buma
where the music is

Version October 19, 2026

Articles of Association Vereniging Buma

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NAME, REGISTERED OFFICE AND DURATION

Article 1

1.1 The name of the Association is: Vereniging Buma.

1.2 The Association has its registered office in Amstelveen.

1.3 The Association has been established for an unlimited period of time.

DEFINITIONS

Article 2

The following definitions apply in these Articles of Association:

a. **Musical performing right:** The rights and/or claims under the law, a convention or a statutory regulation to which the author or his successors in title are entitled, anywhere in the world, with regard to every publication - with the exception of reproductions or the distribution of reproductions - of copyright-protected musical works with or without lyrics, the performance of dramatic-musical works being regarded as equivalent to these if rendered without being shown.

b. **Composer**: The creator of a musical work.

c. **Lyricist:** The creator of lyrics associated whether or not with a musical work.

d. **Author:** A natural person who is a composer and/or lyricist.

e. **Publisher:** A one-man business operated by a natural person who performs the commercial function of music publisher.

f. **Publishing company**: A company operated by and/or for the account of several natural persons or by a legal entity, which performs the commercial function of music publisher.

g. **Participant:** The interested party with respect to the musical performing right who has concluded an exploitation agreement with the Association either in the capacity of author or his successor in title, or in the capacity of publisher or publishing company.

h. **Members:** Participants and persons registered by publishing companies or by companies as mentioned in Article 7a who are admitted as members under these Articles of Association for the duration of such membership.

i. **Nieuw Geneco**: The Nieuw Genootschap van Nederlandse Componisten (New Society of Dutch Composers of Serious Music), which, by the notarial deed dated July 8, 2014 following the merger with Componisten ’96 (Composers ‘96), is the changed name of the Genootschap van Nederlandse Componisten (Society of Dutch Composers), founded on February 5, 1911, with registered office in Amsterdam.

j. **Auteursbond:**) the Association of Authors, the amended name of the association 'Association of Writers and Translators' established by notarial deed on December twenty-nine, two thousand and sixteen, established in Amsterdam, since nineteen hundred and ninety-eight successor to the Association of Writers / Trade Union of Writers, founded on February fifteen, nineteen hundred and five and with registered office in Amsterdam;

k. **BCMM**: Beroepsvereniging Componisten MultiMedia (Professional Association of Multi-Media Composers), founded on March 13, 2009, with registered office in ‘s-Gravenhage;

l. **NMUV:** Nederlandse Muziek Uitgevers Vereniging, (Association of Dutch Music Publishers), founded on November 6, 1992, with registered office in Hilversum;

m. **Exploitation agreement**: a contract as referred to in Article 28;

n. **Repertoire:** the total number of musical works with regard to which a natural person or legal entity holds either the musical performing right, or a right to payment by virtue of the musical performing right at the moment the exploitation agreement is entered into, and all musical works he will create during the term of this agreement or with regard to which he will acquire either the musical performing right, or the right to payment by virtue of the musical performing right for the duration of this agreement

o. **Stemra**: Stichting Stemra, with registered office in Amstelveen;

p. **Member of the Board**: a natural person appointed by the members’ meeting in accordance with Article 21, Paragraphs 1 and 2;

q. **The Board**: the Board of the Association as referred to in Article 21, consisting of one or more Board members;

r. **Chairman of the Board**: the member of the Board appointed as chairman of the Board by the members’ meeting in accordance with Article 21, Paragraph 1**;**

s. **(deputy) director**: the employee, who is not a member of the Board within the meaning of Article 21, and who has been allocated the title of (deputy) director by the management, in accordance with Article 22, Paragraph 5;

t. **Board of Rightsholders:** (council of members) the body referred to in Article 20a;

u. **Successor in title**
   a. natural person who has acquired music copyright from an author under the law of inheritance (i.e. as heir or legatee);
   b. successive heirs and/or legatees;
   c. a Dutch private or public limited company (besloten of naamloze vennootschap), or a foreign capital company, in which an author or his/her legal successor holds at least ninety percent (90%) of the issued share capital, or
   d. other legal entities meeting the requirements laid down in rules to be defined by the Board.

v. **BAM!Popauteurs:** Association BAM! Popauteurs with registered office in Amsterdam, the parties BAM! (Professional Association for Author Musicians, founded on October nineteen, two thousand and fifteen and located in Amsterdam) and Popauteurs.nl (Association Popauteurs.nl, the by notarial deed on February fourteen, two thousand and fourteen amended name of the Association of Professional Authors of Light Music with registered office in Amsterdam);were merged by notarial deed on September seven, two thousand and twenty.

w. **VCTN:** Association for Composers and Lyricists (Vereniging Componisten en Tekstdichters NTB), established on the third of January two thousand and fourteen, with registered offices in Amsterdam;

x. **Association:** the legal entities to which these Articles of Association apply;

y. **Supervisory Board:** the supervisory body as referred to in Article 13.

z. **company:** a Dutch private or public limited company (besloten of naamloze vennootschap), or a foreign capital company, in which an author or his/her legal successor holds at least ninety percent (90%) of the issued share capital.

AIM AND MEANS

Article 3

The Association's aim is to further the tangible and intangible interests of authors and their successors in title, publishers and publishing companies as a non-profit institution.

Article 4

4.1. The Association endeavours to achieve this by:
   a. seeking to improve copyright protection in general and in particular of works by composers and lyricists, both nationally and internationally;
   b. acting as an intermediary with regard to the musical performing right and the exploitation and enforcement of the rights and claims entrusted to the Association. For this purpose, the Association may act in its own name in legal matters, irrespective of the title on account of which it is administering and enforcing the rights and claims entrusted to it;
   c. setting up and maintaining an office to carry out the activities of the Association;
   d. setting up and maintaining organisations and funds, with or without legal personality, whose aim is to further the social, cultural and education services in the interests of the participants;
   e. other means which further its aim.

4.2. In order to achieve its aim, the Association is authorised to operate both in and outside the Netherlands.

4.3. The Association is authorised to conclude agreements with organisations of a similar nature outside the Netherlands, preferably on the basis of reciprocity.

4.4. The Association is authorised to participate in national and international organisations in the area of copyright.

4.5. The Association is authorised to allow its office to carry out activities on behalf of third parties in the area of copyright or related rights and claims on condition that such activities shall not adversely affect or jeopardise the interests of the Association and its participants.

Article 5

The Association's financial resources consist of:

a. payments received for services rendered to natural persons or legal entities;
b. contributions from members, annual contributions from participants and admission fees charged;
c. revenue from assets;
d. voluntary contributions and donations;
e. testamentary dispositions which cannot be accepted other than by benefit of inventory;
f. other revenue.

MEMBERSHIP

Article 6

6.1. Membership of the Association is only open to natural persons who are authors or heirs or legatees of the author, or publishers, or who perform a managerial role in a publishing company.

6.2. Each publishing company can register only one managerial officer for membership.

6.3. A natural person can be a member of the Association in one capacity only.

Article 7

7.1. Authors may be members of the Association on condition that they

a. have concluded an exploitation agreement with the Association, and
b. have received an average income of at least two hundred and ninety euro (€ 290.00)(year 2020) per annum under their exploitation agreement for three consecutive calendar years.

7.2. If an author has been a member of the Association before and their membership was terminated on the basis of Article 11, Paragraph 2 because their total income for five calendar years amounted to less than one thousand one hundred and twenty euro (€ 1,120), they must have received the amount referred to in Article 7, Paragraph 1 (b) in income since their membership last expired.

Article 7a

7a.1. A company as referred to in Article 2, sub-paragraph z, can register an author who holds at least ninety per cent (90%) of the shares for membership of the Association, provided

a. the company has concluded an exploitation agreement with the Association, and
b. the company has received an average income of at least two hundred and ninety euro (€ 290.00)(year 2020) per annum under its exploitation agreement for three consecutive calendar years.

7a.2. For the purposes of this Article 7a, Paragraph 1 (relating to membership), the years and income when the author was a participant count towards counting the years and income of the company of which the author has registered membership.

7a.3. If an author registered by the company has been a member of the Association before and that membership was terminated on the basis of Article 11, Paragraph 2 because the total income of the company for five calendar years amounted to less than one thousand one hundred and sixty euro (€ 1,160)(year 2020), the company must have received the amount referred to in Article 7a.1, Paragraph b in income since that membership last expired.

Article 7b

7b.1. A participant who has concluded an exploitation agreement with the Association on behalf of succeeding heirs and legatees of an author can be a member of the Association, provided that

a. has concluded an exploitation agreement with the Association, and
b. the repertoire has received an average income of at least two hundred and ninety euro (€ 290.00(year 2020)) per annum under the exploitation agreement for three consecutive calendar years.

7b.2. If a person registered on behalf of succeeding heirs and legatees has been a member of the Association before and that membership was terminated on the basis of Article 11, Paragraph 2b because the total income from the exploitation agreement mentioned in Paragraph 1 (a) for five calendar years amounted to less than one thousand one hundred and sixty euro (€ 1,160)(year 2020), they must have received the amount referred to in Article 7, Paragraph 1 (b) in income since the membership last expired.

7b.3. Succeeding heirs and legatees are understood as the successors mentioned in Article 2, letter u, under a and b.

7b.4. Members who are members of the Association on behalf of heirs and/or legatees cannot be or become members of the Supervisory Board or members of the Board of Rightsholders of the Association.

Article 8

8.1. Publishers may be members of the Association on the condition that they
   a. do not work as publishers within a publishing company, and
   b. have concluded an exploitation agreement with the Association for all or at least fifty original works which they have published under a direct legal relationship with an author or their successors in title, and
   c. have received an average income of at least two thousand nine hundred euro (€ 2,900.00(year 2020) per annum under their exploitation agreement for three consecutive calendar years.

8.2. If a publisher has been a member of the Association before and their membership was terminated on the basis of Article 11, Paragraph 3 because their total income for five calendar years amounted to less than eleven thousand six hundred euro (€ 11,600.00)(year 2020), they must have received the amount referred to in Article 8.1, Paragraph c in income since their membership last expired.

Article 9

9.1. A publishing company can register one managerial officer for membership of the Association if this publishing company
   a. has concluded an exploitation agreement with the Association for all or at least fifty original works which it has published under a direct legal relationship with an author or their successors in title, and
   b. has received an average income of at least two thousand nine hundred euro (€ 2,900.00)(year 2020) per annum under its exploitation agreement for three consecutive calendar years.

9.2. If a person registered by the publishing company has been a member of the Association before and that membership was terminated on the basis of Article 11, Paragraph 4 because the total income of the publishing company for five calendar years amounted to less than eleven thousand six hundred euro (€ 11,600.00)(year 2020), the publishing company must have received the amount referred to in Article 9.1, paragraph 1 under b, in income since that membership last expired.

Article 10

10.1. Applications – by a participant – for membership are made in writing to the Board by means of an application form to be provided by the Board.

10.2. The Board decides whether to admit or reject applications. In doing so it must check whether the person concerned meets the membership requirements. The applicant must be notified of the decision in writing no later than thirty days after receipt of the application form by the Association.

10.3. The starting date of the membership will be the date of the written notification of the Board's decision on admission.

10.4. If a decision is taken to reject the application for membership, reasons will be given. The applicant may lodge a written appeal with the Disputes Committee, giving their reasons for doing so, within three months of the date of the written notification of the Board's decision.
   a. If a publishing company has applied for membership for a natural person, only this publishing company is entitled to lodge the appeal referred to in the above paragraph.
   b. If a company as referred to in Article 7a has applied for membership for an author, only that company is entitled to lodge the appeal referred to in this paragraph 10.4.

10.5. In the event of differences of opinion on whether all the requirements for membership have been met, the Association's records will be definitive unless evidence to the contrary is provided.

Article 10a

10a.1. Every year – preferably during the month of January – the Board checks to see
   a. which participants meet the membership requirements referred to in Articles 7, 7b and 8;
   b. which participants meet the requirements for applying for

membership as referred to in Articles 7a and 9.

10a.2. A participant as referred to in Article 10a who meets the membership requirements referred to in Articles 7, 7b or 8 becomes a member of the Association on being notified by the Board, in writing or by electronic means, that the participant meets the membership requirements referred to in Articles 7, 7b or 8. Membership commences on the date of the written or electronic notification by the Board, unless the participant informs the Board within thirty (30) days of the written or electronic notification by the Board that he does not wish to be a member. In the event of differences of opinion on whether all the requirements for membership have been met, the Association's records will be definitive unless evidence to the contrary is provided.

10a.3. A participant as referred to in Article 10 who meets the membership requirements referred to in Article 7a or 9 receives written or electronic notification from the Board stating that the participant is a person who may apply to the Board for membership as referred to in Article 7a or 9 using an application form attached to the notification. The Board checks whether the person applying for membership meets the membership requirements. The Board decides whether to admit or reject applications. The terms of Article 10 Paragraphs 2 to 6 likewise apply.

Article 11

11.1. Every year the Board calculates the amounts received in income by each member and each publishing company as referred to in Article 7a and each participant on behalf of heirs and legatees of an author as referred to in Article 7b under his or her exploitation agreement for the past five calendar years.

11.2. An author's membership as referred to in Article 7 will be terminated if the total amount referred to in Paragraph 1 amounts to less than one thousand six hundred euro (€ 1,600.00)(year 2020) unless Article 11, Paragraph 8 applies.

11.2a. An author's membership as referred to in Article 7a will be terminated if the total amount referred to in Paragraph 1 amounts to less than one thousand six hundred euro (€ 1,600.00)(year 2020) unless Article 11, Paragraph 8 applies.

11.2b. Membership on behalf of succeeding heirs and legatees of an author as referred to in Article 7b will be terminated if the total amount referred to in Paragraph 1 amounts to less than one thousand six hundred euro (€ 1,600.00)(year 2020) unless Article 11, Paragraph 8 applies.

11.3. A publisher's membership as referred to in Article 8 will be terminated if the total amount referred to in Paragraph 1 amounts to less than eleven thousand six hundred euro (€ 11,600.00)(year 2020) unless Article 11, Paragraph 8 applies.

11.4. The membership of a managerial officer as referred to in Article 9 will be terminated if the total amount referred to in Paragraph 1 earned by the publishing company which registered their membership amounts to less than eleven thousand six hundred euro (€ 11, 600.00)(year 2020).

11.5. The membership of an author as specified in Article 7 or of a publisher as specified in Article 8 cannot be terminated on the basis of Article 11, Paragraphs 2 to 4, if the membership has not yet lasted five consecutive calendar years.

11.6.
a. The membership of a natural person as specified in Article 9 acquired pursuant to an application for membership submitted by a publishing company cannot be terminated on the basis of Article 11, Paragraph 4 if their membership and the preceding membership of other natural persons registered for membership by the same publishing company have not jointly lasted for five consecutive calendar years.
b. The membership of an author as specified in Article 7a acquired pursuant to an application for membership submitted by a company as specified in Article 7a cannot be terminated on the basis of Article 11, Paragraph 2a if their membership has not lasted for five consecutive calendar years.
c. The membership of a participant as specified in Article 7b on behalf of succeeding heirs and legatees as referred to in Article 7b cannot be terminated on the basis of Article 11, Paragraph 2b if the membership on behalf of the heirs and legatees has not

lasted for five consecutive calendar years.

11.7. Unless evidence to the contrary is provided, the Association's records will be definitive.

11.8. Based on the special contributions of an Association's member, and with the approval of the Supervisory Board, the Board is entitled to grant dispensation from the stipulations regarding the financial requirements and/or the required number of original works, in one or more of the following articles:
- a. Article 7.1, paragraph b (euro),
- b. Article 7a.1, paragraph 1, sub b,
- c. Article 7b.1, paragraph b,
- d. Article 8.1, paragraph b (fifty works) and par. c (euro),
- e. Article 8.1, paragraph a (fifty works) and par. b (euro),
- f. Article 9.1 para. a, (fifty works) and par. b (euro),
- g. Article 11, paragraphs 2 to 4,
- h. Article 13a, paragraphs 1 to 4,

if, in the judgement of the Board, and with the approval of the Supervisory Board:
- a. the participant has carried out praiseworthy work as a member of one of the bodies of the Association and/or Stemra;
- b. the participant has carried out praiseworthy work as a Board member of establishments affiliated with the Association or Stemra or organisations at national or international level;
- c. the participant has done praiseworthy work in areas related to the aims of the Association or Stemra.

Article 12

12.1. The membership expires:
- a. on the death of the member;
- b. by cancellation in writing on the part of the Association, effective immediately, to be sent by registered letter and stating the reasons, in the following cases:
  - i. if the exploitation agreement concluded between the Association and the member or the publishing company or the company referred to in Article 7a has expired for whatever reason;
  - ii. if the member, whether registered for membership by a publishing company or not, or the publishing company who registered a person as a member has ceased to meet the requirements in the Articles of Association on membership or registering a person as a member, with the exception of the financial requirements referred to in Article 7, Paragraph 1 (b), Article 8.1, Paragraph c or Article 9.1, Paragraph b;
  - iii. in the case referred to in Article 11, Paragraph 2, 2a, 2b, 3 or 4, unless Article 11, Paragraph 8 applies;
  - iv. if the publishing company withdraws the registration of the member it registered by registered letter;
  - v. if the company referred to in Article 7a withdraws the registration of the member it registered by registered letter;
  - vi. if the company which registered a person for membership has ceased to meet the requirements in the Articles of Association on membership or registering a person as a member, with the exception of the financial requirements referred to in Article 7a.1, Paragraph b;
  - vii. if a participant on behalf of heirs and legatees has ceased to meet the requirements in the Articles of Association on registering a person as a member, with the exception of the financial requirements referred to in Article 7b.1, Paragraph b;
- c. by cancellation in writing on the part of the Association, to be sent by registered letter, stating the reasons, with two weeks' notice, in the following cases:
  - i. if the member or the publishing company who registered the member or the company as referred to in Article 7a who registered the member or the participant who registered somebody on behalf of heirs or legatees does not fulfil his or her obligations under the Articles of Association, rules, resolutions of

the Association or the exploitation agreement;

ii. if the Association cannot reasonably be required to continue the membership;

d. by resignation in writing, to be sent by registered post, stating the reasons, by a member who is an author as referred to in Article 7, or – if the member, being an author as referred to in Article 7a, is registered for membership by a company– exclusively by the company, or - if the member is registered by a publishing company – exclusively by the publishing company, or – in the case of a member acting on behalf of heirs and legatees as referred to in Article 7b - exclusively by the member - on the thirty-first (31st) of December of any year, with at least three months' notice;

e. by expulsion by the Association if the member or the publishing company which has registered a person for membership or the company as referred to in Article 7a which has registered an author for membership, or if the participant and/or the member acting on behalf of heirs and legatees as referred to in Article 7b contravenes the Articles of Association, rules, resolutions of the Association or the exploitation agreement or unreasonably prejudices the Association.

12.2. Termination on the part of the Association by virtue of Article 12, Paragraph 1, b and c, is effected by the Board with the approval of the Supervisory Board. The person whose membership has been terminated as well as the publishing company or the company as referred to in 7a are immediately notified of the termination in writing. An appeal may be lodged with the Disputes Committee in writing, giving the reasons for the appeal, within one month of the date of receipt of the written notification of the decision to terminate the membership. An appeal may be lodged by a member who is an author as referred to in Article 7, or – if the member, being an author as referred to in Article 7a, has been registered for membership by a company – exclusively by the company, or – if the member has been registered by a publishing company – exclusively by the publishing company, or – in the case of a member acting on behalf of heirs and legatees – by the member. The member is suspended pending the hearing of the appeal. This suspension may not last longer than one year.

12.3. The expulsion referred to in Article 12, Paragraph 1 e is effected by means of a written decision by the Board, which must state the reasons for the expulsion, with the approval of the Supervisory Board. The person who has been expelled from the membership as well as the publishing company or the company as referred to in 7a are immediately notified of the Board's decision. An appeal against the expulsion must be lodged with the members' meeting in writing, giving the reasons for the appeal. The appeal must be filed with the Disputes Committee within one month of the date of the written notification of the decision to expel the member.
An appeal may be lodged by a member who is an author as referred to in Article 7, or a member acting on behalf of heirs and legatees as referred to in Article 7b, or - if the member, being an author as referred to in Article 7a who has been registered for membership by a company – exclusively by that company, or – if the member has been registered by a publishing company – exclusively by the publishing company. The affiliate will be suspended during the appeal period and pending the appeal. The party authorised to lodge the appeal has the right to explain their appeal at the relevant members' meeting. Such suspension may not last for longer than one year.

THE SUPERVISORY BOARD

Article 13

13.1. The Association has a Supervisory Board with the task of what is stipulated in Article 18

13.2. The Supervisory Board of the Association consists of nine people. Only natural persons can be appointed as members of the Supervisory Board. Six persons are appointed in the manner referred to in paragraph 3, sub. a and b of this article. Three independent persons, including the independent chairman of the Supervisory Board, are appointed by the members in accordance with Article 17 par. 2.

13.3. The Supervisory Board consists of:
   a. four (4) authors, who are participants or are authors in a company that is a participant, who are chosen by the author members;
   b. two (2) persons who are participating publishers or have a managerial position in a publishing company that is a participant, and who are chosen by the publisher members.
   c. Three (3) independent persons, as referred to in Paragraph 2, one of whom is the independent chairman.

13.4. A member of the Supervisory Board of the Association must also be a member of the Supervisory Board of Stemra.

Article 13a

13a.1. An author who is a member of the Association can be appointed to the Supervisory Board of the Association if the author or the participant who registered the author for membership of the Association
   a. is a resident or citizen of one of the Member States of the European Economic Area,
   b. has had an exploitation agreement with the Association as well as with Stemra for at least five (5) whole consecutive calendar years, and
   c. has received an average income of at least one thousand six hundred euro (€ 1,600)(year2020) per annum under their exploitation agreement for the last three (3) whole consecutive calendar years, with the income being received from the exploitation agreement with the Association as well as from the exploitation agreement with Stemra.

13a.2. For the purposes of this Article 13a, Paragraph 1 (relating to appointing a member of the Supervisory Board), the years and income when the author was a participant count towards counting the years and income of the participant of which the author has registered membership.

13a.3. A publisher who is a member of the Association can be appointed to the Supervisory Board of the Association if the publisher
   a. is a resident or citizen of one of the Member States of the European Economic Area,
   b. has had an exploitation agreement with the Association for at least five (5) whole consecutive calendar years for all or at least fifty (50) original works which the publisher has published under a direct legal relationship with an author or their successors in title, and
   c. has received an average income of at least eleven thousand six hundred euro (€ 11,600)(year 2020) per annum under those exploitation agreements for the last three whole consecutive calendar years, where income is obtained from both the exploitation agreement with the Association and the exploitation agreement with Stemra.

13a.4 A managerial officer as referred to in Article 9 who is a member of the Association can be appointed to the Supervisory Board of the Association if the publisher-participant who registered the managerial officer for membership
   a. is a resident or citizen of, or have established their head office, respectively in one of the Member States of the European Economic Area,
   b. has had an exploitation agreement with the Association and with Stemra for at least five (5) whole consecutive calendar years for all or at least fifty (50) original works which the publisher-participant has published under a direct legal relationship with an author or their successors in title; and
   c. has received an average income of at least eleven thousand six hundred euro (€ 11,600)(year 2020)) per annum under those exploitation agreements for the last three (3) full consecutive calendar years, where income is obtained from both the exploitation agreement with the Association and the exploitation agreement with Stemra.

13a.5 Members of the Supervisory Board may be re-elected subject to all the provisions of these Articles of Association.

Article 13b

13b.1. The appointment of the members of the Supervisory Board takes place as follows:
   a.1 Candidates for the four places on the Board for authors listed in Article 13.3, Paragraph a can be nominated by professional associations:
      i. of composers of serious music such as Nieuw Geneco;

ii. of composers/lyricists of light music such as, BAM! Popauteurs.nl and VCTN;
iii. of lyricists such as Auteursbond
iv. of composers of media music such as BCMM;
v. recognised as professional associations by the Board in accordance with the Accreditation Rules referred to in Article 30.2.

a.2 Candidates for each vacancy can also be nominated by participants in writing, as long as each written nomination for a candidate is signed legibly by at least ten participants or is supported by the Supervisory Board, and this takes place taking the other provisions of these Articles of Association into account.

a.3 The members of the Supervisory Board referred to in Article 13.3, Paragraph a are chosen in the members' meeting by the members present who have voting rights and are authors as referred to in Article 2, Paragraph d.

a.4 Every person entitled to take part in the voting casts one vote.

b.1 For the appointment of the two places on the Supervisory Board listed in Article 13.3, Paragraph b, candidates can be nominated by professional associations for publishers, such as NMUV.

b.2 Candidates for each vacancy can also be nominated by participants in writing, as long as each written nomination for a candidate is signed legibly by at least ten participants or is supported by the Supervisory Board, and this takes place taking the other provisions of these Articles of Association into account.

b.3 The members of the Supervisory Board referred to in Article 13.2, Paragraph b, are chosen in the members' meeting by the members present who have voting rights and are publishers as referred to in Article 8, Paragraph 1, or have a managerial position in a publishing company as referred to in Article 9, Paragraph 1.

b.4 Any person who is authorised to take part in the voting may cast the same number of votes as the number of times the average amount he/she or the publishing company who registered him/her for membership status received from the Association by virtue of the model administration agreement in each calendar year for the three calendar years immediately preceding the year in which the voting takes place is divisible by forty-five thousand six hundred and ninety-eight euro (€ 46,098.00)(year 2020), with a maximum of ten, unless the member is a person who has been granted dispensation as referred to in Article 11, Paragraph 8. In the latter case the member casts one vote.

b.5 If the amount referred to in sub-paragraph b4 lies between two thousand nine hundred euro (€ 2,900) and forty-five thousand six hundred and ninety-eight euro (€ 46,098.00)(year 2020), the member casts one vote.

b.6 In the month of January each year, the Board notifies each member as referred to in subparagraph b4 of the number of votes he/she can cast in elections of the members of the Supervisory Board during that year.

b.7 In connection with what is stipulated in subparagraph b6, no members' meeting in which there is voting on one or more vacancies on the Supervisory Board can take place between the first of January and the fifteenth of February in any year.

b.8 The publisher or the publishing company has the right to appeal to the Disputes Committee against this notification for two weeks after the date of the notification. The Committee shall decide within a month, but in any case, no later than on the day on which a members' meeting that has to decide about one or more vacancies on the Supervisory Board takes place.

13b.2. Nominations of candidate are only valid once the Board has received a written declaration from the candidate that he/she is prepared to sit.

13b.3. Supervisory Board members may be re-elected subject to all the provisions of these Articles of Association.

13b.4. With the exception of the stipulations in Article 20a, candidates can be nominated at any time by the Supervisory Board or by five members for positions other than those for members of the Supervisory Board or the Board, even during the members' meeting.

The stipulations in Article 25 apply accordingly when voting takes place on positions other than those on the Supervisory Board or the Board.

Article 13c

13c.1. Without prejudice to what is stipulated in Articles 13, 13a and 13b above, only a person who is simultaneously nominated as a member of the Supervisory Board of Stemra can be nominated as a member of the Supervisory Board of the Association.

13c.2. The Supervisory Board draws up a profile sketch of the composition of the Supervisory Board, taking the representativeness of the various genres, among other things, into account. The profile sketch of the Supervisory Board will be published on the Association's website. Without prejudice to what is stipulated in Articles 13, 13a and 13b above, all recommendations and nominations of candidates must be made taking this profile sketch into account.

13c.3. The Advisory Appointment Committee as referred to in Article 29.2, Paragraph 2 shall fulfil its role in the composition of the Supervisory Board and the Board of Rightsholders such that the diversity of the genres and the representativeness is guaranteed as far as possible.

13c.4. The Supervisory Board is composed in such a way that the members can operate independently and critically vis-à-vis each other, the members and any other interests. The Supervisory Board must be composed in such a way that it can fulfill its task properly.

Article 14

14.1. The Supervisory Board, and in the absence of a Supervisory Board, the Board, will invite the eligible organisations as specified in Article 13b, Paragraphs 1 and 2, in writing to nominate candidates at least ten (10) weeks prior to the date of the meeting at which a decision must be taken on filling one or more vacancies on the Supervisory Board.

14.2. Written nominations as referred to in Paragraph 1 above must be received by the Board no later than eight (8) weeks prior to the date of the members' meeting.

14.3. The members and participants are informed of the names of the candidates nominated in the notice of the members' meeting as referred to in Article 26, Paragraph 2. The notice of the meeting also describes how candidates can be nominated.

14.4. Written nominations as referred to in Article 13b, paragraph 1, subparagraph a2 and b2 must be received by the Board no later than four (4) weeks prior to the date of the members' meeting.

14.5. If none of the professional associations mentioned in Article 13b, Paragraph 1, has submitted a nomination in accordance with the Articles of Association, and one or more candidates have not been nominated by members in accordance with the Articles of Association, the Supervisory Board of the Association will appoint two candidates for the vacancy concerned.

Article 15

15.1. The members of the Supervisory Board are appointed for four years. They resign in accordance with a roster to be compiled by the Supervisory Board. Resigning members are eligible for re-election immediately, but only once, on the understanding that if a member of the Supervisory Board has resigned from his/her position and that a continuous period of four years has passed since then, the person concerned will be eligible once again for appointment as a member of the Supervisory Board and the stipulations in the first two paragraphs of this article shall apply to him/her.

15.2. Vacancies that arise in the meantime will be filled finally at the next members' meeting during which all the stipulations of these Articles of Association concerning the appointment of members of the Supervisory Board can be met.

15.3. Vacancies that arise in the meantime can be filled temporarily by the Supervisory Board. The Supervisory Board may appoint a temporary member of the Supervisory Board:

a. if the member whose membership of the Supervisory Board has ended in the meantime, was nominated as a candidate by a particular professional association at the time: from a binding nomination with an intermediate candidate from that professional association. The binding character of the binding nomination can be taken away by a Supervisory Board decision taken by more than two-thirds of the votes cast;

b. in the case in which the member whose membership of the Supervisory Board member has ended in the meantime is nominated as a candidate by ten members as referred to in Article 13b, Paragraph 1 – or by the Supervisory Board itself in the context of Article 14, Paragraph 5 – after the Supervisory Board has held negotiations about an interim candidate with the ten members who nominated the member concerned as a candidate or with the professional associations.
c. The stipulations in Article 13, Paragraph 3 apply accordingly to the appointment of temporary members of the Supervisory Board.

15.4 The temporary member of the Supervisory Board shall resign at the next members' meeting referred to in Paragraph 2, during which all the stipulations of these Articles of Association concerning the appointment of ordinary members of the Supervisory Board can be met.

15.5 The status applicable for ordinary members of the Supervisory Board and the requirements that apply for the composition of the Supervisory Board are applicable in full to the appointment of temporary members of the Supervisory Board.

15.6 a. In the event of the anticipated longer-term absence of one (or more) of the members of the Supervisory Board, the Supervisory Board can appoint a person to assist the Supervisory Board in the performance of its duties for the duration of the absence, in a similar manner to that described in Art. 15.3 par. a and b of the Articles of Association and taking into account the provision of b below. This designated person is merely an observer and has no formal vote.
b. After a period of nine (9) months of absence, this will become an interim vacancy. The filling of this interim vacancy will take place in a similar manner to Art. 15 par. 2 to 5 of these Articles of Association. The designated person mentioned will remain as an observer until the time at which the vacancy is filled.

Article 16

16.1. Without prejudice to the stipulations of Article 17, Paragraph 4, membership of the Supervisory Board ends:
a. upon death;
b. upon resignation on the basis of Article 15, Paragraph 1 or Paragraph 4;
c. upon resignation in the meantime at the member's own request;
d. upon losing a status listed in Article 13, Paragraph 3;
e. upon losing the status of member of the Supervisory Board of Stemra, as prescribed in Article 13, Paragraph 4;
f. upon dismissal by the members' meeting as recommended by the Supervisory Board or thirty members or such a number of all members as are entitled to cast one-tenth of the votes in a members' meeting; such a decision for dismissal requires a majority of at least three-quarters of the votes cast in the meeting.

16.2. If the number of members of the Supervisory Board falls below eight (8) for any reason whatsoever, the remaining members or the sole remaining member of the Supervisory Board shall form a fully competent Supervisory Board. A members' meeting must be convened as soon as possible, however, in which the open place or places are discussed. If the membership of all sitting members of the Supervisory Board ends, the Board will temporarily take over all the powers and obligations of the Supervisory Board. The Board will immediately convene a members' meeting in accordance with the provisions of Articles 14 and 26, at which a new Supervisory Board will be appointed.

16.3. The Supervisory Board is authorised to suspend a member of the Supervisory Board with regard to the provisions of this article.

16.4. A resolution of the Supervisory Board for immediate and effective suspension requires unanimity of the votes cast, with at least one author and one publisher voting for suspension, not including the independent chairman and the respective member of the Supervisory Board.

16.5. In cases other than those provided for in paragraph 4 (direct suspension) a decision to suspend requires a three-quarter majority of the votes cast, not including the independent chairman and respective member of the Supervisory Board.

16.6. Suspension will not take place before the

respective member of the Supervisory Board has been heard or has been given the opportunity to be heard.

16.7. A suspension may last no longer than one year. Extension of a suspension is not possible. The administrative emoluments of the respective member of the Supervisory Board will not be paid during the suspension.

16.8. A decision to lift a suspension requires the same qualified majority as the original decision to suspend (unanimity or three-quarters majority).

16.9. Suspension issues are placed on the agenda of the Supervisory Board by the independent chairman of the Supervisory Board, unless these concern himself, in which case they will be placed on the agenda by another member of the Supervisory Board.

16.10. There is no appeal to the Buma/Stemra Disputes Committee against a suspension.

16.11. In the case of a long-term suspension, and on the recommendation of the professional association (or 10 participants) of the suspended Board member, the Supervisory Board can appoint an observer provided there is compliance with Article 15 par. 6 of these Articles of Association.

Article 17

17.1. The Supervisory Board appoints a vice-chairman and a secretary from among its members.

17.2. The Supervisory Board, after consulting the Board of Rightsholders, will make a proposal to the members' meeting to appoint two independent persons as members of the Supervisory Board, one member of which is also appointed as Chairman, also called Independent Chairman. Article 13.3, par. a and b and Articles 13a and 13b do not apply to the independent persons of the Supervisory Board. The provisions of Article 13, paragraph 4 apply in this matter.

17.3. The chairman chairs the meetings of the Supervisory Board. The vice-chairman will deputise in the chairman’s absence. If both are absent, the Supervisory Board will appoint a chairman for the meeting.

17.4. With respect to the independent chairman as referred to in Paragraph 2, and in addition to what is stipulated in Article 16, Paragraph 1, his/her membership of the Supervisory Board ends as a result of a decision by the members’ meeting to that end that is taken on the recommendation of the Supervisory Board, after hearing the Board of Rightsholders. The recommendation by the Supervisory Board to dismiss the independent chairman can only come about by virtue of a decision by the Supervisory Board that is taken with a majority of at least two-thirds of the votes cast in a Board meeting at which at least three-quarters of the other active members of the Supervisory Board are present or represented. The chairman does not take part in the vote. Abstentions and invalid votes are deemed not to have been cast. The Supervisory Board cannot adopt such a recommendation for dismissal without having heard the chairman or having reasonably offered him/her the opportunity to be heard.

Article 18

18.1. The Supervisory Board has the task of supervising the policy of the management Board and the general course of affairs in the Association and the company or organisation affiliated with the Association. The Board of Supervisors assists the Board with advice, both solicited and unsolicited. In fulfilling their duties, the members of the Supervisory Board shall focus on the interests of the Association and the company or organisation associated with the Association and, to that end, shall weigh the relevant interests of interested parties involved in the Association.

18.2. The Supervisory Board shall discuss at least once a year the strategy and the main risks associated with the Association, the results of the assessment by the Board of the design and operation of the internal risk management and control systems, and any significant changes thereto. The holding of these discussions is mentioned in the annual report of the Supervisory Board.

18.3. The Supervisory Board shall draw up regulations of the Supervisory Board, in which the matters concerning it internally are further regulated, which regulations may also be amended by the Supervisory Board. The regulations may also determine the task with which each member of the Supervisory Board is charged in particular.

18.4. Without prejudice to the provisions elsewhere in these Articles of Association or the provisions of the management regulations, the approval of the Supervisory

Board is required in any case for resolutions of the Board regarding:

a. the strategy as laid down by the Board in a strategic plan;
b. the risk management policy;
c. any acquisition, sale or encumbrance of real estate;
d. the creation of subsidiaries, the acquisition of other organisations and the acquisition of shares or rights in other organisations; and
e. the acceptance and granting of loans and securities for loans.

Article 19

19.1. The Supervisory Board meets as often as the chairman deems necessary or if three members of the Supervisory Board or the chairman of the Board request a meeting, but at least four (4) times a year. The Supervisory Board meets at least once a year without the presence of the Board.

19.2. If the chairman does not convene a meeting requested by three members of the Board or by the chairman of the Board within two weeks, the parties requesting the meeting have the right to convene a meeting themselves and to provide a chairman for it.

19.3. Notwithstanding the provisions of paragraph 5, decisions of the Supervisory Board may only be taken legally and without the need for consultation in a meeting in which at least:

i. one member as referred to in Article13.3 paragraph a, and
ii. one member as referred to in Article13.3 paragraph b, and
iii. one member as referred to in Article13.3 paragraph c

are physically present. A member of the Supervisory Board can be represented in a meeting by another member of the Supervisory Board after a written power of attorney has been granted that the chairman considers sufficient, and on the understanding that the written power of attorney granted to the other member of the Board is simultaneously valid for a meeting of Stemra. A member of the Supervisory Board can therefore only act as an authorised person for one other member of the Supervisory Board. If the aforementioned quorum is not physically present, a new meeting must be convened on a date not less than fourteen days, and no more than one month after the first meeting. The respective legally- binding decision may then be taken at this meeting, regardless of the number of members of the Supervisory Board present or represented.

19.4. Teleconference and decision-making:
The Supervisory Board may also make non-written decisions in a conference call, which includes any other standard means of telecommunication, provided that the relevant proposal has been submitted to all the members of the Supervisory Board and none of them have objected to this manner of making decisions. Following a teleconference, each member of the Supervisory Board who attended the meeting shall send a written confirmation of his/her vote to the secretary to the Supervisory Board. With regard to resolutions taken in this way, a report will be drawn up, including the written confirmations that have been received by the chairman, and this will be signed by the chairman and the secretary to the Supervisory Board. This report will be filed at the offices of the Association.

19.5. Email decisions:

a. In a singular event that lends itself towards a decision without substantive discussion, the Supervisory Board may make a written decision without a meeting (whereby this includes votes being cast by email), provided that
   i. the text of the proposal, including a deadline within which a vote may be cast – and, when using email and similar means of communication, including confirmation of receipt – is simultaneously sent to all the members of the Supervisory Board as far as possible, and
   ii. at least three members of the Supervisory Board - not including the independent chairman, but including at least one member as referred to in Article 13.3 paragraph a, one member as referred to in Article 13.3 paragraph b and one member as referred to in Article 13.3 paragraph c,– have declared in

writing within the deadline mentioned in subparagraph i (whereby this includes every report that is sent with the help of today's means of communications and is received in writing) that they are in agreement with this form of decision-making.

b. In the case of voting by email, the member of the Supervisory Board, when making his vote, shall simultaneously send a copy of his vote to the other members of the Supervisory Board (for example, using reply to all), as far as possible, unless it was a vote regarding persons (in which case, no reply to all).

c. A written decision can be taken without a meeting by an absolute majority of the votes cast, including the votes of at least one member as referred to in Article 13 paragraph 3 under a, one member as referred to in Article 13 paragraph 3 under b and one member as referred to in Article 13 paragraph 3 under c, whereby blank votes shall be deemed to have not been cast. A written decision on the establishment and amendment of rules or concerning a proposal to amend these Articles of Association may only be taken without a meeting with a majority of at least two-thirds of the votes cast, including the votes of at least one member as referred to in Article 13 paragraph 3 under a, one member as referred to in Article 13 paragraph 3 under b and one member as referred to in Article 13 paragraph 3 under c, whereby blank votes shall be deemed to have not been cast. In the event of a tie, the chairman of the Supervisory Board decides.

d. After expiry of the deadline, a report will be drawn on the same day regarding the result of the vote with – unless it was a vote regarding persons – a report of how the individual members of the Supervisory Board voted, if not everyone answered with 'reply all'. The Supervisory Board shall keep a record of decisions reached in this way. The written decision shall be passed once again for information at the next meeting.

19.6. Decisions by the Supervisory Board on the establishment and amendment of rules or concerning a proposal to amend these Articles of Association may only be taken with a majority of at least two-thirds of the votes cast at the meeting of the Supervisory Board. In all other cases, the Supervisory Board may take decisions by the absolute majority of the votes cast at the meeting. Abstentions and invalid votes are deemed not to have been cast. In the event of a tie, the chairman of the Supervisory Board decides.

19.7. A member of the Supervisory Board shall not take part in the deliberation and decision-making if he has a direct or indirect personal interest that conflicts with the interests of the Association and its affiliated company or organisation. If the Supervisory Board cannot thereby reach a decision, the decision will nevertheless be taken by the Supervisory Board.
The provisions in this paragraph shall take effect as from the entry into force of the Act on the management and supervision of legal entities.

19.8. The Board attends the meetings of the Supervisory Board unless the subject relates to the Board itself, in which case the Supervisory Board may decide to meet without the Board being present.

19.9. The remuneration and any other emoluments of the members of the Supervisory Board and the representation allowance of the chairman are determined by the Supervisory Board, for which the standards are fixed by the Members Meeting on the recommendation of the Supervisory Board.

BOARD OF RIGHTSHOLDERS

Article 20a

20a.1. The Association has a Board of Rightsholders. The Board of Rightsholders is not a body as referred to in Article 2:39 of the Civil Code.

20a.2. The Board of Rightsholders consists of at least twelve (12) and not more than thirteen (13) persons. Twelve persons will be nominated from and by the members. A thirteenth, independent person can be nominated as a member of the Board of Rightsholders by the Board of Rightsholders in accordance with Article 20c par. 2.

20a.3. The Board of Rightsholders consists of:
- a. eight participants who are authors as referred to in Article 2, subparagraph d and who meet the following criteria:
  - i. are a resident or citizen of one of the Member States of the European Economic Area,
  - ii. have an exploitation agreement with the Association and with Stemra
  - iii. have received an average income of at least five hundred and eighty euro (€ 580)(year 2020) per annum under those exploitation agreements for the last three (3) full consecutive calendar years, where income is obtained from both the exploitation agreement with the Association and the exploitation agreement with Stemra
- b. four participants who are publishers as referred to in Article 8 paragraph 1, or act in a managerial position in a publishing company as referred to in Article 9 paragraph 1 and who meet the following criteria:
  - i. are a resident or citizen of, or have established their head office, respectively, in one of the Member States of the European Economic Area,
  - ii. have an exploitation agreement with the Association and with Stemra for all or at least fifty (50) original works that they have published under a direct legal relationship with authors or their successors in title;
  - iii. have received an average income of at least five thousand eight hundred euro (€5,800)(year 2020) per annum under those exploitation agreements for the last three (3) full consecutive calendar years, where income is obtained from both the exploitation agreement with the Association and the exploitation agreement with Stemra.
- c. an independent chairman as referred to in par. 2, if appointed by the members' meeting as a member of the Board of Rightsholders, in accordance with Article 20c, par. 2.

20a.4. A member of the Board of Rightsholders of the Association must also be a member of the Board of Rightsholders of Stemra.

20a.5. Candidates for the eight places on the Board of Rightsholders for authors referred to in Paragraph 3, subparagraph a can be nominated by professional associations:
- a. of composers of serious music such as Nieuw Geneco;
- b. of composers/lyricists of light music such as, BAM!Popauteurs.nl and VCTN;
- c. of lyricists such as Auteursbond
- d. of composers of media music such as BCMM;
- e. recognised as a professional association by the Board in accordance with the Accreditation Rules referred to in Article 30, Paragraph 2.

20a.5a. Candidates for each vacancy can also be nominated in writing by participants, as long as each written nomination for a candidate is signed legibly by at least ten participants or is supported by the Board, and this takes place taking the other provisions of these Articles of Association into account.

20a.5b. The members of the Board of Rightsholders referred to in Article 20a Paragraph 3, sub-paragraph a are chosen in the members' meeting by the authors present who are entitled to vote and have the status of member.

20a.5c. Every person entitled to take part in the voting casts one vote.

20a.6. With regard to the four places for the council of members referred to in article 20a.3subparagraph b for persons who are participant-publishers or who hold a management position in a publishing company that is a participant, candidates for these places can be nominated by professional associations for publishers, such as NMUV.

20a.6a. Candidates for each vacancy can also be nominated by participants in writing, as long as each written nomination for a candidate is signed legibly by at least ten participants or is supported by the Board, and this takes place taking the other provisions of these Articles of Association into account.

20a.6b. The members of the Board of Rightsholders referred to in Article 20a paragraph 6 are chosen in the members' meeting by the publisher members present who have voting rights, as referred to in Article 8, and the

members present who have voting rights and have a managerial position in a publishing company, as referred to in Article 9, Paragraph 1.

20a.6c. Any person who is authorised to take part in the voting may cast the same number of votes as the number of times the average amount he/ she or the publishing company who registered him/her for membership status received from the Association by virtue of the model administration agreement in each calendar year for the three calendar years immediately preceding the year in which the voting takes place, is divisible by forty-five thousand six hundred and ninety-eight euro (€ 46,098.00), with a maximum of ten, unless the member is a person who has been granted the dispensation as referred to in Article 11, Paragraph 8. In the latter case the member casts one vote.

20a.6d. If the amount referred to in Article 20a, Paragraph 6c lies between two thousand nine hundred euro (€ 2,900) and forty-four thousand five hundred and forty-five thousand six hundred and ninety-eight euro (€ 46,098.00)(year 2020), the member casts one vote.

20a.6e. In the month of January each year the Board notifies each member as referred to in Paragraph 6c of the number of votes he/ she can cast in elections to the Board of Rightsholders during that year.

20a.6f. In connection with the stipulation of Article 20a, Paragraph 6c, no members' meeting in which there is voting on one or more vacancies on the Association's Board of Rightsholders can take place between the first of January and the fifteenth of February in any year.

20a.6g. The publisher or the publishing company has the right to appeal to the Disputes Committee against this notification for two weeks after the date of the notification. The Committee shall decide within a month, but in any case, no later than on the day on which a members' meeting that has to decide about one or more vacancies on the Board of Rightsholders takes place.

20a.7. The nomination of a candidate is only valid once the Board has received a written declaration from the candidate that he/she is prepared to sit.

20a.8. Without prejudice to the stipulations about this in this article, only a person who is simultaneously appointed as a member of the Board of Rightsholders of Stemra can be appointed as a member of the Board of Rightsholders of the Association.

20a.9. The Supervisory Board draws up a profile sketch of the composition of the Board of Rightsholders, with the approval of the Board of Rightsholders, taking the representativeness of the various genres, among other things, into account. The profile sketch of the Board of Rightsholders is published on the Association's website. Without prejudice to what is stipulated about this in this article, all recommendations and nominations of candidates must be made taking this profile sketch into account.

20a.10. The members of the Board of Rightsholders are appointed for four years. They resign in accordance with a roster to be compiled by the Supervisory Board. Resigning members of the Board of Rightsholders are eligible for re-election immediately but only once, on the understanding that if a member of the Board of Rightsholders has resigned from his/her position and that a continuous period of four years has passed since then, the person concerned will be eligible once again for appointment as a member of the Board of Rightsholders and what is stipulated in the first two phrases of this article shall apply to him.

20a.11. The membership of a participant in the Board of Rightsholders ends:

a. upon death;
b. upon resignation on the grounds of Article 20a paragraph 10;
c. by early resignation at their own request;
d. through loss of one of the capacities mentioned in Article 20a, paragraph 3;
e. through loss of the capacity of being a member of the Board of Rightsholders of Stemra, as required under Article 20a, paragraph 4;
f. by dismissal by the members' meeting on the recommendation of the Supervisory Board or of thirty members or such a number of all members as are authorised to cast one-tenth of the votes in a members' meeting; at least a three-fourths majority of the votes cast at the meeting is required for such a dismissal decision.
g. In the case of interim appointments and absences, the provisions of Article 15

par. 2 to 6 will apply analogously to the Board of Rightsholders.

20a.12. If the membership of all the current members of the Board of Rightsholders expires for any reason whatsoever, the Supervisory Board shall assume all the powers and obligations of the Board of Rightsholders. The Supervisory Board shall then immediately convene a general meeting of the members in accordance with the provisions of Articles 14 and 26, at which a new Board of Rightsholders shall be appointed.

Article 20b

20b.1. The Board of the Association will invite the eligible organisations as specified in Article 20a, Paragraphs 5 and 6, in writing to nominate candidates at least ten (10) weeks prior to the date of the members' meeting at which a decision has to be taken on filling one or more vacancies on the Board of Rightsholders.

20b.2. The written nominations referred to in Paragraph 1 above must be received by the Board no later than eight (8) weeks prior to the date of the members' meeting in question.

20b.3. The members and participants are informed of the names of the candidates nominated in the notice of the members' meeting as referred to in Article 26, Paragraph 2. The notice of the meeting also describes how candidates can be nominated.

20b.4. Written nominations by participants, as determined in Article 20a.5a and Article 20a.6a must be received by the Board no later than four (4) weeks prior to the date of the members' meeting concerned.

20b.5. If one of the organisations listed in Article 20a, Paragraph 6 has not nominated a candidate in accordance with the Articles of Association nor has a candidate been nominated by members and participants, as referred to in Paragraph 3, the Supervisory Board of the Association will appoint one or more candidates for the vacancy concerned.

20b.6. The stipulations in Article 16, Paragraph 1 apply accordingly to the resignation of members of the Board of Rightsholders.

Article 20c

20c.1. The Board of Rightsholders shall appoint a vice-chairman and a secretary from amongst its members.

20c.2. With regard to the appointment of a chairman, the Board of Rightsholders is authorised

a. to appoint a chairman from amongst its members, or
b. to make a proposal to the members' meeting to appoint an independent person as chairman, also referred to as the independent chairman, also a member of the Board of Rightsholders. Article 20a par. 3 subpar. a and b, par. 5, 6, 7, 9 and 10 do not apply to this member of the Board of Rightsholders. The provision in Article20a par.4 will apply, however.

20c.3. The chairman of the Board of Rightsholders chairs the meetings of the Board of Rightsholders. In his/her absence, he will be replaced by the vice- chairman of the Board of Rightsholders. If the two above-mentioned persons are both absent, the Board of Rightsholders will assign a chairman for the meeting.

20c.4. The Board of Rightsholders shall meet as often as the chairman of the Board of Rightsholders deems it appropriate, or if three members of the Board of Rightsholders or the chairman of the Board or the Supervisory Board chairman request a meeting, but at least four (4) times a year.

20c.5. Regardless of the provision on par. 6, decisions of the Board of Rightsholders can only be legally taken in a meeting in which at least eight members of the Board of Rightsholders are physically present. Subject to the approval of the chairman, a member of the Board of Rightsholders may be represented at a meeting by another member of the Board of Rightsholders if a written power of attorney is provided. A member of the Board of Rightsholders can thereby only act on behalf of one other member of the Board of Rightsholders as a proxy. If fewer than eight members of the Board of Rightsholders are physically present at a meeting, a new meeting will be convened on a date not less than fourteen days and no more than one month after the first meeting. The respective legally-binding decision may be taken at this meeting, regardless of the number of members of the Board of Rightsholders present.

20c.6. Teleconferences and decision making: The Board of Rightsholders may also make non-written decisions in a conference call, which includes any other standard means of

telecommunication, provided that the relevant proposal has been submitted to all the members of the Board of Rightsholders and none of them have objected to this manner of making decisions. Following a teleconference, each member of the Board of Rightsholders who attended the meeting shall send a written confirmation of his/her vote to the Secretary to the Board. The method of decision making shall be included once again for information purposes at the next meeting and will be recorded in the minutes.

20c.7. Email decisions:

a. In a singular event that lends itself towards a decision without substantive discussion, the Board of Rightsholders may make a written decision without a meeting (whereby this includes votes being cast by email), provided that
   i. the text of the proposal, including a deadline within which a vote may be cast – and, when using email and similar means of communication, including confirmation of receipt – is sent to all the members of the Board of Rightsholders as far as possible at the same time, and
   ii. at least seven members of the Board of Rightsholders have declared in writing within the deadline mentioned in sub-paragraph a (whereby this includes every report that is sent with the help of today's means of communications and is received in writing) that they are in agreement with this form of decision-making.

b. In the case of voting by email, the member of the Board of Rightsholders shall, when making his vote, send a copy of his vote to the other members of the Board of Rightsholders (for example, using reply to all), simultaneously as far as possible, unless it was a vote regarding persons (in which case, no reply to all).

c. A written decision can be taken without a meeting by the simple majority of at least seven submitted votes, whereby blank votes shall be deemed to have not been cast.

d. After expiry of the deadline, a report will be drawn on the same day regarding the result of the vote with – unless it was a vote regarding persons – a report of how the individual members of the Board of Rightsholders voted, if not everyone answered with 'reply all'. The Board of Rightsholders shall keep a record of decisions reached in this way. The written decision shall be considered once again for information at the next meeting.

20c.8. If the chairman does not convene a meeting that has been requested by three members of the Board of Rightsholders or the chairman of the Board or the chairman of the Supervisory Board within two weeks, the applicants have the right to convene a meeting themselves and to provide a chairman for it.

20c.9. The Board of Rightsholders makes its decisions by a simple majority of the votes cast at the meeting. Blank votes and invalid votes will be deemed to have not been cast.

20c.10. The Board will attend the meetings of the Board of Rightsholders, unless the proposal concerns the Board itself, in which case the Board of Rightsholders can decide to meet without the presence of the Board.

20c.11. Joint consultations will take place between the Board of Rightsholders, the Supervisory Board and the Board at least twice a year. The joint consultations will be chaired by the chairman of the Supervisory Board.

Article 20d

20d.1. The Board of Rightsholders has the task of:

a. advising the Board and the Supervisory Board of the Association, and
b. preparing the decision-making at the members' meeting.

20d.2. The Board of Rightsholders prepares items and performs tasks in such a way that the members' meeting of the Association proceeds as efficiently as possible.

20d.3. The Board of Rightsholders can establish, in rules it can itself set, further rules and regulations concerning the performing of tasks and the manner of decision-making by the Board of Rightsholders, as long as the tasks described in Paragraphs 1 and 2 above are taken into account and as long as those rules do not conflict with these Articles of Association.

THE BOARD

Article 21

21.1. The Board consists of at least two natural persons, a chairman and a finance Board member, who are not members or participants of the Association and who do not have a seat on the Supervisory Board of the Association.

21.2. Board members are appointed and dismissed by the members' meeting on the recommendation of the Supervisory Board. The members' meeting appoints, on the recommendation of the Supervisory Board, one of the Board members as Chairman and one of the Board members as Finance Board member. If an appointment or a dismissal concerns a member of the Board who is or will become a Board Member of Stemra, the appointment or dismissal must also be carried out by Stemra, but on the joint proposal of the Supervisory Board of the Association and the Supervisory Board of Stemra.

21.3. Without prejudice to the provisions of Article 21, paragraph 4, the terms and conditions of employment for each Board member are determined separately by the Supervisory Board. If it concerns a Board member who is also a member of the Board of Stemra, the decision is made as a joint decision of the Supervisory Board of the Association and of Stemra.

21.4. The remuneration of the members of the Board and other emoluments, such as monetary and non-monetary benefits, pension rights and entitlements, rights to other awards and rights to severance payments, require the approval of the members' meeting and are determined by the Supervisory Board. If it concerns a Board member who is also a member of the Board of Stemra, the decision is made as a joint decision of the Supervisory Board of the Association and of Stemra.

21.5. The Supervisory Board can suspend a Board member. If it concerns a Board member who is also a Board member of Stemra, the suspension will only take place as a joint decision of the Supervisory Board of the Association and of Stemra.

21.6. Suspension or dismissal shall not take place before the relevant Board member has been heard by the Supervisory Board of the Association and of Stemra or has at least been given the opportunity to be heard. The Board gives the Board member the opportunity to account for himself at the members' meeting.

21.7. A suspension can be extended one or more times but cannot last longer than four months in total. If no decision has been taken to cancel the suspension during this period, the suspension will expire.

21.8. During his suspension, a suspended Board member is not authorised to attend Board meetings or meetings of the Board of Supervisors, to take Board resolutions or to otherwise perform tasks or powers assigned to Board members by law or these articles of association.

21.9. The appointment period is determined separately for each Board member by the Supervisory Board at the relevant nomination. If it concerns a Board member who is also a member of the Board of Stemra, the decision shall be taken as a joint decision of the Supervisory Board of the Association and of Stemra. Resigning Board members are immediately eligible for re-election.

21.10. Temporary vacancies may be temporarily provided by the Supervisory Board. Interim vacancies will be definitively provided for at the next members' meeting, where all the provisions of these Articles of Association regarding the appointment of Board members can be met.

21.11. The provisions in these Articles of Association regarding the appointment of a Board member apply mutatis mutandis to the reappointment of a Board member.

21.12. A Board member also retires:

a. on the occasion of his death;
b. through his voluntary resignation;
c. through his dismissal by the members' meeting on the recommendation of the Supervisory Board;
d. by his acceptance of an appointment as member of the Supervisory Board;
e. if he or she is declared bankrupt, applies for suspension of payment or requests the application of the debt rescheduling scheme as referred to in the Bankruptcy Act;
f. by his sub-custodial appointment, as well as by a judicial decision in which, as a result of his or her physical or mental condition, a government is

placed over one or more of his or her goods.

21.13. In the event of the absence or inability of a member of the Board, the Supervisory Board is empowered to appoint a temporary Board member. In the event of absence, the Supervisory Board is obliged to convene a meeting as soon as possible in which the provision is addressed in the open.

21.14. The working method of the Board is further regulated in a management regulation that has been determined by the Board and which can be amended and supplemented, with approval from the Supervisory Board. The management regulations determine who has which tasks, responsibilities and powers within the Board.

Article 22

22.1. The Board is charged with the management of the Association and the management of the office of the Association. The management of the Board is vested in the chairman of the Board.

22.2. The Board is accountable to the Supervisory Board and the members' meeting. In fulfilling its duties, the Board shall focus on the interests of the Association and the company or organization associated with the Association and weigh up the relevant interests of the interested parties involved with the Association. The Board reports the risks associated with the activities of the Association to the Supervisory Board and discusses the internal risk and control systems with the Supervisory Board.
The Board shall provide the Supervisory Board, in good time, with all the information necessary for the proper performance of the duties of the Supervisory Board.
Furthermore, the Board is obliged to inform the members' meeting about all the data regarding the management of the office that is required by the members' meeting.

22.3. The Board may fix contributions, annual contributions, entrance fees and special charges. This decision requires the approval of the members' meeting.

22.4. The Board shall set up, suspend and dismiss employees and establish their working conditions.

22.5. After hearing the Supervisory Board, the Board may grant, the title of (deputy) director to an employee, other than a member of the Board referred to in Article 21.

22.6. Subject to the approval of the Supervisory Board, the Board is empowered to conclude agreements on the purchase, transfer or encumberment of registry goods and to conclude agreements whereby the association shall act as a guarantor or joint and several co-debtor, shall support a third party or commit itself to provide security for a debt of a third party.

Article 23

23.1. Board meetings are held as often as the chairman of the Board or at least two Board members convene a Board meeting.

23.2. Each Board member is entitled to cast one vote at a meeting of the Board.

23.3. A Board member can only be represented by a fellow Board member in the matter of decision-making by the Board.

23.4. If the Board consists of more than one Board member, the Board makes a decision, both inside and outside the meeting, by an absolute majority of the votes cast. Invalid and blank votes are not counted as votes cast.

23.5. In the event of a tie, the chairman of the Board decides. The preceding does not apply if two or fewer Board members are present. In such cases the appropriate resolution does not come about. The Supervisory Board shall be informed of this and shall consult with the Board within a reasonable amount of time in order to reach an agreement concerning the intended decision of the Board. If the Supervisory Board subsequently finds that no agreement can be made, no decision will be made.

23.6. A Board member does not take part in the deliberation and decision-making if he has a direct or indirect personal interest that conflicts with the interests of the Association and its affiliated company or organisation. If no administrative decision can be taken as a result, the decision is taken by the Supervisory Board. The provisions in this paragraph shall take effect as from the entry into force of the Act on the Control and Supervision of Legal Entities.

23.7. Meetings of the Board may be held by means of audio or audio-visual communication equipment unless a Board member opposes this.

23.8. Decisions by the Board may be taken in writing instead of in a meeting, provided that all Board members in the decision to be

taken are known, and that none of them opposes this manner of resolution.

23.9. Subject to the provisions of these Articles of Association or the provisions of the management regulations, the decisions of the Supervisory Board shall in any case be subject to the decisions of the Board regarding:

a. the adoption of the policy plan and the associated annual budget of the Association, with the exception of the policy concerning the management of funds concerning rights income as referred to in article 2d paragraph 6a up to and including 6e of the Act on supervision and dispute resolution collective management organisations and the approval of the adoption of the annual transparency report as referred to in Article 2d paragraph 6j of the same Act;
b. the transfer of the company or the organisation or virtually the entire company or the organisation of the Association to a third party;
c. entering into or terminating a long-term cooperation of the Association or a subsidiary with another legal entity or company, or as a fully liable partner in a limited partnership or general partnership, if this cooperation or termination is of fundamental importance to the Association;
d. the closure, including the transfer in ownership or in usufruct, of the company or organisation of the Association or of a major participation of the Association;
e. the submission of a proposal to dissolve the Association;
f. the application for bankruptcy of the Association and the application for suspension of payments;
g. the submission of a proposal to amend the Articles of Association of the Association;
h. entering into a merger or division of the Association as referred to in Book 2, Title 7 of the Civil Code;
i. the termination of the employment contract of a considerable number of employees of the Association or of a subsidiary, either simultaneously or within a short period of time;
j. the implementation of significant changes in the working conditions of a considerable number of employees of the Association or of a subsidiary;
k. the provision of loans or the taking out of loans, with the exception of taking up funds in the current account from the bank(s) of the Association designated by the Supervisory Board, provided that this will not cause the Association to be in debit for a higher amount than that determined by the Supervisory Board and that the Board has been informed; the Supervisory Board is at all times authorised to modify that amount;

23.10. The absence of the approval required under Article 23, paragraph 9, does not affect the power of representation of the Board or the Board members.

23.11. The Board decides on all matters that have not been entrusted to other bodies of the Association by or by virtue of these Articles of Association.

Article 24

24.1 The Board is authorised to represent the Association in and out of court, as well as two Board members acting jointly.

24.2 The Board can grant procuration rights to one or more employees; it is authorised to determine their authority and may change or withdraw this power of attorney. The Board can award such a title to a proxy holder if the Board deems this desirable.

MEMBER'S MEETING

Article 25

25.1. The members' meeting may be attended by:

a. all non-suspended members;
b. participants;
c. members of the Board;
d. members of the Supervisory Board;
e. members of the Board of Rightsholders:
f. a delegation from the Works Board of the Association or the joint Works Board of the Association and Stemra, consisting of the chairman and the secretary, or their deputies.
g. other persons whom the Board has allowed to attend the members' meeting.

25.2. Legally binding decisions may only be taken at a members' meeting if at least fifty (50)

members attend the meeting; if fewer than fifty members are present at a meeting, another meeting will be convened at a date no less than fourteen days and no more than one month after the first meeting. The Board will notify the members of this meeting at least seven days before the meeting, stating the agenda of the previous meeting referred to at the beginning of this paragraph, as well as the venue and the time of the new meeting, in a publication issued periodically by the Association, by circular letter or by advertisement in a popular national newspaper, or by circulating the notice of the meeting electronically. Paragraphs 2 and 3 of Article 26 do not apply to this members' meeting. The legally binding decision may then be taken at this meeting regardless of the number of members present.

25.3. Unless specified otherwise by or by virtue of these Articles of Association, all decisions are taken with a simple majority of votes cast; abstentions and invalid votes are deemed not to have been cast.

25.4. Each non-suspended member of the Association has the right to cast one vote.

25.5. A non-suspended member can be represented at a meeting by a non-suspended participant by written proxy by means of a proxy form to be provided by the Board. This form must be received by the Board no later than three (3) days before the date of the members' meeting, excluding Sundays and public holidays and not counting the day of the members' meeting itself. Any participant deputising for another may only accept one such proxy. The proxy is only valid for one meeting. An author can only authorise another author. A publisher can only authorise another publisher. An heir can only authorise a participant with the same capacity as the testator. A company as referred to in Article 7a may only authorise an author.

25.6. Matters are voted on verbally unless the chairman decides otherwise; votes on persons are taken using ballot papers or electronically. If voting about persons is to take place electronically, this shall be stated in the additional notice of the meeting calling for a meeting of members.

25.7. Voting on candidates is carried out per vacancy. If none of the candidates receives a majority of the number of votes cast during an initial vote on these persons, the appointment procedure shall be continued immediately:

a. if it is a vote between two candidates: by a second vote, after which, if this vote has resulted in another tied vote, lots shall be drawn. The chairman casts the lots, unless he/she is an interested party, in which case another person shall be appointed.
b. if it is a vote between three or more candidates: by a subsequent vote between the two candidates who received the greatest number of votes during the first ballot. If more than two people receive an equal number of votes cast and qualify for another ballot, another vote shall be held to decide which two people are eligible for the additional ballot. If the votes cast in the additional ballot are tied, lots shall be drawn. The chairman casts the lots, unless he/she is an interested party, in which case another person shall be appointed. If the two persons chosen by lots have each obtained the same number of votes, the stipulation under a shall apply accordingly.

25.8 The decision to appoint the independent persons of the Supervisory Board shall be based on the Supervisory Board's proposal as referred to in Article 17 Paragraph 2 that is taken by the members' meeting with an absolute majority of the votes cast.

25.9 In the event of a tied vote on a proposal that does not concern the election of people, the proposal will be rejected.

25.10 At any members' meeting where people are to be voted for, the members' meeting will appoint a voting committee consisting of three of the members present. The voting committee's decision is binding.

Article 25a

251a.1 Without prejudice to the other provisions laid down by law or these Articles of Association, the Members Meeting decides on the following matters:

a. the general policy with regard to undivided amounts;
b. the general investment policy with regard to rights income and income from the investment of rights income;
c. the general policy regarding deductions from rights income and the use of funds from the investment of rights income;

d. the use of undivided amounts;
e. the approval of the annual transparency report of the Association. The annual transparency report contains, in accordance with Article 2q of the Act on the supervision of collective management organizations for copyright and related rights, annual accounts and annual report, which are drawn up and published in accordance with Part 9 of the Book of the Civil Code, and also the information prescribed by Order in Board. Part of the annual transparency report is a special report, concerning the use of the deducted amounts for social, cultural and educational services, in which the information prescribed by order in Board is included; and
f. the approval of mergers and joint ventures.

25a.2 The members' meeting decides on the appointment or dismissal of the members of the Board in the manner referred to in Article 26 (procedural rules) and supervises their general performance in the manner referred to in Article 26 (accountability) and Article 27 paragraph 7 (discharge).

25a.3 Amendments to the membership conditions, insofar as these conditions are not regulated in the Articles of Association, require the approval of the Members Meeting before they enter into force.

Article 25b

25b1. Notwithstanding the provisions of these Articles of Association regarding physical voting rights and physical meeting, the Association gives its members the opportunity to exercise their voting rights by means of an electronic means of communication in the manner referred to in Article 2:38 paragraphs 6 and 7 and/or paragraph 8 of the Dutch Civil Code and, furthermore, in accordance with the E-voting regulations.

Article 26

26.1. A members' meeting is held at least once a year. The members' meeting shall be held by thirtieth June at the latest, at which the Board and the Supervisory Board will be accountable for their management and supervision and the financial statements will be established. The appointment of Board members, the election of the Board of Rightsholders and the elections to the Supervisory Board are also held at this meeting.

26.2. A members' meeting is notified to the members in a publication issued periodically by the Association, and/or by means of a circular, and/or by e mail and/or made available by electronic means. This notice, which is sent by post and/or by e-mail and/or made available by electronic means at least six (6) weeks before the day of the meeting, states the location, date, starting time and agenda of the meeting. In the case of elections of members of the Supervisory Board and/or the election of members of the Board of Rightsholders at the meeting, the notice of the meeting shall also contain the names of candidates as referred to in Article 14, paragraph 3 and Article 20a, paragraphs 5 and 6 respectively, as well as an indication of the way in which candidates proposed by members can be nominated (as long as the written proposal of candidacy has been signed legibly by at least ten participants) and the names of the members nominated by the Supervisory Board as candidates for appointment as Board member. The notice of the meeting can also indicate that any later changes or additions concerning the notice of the meeting can be announced by advertisement in a popular national newspaper, as referred to in Paragraph 4, and/or that this announcement can be sent by e-mail and/or made available by electronic means.

26.3. Items can be placed on the agenda of the members' meetings by the Board of Rightsholders, the Board, the Supervisory Board or by ten members and/or participants. Items are understood to be proposals. Items submitted by members and/or participants must be notified to the Board in writing at least four (4) weeks before the day of the meeting, not counting the day of the meeting. The letter must be signed by the members and/or participants concerned and be accompanied by notes.

26.4. Members will be informed of any amendments or additions to the agenda as mentioned in Paragraph 2 or other information in the notice of the meeting. This announcement will be published in a publication issued periodically by the Association and/or by circular letter and/or in a popular national newspaper and/or by e

mail and/ or will be made available by electronic means. This written and/or electronic announcement should be delivered by post and/or made public and/or sent by e mail and/or made available by electronic means at least two (2) weeks in advance of the date of the members' meeting.

26.5. A members' meeting will also be convened:
   a. if the Board decides to hold a members' meeting;
   b. if the Supervisory Board decides to hold a members' meeting;
   c. if at least fifty members or at least a lower number of members needed to cast one-tenth of the votes at a members' meeting ask the Board in writing to convene a members' meeting, stating the items to be included on the agenda.

26.6. The request referred to in Paragraph 5 c should be signed legibly by the persons requesting the meeting and should be accompanied by explanatory information. Within ten days of receipt of the request, the Board should convene a Board meeting to which the persons requesting the meeting are invited to put forward their reason for wishing to convene a members' meeting. If the Board accepts their request, it should convene a members' meeting within a period of no more than four (4) weeks. If this request is not met within fourteen days, the persons requesting the meeting can call the meeting themselves. Members are notified of a members' meeting as referred to in this paragraph at least two (2) weeks in advance of the meeting or otherwise as stipulated in Article 26, Paragraph 2.

26.7. a. Any member may submit a motion about a subject on the agenda.
   b. A motion is a short, reasoned explanation about a subject so that an opinion, wish or request may be expressed, without any associated legal consequences
   c. A motion must be submitted to the Board in writing and must be signed, stating the name of the party submitting it.
   d. A motion shall be dealt with at the same time as the discussion of the subject to which it pertains, unless the chairman rules that it should be discussed later.

26.8. During a members' meeting, legally binding decisions can only be taken with regard to the items included on the agenda or the additional agenda.

26.9. The members' meeting is chaired by the chairman of the Supervisory Board or, in his/her absence, by one of the other members of the Supervisory Board, to be appointed as chairman by the members of the Supervisory Board. If this is not also provided for in the chairmanship, the members' meeting provides for this itself.

26.10. Minutes are kept of the matters discussed at the meeting.

FINANCIAL YEAR AND ANNUAL ACCOUNTS

Article 27

27.1. The financial year corresponds to the calendar year.

27.2. Every year, by April at the latest, the Board draws up annual accounts consisting of a balance sheet and an income and expenditure statement (operating statement), accompanied by explanatory notes, which will state the additional functions held by all Board members of the Association, the ancillary positions of all members of the Supervisory Board, and that will publish the salaries of its Board members and the remunerations of expenses received by Board members. The annual accounts are signed by all Board members and all members of the Supervisory Board; if a signature of one or more of them is missing, this will be stated with reasons.

27.3. The Association is obliged to commission an audit of the annual accounts to an accountant as referred to in Section 2: 393, subsection 1, of the Civil Code. The members' meeting is authorised to grant the assignment to the accountant. If this is not the case, the Supervisory Board is authorised to do this, or, if it defaults, the Board. The appointment of an accountant is not limited by any nomination. The assignment may be withdrawn at any time by the members' meeting and by the person who granted it; the assignment granted by the Board may also be withdrawn by the Supervisory Board.

27.4. The accountant referred to in Article 27, paragraph 3 reports on his audit to the

Supervisory Board and to the Board, and presents the result of his audit in a statement regarding the fidelity of the annual accounts.

27.5. Once a year, the members' meeting can appoint a financial committee from among its members, consisting of three members who should not be members of the Board. This committee will, subject to certain rules, audit the annual accounts and report on them to the members' meeting independently of the chartered accountant referred to in Paragraph 3 of this Article.

27.6. The annual accounts are adopted by the members' meeting.

27.7. A copy of the annual accounts (as adopted by the member's meeting as mentioned hereafter), which accounts are accompanied by the audit declaration, will be made available to members and participants free of charge on request, two (2) weeks before the day of the meeting and not counting the day of the meeting, at the latest. During the meeting at which approval of the annual accounts is an item on the agenda, the members' meeting shall include a separate item on the agenda that discharges the members of the Board and the members of the Supervisory Board for the performance of their tasks carried out in the relevant financial year.

EXPLOITATION AGREEMENT

Article 28

28.1. An exploitation agreement as referred to in Article 2 subparagraph m between the Association and individual authors or their successors in title, publishers or publishing companies will consist of a model agreement to be established by the Board which will be governed by the Indexation, Exploitation and Distribution Rules.

28.2. The Board is authorised to conclude an agreement with an author or their successors in title, a publisher or a publishing company that differs from the agreement referred to in Paragraph 1. This should be done in consultation with the Supervisory Board without third parties having to be informed of this consultation.

COMMITTEES; AUDIT COMMITTEE, ADVISORY APPOINTMENT COMMITTEE

Article 29

29.1. Without prejudice to the stipulations of Paragraph 2 and 3, the Supervisory Board can decide to set up one or more committees for one or more subjects. Each committee is charged with a task and a commission to be decided by the Supervisory Board. The Supervisory Board appoints the persons who will sit on each committee and can decide to change a committee's task and commission, to change the composition of a committee and to cancel a committee, without prejudice to the stipulations of Paragraph 2 and 3.

29.2. The Supervisory Board sets up at least one committee called the: Advisory Appointment Committee, which shall consist of:

a. the independent chairman of the Supervisory Board;
b. the chairman of the Board; as well as
c. members who are authors as referred to in Article 2, subparagraph d, or are publishers as referred to in Article 8, Paragraph 1, or have a managerial position in a publishing company as referred to in Article 9, Paragraph 1, in the ratio of two to one (2:1). The chairman of the Board only has an advisory role on the Advisory Appointment Committee, but no voting right. The composition of the Advisory Appointment Committee of the Association must be the same as that of Advisory Appointment Committee of Stemra. The task and commission of the Advisory Appointment Committee is to supervise in the broadest sense of the term and promote the proper course of affairs in the appointment of members of the Supervisory Board and the Board of Rightsholders, thereby safeguarding the diversity of the genres and the representativeness of the members in these bodies.

29.3. The Supervisory board establishes an Audit Committee, whose composition and duties are further regulated by the Supervisory Board.

29.4. The Supervisory Board can make further rules concerning committees, including the Audit Committee and Advisory Appointment

Committee, in accordance with the stipulations of Article 30.

RULES

Article 30

30.1. The Board has the right to adopt and amend regulations, with the exception of the regulations of the Board of Rightsholders as referred to in Article 20d paragraph 3, the Board regulations as referred to in Article 21 paragraph 14, the regulations of the Supervisory Board as referred to in Article 18 paragraph 3 and the regulations of a committee as referred to in Article 29 paragraph 3. These regulations may not contain provisions that conflict with these Articles of Association.

30.2. The Board is in all cases responsible for concluding:
a. the Distribution Rules;
b. the Exploitation Rules;
c. the Indexation Rules;
d. the rules on dealing with plagiarism disputes between participants.
e. the Accreditation Rules, and
f. the E-voting Rules.

30.3. The rules referred to in Paragraph 2 require the approval of the members' meeting before they take effect, unless they concern changes to:
a. bring regulations into line with directly working (inter)national provisions in statutory regulations, treaties; or
b. bring regulations into line with binding instructions from statutory supervisors, such as the Control Board of the Collective Management Organisations (governmental supervisory authority)(CvTA = College van Toezicht Auteursrechten) and the Authority for Consumers and Markets (ACM).

30.4. The Distribution Rules contain provisions that set out the method by which the distribution and payment of monies received by the Association by virtue of musical performing rights are distributed to participants and other interested parties. A percentage of up to ten percent (10%), to be established by the Board, is to be deducted from the amount of royalties from the Netherlands to be distributed between Dutch and non-Dutch interested parties on the basis of the annual accounts. With the approval of the Supervisory Board and in compliance with the Distribution Rules based on article 30 Paragraph 3 as approved by the member's meeting, the Board establishes the amounts to be reduced in this way for the protection of the tangible and non-tangible interests of composers, lyricists, publishers, publishing companies and companies as referred to in Article 7a, and to promote Dutch music.

30.5. The Exploitation Rules contain provisions on the exploitation and enforcement of musical performing rights and on the legal relationship between the participants and the Association.

30.6. The Indexation Rules contain provisions on the indexation of the sums of money mentioned in the Articles of Association, rules and exploitation agreements.

30.7. The Accreditation Rules include provisions for the accreditation of professional associations that may nominate candidates for appointment as members of the Supervisory Board or as members of the Board of Rightsholders.

AMENDING THE ARTICLES OF ASSOCIATION

Article 31

31.1. Decisions on amending the Articles of Association can only be taken with a majority of at least two-thirds of the votes cast at a members' meeting at which at least fifty (50) members are present.

31.2. A copy of the proposal in which the possible changes are included verbatim shall be sent to the members in a circular and/or a periodically issued publication of the Association and/or by e mail and/or made available by electronic means and must be posted and/or sent by e mail and/or made available by electronic means at least two (2) weeks before the day of the members' meeting. The parties who asked for a members' meeting to be convened to discuss an amendment to the Articles of Association should make a copy of the proposal containing a verbatim transcript of the amendment available for inspection by members and participants in an appropriate place, and in any case at the offices of the Association, from at least ten days before the meeting until after the day on which the meeting is held.

31.3. 1. Any member may submit amendments

to proposed changes to the Articles of Association.

2. An amendment to a proposal is a change that is textual in nature or subsidiary to the meaning of that proposal. Modifications affecting the content, including modifications that are contrary in meaning to the original proposal, shall be deemed to be a request to the Board to include this in the preparations for the next Members Meeting, without prejudice to the right of members to submit items to the agenda or to call for a Members Meeting as defined in Article 26.
3. An amendment must be submitted to the Board in writing no later than 6 (six) working days before the members' meeting, stating the name, address and telephone number of the party submitting it. The Board is responsible for the distribution of the amendment at the members' meeting.
4. The chairman presents the amendment for discussion at the same time as the proposal to which it pertains.
5. Any amendment may be explained by the party or parties submitting it.
6. An amendment shall be deemed admissible unless the chairman has ruled otherwise. A motion for such a decision can be moved by the chairman or by another of the parties that are present.
7. The following sequence shall be observed when taking decisions about a proposal and the amendments suggested to it:
   i. the amendments
   ii. the proposal itself, whether or not amended according to one or more adopted amendments.
8. When making decisions on amendments as described in the previous paragraph, the amendments shall be discussed in order whereby those that have the most far-reaching effect are considered first. In the case of disputes over the question as to which amendment has the most far-reaching consequences, the meeting shall take a decision. Adopting an amendment means that amendments with less far-reaching consequences shall not be discussed. The chairman can also decide that decisions shall be taken separately on individual elements of an amendment.
9. The meeting can decide that the making of other changes may mean that some amendments have to be considered to have lapsed.

31.4. If fewer than fifty (50) members are present at a meeting at which a proposal to amend the Articles of Association is on the agenda, a new meeting is convened on a date no less than fourteen days and no more than one month after the first meeting. The Board will notify the members of this meeting at least seven days before the meeting, stating the agenda of the previous meeting referred to at the beginning of this paragraph, as well as the venue and the time of the new meeting, in a publication issued periodically by the Association, by circular letter or by advertisement in a popular national newspaper, or by making the notice of the meeting available by electronic means. The Board should make a copy of the proposal containing a verbatim transcript of the amendments to the Articles of Association available for inspection at the offices of the Association from at least five days before the meeting until after the day on which the meeting is held. Paragraphs 2 and 3 of Article 26 do not apply to this members' meeting. A legally binding decision to amend the Articles of Association can be taken at this meeting with a majority of at least two-thirds of the votes, regardless of the number of members present

31.5. Decisions on amending the Articles of Association do not take effect until they have received the written consent of the Control Board of the Collective Management Organisations for Authors and neighbouring rights and have been established by notarial deed. Each member of the Board is authorised to have the act executed by deed.

DISSOLUTION

Article 32

32.1. Before being able to take the decision to dissolve the Association, the members' meeting must, at the request of the Supervisory Board, take a decision in principle on this matter with a majority of at

least two-thirds of the votes cast. At least sixty (60) members must be present at this meeting.

32.2. A decision on the dissolution of the Association can only be taken with a majority of at least two-thirds of the votes cast at a new members' meeting at which the number of members needed to cast one-tenth of the votes is present.

32.3. If a meeting at which a proposal to dissolve the Association is on the agenda is not attended by this number of members, a new meeting will be convened on a date no less than fourteen (14) days but no more than one month after the first meeting. The Board will notify the members of this meeting at least seven (7) days before the meeting, stating the agenda of the previous meeting referred to at the beginning of this paragraph, as well as the venue and the time of the new meeting, in a publication issued periodically by the Association, by circular letter or by advertisement in a popular national newspaper, or by circulating the notice of the meeting electronically. Paragraphs 2 and 3 of Article 26 do not apply to this members' meeting. A legally binding decision to dissolve the Association can be taken at this meeting with a majority of at least two-thirds of the votes regardless of the number of members present.

WINDING UP

Article 33

33.1. After taking the decision to dissolve the Association, which is also deemed to be a decision to wind up the Association, the dissolution will be carried out by the Board under the supervision of the Supervisory Board, unless the members' meeting decides otherwise.

33.2. The members' meeting establishes the fee to be paid to the liquidators and any supervising persons.

33.3. After it has been dissolved, the Association will continue to exist if and to the extent that this is necessary in order to wind-up its affairs.

33.4. During the winding-up procedure, the provisions of the Articles of Association will remain in force as far as possible and necessary.

33.5. The members' meeting that takes the decision to dissolve the Association will decide how the Association's property remaining after payment of all debts will be allocated, bearing in mind that the balance should be used for a purpose that matches the aims of the Association as closely as possible.

33.6. The Association's books and records will be held by a person or establishment appointed by the members' meeting for this purpose for a period of thirty years after the Association has been wound up.

GENERAL PROVISIONS

Article 34

The sums of money mentioned in these Articles of Association, the rules and the exploitation agreements are periodically indexed on the basis of an indexation clause determined in accordance with certain rules.

Article 35

In all cases in which the provisions of the Articles of Association and/or rules of the Association are contrary to the law, the law will prevail.

Article 36

In all cases not governed by law, the Articles of Association or the rules, the decisions will be taken by the Board.

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