



BILD-KUNST

Collecting Society BILD-KUNST 53113 Bonn Weberstraße 61

Legal society by state award

Main Office Frankfurt am Main

STATUTES

as amended by the general meeting's decisions on July 27th, 2019

Preamble

The society is acting for right holders as well as collecting societies in the categories of works of fine arts and photography and motion pictures including similar works (entitled persons) and professes the necessary demand to ensure a preferably well-balanced representation of all professional guilds and all gender.

§ 1 Name and Company residence

The collecting society Bild-Kunst (VG Bild-Kunst) is a economically acting association by public grant as defined by § 22 BGB and holds its registered office in Frankfurt am Main.

§ 2 Business objective of VG Bild-Kunst

VG Bild-Kunst's business aim is the fiduciary administration and accounting of rights and claims to remuneration for works being protected acc. § 2 sub-section 1 sub-paragraph 3 – 7, § 4 and § 72 UrhG (German Copyright Law). Furthermore, the advancement of copyright laws, strengthening its members' rights and sponsorship for cultural activities and social matters in its field of activities fall within VG Bild-Kunst's scope of duties.

VG Bild-Kunst's activities do not aim at realizing profits.

§ 3 Mandate

1. The extent of rights and claims being transferred to VG Bild-Kunst are defined in the mandate.
2. Changes and additions to the mandate need the beneficiary's consent especially when concerning the scope of rights or claims administered by VG Bild-Kunst. This is considered as given, if a written notice on the changes or additions has not been opposed within two months after posting; this legal consequence must be referred to in the notice. Notice and objection being given in writing is sufficient.
3. The mandate ends
 - a) by written notice of termination addressed to VG Bild-Kunst after a period of notice of six months to the end of a year,
 - b) with expiry of the term of protection for all works whose copy-rights and claims have been transferred to VG Bild-Kunst,
 - c) as far as and to the extent VG Bild-Kunst suspends its activities in a certain area. The member must be informed about this in writing.

§ 4 Financial Year

The financial year is the calendar year.

§ 5 Institutions of VG Bild-Kunst

1. The institutions of VG Bild-Kunst are
 - a) the general assembly,
 - b) the professional groups assembly,
 - c) the administrative council,
 - d) the board of directors.
2. Members of the administrative council, of the board of directors except the managing director and of committees and commissions, insofar these statutes do not define something else, merely receive re-imbusement of travel expenses and cash expenditure as well as a compensation – possibly as a lump-sum – for time.

§ 6 Members and Honorary Members

1. Membership is acquired by concluding a mandate.
2. Members can become authors (including their universal successors) of
 - a) works of fine arts including works of architecture and applied arts and drafts of such works (professional group I),
 - b) photographic works including those works being created similarly to photographic works and of depictions of scientific and technical nature like drawings, maps, plans, sketches, tables and three-dimensional representations (professional group II),
 - c) audio-visual works (film and tv) including works being created similarly to audio-visual works and of existing works susceptible to protection and intended to be used in films like those of fine arts, architecture and choreography (professional group III),
 - d) data base works acc. § 4 UrhG.
3. Holders of transferred rights for works acc. No. 2 lit. a-d, § 89 and § 94 UrhG as well as their universal legal successors can become members too, provided it is granted that the copyright remuneration being paid out to them according to the rules for the distribution plan will be forwarded to the authors or their universal legal successors. The board of directors will settle further details.
4. If an author's universal legal succession comprises several persons, one of them exercises the rights as representative. Only the representative becomes a member.

5. By concluding the mandate the member is supposed to define his or her professional group acc. no. 2. If no such definition is being given, the board of directors assigns the member. The member can change his or her assignment to a professional group by written statement; the change becomes effective with start of the business year following the statement. Membership in one professional group can be combined with membership in any of the two other professional groups. The member is only entitled to vote in one professional group.
 6. On the administrative council's recommendation the general assembly can award honorary membership in VG Bild-Kunst. Authors but also persons having committed themselves outstandingly to copyright matters can become honorary members.
- e) a guideline "remuneration of volunteers" substantiating benefits acc. § 5 no. 2 of these statutes,
 - f) all regulatory areas a legal competence is given for,
 - g) all regulatory areas essential for the society for which no other competence is given,
 - h) its rules of procedure.
4. The general assembly decides on the administrative council's suggestion on
 - a) the general investment policy for revenues received,
 - b) outlines of risk management,
 - c) approval and adoption of annual accounts as well as discharge of the board of directors,
 - d) allocations to the society's social and cultural institutions,
 - e) the distribution of remuneration of doubtful attribution,
 - f) the annual transparency report acc. § 58 VGG,
 - g) awarding honorary membership in VG Bild-Kunst.

§ 7 Membership termination

The membership ends

- a) by being terminated or the contract otherwise being ended with date of termination or ending;
 - b) by exclusion, if the member has violated the statutes or the society's purposes by serious default. The exclusion is being executed after consultation by resolution of the board of directors. Should the cause of termination be an action directed against the board of directors, a decision is being taken by the chairperson and the deputy chairperson of the administrative council in place of the board of directors. The excluded member can appeal against the decision within a month after having received the decision and demand the administrative council to decide the issue. The exclusion does not terminate the mandate.
 - c) with the end of the authorization (§ 6 no. 4).
5. On the respective professional group assembly's recommendation the general assembly decides on
 - a) the distribution plans including general rules for revenue deductions,
 - b) administrative council members' and deputy members' elections,
 - c) elections for members of the honorary board of directors,
 - d) recommendation of advisory committee members for the juries in the social and cultural institutions,
 - e) members of committees as stipulated in the distribution plan.

§ 8 General Assembly

1. The regular general assembly is being summoned not later than eight months after expiry of a financial year. An extraordinary general assembly will be held on the board of directors' or administrative council's decision by simple majority or on the request of 5 % of the members. The assembly is summoned by the board of directors in agreement with the administrative council. Oral and written communication concerning the general assembly is being held in German language.
 2. The invitation to the general assembly must be issued no less than three weeks prior to its date in writing and announce the agenda. This period starts with the invitation dispatch date. The first day and the assembly date are not integrated in the period. For the invitation to be valid it is sufficient for it having been sent duly to the address last-named to VG Bild-Kunst. The regular general assembly's date will be announced four months previously at the latest on the VG Bild-Kunst website.
 3. The general assembly decides on
 - a) the statutes including general principles of distribution as being their integral part,
 - b) the mandate's content including the conditions under which a member can grant a right to anybody to use his or her works for non-commercial uses,
 - c) the use of not distributable revenue,
 - d) the founding and financing of institutions for social support and cultural promotion, which institutions are supposed to issue funding directives guaranteeing transparent and non-discriminatory funding,
6. a) The general assembly is an attendance event. Participation in general assembly votes and elections is possible in- and outside the event venue, the participation outside the event venue being executed by way of electronic voting, to the exclusion of the requirement of unanimous vote acc. § 32 par. 2 BGB.
 - b) Each member is entitled to participate in person in the attendance event. The right to participate personally comprises the right to speak, the right to information and the right to vote. For the right to file a motion, par. 9 is applicable. The right to participate in person can be executed by proxy acc. par. 7.
 - c) Each member is entitled to follow the general assembly simultaneously by an audio-visual electronic direct transmission (electronic right of access). The electronic right of access comprises neither a right to speak, a right to information nor a right of petition. It cannot be transferred. Details are specified in the "Guidelines for electronic voting and live transmission".
 - d) Each member is entitled to vote in person electronically on draft proposals for the general assembly within a period of at least one week referred to in the invitation (electronic right to vote). The period named in sentence 1 starts at the earliest three days after the invitation having been mailed and ends by the third day's expiry before the attendance event. If a member has executed the electronic right to vote, he or she is no longer entitled to vote during the attendance event. The electronic right to vote cannot be transferred. Details are specified in the

general assembly rules of procedure and in the “Guidelines for electronic voting and live transmission”.

- e) The general assembly’s decisions cannot be challenged based on either the right of electronic access or the right to vote electronically having been infringed by technical or organisational disturbances, unless there is evidence of VG Bild-Kunst liable of intent or gross negligence. With the invitation members must be notified on still being able to participate in the attendance event, if problems that cannot be remedied prevent electronic voting. General assembly decisions cannot be challenged on the ground that an obligatory personal identity has been violated during exercising the right of access and the right to vote without VG Bild-Kunst being liable.
7. a) The right to participate in the attendance event (par. 6 no. b) can be transferred for a certain general assembly to another natural person or a legal entity according to the directive “Delegation of vote“. Subagent representation is not allowed.
b) The member ensures a proxy not leading to a conflict of interests (§ 19 par. 4 sentence 1 VGG) and being executed according to given instructions (§ 19 par. 4 sentence 4 VGG). This obligation of the member will be referred to in the invitation.
 8. a) As a rule, general assembly decisions are being taken by simple majority. General assembly resolutions on amendments to the statutes or the distribution plans must reach a two-thirds majority, resolutions concerning any alteration of the association’s purpose or its dissolution need a three-thirds majority. Resolutions of the concerned professional groups on amendments to the distribution plans also need a two-thirds majority.
b) In any voting each member has one vote, regardless of being present in person, absently giving his or her vote electronically or being represented. Invalid votes and abstentions are not included in votes. A majority has been reached, when more votes have been casted in favour of a proposal than against it. A two-thirds majority has been reached when twice as much votes favour a proposal than reject it. A three-thirds majority has been reached when three times as much votes favour a proposal than reject it.
c) Eligible as volunteers are VG Bild-Kunst members, provided the statutes do not define something else. Legal entities being VG Bild-Kunst members can appoint a natural person as candidate. The honorary office is being exercised by the natural person.
d) Candidates must be present in elections or present a written declaration as to whether they accept election. In votes a candidate has been elected in the first ballot, if the votes’ absolute majority have been casted for him or her. In a second ballot new candidates can be named. Invalid votes and abstentions are not included in the vote. The general assembly can decide to allow block voting.
 9. a) Motions to the general assembly can only be submitted in writing within a period of not less than twelve weeks before the assembly by
 - each member being supported by further six members,

- the professional group assemblies,
- the administrative council and
- the board of directors.

Motions shall be directed to the VG Bild-Kunst head office. To determine the deadline par. 2 applies accordingly. This paragraph does not apply to election proposals. The rules of procedure will settle further particulars.

- b) In the attendance event motions are being put to vote in the same wording as in the previously held electronic vote. Amendments and emergency motions are therefore excluded for the attendance event, unless they solely aim at discussing an issue without voting. Procedural motions are permitted in the attendance event, insofar as they do not influence the decision-making process.
10. The chairperson of the administrative board presides over the general assembly. Should the chairperson and his or her deputy be precluded to be present, a chairperson for the meeting will be elected.
 11. After votes the chairperson first establishes the partial result of the electronic votes and the partial result of the attendance event votes, finally the overall result. With this pronouncement the decision is considered to become effective. The course of the general assembly is recorded in minutes to be signed by the chairperson and the minute keeper.

§ 9 Professional groups assemblies

1. Members of the professional groups I to III (§ 6 no. 2) convene in separate professional groups assemblies.
2. The professional group assemblies meet at least twelve weeks before the regular general assembly. If required and on request of 5% of their members they must be summoned also extraordinarily. A special requirement is the preparation of an extraordinary general assembly.
3. Invitations to the profession group assemblies must be issued in writing at least three weeks before their date and include the agenda. § 8 par. 2 sentences 2 and 3 apply accordingly. The dates for the professional groups assemblies to prepare the regular general assembly will be announced at least four months prior on the VG Bild-Kunst website.
4. Professional group assemblies are being summoned and presided by their chairperson. In case of him or her being prevented a chairperson will be elected.
5. Professional groups discuss the questions concerning their particular area. They advise the administrative council and the general assembly. They develop proposals for general assembly decisions, especially with regard to the regulatory areas of § 8 par. 5.
6. Professional group assemblies vote on the proposals named in no. 5. Furthermore, each professional group elect their chairperson from the circle of proposed administrative council members.
7. a) Professional group assemblies are being held as attendance events. Each member is entitled to participate in person. The right to participate personally comprises the right to speak, the right to information, the right to vote and the right to bring a motion, the latter acc. (d) below. There is neither prior electronic voting nor an electronic right of access.

- b) According to the directive “delegation of vote” the right to participate in a professional group assembly can be transferred for a certain assembly to another member of the same professional group or a professional association / union having been named by the relevant professional group on a list in the year previous to the general assembly.
- c) In polls each member has one vote, regardless of being personally present in the assembly or being represented. Invalid votes and abstentions are not included in the vote. Regularly professional group decisions are taken by simple majority, though distribution plan amendments can only be recommended by two-thirds majority decision. A majority has been reached, when more votes have been casted in favour of a proposal than against it. A two-thirds majority has been reached when twice as much votes favour a proposal than reject it.
- d) Motions to professional group assemblies – election proposals excluded – can only be submitted in writing within a period of not less than ten weeks before the assembly by
- each member of the same professional group supported by further six members,
 - the administrative council and
 - the board of directors.
- Motions shall be directed to the VG Bild-Kunst head office. To determine the deadline § 8 par. 2 applies accordingly. The rules of procedure will settle further details.
- e) In a professional group assembly procedural motions and changes to motions being on the agenda can be submitted. Emergency motions are being dealt with as far as the assembly considers them to be urgent.
8. a) Election proposals for the administrative council and the foundations shall ensure to cover in their composition the representative delegation of the members’ different copyright relevant work in the professional group.
- b) Included in the proposals for the administrative council of professional groups I and II should always be one publisher.
- c) Included in the proposals for the administrative council of professional group III should be
- two film directors,
 - one director of photography,
 - one editor,
 - one representative for production design and / or costume design,
 - one producer who is also film director.
- d) As a basic principle, votes for a single committee position are being held to be proposed to the general assembly. In the first vote the candidate with the absolute majority of votes has been elected. If the vote has no clear result, in a second vote a relative majority of votes is sufficient. For the second vote new candidates can be proposed. The professional group assembly can decide to combine a vote for several positions of equal level in a pseudo block vote. In a case like that each voter can exercise as many votes, his or her own and any transferred votes, as there are positions to be assigned. An accumulation of votes is not allowed. Elected are

those candidates who received most votes in relation to the others. If there are as many or less candidates for a committee position proposal as there are positions, the professional group assembly can decide to hold a genuine block vote. In this case the list can only be accepted or rejected as a whole. If the majority decides for the list, all candidates are nominated. If the majority decides against the list, subsequently single elections are being held.

9. After elections the chairperson gives notice of the result. With this notice the decision is considered to become effective. The course of the professional group assemblies is recorded in minutes to be signed by the chairperson and the minute keeper.

§ 10 Administrative Council

1. The administrative council consists of six members of each of the professional groups I, II and III, for whom deputies are elected. Deputy members of the administrative council and members of juries of the social and cultural institutions can also be persons not being members of VG Bild-Kunst, but representing professional associations or unions of the professional group’s professional area. Furthermore, also persons can be proposed as deputy administrative council member who are not members, but command specific copyright qualifications.
2. The term of office of administrative council members and deputy members is three years. Should a member resign prematurely, for the rest of the term of office up to the general assembly’s new vote, the administrative council can elect a member from the respective professional group. The same applies for premature resignation of any deputy administrative council member, any jury member of the cultural or social institutions or any commission provided by the distribution plan.
3. The chairperson invites to the administrative council meetings in writing with announcing the agenda. Between posting the invitation and the meeting date must lie a two-week period.
4. a) In the administrative council only elected members are fully authorized to vote, in case they are prevented to appear their deputies exercise the vote.
b) The quorum is reached, if at least 9 members of the administrative council, permitted to vote, are present. If the quorum is not met, the administrative council postpones to a new meeting date which shall not be put earlier than three and not later than four weeks after the original date. The invitation to the new meeting including the agenda must be issued by registered mail; at the new date the administrative council can decide without quorum regardless of the number of members present.
5. The administrative council convenes at least twice a year, furthermore, if at least two of its members demand a meeting.
6. In urgent cases a vote can also be executed by written circulation procedure. The period to cast the vote must cover at least two weeks. To render a decision effective in a written circulation procedure, a two-thirds majority of the members entitled to vote is necessary and no more than one opposing vote from each professional group shall have been cast. Is such a majority lacking, the decision can be taken by simple majority in the fol-

lowing administrative council meeting. The rules of procedure will settle further details.

§ 11 Rights and obligations of the administrative council

1. The administrative council surveys the board of directors' management. A report on this and on executing the authority acc. no. 2 will be given during the regular general assembly.
2. Furthermore, the administrative council decides on
 - a) the election of the chairperson and his or her deputy chairperson, the professional groups providing to take yearly turns in chairing the administrative council,
 - b) the managing director's choice, employment and dismissal on the honorary directors' recommendation,
 - c) the managing director's salary and further benefits (like pension benefits, entitlement to other assets, lump sum settlements),
 - d) concluding reciprocal contracts with other collecting societies,
 - e) setting up tariffs, concluding collective agreements and authorizing collection contracts,
 - f) proposing decisions to the general assembly on topics acc. § 8 no. 4,
 - g) establishing and abolishing committees and commissions,
 - h) establishing offices and appoint or dismiss office managers,
 - i) authorizing collection mandates,
 - j) proposing decisions to the general assembly on mergers, establishment of subsidiary companies and participation in other organisations,
 - k) authorizing to raise and hand out loans and providing security and other guarantees,
 - l) authorizing real estate business,
 - m) assuming service towards third parties,
 - n) developing "Guidelines for electronic voting and live transmission" acc. § 8 no. 6 letters c and d,
 - o) developing a "Directive delegation of vote" acc. § 8 no. 7 letter a) as well as acc. § 9 no. 7 letter b,
 - p) developing "Guidelines funding political work" to implement § 2 sentence 2 of the statutes,
 - q) developing a "Directive co-authors film" acc. § 49 par. 2 of the distribution plan,
 - r) developing a "Directive complaints procedure" acc. § 14 of the statutes,
 - s) developing an "Investment Directive" based on general investment policies acc. § 8 no. 4 letter a,
 - t) determining the auditor,
 - u) deciding to interrupt the distribution in urgent cases of doubt in any distribution plan regulation's lawfulness and arrange to re-distribute already executed distributions; the general assembly will confirm these decisions or modify them with effect for the future,
 - v) deciding on all other matters assigned to the body by these statutes, the distribution plan, the statutes of social or cultural support institutions or by decision of the general assembly,
 - w) the body's own rules of procedure and the board of directors' rules of procedure.

3. Administrative council decisions on no. 2. b), f) to l), n) to p) and s) are only effective, if the majority includes at least one vote from each professional group.
4. In concluding or terminating an employment contract with the managing director as well as other contracts with directors VG Bild-Kunst is being represented by the administrative council's chairperson or in case the chairperson is unable to be present, his or her deputy.

§ 12 Board of Directors

1. The board of directors consists of one honorary member of professional groups I, II and III each as well as one full-time managing director. The full-time managing director receives a salary for his or her work. The honorary board members are being elected for a period of three years. They remain in office, until new members of the board of directors have been elected and have accepted the office. Should an honorary board member resign prematurely, for the remaining election period the board of directors together with the professional groups' chairpersons selects a member or deputy member of the administrative council from the respective professional group, until the general assembly votes regularly.
2. If the elected managing director is a VG Bild-Kunst member, his or her rights are suspended for the time of his or her board of directors' membership; claims out of exercised transferred rights remain unaffected.
3. The society is being represented by its current managing director and one further board member. In cases of ongoing business the managing director is entitled to represent the society solely. The board of directors' rules of procedure will settle further particulars.

§ 13 Duties of the board of directors

1. The board of directors are in charge of the management. They must inform the administrative council on a regular basis on the society's development and present an annual report including a financial summary. They must include an annual report in any regular assembly's invitation for members and rightholders.
2. The board of directors must inform the supervisory authority acc. § 88 VGG.

§ 14 Complaints procedure

1. Rightholders and collecting societies have the option of complaint insofar they have been burdened personally, against any of VG Bild-Kunst's specific and individual decisions or it remaining inactive towards a written request. A "Directive complaints procedure" will settle further details.
2. Particularly the following complaint issues are possible:
 - a) admission or termination of rights' management or the withdrawal of rights,
 - b) membership and conditions of the mandate,
 - c) collection, administration and distribution of rights' remuneration,
 - d) deductions from the rights' remuneration.

§ 15 Publication

As far as publication in the German Federal Gazette is legally required, VG Bild-Kunst publications are being made in the electronic German Federal Gazette.