

Pursuant to indent 1 of paragraph one of Article 25 of the Act Regulating Collective Management of Copyright and Related Rights (Official Gazette of the Republic of Slovenia [Uradni list RS], Nos 63/16 and 130/22; hereinafter referred to as the "ZKUASP"), the General Assembly of the association at its meeting on 4 September 2024 hereby adopts the following

STATUTE OF THE ASSOCIATION

Združenje avtorjev in nosilcev malih in drugih avtorskih pravic Slovenije, k.o.

I. THE NAME, REGISTERED OFFICE, PURPOSE, OBJECTIVES AND ACTIVITIES OF THE ASSOCIATION

Article 1

(Name and Registered Office of the Association)

- (1) The name of the association is: Združenje avtorjev in nosilcev malih in drugih avtorskih pravic Slovenije, k.o.
- (2) The abbreviated name of the association is ZAMP - Združenje avtorjev Slovenije, k.o.
- (3) The registered office of the association is in Ljubljana.
- (4) The business address of the association is at Kotnikova ulica 30, 1000 Ljubljana.
- (5) The association may register branch offices. The name of a branch office shall include the word "podružnica" in addition to the name or abbreviated name of the association.

Article 2

(Definition of the Association)

- (1) Združenje avtorjev in nosilcev malih in drugih avtorskih pravic Slovenije, k.o. (hereinafter referred to as the "Association") is a voluntary, not-for-profit and non-profit legal entity governed by private law.
- (2) The Association has been granted a permit to collectively manage copyright by the Slovenian Intellectual Property Office and is a collective management organisation under the ZKUASP and is therefore subject to the provisions of that Act regarding its management.

Article 3

(Purpose and Objectives of the Association)

- (1) The purpose of the Association shall be to ensure the effective management of copyright in works in the fields of literature, science, journalism and their translations to the benefit of all holders of copyright (hereinafter referred to as "rightsholder").
- (2) The objectives of the Association shall be:
 - to ensure the use of the copyright works in its repertoire;
 - to achieve the legal use of copyright works in the fields of literature, science, journalism and their translations;
 - to ensure rightsholders of copyright works in the fields referred to in the preceding indent a fair remuneration or compensation for the use of their copyright works;
 - to encourage, through dedicated funds, established authors and authors who have not yet established themselves as authors (hereinafter referred to as "author"), to create and disseminate new copyright works in the fields of literature, science, journalism and their translations.

Article 4
(Not-for-profit Activities of the Association)

- (1) In order to achieve its purpose and objectives, the Association, in accordance with the ZKUASP and the Copyright and Related Rights Act (Official Gazette of the Republic of Slovenia [Uradni list RS], Nos 16/07 – official consolidated version, 68/08, 110/13, 56/15, 63/16 - ZKUASP, 59/19 and 130/22; hereinafter referred to as the "ZASP"), shall perform the activity of collective management of the following authors' rights in works in the fields of literature, science, journalism and their translations, on the basis of permit No 800-9/96 of 14 November 1997:
1. the right of reproduction;
 2. the right of public performance;
 3. the right of public transmission;
 4. the right of public communication by means of phonograms and videograms;
 5. the right of public presentation;
 6. the right to broadcasting;
 7. the right of rebroadcasting;
 8. the right of secondary broadcasting;
 9. the rental right;
 10. public lending right.
- (2) In order to achieve its purpose and objectives, the Association shall carry out, in accordance with the ZKUASP and the ZASP, the activity of collective management of the authors' rights listed below in works in the fields of literature, science, journalism and their translations for the purpose of their exploitation in the context of providing press-clipping services:
1. the right of reproduction;
 2. the right of making available to the public.
- (3) Under permit No 800-9/96 of 14 November 1997, the Association shall carry out the activity of collective management of authors' rights in works in the fields of literature, science, journalism and their translations for the following uses:
1. communication to the public of non-theatrical written works in the field of literature (small rights);
 2. reproduction of copyright works for private and other personal use;
 3. rebroadcasting of copyright works;
 4. reproduction of literary works on phonograms and videograms;
 5. the rental of phonograms and videograms;
 6. public lending of phonograms of literary works;
 7. reproduction of copyright works in readers and textbooks for teaching;
 8. reprinting of topical articles in the daily and periodical publications;
 9. reprinting of excerpts or short written works of fiction in daily or periodical publications;
 10. reproduction and communication to the public of works in the context of promotional messages of up to 60 seconds.
- (4) The Association shall carry out collective management of copyright in works in the fields of literature, science, journalism and their translations also for the purpose of providing press-clipping services:
1. reproduction of copyright works, including storage in electronic form;
 2. making copyright works available to the public.
- (5) The Association shall carry out the activity of collective management of authors' rights in the cases of use referred to in points 1,2 and 3 of paragraph three of this Article of the Statute, as a mandatory collective management in accordance with the ZKUASP for all rightsholders, irrespective of whether they are members (hereinafter referred to as "members") of the Association or whether they have personally authorised the Association for the management of the rights, provided that the collective management of copyright referred to in point 2 of paragraph three of this Article of the Statute shall be limited to the distribution of remuneration among the entitled authors or their successors in title.
- (6) The Association shall carry out collective management of copyright referred to in points 4 to 10 of paragraph three of this Article of the Statute in respect of the copyright works of its members or of rightsholders who have authorised the Association to do so, provided that:
- a. the Association shall exercise collective management of copyright referred to in point 7 of paragraph three of this Article of the Statute where the use of copyright works is permissible under the ZASP without the

- transfer of the corresponding economic right, subject to the payment of appropriate remuneration, by exercising the right to such remuneration;
- b. the Association shall exercise collective management of copyright referred to in point 8 of paragraph three of this Article of the Statute where the use of copyright works is permissible under the ZASP without the transfer of the corresponding economic right, subject to the payment of appropriate remuneration, by exercising the right to appropriate remuneration, and shall distribute the funds collected on this basis in accordance with the provision of the ZKUASP governing cases subject to specific distribution.
- (7) The Association shall carry out the collective management of copyright referred to in paragraph four of this Article of the Statute in respect of the copyright works of its members or of the rightsholders who have authorised the Association to do so, provided that where the use of the copyright works is permissible under the ZASP without the transfer of the corresponding economic right, subject to the payment of appropriate remuneration, the Association shall be deemed to carry out the collective management in question by exercising the right to appropriate remuneration and shall distribute the funds collected on this basis in accordance with the provision of the ZKUASP governing cases subject to specific distribution.
- (8) The Association shall carry out the following not-for-profit activities in the context of collective management of copyright in works in the fields of literature, science, journalism and their translations:
- authorise the use of copyright works from its repertoire under the conditions laid down in the Statute, the general acts of the Association and the regulations binding on the Association;
 - negotiate in good faith with representative associations of users and conclude joint agreements with them on the use of, and tariffs for the use of, copyright works in its repertoire;
 - set provisional tariffs for the use of copyright works in its repertoire if no tariff has yet been set;
 - publish the joint agreements and provisional tariffs referred to in the previous two indents;
 - inform users of copyright works in its repertoire and of the tariffs applicable for the use of those works;
 - conclude and publish reciprocal representation agreements with foreign collective management organisations;
 - supervise the use of copyright works in its repertoire;
 - collect royalties for the use of copyright works in its repertoire by sending claims, statements or invoices to users and, if necessary, recovers them;
 - allocate the royalties collected to authors or rightsholders according to pre-defined rules;
 - pay the royalties allocated to the authors or rightsholders entitled to them;
 - enforce copyright before the courts and other public authorities;
 - provide information on whether a particular copyright work is protected.
- (9) The Association may, by contract, delegate the performance of the administrative and technical tasks relating to the collective management of rights referred to in indents 7 to 9 of the preceding paragraph of this Article to another collective organisation or to a company controlled by the Association. The Association may also perform such administrative and technical tasks for another collective organisation.
- (10) The Association shall also carry out other activities required of collective management organisations by law, international treaties and other regulations binding on the Association.
- (11) As part of its activities, the Association shall manage dedicated funds, which may be established for the purpose of promoting cultural and artistic creation and the dissemination of new copyright works in the fields of literature, science, journalism and their translations, important for the preservation of cultural diversity, or for the social or educational purposes of the authors of works in the aforementioned fields.

Article 5

(Area of Operation of the Association)

The Association shall operate in the territory of the Republic of Slovenia and, in cooperation with foreign collective management organisations or other similar foreign organisations, shall protect the interests and rights of its members and the rightsholders who have authorised the Association to manage these rights also abroad.

Article 6
(Collection of Data on Copyright and Copyright Works
and Repertoire Management)

- (1) The Association shall collect and compile data on published copyright works, copyright ownership and types of copyright directly from its members or rightsholders who have authorised the Association to manage these rights, from users reporting on the use of copyright works, from existing databases such as those accessible through the COBISS platform, those contained in the repertoires of other collective management organisations or those maintained by publishers of copyright works, and from other relevant sources.
- (2) Authors and rightsholders shall communicate the data referred to in the preceding paragraph to the Association via the Association's Moj ZAMP web application. In case of doubt as to the authenticity of the data or in the event of incomplete information, the Association may request the author or rightsholder to supplement or clarify the data, or to provide relevant evidence.
- (3) The data on the copyright works and the types of copyright referred to in paragraph one of this Article shall be kept by the Association in the repertoire of copyright works in electronic form. The repertoire of copyright works in electronic form shall be public and accessible to everyone through the Association's website or web application, allowing it to be consulted by anyone and the data to can be accessed free of charge.

Article 7
(Dispute Resolution)

- (1) In order to resolve disputes relating to its collective management of copyright effectively and expeditiously, the Association shall ensure appropriate procedures for the handling of appeals lodged by:
 - a member of the Association or a candidate for membership who has been refused membership in the Association;
 - a rightsholder;
 - a user of a copyright work or a representative association of users of a copyright work;
 - a foreign collective management organisation with which the Association has concluded a representation agreement.
- (2) If a person referred to in paragraph one of this Article considers that their rights have been infringed, they may lodge a written appeal with the Association within fifteen (15) days of the date on which they became, or could have become, aware of the alleged infringement of the Statute or any other general act of the Association, or within fifteen (15) days of service of a decision by a body of the Association. An appeal may in particular be lodged in relation to the authorisation to manage rights, the conditions of membership, the collection and distribution of royalties and the operating costs.
- (3) The final decision on the appeal shall be taken by the Management, which shall reply to the appeal in written form and, if the appeal is rejected, shall state the reasons for its reply, and shall be sent to the appellant no later than thirty (30) days after the receipt of the appeal by the Association.
- (4) The final decision of the Management, or the failure of the Management to decide on the appeal within the period referred to in the preceding paragraph, may be challenged by bringing an action in accordance with the law.
- (5) In appeal proceedings, the bodies of the Association shall serve documents by registered post. Service shall be deemed to have been effected on the addressee on the fifteenth day following the date of posting.

II. MEMBERSHIP CONDITIONS, PROCEDURE FOR ADMISSION AND TERMINATION OF MEMBERSHIP,
RIGHTS AND OBLIGATIONS OF MEMBERS

Article 8
(Membership Conditions)

- (1) To become a member of the Association, a natural person must meet the following conditions:
 - they are the author or rightsholder of an already published copyright work in the field of literature, science, journalism and their translations;

- they authorise the Association to collectively manage at least one copyright in at least one published copyright work in the field of literature, science, journalism and their translations, of which they are the rightsholder, for at least one of the cases of exploitation referred to in paragraph three or four of Article 0 of the Statute within the Association's field of activity;
 - they provide the personal, contact and business information required under the Statute.
- (2) A natural person wishing to become a member of the Association shall submit a written application for membership on a form prepared by the Management of the Association, which shall allow for the entry or submission of at least the following information and declarations:
- personal, contact and business details;
 - the scope of the authorisation for the management of copyright (scope in terms of the basis of copyright or of individual works and rights, scope by type of copyright, scope in terms of geographical area).
- (3) If a minor under the age of 7 or a person lacking legal capacity wishes to join the Association, their legal representative shall sign their application for membership. If a minor between the ages of 7 and 15 wishes to join the Association, their legal representative shall give their written consent. A minor over the age of 15 may join the Association in the same way as a person of legal age.
- (4) A legal entity or an association of rightsholders may become a member of the Association if it is the rightsholder of an already published copyright work in the field of literature, science, journalism and their translations, and authorises the Association to collectively manage at least one copyright in at least one published copyright work in the field of literature, science, journalism and their translations of which it is the rightsholder, for at least one of the cases of exploitation referred to in paragraph three or four of Article 0 of the Statute, within the Association's area of operation.
- (5) A collective management organisation of authors may also become a member of the Association if it manages a repertoire of copyright works in the fields of literature, science, journalism and their translations which, in accordance with authorisation, are managed by the Association, and if it has concluded a representation agreement with the Association in respect of at least one copyright in published works in the fields of literature, science, journalism and their translations, for at least one of the cases of exploitation referred to in paragraph three or four of Article 0 of the Statute, within the Association's area of operation.
- (6) A legal entity wishing to become a member of the Association shall submit a written application for membership on a form prepared by the Management of the Association, which shall allow for the entry or submission of at least the following information and declarations:
- personal, contact and business details;
 - the scope of the authorisation for the management of copyright (scope in terms of the basis of copyright or of individual works and rights, scope by type of copyright, scope in terms of geographical area).
- (7) Membership of the Association may also be acquired by an agent of the author or a representative of a rightsholder of a copyright work in the fields of literature, science, journalism or their translation. The administrator of an estate on behalf of the community of heirs and the temporary administrator of an estate shall likewise be deemed to be representatives of an author or rightsholder, if the estate, or part thereof, includes copyright in a work in the fields of literature, science, journalism or their translations. The application for membership of such a representative shall also include the particulars of at least one author or rightsholder whom they represent and who is not a member of the Association, in the form of an appendix to the application for membership referred to in paragraph two or six of this Article.

Article 9

(Change of Membership)

If the rightsholder has entrusted the representation of works owned by them to a legal entity which has ceased to exist or which has ceased to represent them, they shall not be required, when applying for membership of the Association, to give details of published copyright works in the fields of literature, science, journalism or their translations of which they are the author or rightsholder.

Article 10
(Verification of Membership Conditions and Entry in the Register of Members)

- (1) If a candidate for membership meets the membership conditions, the Management shall enter them in the register of members.
- (2) The Management shall verify compliance with the conditions for admission to membership and, within 30 days of receiving the authorisation to collectively manage at least one copyright in at least one work in the fields of literature, science, journalism and their translations, for at least one of the cases of exploitation referred to in paragraph three or four of Article 4 of the Statute, shall notify the candidate in writing or by email.
- (3) If the Management does not enter the candidate in the register of members, it shall issue a reasoned decision and serve it on the candidate.

Article 11
(Authorisation of the Association to Manage Copyright)

- (1) An author or a holder of copyright in a work in the fields of literature, science, journalism or their translations, who is not a member of the Association, may authorise the Association in writing to manage a specific copyright for particular cases referred to in paragraphs three and four of Article 0 of the Statute, in relation to a specific copyright work, within the Association's area of operation.
- (2) The authorisation referred to in the preceding paragraph shall, in addition to the personal, contact and business details of the authorising person, also contain information on copyright works in the fields of literature, science, journalism or their translations, of which the authorising person is the author or rightsholder.
- (3) Before accepting an authorisation, the Association shall give the author or rightsholder with a written explanation of the conditions for acceptance, the rules on operating costs and the fact that, under the law, acceptance of such authorisation is deemed also to constitute an application for membership of the Association, unless the author or rightsholder has expressly stated in the authorisation that they do not wish to become a member of the Association.
- (4) If the author or rightsholder indicates in the authorisation referred to in paragraph one of this Article that they do not wish to become a member of the Association, the Management shall enter the person in the register of rightsholders and notify the authorising person thereof by email. If the authorisation is incomplete or incorrectly completed, the Management shall request the author or rightsholder to correct or supplement it.
- (5) The authorisation form shall be prepared by the Management and shall allow, at a minimum, for the entry or submission of the following information and declarations:
 - personal data of the authorising person, a natural person;
 - personal data of the authorising person, a legal entity;
 - contact and business details of the authorising person;
 - the scope of the authorisation for the management of copyright (scope in terms of the basis of copyright or of individual works and rights, scope by type of copyright, scope in terms of geographical area).

Article 12
(Revocation of the Authorisation to the Association for the Management of Copyright)

- (1) A member of the Association may revoke in writing the authorisation to collectively manage their copyright, either in whole or in part. In the case of partial revocation, it must be clearly stated which part of the authorisation has been revoked. The revocation shall take effect on the first day of the financial year following the year in which it was received by the Association.
- (2) An author or rightsholder who is not a member of the Association and who has authorised the Association to collectively manage a particular copyright pursuant to Article 0 of the Statute may revoke that authorisation in writing, either in whole or in part. In the case of partial revocation, it must be clearly stated which part of the authorisation has been revoked. The revocation shall take effect on the first day of the financial year following the year in which it was received by the Association.

- (3) Revocation of the authorisation shall not affect the collective management of copyright which, under the law, are subject to mandatory collective management (paragraph five of Article 0 of the Statute).

Article 13 **(Rights and Obligations of Members)**

- (1) The rights of members of the Association shall include, in particular:
- to be appointed to the Supervisory Board or the Management of the Association, provided that they meet the legal and statutory requirements;
 - to actively participate in and vote in the General Assembly of the Association;
 - to submit proposals and initiatives to the bodies of the Association;
 - to have the Association manage their copyright and collect, assign and pay royalties on their behalf;
 - to have the Association represent and protect their copyright in accordance with its mission and capabilities;
 - to communicate with the Association electronically;
 - to have access, in accordance with the ZKUASP, to the register of members and to the register of rightsholders who have authorised the Association to collectively manage these rights in accordance with Article 0 of the Statute;
 - the right of access pursuant to Article 37 of the ZKUASP;
 - to be informed by the Association at least once a year about their royalties;
 - to be informed about the activities of the Association and the work of its bodies.
- (2) The obligations of members of the Association shall be:
- to comply with the Statute, other general acts of the Association, the decisions of its bodies, and the regulations governing their position in the Association;
 - to notify the Association of any changes in their personal and contact details required for the Association's operations;
 - to provide the Association on a regular basis with the information necessary for the payment of royalties and remuneration;
 - to notify the Association within 15 days of the granting of a permit issued for the use of their copyright work from the Association's repertoire for non-commercial purposes.
- (3) Minor members of the Association shall have the same rights and obligations as other members but may not be appointed to the bodies of the Association. Minor members and members lacking legal capacity shall be represented by their legal representatives in the management of the Association.
- (4) Members of the Association who are legal entities shall be represented in the management of the Association by their legal representatives or by persons authorised in writing by those legal representatives.
- (5) For as long as the Association has the status of a collective management organisation, no person shall have management rights under the Act governing societies.

Article 14 **(Renewal and Termination of Membership)**

- (1) Membership shall be renewed annually by tacit renewal and shall continue until it is terminated in accordance with this Article of the Statute.
- (2) Membership of the Association shall terminate:
- by resignation;
 - by expulsion;
 - upon the death of a member or the cessation of the legal personality of a member;
 - upon the expiry of copyright protection of copyright works owned by the rightsholder for which the Association has been authorised to collectively manage, or if the member, as a rightsholder, has no copyright protected works recorded in the Association's repertoire.
- (3) A member shall resign from the Association by submitting a written notice of resignation to the Association. Resignation shall take effect on the date of receipt of the written notice of resignation.

- (4) A member shall be expelled from the Association by a decision of the Management if it is established that the member does not meet the conditions for membership.
- (5) In the event of termination of membership, the Management shall delete the former member from the register of members.

III. THE MANAGEMENT OF THE ASSOCIATION

Article 15 (Bodies of the Association)

The bodies of the Association shall be:

- the General Assembly;
- the Management;
- the Supervisory Board.

Article 16 (General Assembly)

- (1) The General Assembly is the highest body of the Association and is composed of all members.
- (2) The tasks and powers of the General Assembly shall be:
- to adopt and amend this Statute;
 - to adopt and amend the rules on the distribution of collected royalties;
 - to adopt and amend the rules on the use of undistributed royalty;
 - to adopt and amend the rules on the policy for investing royalties in bank deposits and on the use of income generated from such deposits;
 - to adopt and amend the rules on operating costs;
 - to adopt and amend the rules on dedicated funds;
 - to adopt the annual report on a proposal from the Management;
 - to decide on the appointment of an auditor to review the annual report or to carry out a special audit of the management of the Association's individual matters;
 - to decide on the Management's proposal to amend the maximum permitted percentage of operating costs in relation to the royalties and other income collected by the Association, in accordance with the Rules on Operating Costs of ZAMP;
 - to appoint the chair of the General Assembly;
 - to appoint and dismiss the members of the Supervisory Board;
 - to decide on the remuneration and other pecuniary and non-pecuniary benefits of members of the Supervisory Board;
 - to decide on the mergers and amalgamation of the Association with another association;
 - to decide on the establishment of a branch of the Association;
 - to decide on the acquisition of a participating interest in another collective management organisation that carries out administrative and technical tasks for the Association in connection with the collective management of rights referred to in indents 7 to 9 of paragraph eight of Article 0 of the Statute;
 - to approve contracts with another collective management organisation or company carrying out the tasks referred to in the previous indent for the Association, and any amendments thereto;
 - to set the amount of contributions to dedicated funds;
 - to decide on the dissolution of the association if it no longer holds a permit for collective management;
 - to decide on other matters pursuant to the Statute, the general acts of the Association and the regulations binding on the Association.
- (3) The General Assembly shall be convened by the Management at least once a year for the purpose of adopting the annual report, and must also be convened if it is in the interests of the Association, or if requested by at least five per cent of the members of the Association. The request for convening shall contain a draft agenda and draft resolutions. If the Management fails to convene the General Assembly within two months of receiving

such a request, it may be convened by the members who submitted the request, provided that they have first been authorised to do so by the court. The court's authorisation must be stated in the notice of convocation, and a General Assembly convened in this manner may adopt only those resolutions that were already proposed in the notice.

- (4) The Supervisory Board may also convene the General Assembly at any time if it considers this to be in the best interest of the Association. A General Assembly convened in this way may adopt only those resolutions that were already proposed in the notice.
- (5) The notice of the convocation shall be sent to all members at least 15 days before the meeting to the address communicated by each member of the Association, and shall be published on the AJPES website of and on the Association's website. The notice shall include the time and place of the meeting of the General Assembly, the manner in which the meeting shall be conducted, the proposed agenda, the draft resolutions, and an indication of where on the Association's website the materials necessary for the decision-making are published.
- (6) The General Assembly may also be convened and conducted remotely, without the physical presence of the members. The decision to convene and hold the General Assembly meeting remotely shall be taken by the Management, subject to the following rules:
 - a. The bodies of the General Assembly and other invitees shall participate using secure information and communication technology that enables remote discussion and public voting, with the transmission and recording of images and sound, or sound alone, of such quality that the identity of those present can be established beyond doubt, participation confirmed and a public vote conducted.
 - b. The remote General Assembly meeting shall be recorded.
 - c. Any member wishing to participate in the remote General Assembly meeting must register in advance with the Association to enable secure information communication, and must ensure that their electronic communication device is connected to a network capable of transmitting image and sound, or sound alone; participation in and voting at the remote General Assembly shall take place using the member's own electronic communication device.
 - d. For the purpose of determining the quorum of a remote General Assembly meeting, members who participate using secure information and communication technology and who have registered for the General Assembly meeting in due time shall be deemed to be present.
 - e. Voting at the remote General Assembly meeting shall be carried out using secure information and communication technology.
 - f. Participation and voting may only be subject to the requirements and restrictions necessary to establish the identity of members and secure electronic communication, and only to the extent proportionate to achieving this purpose.
 - g. When exercising voting rights by means of electronic communication devices and secure information and communication technology, the Association shall, without delay, electronically confirm to the member exercising the voting right the receipt of the vote cast in electronic form.
 - h. Unless otherwise provided by this paragraph, all other provisions of this Statute relating to the General Assembly shall apply mutatis mutandis to the remote General Assembly meeting.
- (7) At the beginning of the General Assembly meeting, the members present shall appoint a chair, who shall preside over the General Assembly meeting, grant and withdraw the floor, and ensure order and clarity of the deliberations. Until the chair has been appointed, the meeting shall be chaired by the Management.
- (8) Unless otherwise provided, the General Assembly shall constitute a quorum if at least half of the members are present. If, at the beginning of the General Assembly meeting, more than half of the members or their proxies are not present, the meeting shall resume after 15 minutes and, in that case, may validly decide if at least 10 members are present. A member may be represented at the General Assembly meeting by a proxy in accordance with the law.
- (9) Unless otherwise provided, resolutions of the General Assembly shall be adopted if supported by more than half of the members present. All members shall have equal voting rights, each having one vote.
- (10) Notwithstanding the preceding paragraph of this Article, a decision of the General Assembly shall only be adopted if at least 3/4 of the members present at the General Assembly meeting vote in favour when the General Assembly decides on:
 - an amendment to this Statute;
 - the approval or amendment of a contract with another collective organisation or a company performing administrative and technical tasks for the Association in connection with the collective management of rights referred to in indents 7 to 9 of paragraph eight of Article 0 of the Statute;

- granting consent to a transaction at the request of the Management if the Supervisory Board has refused to grant such consent;
 - setting the amount of contributions to the dedicated fund;
 - the merger by formation or merger by absorption of the Association;
 - the dissolution of the Association.
- (11) Voting at the General Assembly shall be public, unless the General Assembly decides otherwise. Voting on members of the Association's bodies shall be by secret ballot, unless the General Assembly decides otherwise. Ten members present at the General Assembly may request a vote on the manner of voting.
- (12) Minutes of the proceedings of the General Assembly meeting and of the decisions adopted shall be kept and signed by the chair of the General Assembly.

Article 17 (Management)

- (1) The Management is the individual governing body of the Association, composed of one member, and shall in particular have the following duties and powers:
- to represent and act on behalf of the Association independently and without restriction;
 - to manage the business of the Association independently and on their own responsibility;
 - to ensure the fulfilment of the Association's purpose and objectives, the implementation of its activities, that the execution of the work programme, the financial plan and the operational strategy;
 - to maintain the Association's documentation and records;
 - to oversee the financial and material management of the Association, to act as the authorising officer in material and financial management and to sign material and financial documents;
 - to convene and preside over the General Assembly until the appointment of the chair of the General Assembly;
 - to prepare and sign the annual report, submit it to the appointed auditor for review, following completion of the audit submit it to the Supervisory Board for examination, and finally propose it to the General Assembly for adoption;
 - to prepare proposals for the Association's work programme, financial plan and operational strategy;
 - to draft rules and other general acts of the Association, including amendments, and submit them to the competent body for adoption;
 - to propose to the General Assembly the approval or amendment of a contract with another collective organisation or a company performing administrative and technical tasks for the Association in connection with the collective management of rights referred to in indents 7 to 9 of paragraph eight of Article 0 of the Statute;
 - to terminate the contract referred to in the previous indent;
 - to conclude agreements with representative user associations on the use of, and tariffs for, copyright works in the Association's repertoire;
 - to adopt provisional tariffs for the use of copyright works in the repertoire of the Association;
 - to manage the Association's personnel policy;
 - to publish calls for new staff;
 - to select the Association's employees, advisers, experts and other collaborators;
 - to conclude contracts with the Association's employees, advisers, experts and other collaborators and determine their content;
 - to act on behalf of the Association in contractual relations with the Association's employees, advisers, experts and other collaborators, and to coordinate their work;
 - to decide on the termination of contracts of the Association's employees, advisers, experts and other collaborators;
 - to verify compliance with the Association's membership conditions and conduct membership procedures;
 - to verify and accept authorisations granted by rightsholders;
 - to prepare the application form for membership of the Association and the authorisation form granting the Association the right to collectively manage copyright;
 - to decide on the expulsion of a member;
 - at the request of the Supervisory Board, to provide it with the information required for the performance of its tasks;
 - to report to the Supervisory Board at least quarterly on the Association's business operations and activities, including information on collected royalties and operating costs;
 - to provide supervising authorities with the information and documents they request from the Association;

- to notify the Supervisory Board in the event of a conflict of interest arising in the course of their work;
 - to report to the Supervisory Board and the General Assembly on its work;
 - to perform such other duties as arise under this Statute, the Association's general acts, binding regulations, and any tasks additionally assigned by the General Assembly or the Supervisory Board.
- (2) The Management shall also take all other decisions for which another body of the Association is not competent under the Statute, the general Acts of the Association or the regulations binding on the Association.
 - (3) The Management shall require the prior approval of the Supervisory Board when deciding on the disposal of the Association's assets exceeding EUR 20,000.00.
 - (4) In performing its duties, the Management shall act in the best interests of the Association, its members and the rightsholders whose rights are collectively managed by, with the diligence of a conscientious and fair manager. In its work, the Management shall be bound by the instructions of the Supervisory Board, provided that such instructions do not interfere with its independence in conducting specific business.
 - (5) The Management may authorise an employee of the Association to perform individual tasks or may delegate the performance of certain tasks to an employee of the Association or to a professional services of the Association.
 - (6) The Management shall be appointed by the Supervisory Board from among the members of the Association for a term of office of four (4) years. The person receiving the highest number of votes from the members of the Supervisory Board shall be appointed as the Management. A person may not be appointed as the Management if they are simultaneously a member of the Supervisory Board, if they have been banned from holding office within the Association, or if they are not eligible to serve as a member of the management or supervisory body in accordance with the Act governing companies.
 - (7) The term of office of the Management may be terminated before the expiry of its term in the following cases:
 - if they cease to be a member of the Association;
 - if they resign by written notice, provided that the notice period shall be at least three months, unless the Management and the Supervisory Board agree to shorten or extend this period;
 - if the Supervisory Board dismisses them for breaches of this Statute, the general Acts of the Association, decisions of the Association's bodies or other regulations.
 - (8) The Management shall be responsible for the operation of the Association in accordance with the law, this Statute and the general acts of the Association. It shall be accountable to the Supervisory Board for its work.
 - (9) In legal relations between the Association and the Management, the Association shall be represented by the Chair of the Supervisory Board.

Article 18 (Supervisory Board)

- (1) The Supervisory Board is the collective supervisory body of the Association and shall have the following duties and powers:
 - to appoint the Chair of the Supervisory Board from among its members;
 - to supervise the management of the Association's assets and its financial and material management;
 - to appoint and dismiss the Management;
 - to decide on the remuneration, severance pay, and other monetary and non-monetary benefits of the Management;
 - to adopt risk management rules;
 - to monitor and oversee the work of the Management in conducting the affairs and operations of the Association and, for this purpose, to request information from the Management as required;
 - to supervise the implementation of this Statute, the general acts of the Association and the decisions of the Association's bodies;
 - to supervise the provision of information to members and rightsholders whose rights are collectively managed by the Association;
 - to decide on the purchase, sale or mortgaging of the Association's real property;
 - to decide on borrowing or on providing collateral for loans;

- to review the Association's audited annual report and to prepare a written report thereon for the General Assembly, indicating how and to what extent it has reviewed the management of the Association during the financial year and including any comments on the audited annual report;
 - to determine whether the Association's accounting records and annual report allow for an assessment of whether any surplus of income over expenditure has been used to achieve the purpose and objectives of the Association or to perform the not-for-profit activities set out in this Statute, and to establish whether such surplus has been used for these purposes, reporting its findings to the General Assembly before the adoption of the annual report;
 - to report to the General Assembly on its work at least once a year;
 - to adopt its rules of procedure, which shall further define the manner in which it conducts its work;
 - to perform such other duties as arise from this Statute, the general acts of the Association, the regulations binding on the Supervisory Board, and such additional duties as may be assigned to it by the General Assembly.
- (2) In performing their duties, members of the Supervisory Board shall act in the best interests of the Association, its members and the rightsholders whose rights are collectively managed by the Association, with diligence of a conscientious and fair manager. In its work, the Supervisory Board shall be bound by the guidelines of the General Assembly.
- (3) The Supervisory Board shall consist of five members appointed by the General Assembly from among the members of the Association for a four-year term of office. The persons receiving the highest number of votes from the members of the General Assembly shall be appointed as members of the Supervisory Board. A member of the Supervisory Board may not simultaneously be a member of the Management, be a person who has been prohibited from holding office within the Association, or be a person who is not eligible to serve as a member of a management or supervisory body in accordance with the Act governing companies.
- (4) The term of office of a member of the Supervisory Board shall terminate before the expiry of their term in the following cases:
- if they cease to be a member of the Association;
 - if they resign by written notice;
 - if they are dismissed by the General Assembly for breaches of this Statute, the general acts of the Association, the decisions of the Association's bodies, or other regulations.
- (5) Meetings of the Supervisory Board shall be convened and chaired by the Chair of the Supervisory Board, who shall also ensure order at its meetings; until the Chair has been elected, meetings shall be chaired by the oldest member of the Supervisory Board. The Chair of the Supervisory Board shall convene meetings of the Supervisory Board as required in the interests of the Association and at least once every quarter for the purpose of taking note of the Management's report on the Association's operations and business activities, including information on collected royalties and operating costs.
- (6) At the request of the Chair of the Supervisory Board, the Management shall provide the Supervisory Board with the logistical, administrative and professional support necessary for the performance of its duties.
- (7) Notice of a meeting of the Supervisory Board shall be sent to each member of the Supervisory Board at least seven (7) days before the meeting to the email address provided by the member to the Association. The notice shall specify the time and place of the meeting, the manner in which it is to be held, the proposed agenda and the materials required for decision-making. The notice of meeting shall also be sent to the Management, which may attend the meeting without the right to vote. The Supervisory Board may decide that the Management shall not be present at the meeting or at part of the meeting.
- (8) A meeting of the Supervisory Board convened by the Chair of the Supervisory Board may be held as a meeting in person (which may also be conducted virtually or in hybrid form) or by correspondence, as determined by the Chair. The same rules shall apply mutatis mutandis to correspondence meetings as to meetings held in person.
- (9) The Supervisory Board shall be deemed to have a quorum if more than half of its members are present.
- (10) A decision of the Supervisory Board shall be adopted by a majority of the votes cast. In the event of an equal number of votes, the Chair of the Supervisory Board shall have the casting vote.
- (11) Voting within the Supervisory Board shall be public, unless the Supervisory Board decides otherwise.

- (12) Minutes shall be kept of the proceedings and decisions of the Supervisory Board; the minutes shall be prepared and signed by the Chair of the Supervisory Board.
- (13) The Supervisory Board shall be accountable to the General Assembly for its work.

Article 19
(Early Termination of the Term of Office of a Member of an Association's Body)

- (1) If the term of office of the Management ends before the expiry of the period for which it was appointed, the Supervisory Board shall appoint new Management Board as soon as possible in order to ensure the uninterrupted operation of the Association; the appointment shall be for the remaining period of the original term of office of the previous Management.
- (2) If the term of office of a member of the Supervisory Board ends less than one year before the expiry of the prescribed term, the Supervisory Board shall continue to perform its duties with full powers with a reduced number of members. If the number of members of the Supervisory Board falls below three, the General Assembly shall in all cases appoint new members of the Supervisory Board. The term of office of members of the Supervisory Board appointed in this manner shall continue until the expiry of the original term of office of the members whom they have replaced.

Article 20
(Prevention of Conflicts of Interest)

- (1) Members of the bodies of the Association shall avoid any conflicts of interest in the performance of their duties and shall recuse themselves from any discussion, voting or decision-making process in which a conflict of interest exists or could arise.
- (2) If a conflict of interest arises in the performance of the Management's duties, the Management shall immediately notify the Supervisory Board, which shall take appropriate measures to safeguard the interests of the Association, its members and the rightsholders who have authorised the Association to collectively manage their rights.

IV. ORGANISATION AND FINANCIAL MANAGEMENT

Article 21
(Public Transparency of Operations)

- (1) The work of the Association and its bodies shall be public. Each member or rightsholder whose rights are collectively managed by the Association shall have the right, upon a reasoned request and submission of a written declaration on the protection of the Association's business secrets, to inspect the Association's documents and data. The Management shall decide on such requests referred to in the preceding paragraph, taking into account the regulations on the protection of personal data.
- (2) The Association shall inform its members through its website or by sending notifications to the email addresses they have provided to the Association; such notifications shall include information on the Association's activities and other matters of relevance to the Association, and once a year the Association shall provide its members with information regarding their royalties and remuneration. The Association shall grant its members access to the minutes of its bodies, in compliance with the regulations governing the protection of personal data.
- (3) The Association shall inform the rightsholders who have authorised it to collectively manage their rights pursuant to Article 0 of the Statute, either through its website or by sending information relevant to the Association to the email address provided by them; once a year, they shall also be provided with information on their royalties and remuneration.
- (4) The Association shall inform the general public by publishing on its publicly accessible website, and regularly updating, the following information:
- the permit to collectively manage copyright;
 - the repertoire and the rights managed by the Association;

- the conditions for membership in the collective organisation, the specimen authorisation and the conditions for its revocation;
 - joint agreements concluded with representative user associations;
 - a specimen user agreement and the tariff applicable to individual types of use;
 - the names of the foreign collective management organisations with which reciprocal representation agreements have been concluded and a list of such agreements;
 - information on the Association's membership in international associations;
 - the Statute of the collective management organisation;
 - the rules on the distribution of collected royalties to which the rightsholders are entitled;
 - the rules on the use of undistributed royalties;
 - the rules on the policy for investing royalties in bank deposits and on the use of such income;
 - the rules on the operating costs of the collective management organisation;
 - the rules on dedicated funds;
 - the risk management rules;
 - details of the persons authorised to represent the collective management organisation;
 - a list of persons who are members of the bodies of the collective management organisation, excluding the general assembly;
 - information on copyright works for which the rightsholders could not be identified or located;
 - the number of members of the collective management organisation and the total number of voting rights;
 - provisional tariffs;
 - the adopted annual report together with the auditor's report;
 - the criteria applied in setting tariffs;
 - the procedure for resolving disputes between the collective management organisation and its members and rightsholders, foreign collective management organisations and users.
- (5) The Association shall also inform the public, where appropriate, through public appearances and media publications.
- (6) The Management shall be responsible for ensuring the transparency of the Association's activities and for providing accurate information on its operations.

Article 22

(Sources of Financing, Management of Assets and Use of Surplus)

- (1) The Association's sources of funding shall be:
- reimbursement of the eligible collective management costs from the pool of remuneration collected on behalf and for the account of rightsholders;
 - revenue from the management of royalties for other collective management organisations;
 - the Association's own funds and income from these funds;
 - donations.
- (2) If, in the course of its activities, the Association generates a surplus of income over expenses from the sources referred to in indents 3 and 4 of the preceding paragraph, such surplus shall be used for the pursuit of its purpose and objectives or for carrying out the not-for-profit activities set out in this Statute.

Article 23

(Provision of Information on Business Operations)

- (1) The Association shall provide information on its financial and material management in the manner laid down in a specific general act, which must comply with the law and the accounting standards for associations.
- (2) The Association shall keep and disclose information on its financial and material management in accordance with the law and the accounting standards for associations.
- (3) The Association shall keep separate accounts for:
- royalties collected and income generated from bank deposits;
 - its own assets and income derived from such funds;
 - revenue from the management of royalties for other collective management organisations;

- dedicated funds;
- royalties that cannot be allocated or distributed.

V. METHODS OF DISSOLUTION OF THE ASSOCIATION AND DISPOSITION OF ASSETS IN SUCH CASES

Article 24 (Withdrawal of Permit to Collectively Manage Copyright)

If the competent authority withdraws the Association's permit to collectively manage copyright, the Association shall distribute to the rightsholders all assets acquired by the Association during the period of the permit's validity, all royalties and fees collected and not yet paid, income generated from bank deposits and the assets of dedicated funds, within 12 months from the date on which the decision on the withdrawal of the permit has become final. The rules on the distribution of collected royalties that were in force on the date of the decision on the withdrawal of the permit shall apply to such distribution. Assets that cannot be distributed under these rules shall be distributed in equal shares in proportion to the royalties allocated to the rightsholders under the distribution rules.

Article 25 (Dissolution of the Association)

- (1) The Association may be dissolved:
 - by decision of its members;
 - through merger by formation or merger by absorption;
 - through bankruptcy;
 - by court order;
 - in accordance with the law if the Association ceases to operate in practice.
- (2) The Association shall be dissolved by a resolution of the General Assembly, provided that at least 3/4 of the members present at the meeting vote in favour of such a resolution, and on condition that the permit to collectively manage copyright has first been terminated and all procedures pursuant to Article 76 of the ZKUASP have been duly completed.
- (3) The Association shall be dissolved through merger with another association or through merger by absorption into another association by a resolution of the General Assembly, provided that at least 3/4 of the members present at the meeting vote in favour of such a resolution, and subject to the prior termination of the permit to collectively manage copyright, the prior distribution of any assets acquired during the period of validity of the permit to collectively manage copyright management licence in accordance with the provisions of the ZKUASP, and the completion of all procedures pursuant to Article 76 of the ZKUASP.
- (4) In the event of the dissolution of the Association, all procedures pursuant to Article 76 of the ZKUASP shall first be completed.
- (5) If, after the settlement of all the aforementioned liabilities, any assets of the Association remain, the Association shall, in its resolution on dissolution, designate another association, institute, foundation or other not-for-profit legal entity with similar objectives to which the Association's assets shall be transferred.

VI. TRANSITIONAL AND FINAL PROVISIONS

Article 26 (Transitional Provision)

The provisions of paragraphs two, four and seven of Article 0 of this Statute shall apply from the finality of the permit for the collective management of these rights issued by the Slovenian Intellectual Property Office.

Article 27
(End of Validity)

- (1) This Statute shall enter into force on the date of its adoption.
- (2) Upon the adoption of this Statute, the Statute of the Association adopted on 31 August 2023 shall cease to have effect.