

At its meeting held on 1 July 2016, the Managing Board of the AIPA (Collecting Society of Authors, Performers and Producers of Audiovisual Works of Slovenia), based on the resolutions of the assemblies of co-authors, performers and film producers of the AIPA and on the 2nd paragraph of Article 14 adopted the following consolidated text of the Statutes of the AIPA, which reads:

STATUTES

of the AIPA

(consolidated text)

I. Name, registered office and legal status of the AIPA

Article 1

The AIPA operates under the name Collecting Society of Authors, Performers and Producers of Audiovisual Works of Slovenia (hereinafter: the AIPA).

Its registered office is in Ljubljana, Šmartinska 152. The short name is the AIPA.

Article 2

The AIPA is a legal entity of unlimited liability, responsible for its obligations with all assets it disposes with.

Article 3

The AIPA is a legal entity with the rights and obligations in legal transactions as specified by the law and these Statutes.

II. The AIPA Stamp

Article 4

The AIPA uses its stamp in legal transactions to stamp all acts, documents and letters it sends or issues.

Article 5

The number of stamps, their use, method of protection and destruction is set by the Managing Board of the AIPA.

III. Representation and Signing

Article 6

The AIPA shall be represented by the Director who is responsible for the legality of the AIPA's operations. The Director is authorised to conclude agreements on behalf and for the account of the AIPA, and to perform other tasks. During any absence, the Director shall be replaced by the authorised employee of the AIPA designated and authorised by the Director. If the authorisation cannot be performed by the Director, the person replacing the Director during absence is authorised by the Managing Board of the AIPA. During the time of replacement, the authorised employee shall have the same powers as the Director.

The Director or the authorised employee may in individual matters delegate the power of representation of the AIPA to other persons.

Article 7

The signatories of the AIPA are the Director and the employees authorised for representation – within their powers and in the scope of the tasks they perform. Based on the Director's authorisation for signing individual documents, the Chairperson of the AIPA Managing Board may reasonably sign all the documents needed for regulating the relations between the AIPA and the Director.

By a written decision the Director designates the persons authorised to sign on behalf of the AIPA. The decision authorising persons to sign on behalf of the AIPA shall contain a description or specification of deals and relations for which the authorised person may sign on behalf of the AIPA.

IV. AIPA Activity

Article 8

The main goal and activity of the AIPA is the collective management and protection of the rights of:

- 1) co-authors of audiovisual works (author of adaptation, screenplay writer, author of dialogues, director of photography, main director, composer of film music created especially for use in the audiovisual work, animator, if animation is an essential element of the audiovisual work);
- 2) authors of contributions to audiovisual works (animator who is not considered a co-author of an audiovisual work, set designer, costume designer, make-up artist and editor, **excluding** the music composer who is not considered a co-author of an audiovisual work (hereinafter: authors of contributions to audiovisual works));
- 3) performers in audiovisual works (actors, singers, musicians, dancers, directors of theatre performances, orchestra conductors, singing choir masters, sound designers and variety performers and circus artists and other persons who act,

- sing, deliver, declaim, play in, interpret or in any other way perform copyright works or expressions of folklore in the audiovisual work); and
- 4) film producers of audiovisual works recorded on videograms;

as defined by the Copyright and Related Rights Act (ZASP) in the case of cable retransmission of audiovisual works (including the contributions to audiovisual works) and the right to equitable remuneration for making a sound or visual fixation of audiovisual works (including the contributions to audiovisual works) within the scope of private or other internal use.

The AIPA shall enforce:

- 1) the rights of co-authors of audiovisual works:
 - ı) the right to equitable remuneration for making a sound or visual fixation of audiovisual works within the scope of private or other internal use;
 - ıı) the right to the rebroadcasting of audiovisual works in the case of cable retransmission of audiovisual works (hereinafter: the right to cable retransmission), except for broadcasters' own transmissions regardless of whether the rights are their own or have been transferred to them by other right holders;
- 2) the rights of authors of contributions to audiovisual works:
 - ı) the right to equitable remuneration for making a sound or visual fixation of audiovisual works within the scope of private or other internal use;
 - ıı) the right of cable retransmission of contributions to audiovisual works, except for broadcasters' own transmissions regardless of whether the rights are their own or have been transferred to them by other right holders;
- 3) the rights of performers in audiovisual works:
 - ı) the right to equitable remuneration for making a sound or visual fixation of audiovisual works within the scope of private or other internal use;
- 4) the rights of film producers:
 - ı) the right to equitable remuneration for making a sound or visual fixation of audiovisual works within the scope of private or other internal use.

The AIPA performs its activity on the basis of the law, contracts and authorisations of co-authors of audiovisual works, authors of contributions to audiovisual works, performers in audiovisual works and film producers of audiovisual works, and primarily:

- allows the use of works from the repertoire of protected works under the similar rules for similar uses;
- informs users of the amounts of proposed remunerations and concludes with them agreements concerning the conditions of the use of protected works;
- publishes tariffs for the payment of remuneration;
- concludes agreements with foreign collecting societies;
- monitors the use of works from the repertoire;
- collects remunerations and royalties;
- distributes collected funds to right holders in accordance with pre-determined distribution rules;

- concludes contracts on the management of copyright and related rights with co-authors of audiovisual works, the performers whose performances have been used in audiovisual works and with film producers;
- enforces the protection of copyright and related rights to audiovisual works before courts and other state bodies, provided it renders account to the rights holder for the rights so enforced.

Article 8a

The AIPA's activity in the scope of collective management also includes voluntary collective management and protection of the rights of:

- 5) co-authors of audiovisual works (author of adaptation, screenplay writer, author of dialogues, director of photography, main director, composer of film music created especially for use in the audiovisual work, animator, if animation is an essential element of the audiovisual work);
- 6) authors of contributions to audiovisual works (animator who is not considered a co-author of an audiovisual work, set designer, costume designer, make-up artist and editor, excluding the music composer who is not considered a co-author of an audiovisual work);
- 7) performers in audiovisual works (actors, singers, musicians, dancers, directors of theatre performances, orchestra conductors, singing choir masters, sound designers and variety performers and circus artists and other persons who act, sing, deliver, declaim, play in, interpret or in any other way perform copyright works or expressions of folklore in the audiovisual work); and
- 8) film producers of audiovisual works recorded on videograms;

as defined by the Copyright and Related Rights Act (ZASP) for all other cases of collective management for which the Act does not prescribe mandatory collective management and especially secondary broadcasting of audiovisual works (including the contributions to audiovisual works) and making audiovisual works available to the public (including the contributions to audiovisual works) as well as videograms of audiovisual works and performances in audiovisual works.

The AIPA shall thus manage also the following rights:

- 1) the rights of co-authors of audiovisual works:
 - ✕① related to the communication to the public, including the following rights of use of the audiovisual work in non-material form:
 - secondary broadcasting;
 - making available to the public;
- 2) the rights of authors of contributions to audiovisual works:
 - ✕① related to the communication to the public, including the following rights of use in non-material form of the contributions to audiovisual works:
 - secondary broadcasting;

- making available to the public;
- 3) the rights of performers in audiovisual works:
 - ✕① related to the communication to the public, including the following rights of use in non-material form of the videogram with performance in the audiovisual work:
 - making available to the public a videogram containing their performance;
- 4) the rights of film producers:
 - ✕① related to the communication to the public, including the following rights of use in non-material form of videograms with an audiovisual work:
 - making available to the public of their videograms.

Article 9

The AIPA shall collectively manage and protect the rights of domestic co-authors of audiovisual works, the authors of contributions to audiovisual works, performers in audiovisual works and film producers in Slovenia and abroad as well as manage and protect the rights of foreign holders of copyright and related rights to audiovisual works and in relation to audiovisual works (contributions, videograms) in Slovenia; within the meaning of international reciprocity, the rights of foreign holders in Slovenia shall be managed and protected under the same rules and conditions as that of domestic rights holders.

The AIPA may delegate administrative-technical assignments related to collective management of rights to another collecting society or company based on a contract.

Article 10

The AIPA may conclude agreements and perform other legal transactions in the scope of its activity registered in the Companies Register.

V. Bodies of the AIPA

Article 11

The bodies of the AIPA are the following:

- Managing Board of the AIPA,
- Director,
- Assembly of Co-Authors of Audiovisual Works (in short: Assembly of Co-Authors),
- Assembly of Authors of Contributions to Audiovisual Works (hereinafter: Assembly of Authors of Contributions);
- Assembly of Performers whose Performances are Used in Audiovisual Works (in short: Assembly of Performers),
- Assembly of Film Producers (in short: Assembly of Producers),
- Supervisory Board.

The AIPA may have other bodies whose sphere of activity, composition and method of voting or appointment shall be stipulated by rules.

VI. Managing Board of the AIPA

Article 12

The AIPA shall be managed by the Managing Board, which comprises:

- Chair and Vice-Chair of the Assembly of Co-Authors;
- Chair and Vice-Chair of the Assembly of Performers;
- Chair and Vice-Chair of the Assembly of Film Producers;
- An additional elected representative who is a member of the Assembly of Co-Authors;
- Chair and Vice-Chair of the Assembly of Authors of Contributions.

The additional elected representative who is a member of the Assembly of Co-Authors shall perform his or her function in the Managing Board until the election assembly three years after having been elected.

Article 13

The Managing Board of the AIPA shall hold regular meetings at least every two months. Regular meetings shall be proposed and convened by the Director of the AIPA according to and as specified in the internal rules, but no less than 8 days before the scheduled date. On the proposal of any member of the Managing Board or other bodies of the AIPA, the Managing Board may hold an extraordinary meeting convened by the president or vice-president of the Managing Board according to the internal rules, but no less than 3 days before the scheduled date.

Article 14

The main tasks of the Managing Board shall be:

- the management of the AIPA by deciding on all issues related to the operations of the AIPA, except the management issues or areas of the AIPA in respect to which the Managing Board transfers decision-making and management to the Director;
- formulating the proposed amendments and harmonisation of the Statutes and other general acts of the AIPA, including those adopted by the Assemblies, and adopting consolidated texts of acts, other than rules of procedure of the Assemblies;
- providing explanations and mandatory clarifications of the provisions hereof and other general acts of the AIPA, unless these Statutes stipulate that such explanations and mandatory clarifications of the provisions of general acts be provided by another body of the AIPA;

- discussing the business plan, the annual plan of revenue distribution, the end of year financial report, the financial plan and the report on its implementation compiled by the Director and approved by the Assemblies;
- adopting the minimum amount in respect of which the payment of royalties and remunerations to beneficiaries is on the proposal of the Director still cost-efficient in view of the payment costs (hereinafter: the Census);
- adopting the classification of jobs;
- supervising the operations of the administrative/technical division and its dealings in behalf and at the expense of the AIPA for third parties;
- appointing and discharging the Director of the AIPA;
- giving opinions and proposals on issues to the Director and the Assemblies;
- deciding on objections against the Director's decisions;
- deciding on objections against the decisions of the Director or the Administrative Department Manager as regards membership in the Assemblies of the AIPA;
- formulating and adopting tariffs;
- preparing the draft Rules on the Distribution of Remunerations and Royalties (hereinafter also: Rules on the Distribution), which are submitted for adoption to Assemblies;
- deciding on complaints of rights holders against royalty accounts and pre-testing requests for supervision;
- managing the funds from special funds and approving the conditions and the procedure for the distribution of funds from these funds;
- other tasks in accordance with the legislation and the acts of the AIPA.

Article 15

The work of the Managing Board of the AIPA shall be managed by the President elected by members of the Managing Board by absolute majority from among the representatives of the Assemblies. The function of the President shall be alternately performed by the representatives of the Assemblies. The members of the Managing Board shall also elect the Vice-President who shall manage the Managing Board during the absence of the President. The Vice-President of the Managing Board shall not be a member of the same assembly as the President of the Managing Board.

The Managing Board of the AIPA shall decide by majority vote and shall constitute a quorum if at least four (4) members are present at the meeting, at which must be guaranteed the presence of at least one (1) elected representative of each individual Assembly.

Article 16

Each of the Assemblies shall have exclusive competence to decide on its own matters.

The rights of holders that comprise an assembly shall be decided on only by the rights holders and their representatives in the Managing Board. The Managing Board



shall fully decide only on common matters and the matters related to the management and administration of the AIPA.

VII. Director of the AIPA

Article 17

The Director organises and manages the work of the AIPA, represents the AIPA and is responsible for the AIPA's legal compliance. The Director shall act to the benefit of the AIPA with due care and diligence. The Director is morally, criminally and pecuniarily liable for his or her work. The Director performs the following tasks and assignments:

- preparing the business and development plan of the AIPA;
- implementing tasks assigned by the Managing Board of the AIPA;
- coordinating the functioning of bodies;
- preparing, in cooperation with the Administrative Department, a proposal for royalty and remuneration Census for the Managing Board of the AIPA;
- preparing proposals for the end of year financial statements, the annual business and financial plans and the annual plan of revenue distribution, and is responsible for their implementation;
- preparing the report for the Managing Board of the AIPA on the implementation of the annual action and financial plans;
- proposing job classification;
- organising work at the AIPA;
- deciding on employment relationships and disciplinary liability of employees;
- performing other tasks according to the law, regulations, acts and needs of the AIPA.

Article 18

A citizen of the Republic of Slovenia with at least level VII of education (university), capable of organising and managing the AIPA and meeting any other conditions that prove necessary for managing the AIPA, may be appointed to the position of the Director. The Director is appointed by the Managing Board of the AIPA and may also be discharged by it at any time.

VIII. Assembly of Co-Authors

Article 19

The Assembly of Co-Authors is comprised of the interested co-authors of audiovisual works and their interested legal successors who become members of the Assembly of Co-Authors on the basis of a signed membership application and fulfilment of conditions for Assembly membership specified herein.

The eligibility criteria for membership in the Assembly:

- filled out and signed membership application;

- at least one registered actually existing audiovisual work for which the interested party wishes to enforce the rights and in relation to which the holder of rights is registered in the AIPA's registry;
- a list of actually existing audiovisual works for which the interested party wishes to exercise the rights and in relation to which it holds rights (if the interested party has not yet registered audiovisual works in the AIPA's registry);
- submitted evidence of legal succession of a non-original holder of rights.

When exercising their membership rights they each have one vote only and the interests of an original holder of rights can be exercised by only one person at a time.

The term "**original holder of rights**" shall within these Statutes mean a holder of either a copyright or related right whose rights arose with the creation of the protected work (the person who co-created an audiovisual work; the person who created a contribution to an audiovisual work; the person who created the performance in an audiovisual work; the person who organised and managed the creation of an audiovisual work); unlike the term "**non-original holder of rights**", which shall within these Statutes mean a holder who obtained the rights by transfer (either under the law either by legal transaction or by court decision).

The membership does not prejudice or restrict the right to payment of funds which the AIPA collects for the purposes for which the rights are exercised collectively, under the conditions stipulated in the applicable legislation, the acts of the AIPA and the resolutions of the Assembly.

All rights stipulated for co-authors of audiovisual works are under equal terms applied to their legal successors, unless defined differently herein.

Article 20

All the necessary data and changes thereof about the co-authors referred to in the previous Article herein are submitted to the AIPA in the form defined in the internal act by the co-authors or their legal successors and holders of rights to whom co-authors have transferred their rights.

If a non-original holder of rights wishes to claim remuneration and royalties, they shall state upon notification all the original holders of rights from which they directly or indirectly obtained the rights that they will exercise with the AIPA.

Article 21

The eligibility conditions for membership in the Assembly of Co-Authors shall be verified by the Director or Head of the Administrative Department of the AIPA, who in 15 days from receiving the documentation and evidence of fulfilment of conditions for membership in the Assembly of Co-Authors and after signing the membership application informs the new member of admission to the Assembly of Co-Authors. A

non-original holder of rights shall upon signing the membership application submit also adequate proof of legal succession.

The Director or Head of the Administrative Department shall in the same period inform the applicant who does not meet the eligibility conditions for membership in the Assembly of Co-Authors, stating the reasons for rejection.

The applicant who has been denied admission may file an appeal against the decision referred to in the previous paragraph. The appeal shall be filed in 8 days in written form, in two copies, at the registered office of the AIPA or sent by registered mail, and shall be deemed submitted on time, even if it is sent to the AIPA on the last day of such period. The appeal shall contain the grounds and state all the reasons and all the evidence must be attached, since the Managing Board shall not consider subsequent applications or evidence.

The applicant whose membership application for the Assembly of Co-Authors has been denied cannot re-apply for the same Assembly merely based on the evidence that was submitted with the previous application that was rejected.

Any disputes related to admission to the Assembly of Co-Authors shall be resolved by the Managing Board of the AIPA, whose decision about admission to the Assembly of Co-Authors shall be final.

Article 21a

New members may begin exercising their membership rights as of the first meeting of the Assembly in the calendar year following their acceptance to the Assembly.

Article 22

The members of the Assembly of Co-Authors shall have the following rights:

- to vote and be elected to the bodies of the AIPA;
- to participate in and co-decide about the work of the Assembly;
- to be acquainted with the work of the AIPA and its financial operations.

The members of the Assembly of Co-Authors shall have the following duties:

- to respect the resolutions of the Assembly and the bodies of the AIPA;
- to adhere to the Statutes and other acts of the AIPA;
- to protect the reputation of the AIPA and strive for exercising and protection of rights of co-authors of audiovisual works.

Article 23

Membership in the Assembly of Co-Authors shall terminate:

- upon dissolution of the Assembly of Co-Authors or the AIPA;
- upon resignation submitted to the Chair or Vice-Chair of the Assembly and to the Managing Board or Director of the AIPA in the form of a statement of resignation or in person, which is put on record.

- if the holder loses the economic rights of which they shall be informed by the Administrative Department of the AIPA; the person whose rights or membership is terminated may file an objection, and the objection proceedings shall be subject to the provisions of the Statutes on legal remedy against the decision rejecting membership in the Assembly.

Article 24

The tasks of the Assembly of Co-Authors shall be foremost the following:

- to adopt the annual business plan of the AIPA;
- to adopt the annual financial plan of the AIPA;
- to adopt amendments to the Statutes;
- to adopt the Rules on the Distribution in the part referring to the respective Assembly;
- to adopt and amend the Rules on the Use of Funds from Special Funds referred to in Article 71 herein, into which flow the funds of the holders of rights from the Assembly of Co-Authors;
- to provide explanations and mandatory clarifications of the provisions of the rules of procedure of the respective Assembly and other general acts, in the part referring to the respective Assembly and which are adopted by the respective Assembly;
- to decide on the use of funds from the Fund of Co-Authors as well as to discuss the annual report on the use of funds from the respective fund;
- to discuss the annual report prepared by the management and supervision bodies;
- to discuss the external audit report and to take measures so as to eliminate any irregularities;
- to elect representatives of the Assembly to the bodies of the AIPA;
- other tasks that are specified in the annual business plan and adopted by the Assembly or defined in the acts of the AIPA, the resolutions of the Assembly, the applicable legislation and the resolutions of the AIPA's bodies.

Article 25

The members of the Assembly of Co-Authors shall elect the Chair and Vice-Chair of the Assembly, the additional representative of the Assembly in the Managing Board of the AIPA and three representatives of the Assembly in the Supervisory Board as well as one substitute member for each member of the Managing Board of the AIPA should the term of office of any co-authors' representative in the said bodies of the AIPA be terminated early. The substitute member who is elected to the Managing Board and replaces a member whose term of office terminated early, shall perform the function of the co-authors' representative in the Managing Board until the election and no longer than until the expiry of the term of office of the representative whom they replaced.

The Chair of the Assembly shall manage the work of the Assembly of Co-Authors.

The Vice-Chair of the Assembly shall replace the Chair of the Assembly if the latter is absent or detained.

The term of office of the Chair and Vice-Chair of the Assembly shall be three years with the possibility of re-election.

Article 26

The tasks of the Chair of the Assembly of Co-Authors shall be foremost the following:

- to convene and chair the meetings of the Assembly;
- to convene and chair the meetings of the AIPA Managing Board during the presidency of the AIPA Managing Board;
- to coordinate and harmonise the work of the Assembly's representatives in the bodies of the AIPA;
- to convene the elective assembly meeting of the Assembly if the representatives of the Assembly resign from the bodies of the AIPA;
- to inform the members of the Assembly sitting on the Supervisory Board about the issues related to the AIPA;
- to provide to the Managing Board of the AIPA the recommendations and guidelines on the management of funds referred to in Article 71 herein, into which flow the funds of the holders of rights from the Assembly of Co-Authors;
- to prepare the annual report on the use of funds from the Fund of Co-Authors;
- to perform other tasks in accordance with the acts of the AIPA and the resolutions of the Assembly.

Article 27

The Assembly of Co-Authors shall perform work at meetings which may be:

- regular,
- extraordinary, or
- elective.

A regular meeting of the Assembly of Co-Authors is convened by the Chair of the Assembly or, upon their authorisation, by the Vice-Chair of the Assembly; the meeting shall be held no later than 30 June.

If the Chair of the Assembly does not convene the regular meeting of the Assembly by the stated deadline, the regular annual meeting shall be convened by the Supervisory Board, which shall by a written order require that the Chair of the Assembly produce and submit to the Supervisory Board a business plan for the following term in a set period that may not be shorter than 5 days.

If the Chair does not submit to the Supervisory Board the business plan of the Assembly referred to in the previous paragraph within the set period, the Supervisory Board shall discharge them from the position of the Chair of the Assembly and

announce and organise the election for the Chair of the Assembly (elective assembly meeting). The convening of the elective assembly meeting (also in the event of resignation, discharge or death of a co-authors' representative in the Managing Board or the Supervisory Board of the AIPA) shall be subject to the provisions applying to the convening of the regular assembly meeting, unless stipulated otherwise herein.

If the election fails due to irregularity, unlawfulness or other circumstances, the Supervisory Board shall organise re-election in 10 working days. If the Supervisory Board does not constitute a quorum, the Assembly meeting shall be convened by the Director of the AIPA.

Article 28

The method of convening, the deadlines and any other rules regarding the convening of meetings shall be defined in the internal rules of the Assembly and in compliance with the law, with a minimum 21-day deadline for convening a regular annual meeting and a 14-day deadline for the publication of the material about the proposed agenda items. The deadline for convening an extraordinary or elective assembly meeting shall be 14 days minimum and for the publication of the material about the proposed agenda items 7 days minimum.

Article 29

The Assembly shall decide by the majority of votes present at the meeting and a quorum shall be constituted if at least half the members are present. If a quorum is not constituted at the commencement of the meeting, a quorum shall be deemed constituted if at least 12 members are present 20 minutes after the commencement.

VIIIa. Assembly of Authors of Contributions

Article 29a

The Assembly of Authors of Contributions is comprised of the interested authors of contributions to audiovisual works (hereinafter: authors of contributions) and their interested legal successors who become members of the Assembly of Authors of Contributions on the basis of the signed membership application and fulfilment of conditions for Assembly membership specified herein.

The eligibility criteria for membership in the Assembly:

- filled out and signed membership application;
- at least one registered actually existing contribution to audiovisual work for which the interested party wishes to enforce the rights and in relation to which the holder of rights is registered in the AIPA's registry;
- a list of actually existing contribution to audiovisual works for which the interested party wishes to enforce the rights and in relation to which it holds