

# Bylaws of Kopiosto

Kopiosto's Bylaws have been approved at the spring meeting on 27 April, 2017 and registered on 10 August, 2017

## **Name, domicile and purpose**

1 §

The name of the Society is Kopiosto and its domicile is Helsinki.

2 §

The purpose of the Society is to promote and monitor the joint interests of holders of rights as provided for in the copyright legislation in matters pertaining to use of such rights.

In order to carry out its purpose, the association monitors the development of copyright conditions and legislation, takes initiatives to develop copyright legislation, represents its members in matters concerning rights based on copyright legislation, creates agreements regarding terms of use and monitors compliance with said agreements.

In order to achieve its purpose, the Society may found and augment funds, receive donations and testaments, arrange for money-raising and lotteries, engage in publishing and obtain and possess real estate as required for their operations. The Society may join international and national organisations.

Obtaining profit or other direct financial gain for its parties is not the purpose of the Society.

## **Members of the Society**

3 §

A national registered association can be accepted as a member of Kopiosto after submitting a written application, provided that the association meets the following requirements:

The association's key purpose is to promote the interests of copyright holders referred to in copyright legislation and safeguard their rights. The association is a significant representative of copyright holders who have rights referred to in copyright legislation that fall into the categories of rights managed by Kopiosto but are not represented in Kopiosto through another member association with regard to said rights. Upon being accepted as a member, the association transfers said rights to Kopiosto substantially with regard to one or more rights managed by Kopiosto.

Members of the association are obligated to pay a membership fee, and new members must also pay a joining fee. The fee amounts are decided at the autumn meeting.

4 §

The Society Meeting may decide to expel a member who fails to observe the Society's Bylaws or decisions taken or who is acting contrary to the purpose of the Society.

## **Administration of the Society**

5 §

The association gathers annually for two ordinary meetings. The spring meeting is held in May at the latest, while the autumn meeting is held in December at the latest.

An extraordinary meeting is held when the association's Board of Directors deems it necessary, or when at least one third of the association's members request it for discussing a matter they submit for discussion. Members are sent a notification of meeting by post or e-mail to the address marked on the list of members fourteen days before the meeting.

6 §

The following matters are covered at the spring meeting:

- a) authorisations of the Meeting delegates shall be confirmed and legality and quorum of the meeting shall be established,
- b) a chairman, scrutinizers of the minutes and other meeting officials shall be appointed for the meeting,
- c) reviewing the Board of Directors' annual report and financial statement from the previous year and presenting the auditors' statement,
- d) deciding on approving the annual transparency report referred to in the Act on Joint Management of Rental Buildings,
- e) any matters any member of the Society has wished to take up for discussion and which the Board of Directors have been notified about prior to 31 December of the previous year shall be discussed,
- f) deciding on the use of undistributed copyright remunerations and the general principles according to which such funds are used,
- g) discussing the matters that a member of the association has wished to bring up for discussion and of which the Board has been notified in writing by the 28th day of the February preceding the meeting.

The following matters are covered at the autumn meeting:

- a) authorisations of the Meeting delegates shall be confirmed and legality and quorum of the meeting shall be established,
- b) a chairman, scrutinizers of the minutes and other meeting officials shall be appointed,
- c) confirming the fees and other benefits of the Chairman and other members of the Board of Directors, as well as auditors' fees,,
- d) a Chairman of the Board of Directors shall be appointed,
- e) other members of the Board of Directors shall be appointed to replace those whose terms are expiring,
- f) appointing an auditor,
- g) membership fees shall be confirmed,
- h) an action plan and a budget shall be confirmed,
- i), discussing the matters that a member of the association has wished to bring up for discussion and of which the Board has been notified in writing by the 30th day of the September preceding the meeting.
- j) any other matters mentioned in the invitation to the Meeting shall be discussed.

The following matters are covered at the meeting held by the association:

- a) deciding on the general principles applied in distributing copyright remunerations to copyright holders,

b) deciding on the general investment principles regarding copyright remunerations and income generated by investing said remunerations,

c) deciding on the general principles regarding deductions generated from copyright remunerations and income generated by investing said remunerations,

7 §

The Board of Directors shall consist of a Chairman and ten other Members, at least one of which shall represent a newspaper publisher and a book publisher respectively.

The term of office of the Chairman and other members of the Board of Directors is two calendar years. Five of the latter-mentioned resign from their position each year. An outgoing member can be reappointed.

If a member of the Board of Directors resigns before the end of his or her term of office or is appointed as the Chairman of the Board, another member will be appointed as a substitute at the association's next meeting for the remainder of the resigned member's term.

On an annual basis, the Board of Directors shall appoint a First and a Second Vice Chairman from among themselves.

The Board of Directors shall appoint an Election Committee, the task of which shall be to propose to the Society Meeting candidates for Chairman and Members of the Board of Directors. The committee's proposals shall not be binding to the Society Meeting. The term of the members of the Election Committee shall cover the time from one Autumn Meeting to the next.

The Board of Directors may set up assisting divisions and working groups.

8 §

The Board of Directors shall convene at the Chairman's invitation or whenever a Meeting is requested by three Members of the Board of Directors. The Board of Directors present constitute a quorum when attended by the Chairman or by either the First or Second Vice Chairman of the Board of Directors in addition to at least five other Members.

9 §

The duty of the Board of Directors is to represent the association, take care of membership matters, take care of the association's matters in accordance with rules and decisions made at meetings, appoint and dismiss the association's Managing Director and monitor the operation of the association's office.

The Board of Directors decides on the following matters:

a) risk management principles,

b) principles regarding the acquisition, sales and mortgaging of immovable assets,

c) approving the establishment of a subsidiary and the acquisition of another community or its shares or rights, as well as other substantial organisational changes that are significant to the joint management of copyrights,

d) taking and granting loans, as well as related collateral securities.

10 §

The Society shall have a Managing Director, whose tasks and authorisation shall be decided by the Board of Directors.

11 §

The Chairman of the Board and the Managing Director have the authority to sign on behalf of the association individually, as do the individual personnel members appointed as signatories by the Board of Directors.

12 §

The auditor's term of office is one calendar year.

The association's auditing duties are carried out by an auditing community approved by Finland Chamber of Commerce.

13 §

The association's fiscal period is one calendar year. The financial statement created for each fiscal period must be submitted to the auditor by the end of March of the year following the fiscal period.

### **Amendments to the Bylaws and dissolution of the Society**

14 §

The Bylaws of the Society may be amended and the Society may be dissolved if at least three fourths of those present at the Meeting decide to vote for the proposal.

15 §

In the event that the Society is dissolved, its assets shall be used for the purposes specified in Clause 2, Paragraph 1, of these Bylaws.