have, on average through the last three financial years in total been paid an amount from the Association for the use of images in Denmark equivalent to at least half of the average amount of the member organisations that are already members.
- 3.3 For an organisation to become a member, they must document that they represent individual copyright owners and are entitled to let its members' rights be managed by the Association. Organisations representing producers and / or publishers cannot attain membership.
- 3.4 Applications for acceptance as a member of the Association must be made to the Association's Board for approval. Refusal must be justified in writing. The Board may give dispensation from the economic admission criteria mentioned above.
- 3.5 Individual rights holders cannot be members of the Association.
- 3.6 On the Association's website there is always a current list of member organizations.
- 3.7 The member organisations must adhere to the Association's regulations and the decisions that the Association's competent bodies make within the Association's area of management.

- 3.8. Membership of the Association may, in accordance with § 15, be terminated with immediate effect if a member organisation no longer meets the conditions for membership.
- 3.9 Membership of the Association can be terminated in writing within the end of June for termination at the end of the relevant calendar year.
- 3.10 Withdrawal from the Association does not exempt an organisation from longer term commitments to Fællesforeningen Copydan which the Association may have taken on during their membership.

#### **§ 4 Mandates**

- 4.1 Any member organisation transfers to the Association the right, on behalf of the copyright owners, to enter into agreements concerning collecting payment for the use of works within the Association's current management areas and authorises the Association to take any legal or otherwise measures associated with the management of this right.
- 4.2 Those mandates named in § 4.1 are not exclusive and only apply to the extent that the member organisations represent the relevant rights on behalf of the copyright holders.
- 4.3 The member organisations can opt to limit the transfer of rights in accordance with § 4.1 to one or more management areas or to one or more territories. This is written in the member declaration.
- 4.4 A member organisation may decide that a specifically delineated material type and / or form of exhibition can be kept out of a specific agreement.
- 4.5 To the extent that the Association acquires the right of member organisations and individual copyright holders to manage rights outside Denmark, the Association is also required by reciprocity agreements with foreign organisations to charge fees on the management areas in other countries.
- 4.6 Because of these reciprocity agreements with foreign organisations of copyright holders, the Association can also represent such foreign copyright holders.

#### **§ 5 Individual copyright management**

- 5.1 Individual artists and other copyright holders can, by written declaration, transfer management of their copyrights to the Association within the areas detailed in § 2. The terms of management are determined by the Board.

## **§ 6 Management departments**

- 6.1 The Board may decide that the management of rights in various areas takes place in separate management departments in accordance with arrangements determined by the Board.
- 6.2 The association manages the basis of the Consolidation act on Copyright § 38 and, with approval from the Ministry of Culture, remuneration of the artists for commercial resale of works of art (artists' resale rights) on behalf of all eligible beneficiaries. The Association collects the fees from the vendors and pays them after subtracting administrative costs to Danish and foreign copyright holders. The Board decides on the use of funds which, according to the Consolidation act on Copyright § 38 para. 4 and 5, are allotted to the Association.

## **§ 7 Distribution of remuneration**

- 7.1 There must be performed an individual distribution between the copyright holders of the fees that the Association collects in their role of managing these rights. The distribution should reflect as accurately as possible the actual use of the copyright holders' works within the management areas.
- 7.2 After deduction of the costs of management, the whole amount shall be paid throughout the contracted remuneration for exhibition of the work to the individual rights holders, see § 7.1, to member organisations, see § 7.3, or to the foreign management organisations with whom there is an agreement on the exchange of remuneration. In this context, the distribution of fees is controlled by the member organisations and § 1, para. 6 and 7, and § 24 in the Act on Collective management of Copyright applies.
- 7.3 If it is not possible to make an individual distribution under § 7.1, the Board may decide on the allocation of funds for public purposes to the extent that it is in accordance with § 15 and § 16 of the Act on collective management and the Association's general policy of the distribution of remuneration to copyright holders. The member organisations within an area of management can, with the consent of the Board, use non-allocated means in accordance

with the collective administration see § 16, para. 7 and 8. To the extent that funds are paid by the member organisations, responsibility for this and submission of the annual transparency report is solely the responsibility of the individual member organisations, see § 1 paragraph. 6 and 7 and § 24 of the Act on collective management.

7.4 The association is committed through representation and reciprocity agreements with foreign organisations or otherwise to actively contribute to foreign copyrights holders receiving remuneration.

7.5 The Board can take decisions regarding deductions for social, cultural and educational purposes, see the Law on Collective Management § 14. To the extent that funds are spent through its member organisations, responsibility for this and submission of the annual transparency report is solely the responsibility of the individual member organisations, see § 1 paragraph. 6 and 7 and § 24 of the Act on collective management.

## **§ 8 The General Assembly**

8.1 The General Assembly is the Association's highest authority.

8.2 The Association holds its general meeting before the end of April.

8.3 The General Assembly is convened with at least 2 weeks' notice in writing to each member organisation.

8.4 Extraordinary general meetings shall be convened in writing with 4 weeks' notice when the Board deems it appropriate, or when requested by at least one third of the member organisations.

8.5 Members can vote electronically if they cannot attend the general meeting. Electronic voting must be completed at least 3 days prior to the general meeting.

8.6 At each general meeting, mandates can be given to other member organisations. Each member organisation can second a maximum of one other organisation.

8.7 Agenda of the General Meeting shall include the following points:

1. Election of chairperson and secretary
2. Presentation of annual accounts and annual report for approval
3. Presentation of the budget for information
4. Any amendments

5. The general policy for the distribution of remuneration to copyright holders.
6. The general policy for the use of non-allocated funds
7. The overall investment - and risk management policy
8. The general policy regarding deductions from the remuneration for rights holders
9. Decision regarding the use of available non-allocated funds
10. Approval of the annual transparency report
11. Election of Board Members
12. Election of the auditor
13. Any other business

8.8 The agenda and proposals from the Board shall be communicated to members together with the notice of meeting.

8.9 Proposals from members, including proposals regarding points 11-14 inclusive must be with the Board on 1 March of the relevant year at the latest for the proposal to be presented to the General Meeting. These proposals will be published to members before the General Meeting.

8.10 The agenda must be stated in a call for an Extraordinary General Meeting.

8.11 To obtain voting rights at the General Meeting, a member organisation must have at least been a member of the Association the 3 previous full financial years. Each member organisation with voting rights at the General Meeting has one vote.

8.12 All matters apart from changing the regulations and election to the committee are decided by a simple majority. Changing the regulations can only occur if at least three quarters of the member organisations are present and two thirds of the votes cast vote in favour of the proposed amendments. If there are not three quarters of the member organisations present, the board will call a new General Meeting specifying the proposed amendments that can be adopted when two thirds of those at the General Meeting vote for the amendments.

## **§ 9 Board of Directors**

9.1 The Board consists of 14 members elected at the annual general meeting. Each board member has one vote at each vote. If the number of votes is equal, the chairperson has the casting vote. Each member organisation recommends a candidate to the Board and each member organisation can have a maximum of one member of the board.

- 9.2 If a Director on the board is permanently absent, they can be replaced by an alternate chosen from the same member organisation. The alternate will sit on the Board until the next General Meeting.
- 9.3 The Board elects its own Chairperson and its Deputy Chairperson. The Chairperson and Deputy Chairperson are chosen for one year at a time.
- 9.4 The Board may appoint a business executive elected for one year at a time. The Executive Committee is comprised of the Chairperson, the Deputy Chairperson and at least 2 members of the Board. The Chairperson and Deputy Chairperson are identical to those positions on the Board.
- 9.5 The Board shall meet as often as required by the Chairman or 2 of the board's other members.
- 9.6 Requests to attend board meeting must be made at least 14 days before the meeting. In exceptional cases, however, board meetings can be convened by telephone with 7 days' notice if the Executive Committee agree that this is necessary. The Chairperson has a duty to call a board meeting if two board directors or the auditor of the association so requests stating the agenda.
- 9.7 For the board to be a quorum, it is required that at least half the members are present. Representation requires the presence or release of a written proxy to another member.
- 9.8 The Chairperson may in special cases decide that board material must be submitted for written approval. For approval of a decision sent for written approval, the deadline must be not less than 8 working days. If the administration has not received objections against the proposal by the deadline, the proposal is considered approved.
- 9.9 The board can set remuneration for its members for their work.

## **§ 10 Supervision and Complaint procedures**

- 10.1 The board constantly monitors the activities of the Association.
- 10.2 The board sets strict guidelines and procedures regarding the handling of complaints. The guidelines will be available on the association's website.

## **§ 11 Administration and the authority to sign documents**

- 11.1 The board will appoint a director.
- 11.2 The director will be in charge of the daily running of the Association.
- 11.3 The general framework for pay and working conditions for the director and the Association staff will be determined by the Board.
- 11.4 The Chairperson or Deputy will sign together with the Director of the Association. The board can sign for the Association.

## **§ 12 The Association's assets and liability**

- 12.1 The Association has no assets.
- 12.2 The Association is not liable for the Fællesforeningen Copydan's duties and Fællesforeningen Copydan is not liable for the Association's duties. The Association is not liable for the duties of organisations and member organisations shall not be liable for the Association's obligations.

## **§ 13 Accounts and Budget**

- 13.1 The Association's financial year follows the calendar year.
- 13.2 The Board sets the budget.
- 13.3 The association's accounts are audited by a chartered accountant.
- 13.4 The auditor may request that the Association's Board is convened to discuss specific financial or accounting issues.

## **§ 14 Arbitration**

- 14.1 Any dispute that arises affecting the relations of the Association, relations between member organisations and the Association, relations between represented copyright holders and the Association, as well as disputes between member organisations regarding the allocation of

fees must be settled by arbitration at the Arbitration Tribunal using their regulations which apply at the start of the arbitration case.

## **§ 15 Exclusion**

15.1 If a member organization fails to fulfil its obligations under these statutes, or fails to comply with one of the Board's lawfully issued injunctions or decisively opposes the association activities and interests, the Board may decide to expel a member organisation of the Association.

15.2 The concerned member organisation must, no later than at the time the notice is sent out for the Board meeting, separately be informed in writing of the proposal and have the opportunity to present its views to the Board before the board makes a decision on the exclusion proposal.

15.3 The Board's decision of exclusion can by the relevant member organisation within 14 days be brought before an arbitration tribunal, see § 14.1. The complaint to the Arbitration Tribunal has a delaying effect on the decision.

15.4 Exclusion does not exempt the excluded member organisation from completing their duties to the Association until the time that the member organisation could itself have withdrawn with statutory notice.

## **§ 16 Conflicts of interest**

16.1 A board member may not participate in examining a case concerning that board member himself/herself, or in which this person has a conflict of interest in the case which could affect the board member's position.

16.2 Board members must annually sign a declaration regarding conflict of interest.

## **§ 17 Fællesforeningen Copydan**

17.1 The Association is a member of Fællesforeningen Copydan.

**§ 18 Dissolution**

18.1 Dissolution of the association can be done through the adoption of a General Assembly by a majority of four-fifths of the votes cast. After the Association has completed all its duties in relation to copyright holder, to Fællesforeningen Copydan and to other claimants, the assets should be realised and the net proceeds shared between the member organisations in accordance with the most recently adopted distribution plan from the General Meeting.

**§ 19 Entry into force**

19.1 These Regulations shall enter into force on 1.st of January 2017 and replaces the association's present Articles.