

## ARTICLES OF ASSOCIATION

of



### PREAMBLE

1. Ochranná asociace zvukařů – autorů (OAZA),

*recognizing the inviolability of fundamental human rights and freedoms,  
considering the constitutionally guaranteed right to freedom of associations,  
being aware of the importance of a civil society based on the principles of law sovereignty and  
responsibility of every citizen,  
and expressing its will to respect and defend such values,*

accepts these Articles of Association.

2. Basic data:

Title:	<b>Ochranná asociace zvukařů – autorů, z.s.</b>
Applied abbreviation:	<b>OAZA</b>
Company Identification No.:	<b>266 30 192</b>
Registered office:	<b>Prague</b>

### Article 1 Association's objectives

1. The basic (main) task of OAZA is to execute non-profit activities when protecting and managing the rights of sound engineers – authors, as a protective copyright organization – Collective management Organisation, in accordance with the Act No. 121/2000 Coll., on Copyright and Rights Related to Copyright and on Amendment to Certain Acts (Copyright Act), subsequently amended, with the related acts and international copyright conventions as well as with other international treaties which the Czech Republic is bound by.
2. OAZA fulfils also the following objectives of its activity:
  - a) Tutorial and educational activity,
  - b) Motivation and support of young people and talents in the field of audio creation and in other related fields,
  - c) Cooperation with professional organizations and associations of authors, scientific and special institutions, universities and other cultural institutions and employees in the field of culture,
  - d) Organization of vocational courses, trainings and other educational events, including the tutorial activity,
  - e) Activity of information and reporting offices,
  - f) Agency activity in the field of culture and arts,
  - g) Activity of social support for authors and other rightholders.

3. OAZA may establish founding systems for a non-profit or charitable purpose.

## **Article 2**

### **Activity scope and subject**

1. As the main subject of the activity, OAZA ensures and performs the protection and management of copyrights based on an authorization to perform the collective management granted by the Ministry of Culture of the Czech Republic<sup>1</sup>, constantly, on its own behalf, at its own responsibility, and within the scope of Copyright Agency Contracts concluded with individual authors or heirs of copyrights, eventually with other holders or acquirers of such rights.
2. Another subject of the OAZA activity is the protection and management of property copyrights and agency activity, especially negotiating of contracts and granting of a consent with usage of works on behalf of the represented rightholders, collection, extortion and accounting of the copyright remunerations in favour of the entitled organisations. The separate accounting records are kept for the activities not constituting the main subject of the OAZA activity.
3. OAZA is entitled to protect the rights of represented authors and copyright holders also outside the Czech Republic, especially based on bilateral contracts with foreign partner organizations ensuring the mutual reciprocity upon the performance of such contracts.
4. OAZA is entitled to be active in the Czech Republic as well as in other countries without any limitation, especially in the Member States of the European Union or countries of the European Economic Area.

## **Article 3**

### **Membership in international organizations**

1. OAZA is entitled to be a member of international organizations dealing with the problematics of management and protection of copyrights, in accordance with the OAZA task. The application for an international organization shall be approved by the Board of Directors.

## **Article 4**

### **Representation of rightholders**

1. OAZA represents every rightholder when exercising his/her right that is collective managed under law, or rightholder whom OAZA has concluded a Collective Agency Contract with.
2. Under usual terms OAZA is obliged to take over the representation of every rightholder when exercising his/her right if the rightholder asks for it and proves that the protected subject was used, unless a different Collective Management Organisation performs already the collective management of the same right for the rightholder.
3. The rightholder may authorize OAZA to perform the collective management of his/her rights, category of rights or types of works and other protected subjects for the territory chosen by the rightholder regardless that fact where OAZA has its registered office, if the rightholder is concerned regardless his/her nationality, residence or registered office. The rightholder shall determine in the contract each right or category of rights or type of works and other protected subject, which exercise and management is entrusted to OAZA based on such contract. The commission of each managed right or category of rights or types of works and other protected subjects to the collective management shall be documented at OAZA in a paper form for the entire term of such contract.

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<sup>1</sup> Authorization as of 15 November 2006, reference No. 10145/2003.

4. The rightholder may provide an authorization to exercise the rights, categories of rights or types of works and other protected subjects if it is not used for purpose of a direct or indirect economic or commercial profit, even in case the complete management of the relevant right, category of rights and types of works or other protected subjects was entrusted to OAZA; in such case OAZA is entitled to consider the mentioned fact in accordance with the approved rules for allocation and usage of incomes from the exercise of rights. The rightholder is obliged to inform demonstrably OAZA of granting the authorization 30 days in advance and, if OAZA notifies the rightholder of non-meeting of the conditions pursuant to this paragraph, the rightholder undertakes to refrain from any granting of the authorization until the conditions are absolutely met.
5. When allocating and paying the incomes from the exercise of rights and incomes from investing, OAZA considers only such rightholders whose rights are collectively managed based on the contract or who registered for records for that purpose. The protected subjects that have not been published yet shall not be considered. OAZA shall ask the rightholders whom OAZA performs the collective management for, collects remunerations for, is aware of, but who are not registered in a list of rightholders registered for records, to register for records. The incomes from the exercise of rights and incomes from investing, that may not be allocated or paid within the statutory periods because the rightholders may not have been determined or found, shall be used for other rightholders for the provision of social, cultural or educational services.
6. OAZA provides the rightholders with the following information for a prior calendar year, at least annually:
  - a) All the contact data provided by the rightholder,
  - b) Total amount of incomes from the exercise of rights belonging to the rightholder,
  - c) Deductions for payment of costs for the management of rights,
  - d) Deductions made for a different purpose than for payment of costs for the management of rights, including the deductions for the provision of social, cultural or educational services,
  - e) Incomes from the exercise of rights, that were paid off, differentiated according to a manner of usage,
  - f) Period when the work was used, which the mentioned incomes were accounted and paid for, unless any objective reasons relating to reporting by a user hinder the Collective Management Organisation from the provision of such information,
  - g) All the incomes from the exercise of rights belonging to the rightholder, that have not been paid off yet.
7. OAZA is obliged to act in the best common interest of the rightholders and not to impose any redundant obligation on them that are not necessary for the protection of common interests or effective management of their rights.
8. OAZA is obliged to communicate with all the rightholders preferably by electronic means.
9. The rightholder may revoke, wholly or partially, the authorization to perform the collective management of all or some of his/her entrusted rights, categories of rights or types of works and other protected subjects for the territory chosen by him/her, based on a written notice with a six-month notice period. However, such revocation shall always become effective only after the end of an accounting period when the notice was delivered. In case of revoking the authorization the rightholder acknowledges to be obliged to sustain the existing authorizations of the third parties acquired from OAZA in connection with the performance of collective management at the moment of the lasting authorization, unless it may be cancelled within the relevant period without any loss threatening to OAZA and to the represented rightholders; this does not affect the OAZA obligation to cancel such authorizations without undue delay after the threatening loss ceases to exist. Some authorizations under the law (provisions of Section 97b, 99a to 99e, 99j, 100b and 101h, Copyright Act) remain unaffected even after the authorization is terminated until all the entitlements of a rightholder from the collective management are settled. If the rightholder revokes the authorization to perform the collective management of obligatory

collectively managed rights, he/she may not perform their management on his/her own and may entrust it only to the Collective Management Organisation.

10. OAZA shall not limit the exercise of rights by requiring that the performance of collective management of rights or categories of rights or types of works and other protected subjects is entrusted to another Collective Management Organisation within the scope of the terminated authorization pursuant to the previous paragraph.

## **Article 5**

### **Provisions on membership**

1. Anybody, who is a holder of copyrights to works of a sound engineer – author or who represents such rightholder, may ask for the OAZA membership if he/she proves credibly that the work has been adequately used.
2. A legal person may be a member of OAZA under the same terms as defined in paragraph 1. The provisions of these Articles of Association shall apply accordingly to legal persons, unless it is impossible.
3. The applicant applies for the membership via a standardized form “Application for membership” based on which the applicant at his/her discretion undertakes to contribute to achievement of the objectives and to partake in the association’s activities. The admission procedure shall be initiated on a day when the properly filled form is delivered. There is no legal entitlement to the admission. The Board of Directors shall decide on the admission of a member. The Board of Directors is always obliged to justify such decision. The details shall be stipulated in the OAZA Organizational Rules.
4. The membership may be suspended based on a decision of the Board of Directors pursuant to Article 7 (4).
5. The membership in OAZA shall expire:
  - a) By death or dissolution without any legal successor,
  - b) On a day when the member’s written notification on termination of his/her membership in the association is delivered,
  - c) By expulsion based on the Board of Directors’ decision in case of a material breach of the OAZA Disciplinary Rules and other OAZA internal regulations.

## **Article 6**

### **Lists of the Collective Management Organisation**

1. OAZA keeps a list of its members. The Chairman of the Board of Directors, or another member of the Board of Directors based on the Chairman’s authorization, makes records, corrections and deletions in the list of members, always based on the Board of Directors’ decision or based on other authentic documents.

The list of members contains especially the following data:

- a) Name and surname;
- b) Date of birth;
- c) Permanent residence address;
- d) Postal address where the member takes over the consignments if the address is not identical with the permanent residence address, eventually electronic address;
- e) In case of a legal person the identification of a natural person who shall act on the legal person’s behalf when exercising the membership rights towards OAZA.

The list of members is not publicly available; upon a request, the Chairman of the Board of Directors may enable its accessing or making abstracts from the list for official purposes.

2. OAZA keeps a list of rightholders
  - a) Whom OAZA performs the collective management based on a contract for;
  - b) Registered for records;
  - c) To orphan protected subjects if OAZA is aware of such rightholders.
3. Furthermore, OAZA keeps a list of:
  - a) Protected subjects which OAZA manages collectively the rights for, if OAZA is aware of such subjects,
  - b) Orphan protected subjects which OAZA manages collectively the rights for, if OAZA is aware of such subjects.
4. The lists under paragraph 2 and 3 contain all the data necessary for the performance of the collective management, accordingly under paragraph 1.
5. OAZA updates regularly the records on members and rightholders and keeps them for the entire validity period of the authorization to perform the collective management.

## **Article 7**

### **Rights and obligations of members**

1. Every member is entitled to partake in the association's activities according to his/her skills.
2. Every member is entitled to take part in the General Meeting, submit there his/her proposals, vote, elect and be elected. Every member of the association may address the bodies or commissions of the association or their individual members, eventually organizational departments of the association, with his/her proposals.
3. Every member of the association is obliged to act so that his/her conduct does not breach the objectives of the association (Article 1 hereof), good reputation, ethical and moral requirements when executing his/her profession of a sound engineer, and the rules of cooperativeness and mutual respect among the sound engineers. Any OAZA member is obliged to pay the membership allowances. The details shall be regulated in the Organizational Rules.
4. In case the obligation pursuant to paragraph 3 is breached, the Board of Directors may suspend the membership for a period not exceeding 6 months. During the suspension period the member loses his/her rights under paragraph 2 and the rights and obligations relating to such membership if he/she is a member of some OAZA body. It is possible to file an appeal against such decision to the Supervisory Board within 15 days after delivery. The details shall be regulated in the Organizational Rules.
5. In case of a repeated or especially material breach of the obligation pursuant to paragraph 3, the Board of Directors may cancel the membership. It is possible to file an appeal against such decision to the Supervisory Board within 15 days after delivery. The details shall be regulated in the Organizational Rules.
6. Every member is obliged to pay a membership allowance in the stipulated amount, if determined by the Board of Directors. The amount of the allowance shall remain unchanged, unless the Board of Directors decides otherwise. If the Supervisory Board does not agree with the new amount of the allowance, the existing amount shall apply. The General Meeting may directly determine the amount of the allowance provided there is not any agreement between the Board of Directors and Supervisory Board.

7. A legal person may be expelled under the same terms as set forth in this Article if its statutory body, member, partner, shareholder or controlling organisation commits a wrongful act.
8. Other rights and obligations of the OAZA represented members arise from the content of Copyright Agency Contracts, from bilateral contracts with foreign partner organizations, eventually from the OAZA Organizational Rules.

## **Article 8**

### **OAZA bodies**

1. OAZA bodies are:
  - a) General Meeting,
  - b) Board of Directors,
  - c) Supervisory Board,
  - d) Other advisory boards established in accordance with the association's internal regulations.
2. The OAZA Organizational Rules determine the details on the number of members and performance of office of individual OAZA body members, duration of their office period, unless stipulated directly by the Articles of Association, manner of appointing the substitutes, and specifies the competencies of bodies and mutual relationships between the association's bodies.
3. Any decision of the association's bodies shall be in writing and justified or implying clearly the reasons of such decision.
4. The membership in the OAZA bodies is an office of honour with remuneration for the office performance.
5. The Copyright Commission may be established as an advisory body based on the elections at the General Meeting in accordance with the Organizational Rules. The Copyright Commission discusses the copyright matters, matters of creation and authorship.
6. Only members of the Association can be members of each body of the Association with the decisive right. At least one member of the Association must be a member of OAZA's advisory bodies, usually as the chairman of the advisory body.

## **Article 9**

### **General Meeting**

1. The General Meeting is a supreme body of OAZA. It decides on all the fundamental matters concerning the association's activity.
2. The General Meeting:
  - a) approves the Articles of Association, including their amendments and supplements;
  - b) appoints and removes the members of the Board of Directors and Supervisory Board; monitors meeting of their obligations when performing their offices and approves their remunerations and other benefits such as monetary and non-monetary benefits, rights for other allowances, rights for severance pay;
  - c) approves the rules for allocation and usage of incomes collected by the Collective Management Organisation for the rightholders based on an exclusive right or right to remuneration under the Copyright Act, including the incomes from release of compensation and unreasonable enrichment (hereinafter referred to as the "incomes from the exercise of rights");

- d) approves the rules for allocation and usage of incomes from investment of incomes from the exercise of rights (hereinafter referred to as the “incomes from investing”);
  - e) approves the rules for handling and using the unallocated or unpayable incomes (especially in cases when the rightholders may not have been determined or found within the statutory periods);
  - f) decides on usage of the incomes from the exercise of rights and incomes from investing, that may not be allocated or paid off within the period pursuant to Section 99c of the Copyright Act because the rightholders may not have been determined or found, if it was not possible to allocate or pay off these incomes within three years after the end of an accounting period when such incomes were collected or when the Collective Management Organisation received such incomes based on a contract pursuant to Section 97g of the Copyright Act, provided that the Collective Management Organisation took all the necessary measures pursuant to Section 99c (4) and (5) of the Copyright Act;
  - g) approves the investment strategy in case of incomes from the exercise of rights and incomes from investing;
  - h) approves the strategy concerning the deductions from incomes from the exercise of rights and incomes from investing (so-called “overhead deduction”);
  - i) appoints and removes an auditor;
  - j) verifies and approves the report on the OAZA economic activity containing the audited financial statements;
  - k) approves the report on the OAZA activity for a prior period.
3. Based on the Board of Directors’ proposal, the OAZA General Meeting:
- a) Approves the principles for the conclusion of collective contracts with users and other persons obliged to pay;
  - b) Decides on the establishment of internal association programs for the provision of social, cultural or educational services to represented rightholders;
  - c) Decides on the establishment of monetary funds designated for financing of programs according to the previous subparagraph;
  - d) Approves usage of incomes from the exercise of rights and incomes from investing for coverage of funds according to the previous subparagraph;
4. The proper General Meeting shall meet at least annually. The General Meeting shall not be held in the form of partial meetings. The competence of the General Meeting shall not be fulfilled by a delegate assembly.
5. The General Meeting shall be summoned by the OAZA Board of Directors latest 4 weeks in advance by delivering an invitation to the association members or in another demonstrable manner to inform of the General Meeting’s session. The General Meeting shall be summoned always when at least 2/5 of the members ask for it; in such case the General Meeting shall be held latest within 60 days. If the Board of Directors does not summon the General Meeting, it shall be summoned by the Supervisory Board.
6. The General Meeting is quorate if the absolute majority of the members meet at the stipulated hour. The decision is adopted if the absolute majority of the present members vote for it.
7. To adopt a decision on cancellation, merger or fusion of the association, or on termination of the main business activity, it is always necessary to gain at least the four-fifth majority of all the association members.
8. The amendment of the Articles of Association or adoption or amendment of the Allocation Rules as well as removal of members of the OAZA Board of Directors shall be approved by the three-fifth majority of the present OAZA members.
9. The rules of elections and voting of the General Meeting shall be regulated in the Rules of Procedure.

10. Any member may be represented upon participating in the General Meeting and upon voting at the General Meeting. Such a proxy may represent the maximum of three members at the same time. The proxy is obliged to demonstrate such authorization. Such authorization shall apply only to one General Meeting.
11. A member may not exercise its rights associated with the participation at the General Meeting by electronic means.

#### **Article 10** **OAZA Board of Directors**

1. The Board of Directors acts on behalf of the association as a statutory body. The Board of Directors adopts decisions and decides on matters that are not expressly entrusted to the General Meeting, or on matters and issues that the General Meeting entrusted and imposed to the Board of Directors.
2. The Board of Directors consists of at least three members and their office period is five years. The details concerning the election of members of the Board of Directors may be stipulated in the Rules of Procedure or Organizational Rules. The repeated membership in the Board of Directors is possible.
3. The Board of Directors is quorate if the absolute majority of its members are present at the adoption of a decision. The Board of Directors' decision is adopted if it is approved by the majority of all the present members.
4. The Chairman of the Board of Directors acts on its behalf. The Chairman is elected in secret voting and by the absolute majority of the Board's members. Thus, the Chairman becomes a titular Chairman. The Chairman acts externally on behalf of the Board of Directors, manages its activity, summons meetings of the Board of Directors; in case of his absence or by other serious reasons, the Chairman is represented by a Vice-Chairman(s) in the order according to their election.
5. The Board of Directors may establish its special commissions.
6. The internal regulations of the association, such as the Organizational Rules and Rules of Procedure, are approved by the Board of Directors by the three-fifth majority of all the members, unless the approval is entrusted directly to the General Meeting based on the Articles of Association.
7. Based on a special authorization by the General Meeting, the Board of Directors may temporary perform the competences of the General Meeting within the scope arising from a written decision of the General Meeting.
8. The members of the Board of Directors are considered as members of the Collective Management Organisation and the following obligations apply to them:
  - a) Manage the activity of the Collective Management Organisation with due diligence;
  - b) Hinder from any conflict of interests between the personal interests and association's interests, identify and publish the incurred and possible conflicts of interests to hinder from any negative impact on the collective interests of rightholders whom the association performs the collective management for;
  - c) Submit the General Meeting annually a statement for a prior calendar year containing the information on all its interests within the association, information on the amount of remunerations and on any other benefits received from the association in the prior accounting period, information on the amount of all the incomes from the exercise of rights received from the association in the prior accounting period as a rightholder, information on the incurred and possible conflict between its personal interests and association's interests



or between the obligation towards the association and obligation towards another natural or legal person.

9. The Board of Directors may change the address of the association's registered office based on its decision; any possible change of the address is not subject to any approval by the General Meeting.

#### **Article 11 Supervisory Board**

1. The Supervisory Board consists of three members and it is a control and arbitration body of the association (in terms of Section 262 and 265 of the Act No. 89/2012 Coll., Civil Code).
2. The competences of the Supervisory Board are as follows:
  - a) Supervise continuously the activity and check meeting of the obligations by the management members of the Collective Management Organisation, including the implementation of decisions by the General Meeting;
  - b) Interpret the Articles of Association and other internal documents in a binding manner and perform the role of an arbitration body in disputes between the association members;
  - c) Check the association's economy;
  - d) Decide on procedures for the schedule of investment risks;
  - e) Approve any acquisition, transfer or encumbrance of intangible assets;
  - f) Approve mergers, establishment of organisation where the association has a majority equity holding or which the association controls directly or indirectly, wholly or partially, establishment of another organisation, and acquisition of shares or rights in other organisations;
  - g) Approve the proposals on acceptance or provision of a credit or loan or on the provision of a guarantee for credit or loan;
  - h) Monitor meeting of the obligations by the Board of Directors, propose its removal to the General Meeting, approve its remuneration and other monetary and non-monetary benefits, rights for other allowances and rights for severance pay.
3. The members of the Supervisory Board are elected by the General Meeting and their office period is five years. The membership in the Supervisory Board is inconsistent with the membership in the Board of Directors. The details concerning the election of members of the Supervisory Board shall be regulated by the Rules of Procedure.
4. The members of the Supervisory Board are considered as management members of the Collective Management Organisation and have the following obligations:
  - a) Manage the activity of the Collective Management Organisation with due diligence;
  - b) Hinder from any conflict of interests between the personal interests and association's interests, identify and publish the incurred and possible conflicts of interests to hinder from any negative impact on the collective interests of rightholders whom the association performs the collective management for;
  - c) Submit the General Meeting annually a statement for a prior calendar year containing the information on all its interests within the association, information on the amount of remunerations and on any other benefits received from the association in the prior accounting period, information on the amount of all the incomes from the exercise of rights received from the association in the prior accounting period as a rightholder, information on the incurred and possible conflict between its personal interests and association's interests or between the obligation towards the association and obligation towards another natural or legal person.

5. The activity of the Supervisory Board is managed by its Chairman who is elected by the members of the Supervisory Board from their group. The Chairman of the Supervisory Board is invited for the Board of Directors' meetings.
6. The Supervisory Board shall meet at least once per an accounting period. The Supervisory Board submits the General Meeting a report on performance of its competences annually for a prior calendar year.
7. The decision of the Supervisory Board is adopted if it is approved by the majority of all the members.
8. The Supervisory Board interprets the Articles of Association and other internal documents in a binding manner and performs the role of an arbitration body in disputes between the association members, unless these are copyright disputes.

## **Article 12**

### **Economic matters**

1. The association's economy shall be governed by the provisions of applicable legislation. The association guarantees with all its assets.
2. All the assets gained by the association belong to ownership of the association in its entirety. The management of assets is ensured by the Board of Directors with due diligence concerning its maintenance, restoration, protection and increase, usage for the set objectives and in accordance with the association's interests. The assets management is inspected by the Supervisory Board.
3. The association's economic activity is ensured from:
  - a) Members' allowances,
  - b) Management of property copyrights,
  - c) Yields of services provided by the association,
  - d) Gifts and legacies.
4. The Board of Directors is responsible for the financial management of the association. The Chairman of the Board of Directors has a right of disposal over the account. The Chairman of the Board of Directors may at his sole discretion grant such right of disposal to other persons. The Board of Directors authorizes usually its member (manager) to help the Chairman with the economic agenda, eventually with the management of works of a qualified external employee entrusted with keeping of the accounting documents and other activities of the association.
5. The report on the activity and economy shall be annually submitted to the members within the annual report, usually within the General Meeting. The report on economy shall be executed by the Board of Directors.

## **Article 13**

### **Legal identity, acting and representation**

1. The association is an individual legal organisation.
2. The Board of Directors, either the Chairman individually or two members of the Board of Directors collectively whereas at least one of them is a Vice-Chairman, is entitled to act, oblige and sign on behalf of the association.

3. The members of the Board of Directors, who were entrusted by the Board of Directors, are entitled to act individually on behalf of OAZA within the scope arising from a written relevant decision of the Board of Directors.
4. The OAZA employees are entitled to act on behalf of OAZA within the scope of a function and competence being entrusted to them. Their authorization to sign shall be regulated by an internal regulation of the association.
5. The competences and their scope for individual bodies, officers, eventually employees, are defined in the Organizational Rules and Rules of Procedure.

#### **Article 14** **Transitory and final provisions**

1. The Organizational Rules contain the detailed rules of the organization, competences and activities of the association bodies, as well as the details in relation to the membership rights and obligations. The rules for acting and voting in the association bodies shall be regulated in the Rules of Procedure.
2. These Articles of Association shall come into force on a day they are approved by the General Meeting. These Articles of Association shall come into effect on a day when the decision of the relevant register court on the made registration in a public register becomes legally effective.

In Prague, on 20 June 2019

Accuracy verified by:

prof. Ing. Karel Jaroš  
Chairman of the OAZA Board of Directors