

Sound Designers' Protective Organisation **OAZA**

STATUTES

Part I

Introductory Provisions

Sound Designer's Protective Organisation (OAZA),

*appreciating the sanctity of fundamental human rights and freedoms,
bearing in mind the constitutionally guaranteed right to freedom of association,
mindful of the importance of civil society based on the principles of the sovereignty of
the law and the responsibility of every citizen,
and expressing the will to honor and defend these values,,*

adopts this Statutes.

1. Basic data

Name of the citizen's association: **Ochranná asociace zvukařů – autorů, o.s.**
Abbreviation in use: **OAZA**
Company ID: **266 30 192**
Seat: **Národní 973/41, 110 00 Praha 1**

2. Change of the seat

The OAZA's seat may be changed by a decision of the Board; possible change of the seat is not subjected to the approval of the General Meeting.

Part II.

Article 1
Purposes of the Association

1. The principle purpose of OAZA is protection and management of sound designers'-authors copyright; OAZA acts as a protective authors' organisation – collective copyright manager.
2. OAZA performs other objectives, namely
 - a) awareness-raising and educational activities,
 - b) motivation and support of youth and talents in the area of sound production and other related areas,
 - c) cooperation with the professional organizations and associations of authors, scientific and professional institutes, with universities and other cultural institutions and people active in the field of culture,
 - d) organizing special workshops, training sessions and other educational activities including tutorial activities,
 - e) the activity of information and intelligence offices,
 - f) agency activities in the area of culture and the arts.
3. OAZA may establish foundations.

Article 2
The scope and subject of activity

1. OAZA secures and performs, as the main object of its activities, the protection and management of copyright on the basis of permission for the performance of collective management, issued by the Ministry of culture of the Czech Republic. OAZA performs this activity consistently, in its own name, on its own responsibility and in the extent allowed by contracts on representation in the exercise of copyright, concluded with the individual authors or their heirs or any other right-holders or transferees of such rights.
2. Another subject of OAZA's activity is the protection and management of economic copyright and agency activity, primarily negotiating contracts and granting consents to the use of works on behalf of the original rights-holder, collection, enforcement and accounting of royalties in favor of the qualified entities. The accounting records in respect of activities which do not form the principal OAZA's activity, are kept separately.
3. OAZA is authorised to protect the rights of represented Czech authors and copyright holders outside the territory of the Czech Republic, in particular on the basis of bilateral contracts with foreign partner organizations, ensuring mutual reciprocity in their implementation.

Article 3
Membership in international organizations

OAZA is, in accordance with its purpose, entitled to be a member in international non-governmental organizations which deal with management and protection of copyright. The application for becoming a member in the international organization shall be approved by the general meeting.

Article 4
Provisions on Membership

1. Any person who holds copyright to a work of sound designer – author, may apply for membership in OAZA, provided that they prove sufficiently that the work has been used..
2. Under the conditions stated in subarticle 1, a legal entity may become member of OAZA. Provisions of this Statutes shall apply on legal persons accordingly, unless it ensues from the nature of the matter that the analogy cannot be applied.
3. The applicant is requesting membership on the standard form called "*Application for membership*", in which the applicant, on the basis of their free will, undertakes to contribute to achieving the objectives and to participate in the activities of the association. The admission procedure is initiated on the date of receipt of a duly completed form. The applicant has not legal right to be adopted. Details are provided in the OAZA's Organizational Regulations.
4. The membership can be suspended by the Board's decision, issued under Article 5 (4).
5. The membership in OAZA terminates
 - a) in case of death or liquidation of a legal entity without any legal successors,
 - b) on the date when a written notice of the member that he terminates his membership is delivered to OAZA,
 - c) by a decision on exclusion, issued by the Board in the event of a serious violation of the OAZA's Disciplinary regulations or other internal rules of OAZA.
6. Any citizen of the Czech Republic, which agrees with the initial provisions hereof and expresses the will to contribute to achieve the OAZA's objectives by his own activities, can become associated member of OAZA. Legal entity may also become OAZA's associated member.
7. Associated members have all membership rights and duties, save for the right to take part in the General Meetings with a voting right, and the duty to pay membership contributions. Associated members are not invited to the General Meeting by individual invitations, but by an announcement on the association's website.

Article 5
Rights and Obligations of the Members

1. Each member shall have the right to participate in the activities of the association according to their capabilities.
2. Each member has the right to participate in the general meeting, to submit their proposals there, to vote and to stand as a candidate. Each member may address the association's bodies and/or their members with proposals and petitions.
3. Each member of the association has an obligation to act in such a way that they do not violate or hamper the objective of the association [article 1] and the good reputation of the association, ethical and moral requirements in the exercise of the sound designer's profession, the rules of collegiality and mutual respect among members of the sound designer's profession. Member of the OAZA is obliged to pay membership contributions. The Punitive Regulations provide for the details.
4. In the case of breach of the obligations referred to in paragraph 3, the Board may suspend the membership for a period not exceeding 6 months. While under suspension, a member does not have the rights referred to in paragraph 2. An appeal against such Board's decision shall be filed to the Supervisory Board within 15 days.
5. In case of repeated or particularly serious breach of the obligations referred to in paragraph 3, the Board may cancel the membership. An appeal against such Board's decision shall be filed to the Supervisory Board within 15 days.
6. Each member is obliged to pay membership contribution in the set amount. The amount of contribution stays unchanged, unless the Board decides otherwise. If the Supervisory Board disagrees with the new amounts of contribution, the previous amount stays unchanged. The general meeting may determine the amount of the contribution directly, provided that there is no agreement between the Board and the Supervisory Board.
7. In the event of an intentional or negligent gross violations of statutes and other mandatory internal documents or directives and other association's internal instructions, breach of the contractual relationships entered into with the association, violations of the legitimate interests of OAZA or of the Copyright Act, the Supervisory Board is authorised to impose penalties on OAZA's members in accordance with the disciplinary regulations. The reason for an exclusion is also a misuse of powers of the association's bodies member, made on detriment of other OAZA's members.
8. Under the same conditions as referred to in paragraph 7, a legal entity may be excluded, if the objectionable conduct is committed by its member, partner, shareholder or controlling person.
9. Other rights and obligations of the members represented by OAZA ensue from the content of the agreements on representation in the exercise of copyright, from the content of bilateral contracts with foreign partner organizations and, where appropriate, from the OAZA's organizational regulations.

Article 6

OAZA's Bodies

1. The OAZA's bodies are:
 - a) General meeting,
 - b) The Board,
 - c) The Supervisory Board,
 - d) other advisory bodies, established in accordance with the internal regulations of the association.
2. The Organizational Regulations of OAZA specify details in respect of the number of members and the way how they exercise their functions, duration of their term, if it is not given directly by the statutes, the way of co-opting their substitutes, and specify the powers of the bodies and their mutual relations.
3. Any decision of the association's bodies shall be in writing, justified or the reasons for a decision must clearly result therefrom.
4. Membership in the bodies of OAZA is an honorary function with the compensation for its exercise.
5. The Commission for Copyright may be established as an advisory body by a vote at the General Meeting. The Commission issues statements on copyright and proposes decisions to the other OAZA's bodies.

Article 7

General Meeting

1. The supreme authority of the association is the general meeting of all OAZA's members, which takes place usually once a year. General meetings shall be convened by the Board, at least 2 weeks in advance by delivering invitations to members or by other demonstrable way of notice concerning the holding of the general meeting. The Board is always obliged to convene general meeting, if at least 2/5 of the members request so; in such case, the general meeting shall meet not later than in 60 days. If the Board fails to do so, the Supervisory Board shall convene the general meeting.
2. Each Member shall perform their right to vote personally, with the exception of legal entities who vote through their statutory authorities, managing clerks or representatives with powers of attorney. These persons are obliged to prove their authorization.
3. The general meeting shall constitute a quorum, if at least an absolute majority of the members are present.
4. The provisions of paragraph 3 shall not apply, if the Board, in a state of necessity, decides that the quorum of the general meeting as set in paragraph 3 is not necessary. The decision referred to in the first sentence shall not be issued sooner than 20 minutes

after the official opening of the meeting. The members must be notified of these facts in the invitation.

5. The resolution of the general meeting is valid, if it is adopted by an absolute majority of the members present. Amendment to the statutes or amendment to Distributing regulations, as well as revocation of the Board members must be approved by three fifths of the present OAZA's members. Four-fifths majority of all OAZA's members is required for adopting resolution on abolition, merger or fusion of the association, or on termination of the main OAZA's activity.
6. The general meeting shall elect from the association's members statutory body, the **Board**, members of the controlling body, the **Supervisory Board**, from the proposed candidates by secret majority vote. The rules for elections and voting are set in the Rules of Procedure.
7. The general meeting shall verify and approve the report on the management of OAZA, containing financial statements, presented by the Supervisory Board and certified by an auditor, and the report on OAZA's activities during the last period.

Article 8 **The Board**

1. The Board acts on behalf of the association as a statutory body in all matters, unless further stated otherwise.
2. The Board consists at least of three members whose term is five years. Details on election of the Board members may be determined by the Organizational regulations. Recurring membership in the Board is possible.
3. The Board of Directors constitutes a quorum, if, when adopting a resolution, an absolute majority of its members are present. Resolution of the Board is adopted if it is approved by a majority of all the members.
4. On behalf of the Board acts its Chairman, who is elected by secret ballot by majority of the Board members and who then becomes the titular Chairman of the association. The Chairman acts on behalf of the Board, governs its activities, convenes meetings of the Board; in the event of his absence or for other imperative reasons he is substituted by Vice-Chairman/en in the order of their election.
5. The Board shall regularly inform the Supervisory Board on all matters relating to OAZA and may establish its expert commissions.
6. The internal regulations of the Association, such as the organization, procedure and punitive regulations, shall be approved by three fifths majority of all Board members, unless their approval belongs directly to the general meeting under the Statutes.
7. On the basis of special authorization issued by the general meeting, the Board may temporarily exercise the powers of the general meeting, to the extent arising out of the written copy of the resolution of the general meeting.

Article 9
OAZA's Supervisory Board

1. The Supervisory Board is a three members supervisory body of the association. The members of the Supervisory Board shall be elected by the general meeting and their term of office shall be five years. Membership in the Supervisory Board is incompatible with membership in the Board.
2. The activities of the Supervisory Board are governed by its Chairman, who is elected by the members of the Supervisory Board from their midst. The Chairman of the Supervisory Board shall be invited to meetings of the Board.
3. Resolution of the Supervisory Board is adopted if it is approved by a majority of all the members.
4. Further, the Supervisory Board interprets Statutes and other internal documents of the association in binding manner, and carries out the role of the arbitration body in disputes between members of the association, save for disputes about copyright.

Article 10
Economic Affairs

1. The management of the association shall be governed by valid laws. The association is liable for its debts with all his property.
2. All property obtained by the association is fully possessed by the association as a whole. The property shall be administered by the Board which is obliged to act with due care when maintaining, renewing, protecting and distributing it, and use it for the aims and in accordance with the interest of the association. The management of the association's property is controlled by the Supervisory Board.
3. The economic activity of the association is ensured
 - a) from the member's contributions,
 - b) from the management of the economic copyright,
 - c) from the proceeds of services supplied by the association,
 - d) from gifts and bequests.
4. The Board is responsible for the association's financial management. The disposition right to the association's account has the Chairman of the Board who, at his discretion, may grant this right to other persons. The Board of Directors generally instructs its member (manager), to help the Chairman with the economic agenda and, where appropriate, with the management of the work of qualified external forces, responsible for the care of the book-keeping other activities of the association.
5. The report on the activities and the management shall be presented to all members regularly once a year, in the framework of the annual report, usually at the general meeting. Report on the management is made by the Supervisory Board.

Article 11
Legal Capacity, Acting and Representing

1. The association is a separate legal entity.
2. The Board has the right to act on behalf of the association and undertake obligations on behalf of it, as well as to sign documents. The Board acts through its Chairman, who signs separately, or by two members of the Board from which one has to be Vice-Chairman, who sign jointly.
3. The members of the Board who were entrusted to do so, are entitled to act on behalf of OAZA to the extent arising from the written copy of the Board 's resolution.
4. OAZA's employees are entitled to act on behalf of OAZA to the extent of their functions and responsibilities as delegated to them. Their right to sign on behalf of OAZA are set in internal regulation of the association.
5. The powers and their scope regarding respective bodies, officials or employees are defined in the Organizational Regulations and the Rules of Procedure.

Article 12
Interim and Final Provisions

1. Detailed rules for organization, the powers and competence of the association's bodies are set in the Organizational Regulations. Rules for meetings and voting in the association's bodies are governed by the Rules of Procedure. The Punitive Regulations set the details regarding member's rights and obligations.
2. These statutes shall enter into force on the date of approval by the general meeting. They become effective on the date of registration with the Ministry of Interior of the Czech Republic.

In Prague on 13th December 2006

Verified by:

Vlastimil Kulišek
OAZA's Chairman