



Articles of Association & General Rules

Non-binding translated version - Only the French original is authentic.

PREAMBLE

In accordance with the provisions of Title II of Book III of the first part of the Intellectual Property Code, the members of the Société des Auteurs dans les Arts Graphiques et Plastiques (ADAGP), after convening in extraordinary General Meetings, on December 29, 1992, January 20, 1998, November 26, 2001, October 17, 2002, October 15, 2009, October 17, 2013, October 19, 2017 and October 20, 2022, have decided to modify the Articles of Association and to adopt the following text.

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ARTICLES OF ASSOCIATION

CONSTITUTION AND BYLAWS OF THE ASSOCIATION

Article 1

Between the members and all persons who will be admitted to adhere to these Articles of Association, a "*société civile*" (non-commercial association) is established under the name of:

Société des Auteurs dans les Arts Graphiques et Plastiques known as ADAGP (Society of visual artists).

This Association is governed by the provisions of articles 1832 et seq., 1845 et seq. of the French Civil Code and Title II of Book III of Part I of the French Intellectual Property Code.

Article 2

Any person who owns all or part of the economic rights to the work of an artist in the visual arts is entitled to adhere to the present Articles of Association.

By virtue of becoming a member, s/he transfers to ADAGP, in all countries and for the duration of ADAGP, subject to the provisions of Articles 6 and 48 below:

- a) the right to license or prohibit the representation or direct communication of works to the public, in particular by way of exhibition,
- b) the right to license or prohibit the reproduction of works,
- c) the right to authorize or prohibit the reproduction of works when such reproduction is necessary for the representation or communication of said works to the public, by any process including, but not limited to, motion pictures, videograms, cable distribution, satellite broadcasting, use in multimedia (offline) and webcasting (online), etc,
- d) management of *Droit de suite* (resale right), including for sales predating membership,
- e) management of the right to remuneration for private copy,
- f) management of the right to remuneration for reprography,
- g) management of the right to collect royalties for the right to lend or rent the works,
- h) management of any right of artists under compulsory collective management and of any remuneration due under a legal license,
- i) management of the right to use commissioned works in advertising,

- j) any intellectual property right granted to visual artists and the management of any remuneration attached to such right, in particular neighboring rights,

All these transfers do not constitute the capital stock, which is constituted by a cash payment of 15.24 euros by each member.

Article 3

Notwithstanding the provisions of the preceding article, a person admitted to adhere to the Articles of Association may transfer to ADAGP, in any country or for France and certain territories, and for the duration of ADAGP, but subject to the provisions below, only part of the prerogatives described in Article 2. The transfer may cover only certain clearly defined and identifiable categories of works.

However, the transfer of reproduction rights cannot be dissociated from the transfer of representation rights in cases defined in article 2a) and 2c) where representation implies reproduction.

Article 4

1) The rights covered by the transfers referred to in Article 2 relate to the works created prior to membership.

However, transfers do not cover the commercial uses of works for which economic rights have been the subject of exclusive transfers, during the term of said transfers.

The aforementioned rights also cover works that the artist may produce, as they are being produced, during the time of his/her membership in ADAGP.

2) ADAGP may, both in France and abroad, assign to other rights management organizations, and/or to any other persons able to represent it, the exercise and management of the rights transferred to it.

Article 5

1) In accordance with the Law, artists retain the exercise of their moral rights, which are inalienable and non-conveyable.

2) Members will be asked to give their prior consent, in respect of their economic rights, in all cases provided for in Article 15 of the ADAGP General Rules. In the absence of a response within thirty days, prior consent will be deemed to have been granted.

In case of persistent disagreement between rightholders of the same artist concerning the exercise of economic rights, it will be possible, after agreement of the Managing Director and as long as the use in question is not likely to depreciate the work, to apply the provision in Article 815-3 of the Civil Code relating to acts of joint owners.

3) In addition to the rights transfers defined in Article 2, members may have ADAGP permit or prohibit the use of an artist's name under the conditions specified in the General Rules.

4) As a result of the transfer made in application of the provisions of Article 2 above, ADAGP members shall refrain from granting any license to use the works referred to in that text, subject to the provisions of Article 20a of the General Rules.

Article 6

The transfer of rights to ADAGP by virtue of subscribing to the Articles of Association may, subject to three months' notice before the end of each calendar year, be withdrawn by the resignation of the Member, in whole or in part, addressed to ADAGP by registered mail with return receipt and in accordance with the provisions of Article 3. The resignation takes effect on December 31 of the current calendar year.

Management expenses that may result from this withdrawal of transfer will give rise, if necessary, by decision of the Managing Director after advice of the Board of Directors, to an additional deduction for corresponding expenses.

The withdrawal of rights transfers does not affect the licenses issued to third parties during the period of management or membership in ADAGP. Collected fees are distributed to the resigning member in accordance with the rules set forth in the present Articles of Association and in the General Rules.

REGISTERED OFFICE AND DURATION OF ADAGP

Article 7

The registered office of ADAGP is established at 11 rue Duguay-Trouin, 75006 Paris, France. It may be moved, by decision of the Managing Director, after consulting the Board of Directors, to any place in the same city or in the contiguous departments.

Article 8

ADAGP's term is set at fifty years from the date of registration in the Trade and Companies Register.

At the end of the current period, it is extended by tacit agreement for a period of fifty years, renewable thereafter under the same conditions, unless the liquidation of ADAGP is requested by a majority of at least two thirds of members.

PURPOSE OF ADAGP

Article 9

The purpose of ADAGP is:

- 1) the exercise and management in all countries of all rights relating to uses of the works, which include, among others, economic rights granted to artists by the Intellectual Property Code, as well as the collection and distribution of royalties or

any other compensation resulting from the exercise of the said rights and, more generally, of all sums of any kind owed by third parties as a result of the legal or illegal use of the said works,

- 2) actions referred to in Article L.324-17 of the Intellectual Property Code, as well as provident, solidarity and mutual aid actions for the benefit of ADAGP members,
- 3) cultural action through means likely to develop the ADAGP repertory and ensuring its promotion to the public on a national and international scale,
- 4) the defense of its members' rights vis-à-vis all third parties,
- 5) the exercise and administration of the rights assigned to it by other copyright management organizations, as well as the collection and distribution of the amounts due to these organizations,
- 6) and generally, the defense of the material and moral interests of its members and more broadly of artists both nationally and internationally.

ADAGP has the capacity to:

- take legal action to defend the individual rights of its members and the interests and rights of its members in general;
- carry out all procedures of general interest relating in particular to the protection and the defense of artists and their rightholders;
- sit on any body involved in the domain of its mission.

COMPOSITION OF ADAGP

Article 10

ADAGP is composed of three categories of members, which in turn consist of two sub-categories:

- 1) artists: junior members or senior members,
- 2) artists' heirs and legatees, herein referred to as "rightholders": junior members or senior members,
- 3) transferees/assignees: junior members or senior members.

The provisions common to these different categories of members, as well as their definition within each of these categories, are defined in the ADAGP General Rules.

CAPITAL STOCK - CONTRIBUTIONS

Article 11

ADAGP's capital is variable. It is composed of cash contributions from members.

a) Statutory capital

The statutory capital is set at 609,600 euros. It is divided into forty thousand shares at 15.24 euros each, which will be created according to variations in the paid-up capital.

b) Paid-up capital

The paid-up capital represents the fraction of the statutory capital subscribed by members at any given moment in the life of ADAGP. The founding capital was subscribed for 50,000 francs (7,622.45 euros).

c) Variability of the paid-up capital

The capital increases or decreases by transfers of contributions by members or by new subscriptions from new members.

Decreases in paid-up capital are limited so that the capital paid up by members is no less than 30,480 euros.

Article 12. - Changes in statutory capital

a) Increase

The statutory capital can be increased, in one or several steps, by creating new shares by virtue of a decision of the extraordinary General Meeting of members.

The General Meeting sets forth the conditions for creating or issuing new shares. The statutory capital increase may result from the admission of new members.

b) Decrease

The extraordinary General Meeting may also decide to reduce the share capital for any reason and in any way it chooses.

Article 13

The rights of members result from these Articles of Association and from texts that may modify them.

A copy certified by the Managing Director of the statement of distribution of shares will be delivered to any member who requests it.

Within the limits provided for in Article 11, the shares not yet subscribed to are allocated to members joining ADAGP when their application has been accepted by the Managing Director, at the rate of one share per natural person or legal entity, whatever their status (artist,

rightholder or assignee), in return for the payment to ADAGP of the sum of 15.24 euros as stated in Article 11.

Shares are not represented by any securities.

Article 14

Junior members (*associés simples*) have one vote each in the General Meeting. Senior members (*sociétaires*) have ten votes each in the General Meeting.

Article 15

When the artist is deceased, the rightholders or assignees who subscribe to the present Articles of Association have, for the whole group that they constitute, one vote or ten votes in the General Meeting, according to the stipulations of the General Rules.

Article 16

When the artist is alive, all assignees of all or part of the rights of this artist, who are themselves members of ADAGP, have one or ten votes in the General Meeting, according to the provisions of the General Rules, for the group that the artist and his/her assignees constitute.

Article 17

The undivided joint holders of votes are represented at the General Meetings by one of them or, in the event of disagreement, by a joint proxy appointed by the court at the request of the joint holder who initiated the action.

Article 18

Members of the Board of Directors have, each in their own right, the number of votes deriving from their status as a junior or senior member.

Article 19

Because of their special nature, the rights, defined in Article 2 of the Articles of Association, which members transfer to ADAGP for the purpose of exercising them, do not contribute to the capital stock.

EXPENSES AND RESOURCES

Article 20

1) Ordinary income consists of the statutory percentage deducted from sums collected by ADAGP by way of royalties or any other compensation due for uses of works, and the contractual percentage deducted from sums collected by ADAGP on behalf of the copyright management organizations referred to in Article 9 paragraph 5) or any other persons on whose behalf ADAGP collects royalties or any other compensation.

The rates of deduction are set by ADAGP's Managing Director in accordance with Article 32 and may be readjusted by the Managing Director at any time during the year, according to forecasts or results of uses, in accordance with the general policy relating to payments against income decided by the General Meeting. They may not exceed the costs incurred by ADAGP for the management of rights.

2) Ordinary expenses consist of all expenses necessary for ADAGP to operate and achieve its corporate purpose.

3) In accordance with the provisions of Article L.324-17 of the French Intellectual Property Code,

- a) 25% of sums from private copy levies,
- b) and all sums collected by ADAGP under the compulsory collective management or legal license systems provided for in paragraph 2 of Article L.324-17 and which could not be distributed either pursuant to international conventions to which France is a party, or because their recipients could not be identified before the expiration of a period of five years from the date of their collection, this period being suspended until the distribution date,

will be used for actions to support the creation and dissemination of live performances, the development of artistic and cultural education, and training for artists.

The sums referred to in b) above may be allocated to the said actions as from the end of the third year following the date of their allocation, without prejudice to claims for payment of unpaid fees.

The distribution of these sums shall be subject to voting at the ADAGP General Meeting, which shall decide by a two-thirds majority of the votes cast. In the absence of such a majority, a new General Meeting, specially convened for this purpose, shall decide by a simple majority of votes cast.

4) Sums that are not distributable due, in particular, to prescription, other than that referred to in paragraph 3) above, may be allocated by the Managing Director's decision under the terms of Article 32, in whole or in part, to the ADAGP fund, in accordance with the general policy for the use of non-distributable sums decided by the General Meeting.

5) The following may also constitute revenue:

- proceeds of grants and donations from which ADAGP may benefit, provided that these grants and donations have not been awarded to ADAGP for a specific purpose,
- any damages that ADAGP may collect, and any reimbursement of expenses,
- interest earned on the investment of the above amounts as well as on the principal or amounts pending distribution.

COLLECTION AND DISTRIBUTION OF FEES

Article 21

1) ADAGP shall carry out its mission of collection and distribution diligently and transparently, respecting a principle of equal treatment of all the rightholders it represents.

It implements the material and human means to ensure, at a reasonable cost, the conditions of efficient rights management adapted to the context of the works' use.

It relies on the findings of its employees, on the statements provided by users/exhibitors and on reports from members, who report any use of works of which they are aware.

2) Royalties shall be collected by ADAGP in accordance with the rates and conditions fixed each year by the Managing Director under the terms of Article 32, and in accordance with any general contracts, whether lump sum or not, entered into by ADAGP with users and with organizations that represent it abroad.

Article 22

Voluntary organizations (*associations d'intérêt général*), as defined in article L.324-6 of the Intellectual Property Code, will benefit, for their events without admission fees, from a 5% reduction on the royalty amount set in application of Article 21.

The documentation that such associations must provide to establish that they meet the requirements of the aforementioned Article L.324-6 will be specified in the General Rules.

Article 23

Any royalties or other compensation received by ADAGP shall be distributed to members after deduction of contributions to expenses and statutory deductions.

APPOINTMENT AND POWERS OF THE MANAGING DIRECTOR

Article 24

ADAGP is managed and administered by a Managing Director.

Article 25

The Managing Director is appointed, on the proposal of the Board of Directors, by the ordinary General Meeting, by secret ballot, with a simple majority of votes cast.

S/he must be a national of a Member State of the European Union and have extensive competence and experience in the field of literary and artistic property.

S/he may be chosen from outside ADAGP.

S/he may combine the position of Managing Director with the status of general manager.

The Board of Directors shall ensure that the Managing Director's past or current functions and terms of office do not entail any risk of conflict of interest. In the event that the Managing Director is part or will be part of a management, administrative or executive body of another artist rights management organization, s/he must inform the Board of Directors, which will ensure that the functions are compatible with his/her capacity as Managing Director.

Article 26

In accordance with Article 1846 of the Civil Code, the Managing Director represents ADAGP with respect to third parties, and manages and directs ADAGP within the framework of his/her decisions, after consulting the Board of Directors, under the terms of Article 32.

In addition, s/he is responsible for:

- 1) ensuring proper keeping of ADAGP's records, accounts and correspondence,
- 2) entering into the necessary agreements with users, to ensure the control, collection and distribution of royalties and other revenues and keeping the books,
- 3) ensuring the payment of expenses required for the operation of ADAGP,
- 4) following and initiating any legal proceedings in accordance with Article 32, as well as reaching settlements or withdrawing,
- 5) appointing and dismissing ADAGP employees as necessary, subject to informing the Board of Directors,
- 6) obtaining any assistance or permission, lodging any claim and, generally, doing whatever is necessary for the proper operation of ADAGP.

The recruitment of a general manager by the Managing Director will require the prior approval of the Board of Directors.

Article 27

The Managing Director can only be dismissed by a collective decision of ADAGP members taken in a General Meeting.

The Board of Directors may, if circumstances so require and in particular in the event of a proven conflict of interest, propose to the General Meeting, which shall decide in a sovereign capacity in accordance with the procedure provided for in this article, the dismissal of the Managing Director.

The dismissal of the Managing Director must be decided for good reason(s). It gives rise to the payment of notice and dismissal indemnities if the Managing Director also has an employment contract as general manager of ADGAP.

The appointment and dismissal of the Managing Director are published in the Trade and Companies Register and in a legal notice newspaper.

BOARD OF DIRECTORS - OFFICERS - APPOINTMENT AND RESPONSIBILITIES

Article 28

The Board of Directors is composed of a minimum of four and a maximum of sixteen members, half of whom plus one must be chosen from among the artists and the others may be chosen from among rightholders or assignees.

Article 29

The members of the Board of Directors are elected by the ordinary General Meeting for a renewable term of three years, among the three categories of members (creators, rightholders and assignees), in the proportion provided for in Article 28.

The function of director does not entail a salary. However, directors may be granted allowances for representation or special assignment expenses.

In the event of vacancy of one or more directors' seats, they shall be replaced at the next General Meeting, from within the category to which the discontinued director(s) belonged. The director(s) thus elected shall remain in office only until the date of expiration of their predecessor's term. They may be re-elected.

Article 30

The Board of Directors shall elect from among its members a President and two Vice-Presidents, the three of whom constitute the Officers of ADAGP.

The president and vice-presidents shall be elected for a term of three years by a simple majority of the votes cast. Directors may vote by mail for these elections.

The President and Vice Presidents are eligible for re-election but not again before three years after the end of their second successive term.

The President and Vice-Presidents may be removed from office by the Board of Directors by secret ballot, with a relative majority/plurality of the votes cast.

The meetings of the Board of Directors, the Executive Committee and the General Meetings of ADAGP shall be chaired by the President or, if s/he is absent, by the oldest Vice-President. In the absence of the vice-presidents, the meetings shall be chaired by the Managing Director. In the absence of the latter, a chairperson shall be elected at the beginning of each meeting.

Article 31

The following shall not be eligible to serve on the Board of Directors:

- 1) members who would be required to serve on the management, administrative or executive bodies of another artist rights management organization,
- 2) members deprived of the exercise of their civil rights,
- 3) persons who are or become, in the course of their duties, a director, partner, limited partner or employee, whether paid or unpaid, of a company interested in using the works of ADAGP members in any capacity whatsoever, or who may have a conflict of interest with ADAGP,
- 4) members who have been dismissed or disciplined by ADAGP or another copyright management organization.

Any member of the Board of Directors who, while in office, falls into one of the above cases shall automatically resign, unless the Board decides otherwise in case number four.

Similarly, the absence and non-representation of a director at four consecutive board meetings shall result in the director's automatic resignation.

Article 32

The Board of Directors sets ADAGP's policy with the Managing Director.

The Managing Director consults the Board of Directors for approval before deciding to take the following actions:

- 1) determine the terms of ADAGP's scale of royalties and its publication, after consulting, if necessary, the competent committee set up by the Board of Directors,
- 2) set the rates and conditions of collection of remuneration for artists, in accordance with the general policy on dues levied on revenue decided by the General Meeting,
- 3) acquire real estate, and sign leases of premises,
- 4) accept or reject grants or donations made to ADAGP,
- 5) authorize exceptional expenses,

- 6) allocate non-distributable sums referred to in Article 20 4) of these Articles of Association to ADAGP's fund, in whole or in part, in accordance with the general policy for the use of non-distributable sums decided by the General Meeting,
- 7) publish the annual transparency report provided for in articles L.326-1 and R. 321-14 of the Intellectual Property Code and pass it on to the minister of culture and to the committee controlling organizations managing creators' rights and related rights,
- 8) verify that, in the event of a dispute, the procedure set out in articles 6 and 48 has been followed,
- 9) decide on applications for membership from new members where such applications are of a contentious nature,
- 10) prepare cases to exclude members and present them to the General Meeting.

Without prejudice to the provisions of Article 26, the Managing Director shall consult the Board of Directors for its opinion before taking the decision to carry out the following actions:

- 1) regulate the general relationships of ADAGP members with each other and with ADAGP,
- 2) litigate, negotiate or reach an agreement on behalf of ADAGP,
- 3) enter into agreements with any artists protection organization in France or abroad, within the scope of ADAGP's purpose.

The Board of Directors may refer the matter to the General Meeting to decide on dismissal of the Managing Director. The General Meeting then meets within three months following the decision of the board.

The deliberation of the board may adopt a particular or general form.

The Managing Director must inform the Board of Directors of the progress of his actions.

In case of urgency, the Managing Director requests, before the above decisions and depending on their nature, the approval or the opinion of the Officers of ADAGP. S/he shall report to the next Board of Directors on the reasons for which the matter was referred to the Officers, the opinion of the latter and the decisions taken as a result of this opinion.

Article 32a

ADAGP members, by subscribing to these Articles of Association, acknowledge that ADAGP is entitled to take legal action in their stead to defend the rights they have transferred to ADAGP.

Article 33

The Board of Directors can meet validly only if a majority of its members, including proxies, are present.

The decisions and opinions of the Board of Directors are taken by a simple majority of members present and represented, with the president or the chair of the meeting having the casting vote in the event of a tie.

Voting may be by secret ballot upon request of the members and decision of the President.

Members of the Board of Directors may be represented only by other members of the Board of Directors and only by written proxy.

Each member may represent only one member of the Board.

The minutes of each meeting, as well as any excerpts that may be issued, shall be signed by the president or alternatively by the chair of the meeting.

They are approved after reading at the next meeting, and are kept in the archives of ADAGP.

The Board of Directors meets at least three times a year upon invitation by the president or the Managing Director or at the request of at least one third of members.

In the event of an urgency as set out in Article 32, the agreement and/or opinion of the Officers may be requested in writing.

Decisions and opinions of the Officers must be approved by a majority of the Officers, and are kept in the archives of ADAGP.

Article 33a

A member of the Board of Directors can be dismissed for serious reasons by decision of the General Meeting. The Board of Directors can take the initiative.

The Board of Directors must convene a General Meeting to decide on the dismissal of a member of the Board of Directors when the matter is referred to it by the Supervisory Committee or by a group of members gathering at least one quarter of the votes. The General Meeting is convened within three months of the referral.



SUPERVISORY COMMITTEE

Article 34

1) The Supervisory Committee consists of six members, at least three of whom are creators.

Members of the Board of Directors, the Managing Director and employees of ADAGP, as well as members affected by one of the incompatibilities set out in points 1) to 4) of article 31, may not be members of the committee. Any member of the Supervisory Committee who, during his or her term of office, falls into one of these cases of incompatibility, shall automatically resign.

The position of member of the Supervisory Committee is unpaid.

2) Supervisory Committee members are elected by the ordinary General Meeting for a renewable term of three years, from among the three categories of members (creators, rightholders, and assignees), in the proportion provided for in 1) of the present article.

They shall not be eligible for re-election less than three years after the end of their second successive term.

3) In the event of a vacancy of one or more seats, the Supervisory Committee shall continue its work with the remaining members until the next General Meeting at which the vacant seat(s) shall be filled.

The so elected Supervisory Committee members shall hold office only until the expiration of the term of office of their predecessor. They shall be eligible for re-election under the same conditions as set forth in 2) of this section.

Article 34a

The Supervisory Committee shall elect a chairperson from among its members by a relative majority/plurality of the votes cast. Supervisory Committee members may vote by mail for these elections.

The chairperson is elected for the duration of his/her term as Supervisory Committee member. S/he may be re-elected.

The chairperson may be removed from office by the Supervisory Committee by secret ballot and a simple majority of the votes cast.

Article 34b

1) The Supervisory Committee shall meet at least once every six months at the request of its president or the Managing Director or at the request of at least half of its members.

Its meetings are valid only if a majority of its members, including proxies, are present.

Supervisory Committee members may be represented only by another Committee member and upon written authorization. Each Committee member may represent only one other Committee member.

The absence or non-representation of a Committee member at more than four consecutive meetings of the Supervisory Committee shall result in his or her automatic resignation.

2) The meetings shall be chaired by the president of the committee. In his/her absence, a chairperson shall be elected at the beginning of the meeting.

The Managing Director or any employee designated by him/her shall attend the meetings of the Supervisory Committee.

3) The decisions and opinions of the Committee are taken by a plurality/relative majority of its members present and represented, with the Committee president or the meeting chair casting the deciding vote in the event of a tie.

A secret ballot may be held at the discretion of the president.

4) The minutes of each meeting, and any excerpts that may be issued, shall be signed by the president or alternately by the chair of the meeting.

The minutes are read and approved at the following meeting, and are kept in the archives of ADAGP.

Article 34c

1) The Supervisory Committee is responsible for monitoring the activities of the Board of Directors and the managing director.

It ensures that the decisions of the General Meeting are implemented, in particular those relating to the general policies mentioned in point 1) of Article 40.

For the purpose of exercising these prerogatives, the Supervisory Committee shall receive the transparency report mentioned in Article 32. It shall also be provided by the Managing Director with any document that it deems necessary for the performance of its duties.

2) The Supervisory Committee may be approached by any member whose request for the documents referred to in Article R. 321-18 of the Intellectual Property Code has been refused by the Managing Director. The Supervisory Committee shall issue a reasoned opinion on this refusal, with notification to the applicant and the Managing Director.

3) By virtue of the authority granted by the General Meeting, the Supervisory Committee also brings forward for approval:

- the risk management policy;
- acquisition or sale of real estate or mortgage;
- mergers or alliances, new subsidiaries, acquisition of other entities or of interests or stakes in other entities;
- borrowing, granting loans or providing loan guarantees.

If the Supervisory Committee disagrees with a proposal from the Board of Directors, the latter may submit it for adoption at a future General Meeting.

4) The committee shall present a report on the performance of its duties at each annual meeting.

Article 34d

A member of the Supervisory Committee may be dismissed for serious reasons by decision of the General Meeting.

The Board of Directors shall convene the General Meeting to decide on the dismissal of a member of the Supervisory Committee when the matter is referred to it by the Supervisory Committee or by a group of members representing at least one quarter of votes. The General Meeting is convened within three months of the referral.

ADVISORY COMMITTEES

Article 35

If necessary, the Board of Directors has the authority to set up committees whose responsibilities it will determine and whose members it will appoint.

These committees will operate under the conditions provided for in the General Rules. These committees may not interfere to any extent in the administration of ADAGP.

Their mission is to study the issues within their remit, as well as questions submitted to them, and to propose appropriate solutions to the Board of Directors.

Members called to serve on an advisory committee must have full civil rights and not have been subject to any disciplinary action by another rights management organization.

GENERAL MEETING

Article 36

General meetings are composed of all ADAGP members, each one with the number of votes provided for by the provisions of articles 14 and following of these Articles of Association.

Article 37

The General Meeting of members is held at least once a year on the third Thursday of October.

The members are convened by a notice published, at least one month before the meeting, in two publications of national circulation authorized to carry legal notices in the Department of the registered office, determined by the Ordinary General Meeting¹. In the event that one of

¹ At the October 20, 2022 Ordinary General Meeting, ADAGP members decided that General Meetings notices will be published in the newspapers "Libération" and "Les Echos".

the journals ceases to exist or to publish such announcements, the Managing Director of ADAGP will have the notice published in another journal of legal notices. This change will be brought to the knowledge of members by any appropriate means and the question of the choice of the substitution journal will be automatically registered on the agenda of the next ordinary General Meeting.

In the event that the annual ordinary General Meeting cannot be held on the date set above, notice is given to members under the same conditions as above. The notice will mention the reasons for postponement as well as the date on which the meeting is to be held.

Article 38

1) Any member of ADAGP may, within the time limit set forth in Article R. 321-17 of the Intellectual Property Code, request to see the documents mentioned in that same article.

The request for access shall be made in writing to ADAGP and shall specify the documents to which the member wishes to have access.

Within ten days from the receipt of the request, ADAGP shall provide the member with the requested documents or, if this is not physically possible, propose a date to consult them at ADAGP's registered office, under the conditions provided for in point 4) of this article.

2) Any member of ADAGP may, within a period of two months prior to the General Meeting, request that the documents mentioned in Article R. 321-18 of the Intellectual Property Code be sent to him/her.

Within ten days of receipt of the request, ADAGP will send the member the requested documents, provided that they are not already available on ADAGP's website.

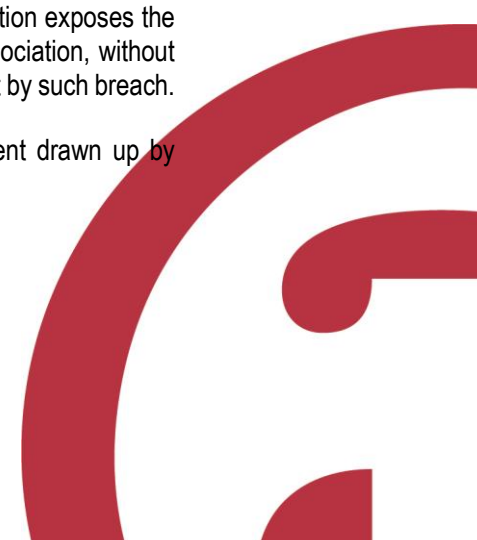
The documents mentioned in article R. 321-18 of the Intellectual Property Code are, during the period provided for in the first paragraph, also kept at the disposal of members at the ADAGP registered office, where they can be consulted under the conditions provided for in point 4) of this article.

3) Any member may view the individual declarations of interest referred to in Article 56 of these Articles of Association at ADAGP's registered office, for a period of two months prior to the General Meeting, under the conditions provided for in point 4) of this Article.

4) Documents may be consulted at ADAGP's registered office by appointment, during ADAGP's opening hours, in the presence of a member of its staff.

The member may not obtain any copy of documents consulted, with the exception of those referred to in Article R. 321-18 of the Intellectual Property Code. S/he is bound by a strict obligation of confidentiality regarding the information and documents viewed that have not been the object of prior communication to the public. Violation of this obligation exposes the offending member to penalties set out in Article 48 of these Articles of Association, without prejudice to ADAGP's right to seek legal redress for any damage caused to it by such breach.

At the end of the consultation, the member is required to sign a document drawn up by ADAGP attesting to the documents consulted.



5) ADAGP shall ensure that the right of access provided for in points 1) to 4) of this article is exercised under conditions that ensure respect for secrets protected by law, in particular those relating to the protection of personal data, privacy and business confidentiality.

ADAGP may turn down repeated or excessive requests.

6) A member who is refused access to the documents referred to in Articles R. 321-17 and R. 321-18 of the Intellectual Property Code may refer the matter to the Supervisory Committee.

Article 39

The meeting is presided over as stated in article 30, 5th paragraph and following.

Article 40

1) The Annual General Meeting decides on the annual transparency report, which includes:

- a management report on the annual accounts and the use of sums that could not be distributed during the previous year;
- an overall report on ADAGP's activities;
- a special report on the use of amounts levied for the provision of social, cultural or educational services;
- the provisional budget for actions to support creation, live performances, artistic and cultural education and training for artists as provided for in Article L.324-17 of the Intellectual Property Code.

The General Meeting also decides on the general policies of ADAGP regarding the distribution of the amounts due to members, the use of sums that cannot be distributed, the investment of revenues of the use of rights and the income resulting from this investment and charges against income and revenues.

It appoints and dismisses the members of the Board of Directors, the members of the Supervisory Committee, the auditors and the Managing Director.

More generally, it decides on all matters submitted to it by the Managing Director.

With the exception of decisions relating to the distribution of sums referred to in Article L.324-17 of the Intellectual Property Code, on which the General Meeting decides by a two-thirds majority as stated in Article 20 3) above, the decisions of the General Meeting are taken by a majority of the votes cast.

2) The members can vote in the meeting or remotely by electronic means.

3) Any member may be represented by another member at a meeting. The number of proxies that a member may exercise is limited to thirty. Each proxy is valid for one General Meeting.

The meeting shall ordinarily vote by a show of hands.

However, a secret ballot shall be instituted:

- whenever required by the Board of Directors,
- upon oral request during the meeting of at least one-fourth of the members present, but no member may request this method of voting more than twice during the meeting.

4) Remote electronic voting shall use a dedicated online service offering levels of security and reliability that ensure the validity, integrity and confidentiality of votes.

The Board of Directors determines voting modalities and informs members annually.

Members access the electronic voting service by means of personal and confidential codes that ADAGP sends them. The electronic vote is closed five working days before the General Meeting. The closing of the vote is recorded by a bailiff.

Members who have voted electronically may attend the General Meeting without voting.

Article 41

The ordinary General Meeting elects the Board of Directors on the schedule provided for in Article 29 and elects the Managing Director.

The ordinary General Meeting also elects the Supervisory Committee on the schedule provided for in Article 34 2) of the Articles of Association.

The elections are held by a simple majority of the votes cast, under the conditions provided for in Article 40.

Article 42

The deliberations are recorded in minutes drawn up and signed by the chair of the meeting and the Managing Director.

The minutes are on file with ADAGP.

Article 43

In the course of the year, extraordinary General Meetings may be held for a special purpose by virtue of the Managing Director's decisions after deliberation by the Board of Directors and at his/her request. In this case, no other business may be put on the agenda of the General Meeting.

The members are convened as for an ordinary General Meeting. The voting methods are those specified in Article 40.

The provisions of Article 42 shall apply to the meeting.

Article 44

Any amendment to the Articles of Association can be adopted only by an extraordinary General Meeting, which is governed by the same rules as the ordinary General Meeting. If

this meeting is not held at the same time as the ordinary General Meeting, it is also subject to the provisions of Article 43.

Any proposal to amend the Articles of Association must, to be submitted to the General Meeting, originate from the Board of Directors or be signed by at least half of ADAGP members and be mailed to the Board of Directors by registered letter with acknowledgement of receipt.

In this case, the General Meeting is convened within three months of the date of receipt of the above-mentioned letter.

Article 45

At any time, any member may request in writing to be individually invited to the meetings.

Members who make such a request are invited, as they choose either by simple letter or by registered letter, at their expense, at least fifteen days before the date of the meeting.

STATUTORY AUDITORS

Article 46

Pursuant to Article L.326-8 of the French Intellectual Property Code, ADAGP is audited by a statutory auditor chosen from the list found in Article L.822-1 of the French Commercial Code.

The statutory auditor is appointed for six financial years by the ordinary General Meeting, which also appoints an alternate statutory auditor.

In the event of misconduct or inability to serve, statutory auditors may be relieved of their duties before the expiration of their term, under the conditions provided for in Article L.823-7 of the Commercial Code. The dismissal is put on the agenda of the General Meeting at the request of the Board of Directors, the Supervisory Committee or a group of members representing at least one quarter of the votes.

Article 47

The statutory auditor and the alternate statutory auditor carry out their activities under the conditions laid down in the Commercial and Intellectual Property Codes. They check that the information found in the annual transparency report described in Article L.326-1 of the Intellectual Property Code and in the database described in the first paragraph of Article L.326-2 is true and consistent with ADAGP's accounting documents. They draw up a special report for this purpose.

WITHDRAWALS - EXCLUSIONS

Article 48

ADAGP may expel a member in the event of serious breach of the obligations to ADAGP conferred by membership, making it impossible to manage his/her rights.

This exclusion is proposed by the Managing Director pursuant to Article 32 and decided by the General Meeting, after the member threatened with exclusion has presented his/her defense to the General Meeting.

The procedure for informing and convening such a member is specified in the General Rules.

The exclusion does not affect the licenses issued to third parties during the period of ADAGP management or membership. Fees collected are distributed to the excluded member in accordance with the rules established by the Articles of Association and the General Rules.

Article 49

A resigning or excluded member is entitled to the refund of his/her contribution to the capital.

DISSOLUTION AND LIQUIDATION

Article 50

ADAGP shall not be dissolved by the death, prohibition or placement under judicial notice, declaration of receivership or liquidation, personal bankruptcy, insolvency, exclusion or resignation of any of its members.

In the event of the death of a member, ADAGP will continue with his/her heirs or legatees, whether natural or legal persons.

Withholdings and contributions made in execution of these Articles of Association shall vest in ADAGP.

Article 51

The early dissolution of ADAGP may be decided at an Extraordinary General Meeting under the conditions stated in Article 44 of the Articles of Association.

Article 52

At the expiration of ADAGP, the liquidation shall be carried out by the Managing Director, after taking the advice of the Board of Directors, in the manner proposed by him/her and approved by the General Meeting.



Article 53

When ADAGP goes out of existence, its net assets to be distributed shall consist of the unspent amounts and values free of liabilities.

The distribution will take place between all members of ADAGP existing on the day of its dissolution in proportion to their share or in proportion to their stake in the share owned by the group to which they belong.

GENERAL RULES

Article 54

The General Rules complete the Articles of Association.

They have force of law for all members.

Any proposed amendment must be submitted to the extraordinary General Meeting by the Board of Directors.

It must either stem from the Board of Directors or be submitted to it before December 31 in a proposal signed by at least one quarter of ADAGP members.

The notice of the extraordinary General Meeting called to decide on proposed amendments shall include the text of the amendments.

MISCELLANEOUS PROVISIONS

Article 55

ADAGP's voluntary and charitable activities and contingency planning may be funded by withholding the sums received for the exercise of the rights it manages and which have not been distributed within five years.

The amount of this deduction is set by the Managing Director in accordance with Article 32 and submitted to the ordinary General Meeting.

The Managing Director, after consultation with the Board of Directors, determines the terms and conditions according to which ADAGP's voluntary and charitable activities and contingency planning will be carried out.

Article 56

1) The members of the Board of Directors, the members of the Supervisory Committee and the Managing Director shall provide ADAGP annually, no later than January 31, an individual declaration of interest drawn up in accordance with the provisions of Article L.323-13 of the Intellectual Property Code.

2) Any member of the Board of Directors or the Supervisory Committee who fails to file his individual declaration of interest within the prescribed time limit, or who submits an incomplete or erroneous declaration of interest, shall be given formal notice by the Managing Director to take the necessary steps within thirty days.

Once this period has elapsed, and if s/he has not complied, s/he may not continue to sit on the board. S/he shall be reinstated, by decision of the body to which s/he belongs, only after s/he has made a statement in accordance with the provisions of article L.323-13. This suspension shall be reported to the General Meeting.

If a member of the Board of Directors or the Supervisory Committee has not taken the necessary steps before June 30, his/her dismissal is placed on the agenda of the next ordinary General Meeting. The member in question may present his/her observations at the General Meeting. S/he may also send them in writing within two months before the General Meeting. These are then made available to the members within the framework of electronic voting.

3) In the event that the Board of Directors has not received from the Managing Director a complete and true statement of interest before the first meeting of the Board of Directors following the expiration of the period provided for in paragraph 1), the president of the Board of Directors shall require the Managing Director to present it at the beginning of that meeting.

Failing compliance, the Board of Directors may decide, after hearing the Managing Director, to refer the matter to the commission for the control of organizations managing creators' rights and related rights provided for in article L.327-1 of the Intellectual Property Code.

If the Managing Director has not submitted the required information before June 30, his/her dismissal is put on the agenda of the next ordinary General Meeting. The Managing Director can present his/her observations at the General Meeting, or send them in writing within two months before the General Meeting. They are then made available to ADAGP members within the framework of electronic vote.



GENERAL RULES

PART ONE ADAGP MEMBERS

CHAPTER 1 - DEFINITION OF MEMBER CATEGORIES

Article 1

To be a member of ADAGP, you must be a creator of all or part of two- or three-dimensional still or animated visual works, possibly included in audiovisual productions, or a rightholder of similar creators, or an assignee of all or part of the economic rights held on the works by the creator or his/her rightholders.

The member must be able to show, for at least five works, a significant use in the form of exhibition in a museum or cultural institution, publication in books or magazines, broadcast on television or sale in galleries or at auction.

Article 2. - Creator members

Member creators are creators who have joined ADAGP.

To be admitted as a junior member as a creator, you must:

- have the status of creator of works likely to be protected by copyright and meeting the definition of Article 1 above,
- have been approved under the conditions set forth in the Articles of Association and in Chapter 2 of these rules.

Junior members become senior members once they have been members of ADAGP for more than 10 years.

The Board of Directors may, however, refuse to grant senior membership to members who, by repeated offences, have harmed ADAGP or jeopardized the management of their rights by ADAGP.

Senior member status cannot be granted to members who transfer to ADAGP only the management of rights under compulsory collective management and the remuneration due under a legal license.

Article 3. - Rightholders

Rightholders are heirs or legatees of creators of works, as defined in Article 1, or their heirs or legatees.

To qualify as a junior member as heir or legatee, you must:

- qualify in the required category,
- have been approved under the conditions set forth in the Articles of Association and in Chapter 2 of these General Rules.

Junior rightholder members may become senior members if the creator whose rights they hold was also a member of ADAGP, or if they have been members of ADAGP for more than 10 years, taking into account the length of time the creator whose rights they hold was a member of ADAGP.

The Board of Directors may, however, refuse to grant senior membership to members who, by repeated offences, have caused damage to ADAGP or jeopardized the management of their rights by ADAGP.

Senior membership shall not be granted to members who transfer to ADAGP only the management of rights under compulsory collective management and the remuneration due under a legal license.

Article 4. - Assignees

Assignee members are the natural or legal persons invested, by way an exclusive transfer, with all or part of the economic rights on all or part of works as defined in Article 1.

To be admitted as members, assignees must:

- have the required status of assignee of one or more works of an artist member of ADAGP,
- have been approved under the conditions set forth in the Articles of Association and in Chapter 2 of these rules.

Assignee junior members may become senior members of ADAGP if they are, on the one hand, assignees of all or part of the rights to the majority of the works of an artist, and if, on the other hand, the artist of whom they are assignees was himself a member of ADAGP, or if they have been members of ADAGP for more than 10 years, taking into account the length of time during which the artist of whom they are assignees may have been a member of ADAGP.

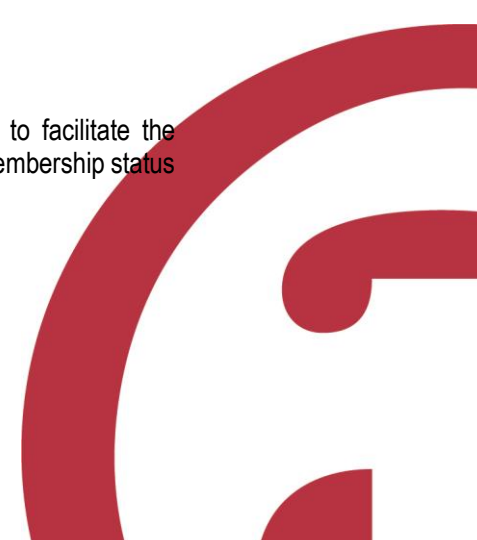
The Board of Directors may, however, refuse to grant senior membership status to members who, by repeated offences, have harmed ADAGP or jeopardized the management of their rights by ADAGP.

Senior membership cannot be granted to members who transfer to ADAGP only the management of rights under compulsory collective management and the remuneration due under a legal license.

Article 5

Legal entities that are founded and constituted by a single artist, so as to facilitate the management of his/her professional activity, have the same categories of membership status as natural persons.

In this case, the legal entity can be represented only by the artist.



CHAPTER 2 - ADMISSION PROCEDURE

Article 6

Any person wishing to become a member of ADAGP shall present an application for membership accompanied by proof of his/her civil status and any document proving his/her status as an artist, rightholder or assignee, and specifying, if applicable, the pseudonym(s) used by the artist.

The application must be received and accepted by the Managing Director after review of the case.

Membership may be refused on the basis of objective and non-discriminatory criteria, in particular if the artist's works do not belong to the field of visual arts, if the works are not used in any significant way or if it is materially impossible, in view of the nature of the works in question, to manage effectively the rights referred to in article 2 of the Articles of Association.

When the application for membership presents a contentious issue, the Managing Director submits it to the Board of Directors for approval before making a final decision.

Unless an exemption is granted by the Board of Directors, the staff of ADAGP may not be or become members, nor may a member be or become an employee of ADAGP.

Article 7

By joining ADAGP, members undertake in particular:

- a) to comply with the Articles of Association and General Rules
Compliance with the Articles of Association and General Rules includes in particular the obligation not to enter into any agreement, for the benefit of anyone, in contradiction with these documents;
- b) to disclose at the time of admission all previous contracts involving the transfer to third parties of rights which he/she has transferred to ADAGP, pursuant to Articles 2 et seq. of the Articles of Association.
Upon expiration of these contracts, a photocopy of which must be provided to ADAGP, said rights shall be managed by ADAGP in accordance with the member's commitment;
- c) not to do anything or undertake anything that could harm the material and moral interests of ADAGP and its members.

Article 8

After the death of an artist who is a member of ADAGP, heirs and legatees who take on the status of members as rightholders must provide ADAGP with proof of their status and the extent of their rights in order to receive their share of the sums collected for the use of the deceased's works.

CHAPTER 3 - RULES APPLYING TO ALL ADAGP MEMBERS

Article 9

The Board of Directors may assign temporary, defined tasks to a member of ADAGP.

Any complaint, on account of facts concerning the administration, must be addressed to the President or Managing Director of ADAGP.

Article 10

Any artist who is a member of ADAGP and who wishes to adopt a pseudonym, or to change the pseudonym registered with ADAGP, must inform the Managing Director.

Any pseudonym resembling the last name or the pseudonym of another member will be refused.

If the adoption or change of a pseudonym significantly increases the cost of managing the rights of the interested party, the Managing Director may temporarily increase the amount of ADAGP's charges against income.

Article 11. Disputes between members

All disputes between members relating to the interpretation or application of the Articles of Association and the General Rules may, with the express consent of the parties, be submitted to the arbitration of the Board of Directors, which may rule as arbitrator if the parties so decide.

The Board of Directors shall organize the arbitration procedure.

In the event of a dispute between two members concerning royalties collected by ADAGP, the Managing Director may, if s/he deems it appropriate, at the request of one of them, decide to put the royalties in question into escrow.

Article 12. Professional secrecy

ADAGP is bound by professional secrecy under the conditions provided by the laws in force.

These rules apply to all directors of ADAGP, to the members of the Supervisory Committee, and to the members of the committees referred to in Article 35 of the Articles of Association, as well as to all employees of ADAGP.

Article 13. Assistance to Members

1) ADAGP members can benefit from the help of ADAGP's services to solve all problems they may encounter concerning the use of works whose rights they have transferred to ADAGP. A free consultation service is at their disposal.

2) ADAGP may assist or represent its members, at their request, in the amicable resolution of any dispute they may be confronted with in the areas defined above.

A contribution to the costs incurred by such interventions, the amount of which is set by mutual agreement, is then paid by the member to ADAGP.

3) When, within ADAGP's area of responsibility, a lawsuit is filed in the interest of a member:

- if the lawsuit is decided by ADAGP in application of the provisions of Article 32a of the Articles of Association, it advances the costs and fees. In case of success, it deducts from the sums distributed to the member(s) concerned the totality of the costs and fees incurred by it, and according to the results, all or part of its commission.
- if the lawsuit is decided by the member, he/she is responsible for all costs and fees.

PART TWO WORKS AND RIGHTS

CHAPTER 1 - WORKS

Article 14

Works enter the ADAGP repertory simply by virtue of the membership in ADAGP of their creators or rightholders or heirs, legatees or assignees.

Membership in ADAGP entails the transfer of rights attached both to the works defined in Article 1 of these General Rules and to all other works, in particular literary works, of the artist concerned, subject only, as regards foreign territories, to the statutory provisions of the copyright management organizations representing ADAGP abroad.

Article 15

In application of article 5-1) and 2) of the Articles of Association, all members will be consulted and give their prior agreement in the following cases of use of their works:

1) Any use of a monographic nature, whatever the form (books, *catalogues raisonnés*, merchandise, films, websites, etc.);

2) Separate reproductions, including but not limited to:

- posters (except exhibition panels), prints,
- covers for all media (books, records...);

3) Media entailing a transformation of the work, including but not limited to:

- tapestry, carpet,
- textile in general,

- ceramic, porcelain, glass, crystal, metal, plastic...
- reproduction on canvas in general (with or without relief or thickness);

4) Three-dimensional reproduction:

- three-dimensional reproductions of works whose original is in three dimensions,
- three-dimensional reproductions of works whose original is in two dimensions.

5) Advertising uses;

6) Use of the artist's name or signature as a trademark, or use of the artist's name or signature without a direct link to the reproduction of a work.

In order to have this right managed by ADAGP, the member must:

- transfer to ADAGP the right to license or prohibit the use of the artist's name, in accordance with the requirements of article 5-3) of the Articles of Association and article 17 of the General Rules,
- if a rightholder, establish that s/he has a right to the artist's name and agree to indemnify ADAGP against any disturbance or claim by third parties claiming to have a competing right to the said name.

The right to license or prohibit the use of the artist's name is, in any case, transferred to ADAGP subject to specific provisions of the applicable legislation for the copyright management organizations representing it abroad, and their Articles of Association.

Article 15a

For the purposes of the consultation set out in Article 15, the joint holders of rights are represented by one of them.

In the event that, despite reminders from ADAGP, no representative is appointed, ADAGP may, if this results in higher management expenses, increase the amount of its withholding against income.

Article 16

If members contribute only part of their rights in application of article 3 of the Articles of Association, ADAGP may, if this results in an increase in its management costs, increase the amount of its deductions.

Article 17

When artists or their rightholders grant ADAGP the right to license or prohibit the reproduction or representation of their works or the use of the artists' names, in cases not provided for in Article 2 of the Articles of Association in accordance with Article 5-3), the management of these rights shall come under the General Rules. However, if this management is more onerous for ADAGP, a special contract shall be concluded with the member.

Article 18

When ADAGP, being unaware of the transfer of rights granted to third parties by one of its members, has wrongly received and distributed royalties, the member shall reimburse ADAGP for all direct or indirect damages incurred.

Except for the rightholders if they are in good faith, such infringement of article 7 of the General Rules may entitle the General Meeting to pronounce the sanctions provided for in article 48 of the Articles of Association.

Article 19

In the case of commissioned works:

- when artists deal alone, they shall receive, without ADAGP's intervention, the royalty amount to be paid when they execute the commission, and ADAGP shall receive no remuneration on this first payment;
- when the artist asks ADAGP to assist or represent him/her, ADAGP collects the royalties due at the time of the execution of the contract by the artist and receives the remuneration due for the corresponding form of management.

For subsequent uses of the work, the artist shall submit a photocopy of the contractual documents established with his/her clients, and ADAGP shall ensure the collection of royalties under the usual conditions.

In the event that the documents have not been delivered,

- ADAGP shall not be held responsible for the non-collection of certain fees,
- the artist shall fall under the provisions of article 48 of the Articles of Association.

Article 20

The provisions of Article 19 also apply to commissioned works in advertising, as provided for in Article L.132-31 of the Intellectual Property Code, when the artist has transfer rights to ADAGP as set out in Article 2-i) of the Articles of Association.

Article 20a

Members of ADAGP may grant licenses to third parties for non-commercial uses of their works under the following conditions:

- the member granting the license must be the sole owner of the rights to the work that is the subject of the license or must have obtained the prior written consent of all co-creators or other owners of the rights in question;
- the license must be established in accordance with the provisions of the Intellectual Property Code;
- ADAGP must have received communication of the said license prior to any use and to any beginning of exercise of the rights by ADAGP under this use.

The granting of a direct license to use a product waives any subsequent request for intervention by ADAGP in respect of the use concerned.

CHAPTER 2 - SCALES OF FEES, INFORMATION AND ALLOCATION

Article 21

The Managing Director, after agreement of the Board of Directors, sets the amount of the statutory withholding deducted from sums received by ADAGP as royalties or any other compensation due for the use of its members' works, in accordance with the general policy on charges against income decided by the General Meeting. The rate of this deduction, both for France and abroad, is decided for each type of right in the annual budget.

The amount of withholding is deducted by ADAGP from the royalties actually collected.

It is set according to ADAGP's operating costs.

Article 21a

ADAGP shall make available to its members the applicable allocation rules.

It also makes available to its members to whom the income from the use of their rights during the previous financial year has been distributed or paid out the information mentioned in article R. 321-16 of the Intellectual Property Code.

Article 22

For the collection of certain fees, the Managing Director may, after consulting the Board of Directors for advice, use the services of organizations authorized to collect said fees.

Article 23

To benefit from the provisions of Article 22 of the Articles of Association, organizations referred to in this text must provide the Managing Director with the necessary information to enable him/her to make any useful decisions, in agreement with the Board of Directors, regarding the application of this text:

- a copy of their Articles of Association and bylaws,
- detailed explanation of the planned event,
- documentation showing that the event does not charge admission fees.

CHAPTER 3 - DEDUCTIONS, ADVANCES, CLAIMS

Article 24

Any claim relating to the distribution of royalties must be presented to the Managing Director within three months following their date of payment.

In the event of a material error directly attributable to negligence on the part of ADAGP, an adjustment will be issued to the member.

Article 25

Apart from documents concerning the distribution of its own fees, the management shall not communicate to any member any ADAGP document without permission from the Managing Director, except in the case provided for in Article 38 of the Articles of Association.

PART THREE ADMINISTRATION OF ADAGP

CHAPTER 1 - BOARD OF DIRECTORS

Article 26

No Director alone may act on behalf of the Board of Directors, except in cases where s/he has been given specific authority.

Article 27

The decision, taken by the Managing Director after agreement of the Board of Directors, to recommend the exclusion of a member of ADAGP to the General Meeting is communicated to the interested party by registered mail with acknowledgement of receipt.

The member whose exclusion is being considered may come and consult his file at the ADAGP head office and take photocopies of documents s/he wishes to have, with payment of the corresponding expenses.

The exclusion is decided by the next General Meeting after the summoned member has presented his/her defense.

CHAPTER 2 - SUPERVISORY COMMITTEE

Article 28

No member of the Supervisory Committee may act on behalf of the Committee, except in cases where s/he has received specific authority to do so.

CHAPTER 3 - ADVISORY COMMITTEES

Article 29

Up to one third of advisory committee members may not be ADAGP members.

Each committee elects its president and vice-president from among its ADAGP members.

Advisory committees shall be convened by ADAGP's president or Managing Director and shall meet as often as the interests of ADAGP and their purpose require.

Article 30

When the Board of Directors has not done so, advisory committees set their own internal rules of operation, voting and representation.

Article 31

Only documents relating to the work of the committee may be made available to the members of the committee upon request of the president.

Article 32

Members of the committees who, without a valid excuse, have not attended six consecutive meetings may be considered as having resigned. In this case, the Board of Directors will proceed to their replacement during its next meeting.

CHAPTER 4 - GENERAL MEETINGS

Article 33

In applying Article 41 of the Articles of Association, the Board of Directors shall create a paper ballot bearing the names of all candidates for the Board of Directors and the Supervisory Committee, as well as the name of the Managing Director when the latter is to be appointed.

This ballot specifies how the names are to be designated.

Candidates for the Board of Directors and the Supervisory Committee are prohibited from preparing or having prepared any documents related to their candidacy, from distributing them

or having them distributed by any means, and from depositing them in the General Meeting hall.

Under the conditions set by the Board of Directors, ADAGP has the sole right to prepare a presentation notice for each candidate and to make it available to members at the time of the General Meeting, or at their request.

In all cases of voting in a secret ballot session, the counting of the votes shall take place under the authority of the session president and the Managing Director.

The count starts with verifying that there is not more than one vote per member, without prejudice to the provisions of articles 14 and following of the Articles of Association and paragraph 3) of article 40 of the Articles of Association. The votes are then counted and any ballot that is not in conformity, badly written or overwritten, will be void.

The minutes of the count will be stamped by the meeting chair and posted at ADAGP's headquarters for one month.

Article 34

In order to facilitate the conduct of the General Meeting, members eligible under Articles 31 and 34 of the Articles of Association and wishing to be part of the Board of Directors or the Supervisory Committee must send their candidacy to the Managing Director under the conditions set by the Board of Directors in accordance with Article 40 4) of the Articles of Association.

Article 35

On the proposal of the Board of Directors, the General Meeting may assign the title of honorary president of ADAGP to members who have actively exercised the function of president of the Board of Directors and who have, in this capacity, rendered outstanding services to ADAGP.

The Honorary Presidents of ADAGP shall serve on the Board of Directors in an advisory capacity.

CHAPTER 5 - MISCELLANEOUS PROVISIONS

Article 36

The statutory auditor and his/her substitute are appointed by the General Meeting on the proposal of the Board of Directors.

To enable them to carry out their mission, as defined by the Commercial and Intellectual Property Codes, the General Manager provides them with the documents specified in the applicable provisions of said codes, in particular the transparency report mentioned in Article L.326-1 of the Intellectual Property Code.

PART FOUR CHARITABLE FUNDS

CHAPTER 1 - COMPANY ACCOUNTS

Article 37

The accounting situation of ADAGP is established every year by a complete and detailed balance sheet and operating account which are established by ADAGP's accounting firm, closed by the Managing Director and controlled by the auditor.

These balance sheets and operating accounts are presented by the Managing Director to the Board of Directors and to the Supervisory Committee, which keeps track of their preparation, and are then submitted to the ordinary General Meeting.

CHAPTER 2 - CHARITABLE AND CONTINGENCY FUNDS

Article 38

Pursuant to Article 32 of the Articles of Association, and if the financial situation of ADAGP so permits, the Managing Director, after consultation with the Board of Directors, shall determine every year the amount of the sums to be used to fund ADAGP's charitable activities and contingency planning, if necessary by means of agreements concluded with any appropriate body.

