

INTERNATIONAL MUSIC MANAGERS FORUM (IMMF)

Not-for-profit organisation

Memorandum and articles of association

A not-for-profit organisation, governed by the Act of 21 April 1928 amending the Luxembourg law on associations and foundations, and by the following memorandum and articles, is hereby established :

PART I : GENERAL PROVISIONS

1 : Name of the organisation

The organisation is registered under the name "International Music Managers Forum", shortened "IMMF", not-for-profit organisation.

2 : Registered office

The registered office is located at L-1371 Luxembourg, 3A, Val Ste Croix.

(Grand-Duchy of Luxembourg).

It can be relocated to any other location within the Grand-Duchy in the manner laid down for the amendment of the articles.

3 : Duration

The duration of the organisation is unlimited.

4 : Objects

The aim of the IMMF is to promote, protect and defend the interests of its members, and specifically of music managers and their clients.

Its main objects are:

- i. To ensure the safeguard, the respect and the protection of the moral and professional interests of its members and of the global music managers community;**
- ii. To ensure that the interests of music managers and their clients are respected internationally by their IMMF membership and by supporting the national activities of IMMF members ;**
- iii. To support the creation of national and/or regional Music Managers Forum (hereafter « MMF »), especially in developing countries;**
- iv. To promote vocational training, to promote and facilitate the exchange of information and knowledge between managers from different countries**

and/or regions in order to improve and consolidate the professionalism and the expertise of the music managers community;

- v. To create a platform where its members can meet and exchange ideas;**

- vi. To actively contribute to draw up professional standards for the business areas in which its members operate;
- vii. To participate in solidarity actions in order to allow its members or future members to access modern technologies for music and talent management in the best possible conditions. These missions will thus encourage its members to collaborate with all IMMF members ;
- viii. To work towards the development and the recognition of the importance of copyright and the value of intellectual property, not just in economical terms, but also as a way to protect culture and those who produce it;
- ix. To improve the public's awareness of the importance of the rights of artists as creators of copyright and as a consequence of culture, and the essential role that managers play in the protection of these rights and their clients' status in that sense.

The IMMF's activities in no way supersedes its members' activities on a national level.

The IMMF also aims to participate in events and to collaborate with third parties, legal and natural persons, in Luxembourg and abroad, in order to promote the influence and ensure the protection of its members' activities, on a national and international level.

The IMMF's activities are independent of any political or religious considerations.

5 : Members

The organisation is an international association of organisations operating on a national level and bringing together music managers. The organisation can also accept natural persons as members as long as no representative group can be identified in the area of residence of the individual member. As soon as a representative number of individual members can be identified, the IMMF will encourage the creation of a group whose membership will supersede the membership of the natural persons.

- a) Any music managers organisation, legal person, or, in the aforementioned conditions, any natural person, whose activity consists in music management, can become a member of the organisation.

A music managers organisation is any organisation fulfilling the following conditions :

- i. to aim for and effectively work towards the development of the interests of music managers and their clients, and the protection of their material interests, in the country or region in which they are active ;

and

- ii. to have a code of conduct adhered to by its members and which is consistent with the code of conduct promoted by the IMMF, and to dispose of a procedure by which those members who do not adhere to the code will see their membership revoked;

and

- iii. not to have as an occupation, except on a subsidiary basis, the management of sound recording producers' rights, collective rights, radio broadcasting rights, or other rightholders;

and

- iv. to have a minimum of five (5) members and a governing body managing the organisation on a daily basis and whose nomination procedure for the Management Board or equivalent body, is carried out democratically;

and

- v. to adhere to the objectives and missions of the IMMF.

b) Any organisation fulfilling the afore-mentioned conditions, with the exception of point 5 (a) (iii), can be admitted to the IMMF as an observer.

The rights and obligations of observers are identical to those of associate members, with the exception of the right to vote.

The number of associate members cannot be less than three. The first members are the undersigned founding members, whose names, first names, residence and nationality, respectively the denomination, business name and registered office of the member organisation can be found in the attached list.

If a member organisation violates the organisation's articles, or for any other serious reasons in relation to its social objectives, the Management Board can submit a proposal to the General Assembly to put to a vote the revocation of the membership, which has to be approved by a two-third majority of the members, either present or represented. Members who are subject to a membership revocation proposal will be heard previously by the Management Board.

The member organisations are bound to :

- promote the organisation's objects,
- inform the President of the Management Board regarding any change of address or registered office,
- pay the contributions,
- respect the provisions set out in the articles of the memorandum of "IMMF" asbl, and
- to conform to the organisation's quality standards.

The members are not required to have their registered office in the Grand-Duchy of Luxembourg.

Any persons representing artists who upset the public policy and morality are not admitted or will be excluded from this organisation.

6 : Admission procedure

The IMMF's Management Board can submit a proposal for the admission of any new member to the General Assembly.

In order for the application to be considered, any potential new member requires a sponsor, who is a member of the organisation, to put forward the application. The new member then has to be unanimously proposed by the Management Board and approved by a two-thirds majority of the members either present or represented at the General Assembly. The Management Board's proposal will be accompanied by the documents listed hereafter and by the sponsorship of a member of the organisation.

In view of the admission, each potential new member can be asked to attend the meetings of the organisation's legislative and decision-making bodies in an advisory capacity and without the right to vote. This stage can last for a period of two ordinary General Assemblies. The potential member shall sign a confidentiality agreement in relation to the content of any information becoming known to him in the context of discussions held by the organisation.

At the end of the observation stage, the Management Board can propose to the General Assembly to grant member status to the observer.

The application has to be accompanied by the following documents :

- a) An official written application containing a formal commitment to accept and respect the IMMF's memorandum;**
- b) A copy of the original version and a copy in English of the candidate organisation's memorandum, articles and charters ;**
- c) A list of the organisation's members and their professional activities.**

PART II : ORGANISATION AND MANAGEMENT OF THE IMMF

7 : General Assembly

The General Assembly meets up at least once a year at the request of the President of the Management Board during the first half of the year. The President has to request an Assembly meeting at the joint request of at least one fifth of the organisation's members.

The notice of meeting sets the date, the time and the place at which the General Assembly will be held and is sent by email or postal mail at least eight days before the Assembly. Any other means of notification may be decided on by the General Assembly. The agenda shall be annexed to the notice of meeting.

The General Assembly can decide whether to take any decisions regarding items not mentioned on the agenda.

At the beginning of the meeting, the General Assembly determines its board composed of a President, a Secretary and a Scrutineer who all are members of “IMMF” asbl. However, it may decide to have the meeting chaired by the President of the Management Board of “IMMF” asbl or the Executive Director.

The following items are exclusively within the competence of the General Assembly:

- the nomination and dismissal of Executive Directors;**
- the approval of the report and the accounts;**
- the discharge of the Management Board;**
- the approval of the annual budget;**
- the setting of the annual contribution;**
- the amendment of the articles;**
- the nomination of an independent accountant;**
- the dissolution of the organisation.**

The General Assembly's decisions are valid if at least one-third of its members are either present or represented physically or via telecommunication allowing the identification of the member.

The General Assembly takes its decisions by a majority of votes by the members present or represented. Each member organisation has one vote. In case of a tie, the President of the Management Board of “IMMF” asbl or his substitute will have the casting vote. The vote is executed by show of hands or ballot. Each member can only represent two absent members and shall provide himself with a general or special power of attorney for the Assembly votes.

The decisions of the General Assembly shall be recorded by the Secretary in a report deposited at the organisation's registered office where any member and third party can take notice of it.

The General Assembly can decide on the participation of any person from a member or provisional organisation, in an advisory capacity, with a maximum of five (5) delegates per organisation.

8 : Management Board

The organisation is managed by a Management Board consisting of at least four people and of no more than the total number of members. It is formed for the period of time separating two ordinary General Assemblies. Each member can designate one (1) representative at the Management Board, with the exception of observers. The designated person will be appointed to the Management Board via the following procedure:

- The members of “IMMF” asbl wishing to appoint a representative to the Management Board have to present a written request to the President of the Management Board within a period of 30 days preceding the date of the ordinary General Assembly meeting;**
- The President shall list the organisations and the representatives within the period prescribed by the previous sub-paragraph, in alphabetical order ;**
- This list including the contact information of the appointed representatives shall be sent to all members before the ordinary General Assembly;**
- Each listed representative disposes of one vote and there can be no more than one representative per organisation on the Management Board;**
- In case of a tie, the President of the Management Board of “IMMF” asbl shall give the casting vote.**

The Management Board elects a board with a President, a Vice-President, a Secretary and a Treasurer for a period of three years among its members.

The Management Board also elects Regional Advisors to lead the Regional Councils and to coordinate and implement the IMMF's actions in specific geographical regions among its members.

The role of a Regional Advisor can be combined with the role of President, Vice-President, Secretary or Treasurer of the Management Board of “IMMF” asbl.

The positions of member of the Management Board are exerted without compensation.

Each member of “IMMF” asbl can propose the nomination of a substitute for his representative on the Management Board who can attend and vote at the meetings of the Management Board in order to replace the appointed Director. The representative can be replaced by the designating member of the organisation at any time and until the end of the term of office.

The Management Board meets as frequently as required by the interests of the organisation and at least once per calendar year, on the date and at the location set by the notification of meeting transmitted by the President or the Vice-President, at least eight days before the meeting. The Management Board shall meet if at least three members request a meeting in writing. The request shall be addressed to the President, mentioning the item(s) on the meeting's agenda.

The President, or in case of his absence, the Vice-President or the Secretary, shall chair the Management Board meetings. In their absence, a President elected forthwith shall chair the meeting.

A simple majority of the members of the Management Board has to be present physically or via telecommunication allowing the identification of the member, for decisions to be adopted. Decisions are adopted by a simple majority of the present or represented members.

The Management Board holds extensive powers to manage the organisation's business, to act in its name, to manage its heritage and to decide on the way in which the organisation's object can be reached. Any duties, which are not specifically assigned to the General Assembly by these articles or by law, are within the competence of the Management Board who will be responsible for its actions to the General Assembly.

The Management Board represents the organisation judicially and extrajudicially.

The organisation is legally bound by the joined signature of the President or the Vice-President and those of the Secretary or Treasurer. The duty of signing can be delegated generally or conditionally to a member of the Management Board or to the Executive Director.

The Management Board can commission a specific business concern to one or several people, regardless of whether they are members of the Management Board or not. The representatives can commit the organisation within the conditions and the limits of their authority.

The Management Board submits its proposals for the position of Executive Director of the IMMF to the General Assembly.

The Management Board can recruit staff and external experts.

9 : Regional Councils

The Regional Councils are made up of members of the Management Board whose registered office is located in an area of the relevant region, or who usually conduct their business in that area.

The Management Board determines the number of regions belonging to each Regional Council.

Each Regional Council is an advisory body of the IMMF whose mission its is to actively promote the IMMF's objectives in the relevant economic area, to contribute to the improvement of the legislation and of the functioning of the existing members, and to help form potential future member organisations, where there aren't any yet.

It is essentially within the competence of the Regional Councils to examine questions directly related to the moral and professional interests of music managers, their clients and of the organisations representing the interests of either one of these or of both, as well as to examine the texts of resolutions submitted to them by the Management Board or the Secretariat.

The running of these Councils is determined by special internal rules, approved by the Management Board. The voting rules are determined by the provisions of these articles.

No member can be represented in a Regional Council, unless he is located in the specified geographical area.

The Advisors in charge of the Regional Councils shall report on the Regional Councils' activities during the meetings of the Management Board of the IMMF.

In the interest of coordination, the members of the Management Board can attend the Regional Council meetings as observers.

10 : Executive Director

The IMMF can put an Executive Director in charge of managing the organisation's current business.

The Executive Director is appointed on a proposal of and by the Management Board, for a period jointly determined by the Executive Director and the President and which cannot exceed the term of office of the President. The Executive Director's term of office is renewable.

The Executive Director's title is gratuitous but his expenses (travel and subsistence) linked to trips in relation to the exercise of his office are reimbursed within the limits of the IMMF's budget.

In addition to his tasks, the Executive Director ensures the monitoring of the administrative tasks of "IMMF" asbl. The Management Board determines the

conditions of a potential delegation of authority to the Executive Director in view of the management of the organisation's financial affairs and expenses.

The Executive Director can attend discussions among any of the organisation's bodies in an advisory capacity only.

It is up to the Management Board to decide whether the Executive Director can benefit from a secretariat which will take care of any the administrative tasks of "IMMF" asbl, under the Executive Director's, respectively the Management Board's, responsibility, with the exception of any subjects specifically within the Management Board's competence.

11 : Committees

The Management Board can form standing or ad hoc Committees.

The Committees have an advisory capacity and can be formed by members as well as a third party. They meet as frequently as it is necessary in order to carry out their objects.

Each Committee elects a President among its members. If the President cannot attend the meetings, they are chaired by a President elected forthwith.

Within the competence of the Standing Committees are only those duties approved by the Management Board, who can amend these duties or dissolve the Standing Committees at any time.

12 : Solidarity action

The President of the Management Board can put forth a proposal for solidarity action, which, after validation by the General Assembly, allows members or future members to gain access to technical assistance or other in the best possible conditions in order to promote the collaboration of these members with other IMMF members.

The costs of a solidarity action shall be covered via a compulsory additional payment, separate from the annual contribution. The funds thus collected shall be used exclusively for the solidarity actions approved by the Secretary General and shall be used and treated separately in the IMMF's accounts in relation to the contributions and joining fees.

PART III : IMMF BUDGET AND ACCOUNTS

13 : IMMF proceeds

The IMMF's proceeds are made up of the following :

- **The annual contributions paid by the members;**
- **The donations, legacies and subsidies that can be received by the organisation under the conditions prescribed by the Amendment Act of 21 April 1928;**
- **Other sources of funding from third parties as long as these sources of funding do not create a conflict of interest with the IMMF objectives ;**
- **The proceeds of fund-raising, including sponsoring and proceeds from IMMF-led events under the condition that these events do not interfere with the organisation's members' national activities ;**
- **This list is non-exhaustive.**

14: Contributions

The Management Board sets the amount of the annual contributions, which lies between 30€ and 2.000€.

The annual contribution is calculated in the same way for each member, including the those with provisional membership.

If a member joins “IMMF” asbl in the course of the year, the contribution will be calculated on a pro rata basis.

The contributions shall be paid no later than three months after the start of the term for which they are paid.

The members that have not paid their contribution in total before the start of the General Assembly will not be allowed to participate in the Assembly's decision-making process, unless the Management Board or the President has decided otherwise on exceptional grounds and on request from the organisation in question. Furthermore, these members shall under no circumstances present candidates to be appointed to the Management Board.

The Management Board can also submit to the General Assembly a proposal for the definitive exclusion of a member whose arrears exceed two years.

15 : Budget approval

The Management Board shall submit the IMMF's annual budget proposal for the following term to the General Assembly for approval. The President of the Management Board of “IMMF” asbl is entitled, on an exceptional basis, to

review the budget of the current financial year. This decision is submitted to the General Assembly for ratification during the current financial year.

16 : Account verification

The IMMF's accounts are verified annually by two auditors appointed by the General Assembly who are not members of the Management Board.

Two substitute auditors are appointed following the same procedure.

The General Assembly may appoint a professional external auditor to support the above-mentioned auditors with their task.

It is in the auditors' obligations to verify the use and the investment of funds in relation to the IMMF and to submit a report on its verifications to the General Assembly of the members of "IMMF" asbl.

The auditors shall meet at least once a year on the request of the President of the Management Board.

The auditors do not attend the Management Board meetings but they can submit their observations to the Board upon request.

At the end of each accounting year, the Management Board shall submit to the General Assembly a report of its financial administration during the accounting year since the previous ordinary Assembly meeting.

By approving the report, the General Assembly discharges the auditors of their duties.

17 : External auditors

Following the proposal by the Management Board, the General Assembly can appoint an external auditor to verify the accounts of "IMMF" asbl, for a term of one or several accounting years.

PART IV : FINAL PROVISIONS

18 : Participation in the meetings of IMMF statutory bodies

The participation in the meetings of the various statutory bodies is strictly limited to the members of the said bodies as well as, should the occasion arise, to the observers who have the possibility to invite external observers as determined by the articles .

The President of each body can invite any person to contribute to the debate, but only in relation to items on the meeting's agenda.

19 : Languages

The language used at the IMMF is English

French, German, Italian, Spanish and any other language of the UN are working languages on an equal basis, as far as possible, especially in relation to the meetings of the General Assembly, the Management Board and the Standing Committees.

Where appropriate, a system of simultaneous translation will be made available during these meetings as long as the IMMF's technical and financial resources will allow it.

20 : Sanctions

Any body violating the provisions of these articles or in breach of the professional principles determined by “IMMF” asbl or of the principles of solidarity among associate organisations shall defend and explain himself in front of the Management Board. If necessary, the Management Board can hand the case to the General Assembly in order to deal with the eventual exclusion of the member.

The Management Board shall submit a proposal for sanctions to the General Assembly. In accordance with the severity of the violation or the offence to be sanctioned, these consist in a warning, a call to order, censorship or a temporary or definitive exclusion from “IMMF” asbl. The General Assembly shall give an opinion on the eventual sanction.

21 : Amendment of the Memorandum

Any amendment to the memorandum shall be carried out following the provisions of articles 4, 8 and 9 of the act of 21 April 1928 amending the law on non-profit organisations.

This memorandum can only be amended following a proposal by the Management Board or by at least one third of the member organisations and the proposal shall be submitted to the President of the Management Board three months before the General Assembly at the latest.

The President of the Management Board of “IMMF” asbl shall inform the member organisations of any proposal for additional amendments two months before the General Assembly organised for this purpose at the latest.

The said General Assembly needs to approve the proposals for amendments to the memorandum by a two-thirds majority of the votes cast by the member organisations present or represented.

22 : Translation of the Memorandum

On the basis of this Memorandum, adopted in French and serving as the sole basis for ulterior interpretations, the President shall make available to the various organisations concerned official translations into other languages on request of the Management Board or the General Assembly, at the expense of “IMMF” asbl.

23 : IMMF resolutions

- a) With the exception of strictly administrative business, any decisions taken in accordance with the provisions of this memorandum and made known to the organisations are recommendations only.**
- b) The IMMF can set out mandatory rules in relation to the acronyms 'IMMF' and/or 'MMF' or 'International Music Managers Forum' or 'Music Managers Forum'. Any organisation wishing to use these terms shall follow these rules.**

24 : Resignation

Any organisation wishing to resign its membership of the IMMF shall submit a request for termination to the General Assembly after notifying the President of the Management Board of this request via a registered letter 6 months before the said General Assembly at the latest.

25 : Dissolution

The dissolution of “IMMF” asbl can be decided in accordance with the provisions of article 20 of the act of 21 April 1928.

In the event of a dissolution, the General Assembly shall appoint a special committee to determine how the IMMF's accounts shall be settled. The Management Board shall be responsible for settlement claims. After the settlement of the liabilities, the potential surplus shall be allocated to one or several Luxembourgish not-for-profit organisations or to one or several Luxembourgish public institutions whose objects relate to the promotion of the creations of musicians and which shall be chosen by the General Assembly.

26 : Miscellaneous

For any issues not settled by this memorandum, the act of 21 April 1928 amending the law on not-for-profit organisations shall serve as reference.

Adopted by the constitutional General Assembly at its meeting of 7 February, 2014.

- Olivier Toth, director, residing at L-8028 Strassen, 44, rue Mathias Goergen, Luxembourg national, born on 16 December, 1971,**
- Volker Jürgen May, tradesman, residing at D-42489 Wülfrath, Flandersbach 26, German national, born on 4 July, 1956,**
- Didier Karl Zerath, manager, residing at F-75019 Paris, 14, rue de Thionville, of French national, born on 27 May, 1955.**