

Memorandum of association
SLOVAK ASSOCIATION OF AUDIOVISUAL PRODUCERS
WORKING PAPER

Article 1
Legal position

The Slovak association of audiovisual producers is an independent society with legal subjectivity. It is founded as the association of juridical and natural persons pursuant to the law no. 83/1990 on associating the citizens in wording of later regulations. The association is presented in legal relations under its own name and it is responsible for its obligations with the whole property. The members of the association don't stand for its obligations. The founding members agreed, during the session on November 7, 2000, the following text of memorandum of association.

Article 2
Name and seat

- 2.1. The name of the association in the Slovak language is: „Slovenská asociácia producentov v audiovizíi“
- 2.2. The short form of the association is: „SAPA“
- 2.3. The name of the association in English language is: „Slovak Association of Audiovisual Producers“ (variants - „*Slovak Audiovisual Producer's Guild*“, „*Slovak Audiovisual Producer's Association*“)
- 2.4. The seat of the association is: „Bratislava, Grösslingová 32, 811 09“

Article 3
Foundation and origin

- 3.1. SAPA arises on the day when the decision of the Ministry of Interior of the Slovak Republic about the SAPA registration as the association comes into force.
- 3.2. SAPA is founded for the indefinite period.

Article 4
Founding members

The founding members of SAPA are the members of preparatory committee and the persons, which fulfil the conditions of the membership as determined in the memorandum of association and who participated on the designating general assembly, where they declared their agreement with this memorandum of association.

Article 5
Mission and objectives of SAPA

- SAPA realizes its mission and objectives especially so that:
- 5.1. it realizes the collective administration of rights of producers of sound and sound-visual recordings on the territory of the Slovak Republic in

- accordance with the valid author's and legal regulations and international treaties,
- 5.2. it selects, manages and divides the remunerations for the producers of sound and sound-visual recordings, which belong to them pursuant to the valid author's and legal regulations and treaties,
 - 5.3. it provides the protection to the producers of sound and sound-visual recordings according to the contracts on representation concluded with SAPA pursuant to the Civil Code,
 - 5.4. it concludes the contracts, the objective of which is the utilization of sound and sound-visual recordings on the territory of the Slovak Republic,
 - 5.5. it guarantees the protection of entrusted rights in foreign countries by concluding the treaties on mutual protection of rights of producers of sound and sound-visual recordings with similar protective societies,
 - 5.6. it submits to the Ministry of Culture of the Slovak Republic and other authorities and institutions the proposals for solutions and measures within the area of protection of producers' rights of sound and sound-visual recordings ensuing from the author's law and international treaties, which the Slovak Republic ratified or accessed to them within the area of protection of producers' rights of sound and sound-visual recordings.

Article 6 Membership

- 6.1. The membership in SAPA is individual for producers of sound and sound-visual recordings, whose permanent residence or the seat is on the territory of the Slovak Republic.
- 6.2. Any juridical or natural person who agrees with the objectives, programme and this memorandum, may become the member of SAPA.
- 6.3. Any decision about admission for member, or also about admission of persons on the waiting list is taken by the committee of SAPA (hereinafter only „committee“) following the written demand of the applicant.

Article 7 Conditions of membership

- 7.2. The member of SAPA may be any person, whose object of activities is the production of sound and sound-visual recordings and audiovisual productions in accordance with valid legal regulations and who acts as the author of the producers' rights to these recordings and productions.
- 7.3. In case of the member - juridical person, the person authorized by juridical person or the person with written power of attorney represents the juridical person in relation to SAPA.
- 7.4. The member of SAPA may be also the person, who performs the rights of the producer (copyright) at least to one full-length audiovisual production, or at least to ten short audiovisual productions, in this case, under the notion full-length audiovisual production is considered any

production over 1600 metres of 35mm film record or the production with the whole length over 60 minutes.

- 7.5. Basic condition for being accepted as the member of SAPA is the submission of valid contracts for production of audiovisual production or audio-visual record, the concluded contract on representation with SAPA and payment of entry membership fee.
- 7.6. The person who does not fulfil the conditions under 7.2 and who concludes the contract on representation with SAPA, may become the person on waiting list.
- 7.7. The membership may arise also after the three years waiting period.

Article 8 Rights and obligations of the member

- 8.1. The member of SAPA has the right:
 - a) to participate on the sessions of general assembly of SAPA,
 - b) to elect and to be elected into the bodies of SAPA,
 - c) to be informed about the activities and management of SAPA,
 - d) to vote in bodies of SAPA about all submitted proposals,
 - e) to put forward the candidates into the bodies of SAPA,
 - f) to be informed regularly about the accounting of his remunerations linked with the administration of his rights (hereinafter only „remunerations“),
 - g) to get access to documents linked to accounting of remunerations.
- 8.2. The member of SAPA is obliged:
 - a) to keep the memorandum of association of SAPA,
 - b) to fulfil the obligations ensuing from the contract on representation pursuant to the Author's law
 - c) to abstain from any doings, which are in contradiction to the memorandum of association of SAPA and to the contract on representation or the interests of SAPA,
 - d) not to conclude any legal obligations, which would be in contradiction with the interests of SAPA,
 - e) to pay regularly and in time the membership fee.
- 8.4. The other rights and obligations of the member ensue from the contract on representation.

Article 9 Member fee

- 9.1 Each member covers the entry membership fee. Each member and each member on waiting list pays the annual membership fee as set down by the general assembly
- 9.2 The entry membership fee has to be covered by the member within 15 days since the committee's decision to accept the person as the member.
- 9.3 The annual membership fee of SAPA will be deducted to the member or the person on waiting list from the remuneration accounting for the previous calendar year.

Article 10
Extinction of membership

- 10.1. The membership will be extinct:
- b) with the death of the member - natural person,
 - c) with the loss of validity of trade licence of the natural person,
 - d) with the extinction of the member - juridical person,
 - e) with the written member's information about the membership extinction,
 - f) with the exclusion of the member due to severe violation of memorandum or the obligations and based on the resolution of the general assembly.

Article 11
Legal successors of the member

- 11. 1 Legal successors of members and persons on waiting list are the bearers of producer's rights on sound or sound-visual recordings.
- 11. 2 No member relations to SAPA arise in case of successors of juridical persons.
- 11. 3 SAPA protects the producer's rights during the period of validity of these rights pursuant to the law. SAPA concludes the contract on the protection of rights with legal successors of the producer.
- 11. 4 The legal successors are authorized to participate on the sessions of the general assembly without the right of voting, electing and to be elected into the bodies of SAPA.

Article 12
Bodies of SAPA

The bodies of SAPA are:

- general assembly,
- committee,
- control commission,
- executive director

SAPA may form also working commissions and consultative bodies based on the decision of the committee or general assembly.

Article 13
General Assembly

- 13.1 General assembly (GA) is the highest body of SAPA and it is constituted by all members. The persons on waiting list and legal successors have the right to participate in the sessions of GA without the right of voting, electing and to be elected into the bodies of SAPA.
- 13.2 GA is authorized to decide in all issues concerning the activities of SAPA . Exclusive authorization of GA is especially:
 - a) to decide on origin and extinction of SAPA,
 - b) to decide the approbation and modification of the memorandum of association,

- c) to elect and to recall the members of the committee,
 - d) to elect and to recall the members of the control commission,
 - e) to discuss and to approve the report on management of SAPA, the report on activities of the committee and the report on activities of the control commission for the period between the sessions of GA,
 - f) to decide about the proposition on exclusion of the member.
- 13.3 The session of the GA is convoked by the committee with written invitation sent to all members at least 14 days before the date of the session.
- GA deliberates at least once in a calendar year.
 - The extraordinary session of GA is convoked by the committee
 - a) if at least one third of SAPA members submits such a written demand with mentioning the reason; in such a case, the committee is obliged to convoke the GA at the latest within two months since the submission of the demand,
 - b) following its own decision
- 13.4 The General Assembly has a quorum, if the absolute majority of all SAPA members are present.
- 13.5. The deliberations of GA are directed by the committee's president or the committee's member authorized by the president.
- 13.6 The duties linked to the preparation of GA, its organization and its performance is guaranteed by the executive director.
- 13.7 Each member has one vote at GA. The member - natural person realizes its rights at GA personally, the member - the juridical person realizes its rights at GA through the statutory delegate or the delegate with power of attorney (Art. 7.2.).
- 13.8 There is a need of absolute majority of present members to accept any GA resolution. The voting at GA is public, if GA does not decide otherwise. The exclusion of the member and the modification of SAPA memorandum needs the absolute majority of all members. The decision about the extinction of SAPA needs two third majority of all members
- 13.9 The written documents concerning the GA are signed by the president of the committee and another member of the committee.

Article 14 SAPA Committee

- 14.1 The committee is the highest body of SAPA in the period between the sessions of GA. It gives its account for its activities to the GA.
- 14.2 The committee counts at minimum four members.
- 14.3 The committee's members are elected at least for a period of one year and recalled by GA. The committee's members may be re-elected.
- 14.4. The committee elects the president and vice-president from its members.
- 14.5 The member - juridical person is represented in the committee by its statutory delegate or the delegate with the power of attorney.
- 14.6 The membership in the committee is not compatible with the membership in the bodies of other similar protective organizations and with the membership in bodies of similar organizations acting in protective orientation.

- 14.7 The deliberations of the committee convenes and directs usually the president or the vice-president of the committee. The report, which is signed by the president and the registrar, is to be done following each session of the committee.
- 14.8 The committee has a quorum, if at least two third of members is present. There is a need of two third majority of present members to accept any decision of the committee.
- 14.9 The authorization of the committee is especially:
- a) to approve the results of SAPA management for respective period,
 - b) to approve the accounting order of SAPA,
 - c) to approve the organization order of SAPA,
 - d) to approve the collective contracts of SAPA with users,
 - e) to approve the Principles of management SAPA and to decide about the utilisation of administered means,
 - f) to approve the contracts on cooperation with other protection organizations,
 - g) to deliberate the issues of relations with foreign protection organizations and to approve the membership of SAPA in international organizations and associations,
 - h) to decide on acceptance of the applicant for the member or the person on waiting list,
 - i) to nominate and recall the executive director of SAPA and to determine his salary and remuneration,
 - j) to form the working commissions and consultative bodies and to determine its activities.

Article 15 Control commission

15. 1 The control commission (hereinafter only „CC“) is the highest control body of SAPA. It counts three persons, which are elected by GA for the period of three years. The function of a CC member is extinct with election of a new CC member. The membership in CC is not compatible with other functions in the committee and other working commissions of SAPA, as well it is not compatible with the membership in bodies of other protection organisations and the membership in bodies of similar organisations with protection orientation
15. 2 „CC“ gives its account for its activities to the GA. The activities of CC are directed with procedural rules. CC meets any time, if the need arises, at least twice a year. The sessions of CC are convened and directed by its president.
15. 3 CC elects its president among its members. The president directs the activities of CC, signs the documents concerning the activities of CC. The president is authorized to participate in the sessions of the committee with consultative status. In case of absence of the president, he is represented by the authorized member of CC.
- 15.4 The objectives of C are especially:
- a) to check the fulfilment of the GA and committee's resolutions,
 - b) to realize the check of SAPA management,

- c) to propose the measures for elimination of lacks to the bodies of SAPA,
- d) to submit to GA the report on its activities between the sessions of GA.

Article 16
Executive director

- 16.1. The executive director of SAPA (hereinafter only „director“) is the statutory body of SAPA. He represents SAPA in all issues in contacts with third parties. The director is the highest executive body of SAPA.
- 16.2. The director gives the account of his activities to the committee.
- 16.3. The obligations and rights of the director are especially:
 - a) to realize the GA and committee´s resolutions,
 - b) to direct and to manage the administration of SAPA,
 - c) to decide about the use of administered means within the framework determined by the committee and to keep the files/survey of utilisation.

Article 17
Administration of SAPA

- 17.1. SAPA manages its activities as non-profitable organization pursuant to respective legal regulations.
- 17.2. SAPA is authorized to get possessions and to manage it.
- 17.3. The sources of possessions of SAPA are especially:
 - a) membership fees of the members SAPA,
 - b) remunerations in the period of their acceptance till their reimbursement to the authorized persons according to the accounting order,
 - c) the means got as the compensation of inevitable costs in activities for other subjects,
 - d) interests in monetary institutes,
 - e) presents, gifts and contributions of third persons,
 - f) profits from management with own or administered possessions
 - g) other sources
- 17.4. The means from the compensations to authorized persons, are the possession of represented persons. With concluding the contract on representation, the authorized persons submits its authorization to SAPA.
- 17.5. The administered possession is indivisible with exception of the case at the extinction of SAPA.
- 17.6. Further details of management SAPA are directed by the Principles of management SAPA , which are approved by the committee following the proposition of the director.
- 17.7. The management of the possession is checked by the committee, which submits the report on management to the GA.
- 17.8. Accounting of remunerations is done in SAPA pursuant to Accounting order.

Article 18
Extinction of SAPA

18.1. SAPA may be extinct :

- a) with the resolution of GA in accordance with the memorandum,
- b) in case of failure of the organization,
- c) in other cases, as determined by the law.

18.2 The extinction of SAPA is directed with respective provisions of the law no. 83/1990.

18.3 If SAPA is to be extinct, the GA decides:

- a) about the way of dissolution,
- b) the person of liquidator,
- c) the way of settling the possession.

Article 19
Comment of memorandum

The memorandum of association is commented between the GA sessions by the committee, which decides about the details of their application

Article 20
Final provisions

20.1. This memorandum of association was approved by the first GA of SAPA in Bratislava on 7.november 2000.

20.2. This memorandum of association comes into force on the day of its registration at the Ministry of Interior of the SR.