



Statutes

Nordisk Copyright Bureau

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ncb
nordisk
copyright
bureau

We, the undersigned authors' right-owner societies

- Koda, Danmark
- Samband Tónskálda og Eigenda Flutningsréttar, STEF
- Föreningen Svenska Tonsätters Internationella Musikbyrå, Stim
- Finlands Tonsättares Internationella Upphovsrättsbyrå, Teosto
- Norsk Komponistforenings Internasjonale Musikbyrå, TONO

hereby adopt the following Statutes for the Association known as Nordisk Copyright Bureau.

I. Name of the Association, registered office and date of establishment

Article 1

The name of the Association is Nordisk Copyright Bureau (NCB) ("the Association").

The registered office of the Association is situated in the Municipality of Copenhagen.

The Association is a non-profit, representative, mutual association handling the mechanical rights vested with NCB.

The Association shall operate under the applicable legislation in force from time to time regarding Collective Rights Management.

II. Objects of the Association

Article 2

The objects for which the Association is established are on behalf of the right owners to handle to the benefit of right holders the direct or indirect exploitation of the rights conferred by international conventions and national laws to reproduce musical, literary and other artistic works by mechanical and technical means.

The Association may represent any society or association of authors, composers, artists or publishers or each of them individually. It may also make contracts or cooperate (including in joint ventures) with any society or the like, undertaking activities that are analogous with those of the Association.

Moreover, the Association shall carry out all such activities and make all such contracts, agreements and the like as are necessary or appropriate from time to time for realising the objects of the Association.

III. Capital and liability of the Association

Article 3

The net assets available at any time shall constitute the capital of the Association. This does not include undistributed royalties belonging to right holders or other assets belonging to the members.

Only the Association can be liable for the obligations incurred by its competent organs. Thus, the members of the Association shall not be liable for the obligations of the Association. Royalties collected by the Association on behalf of the right holders shall be distributed to the members and/or to other associations for further distribution to the individual right holders.

The distribution of royalties collected by the Association on behalf of the members shall be finally distributed to the right holders by each member of the Association. Distribution to other societies will be conducted either by NCB or by the members.

IV. Members

Article 4

The members of the Association are collective rights management organisations:

- ♦ Koda
- ♦ STEF (Samband Tónskálda og Eigenda Flutningsréttar)
- ♦ Stim (Föreningen Svenska Tonsättares Internationelle Musikbyrå)
- ♦ Teosto (Finlands Tonsättares Internationella Upphovsrättsbyrå)
- ♦ TONO (Norsk Komponistforenings Internasjonale Musikbyrå).

New member societies equally representing authors' right holders may be admitted after application as members of the Association.

In order to become a member of the Association, the society must fulfil the following membership criteria:

1. the applicant society must represent authors' right holders for the rights to reproduce musical, literary and other artistic works by mechanical and technical means;

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2. the applicant society must place administration of rights to reproduce musical, literary and other artistic works by mechanical and technical means with the Association;

and

3. the applicant society must pay to the Association an amount equal to the applicant society's share of the Association's net capital in case of a dissolution of the Association pursuant to Article 26 as if the applicant society already were a member of the Association, such calculation to be based on a forecast of collections in the territory of the applicant society combined with the Association's net value stated in the financial accounts regarding the most recent audited financial year.

The application of the applicant society may be rejected

- a. in case the average administration cost of the rights of the applicant society is assumed to be higher than the average administration cost of the rights of the current members;
- b. if the rights of the applicant society do not fall within the scope of the Association's current activity; or
- c. if the Association has other objectively justified reasons to refuse management of the rights of the applicant society.

Such new members shall be admitted following an application procedure handled by the Board of Directors to be approved finally by the first-coming General Assembly.

Following the admission of a new member, the Statutes of the Association will be updated accordingly.

V. Management of the Association

General Assembly

Article 5

Within the limits laid down by these Statutes the General Assembly shall be the supreme authority in all matters relating to the Association.

The General Assembly can delegate to the Board of Directors to decide on the following matters:

- (i) risk policy

(ii) sale, purchase and mortgaging of real estate

(iii) acceptance of mergers and alliances, establishment of subsidiaries and acquisition of other entities or equity in such other entities

(iv) accept to issue, purchase or issue guarantees for loans

The General Assembly shall be composed of Koda, STEF, Stim, Teosto and TONO, which, in accordance with their respective statutes, shall each appoint a delegation consisting of up to 3 (three) persons.

The Board of Directors may invite other societies with whom the Association collaborates to join the General Assembly with up to 2 (two) persons representing each such society, who also shall have a right to take the floor but not to vote.

The Association's Board of Directors and management shall also have a right to attend the General Assembly and the Board of Directors may from time to time invite representatives from other collective rights management organisations.

The General Assembly shall be held in Denmark, Iceland, Sweden, Finland or Norway.

Article 6

The Board of Directors of the Association shall convene Ordinary General Assemblies as soon as possible after the closing and auditing of the annual accounts and no later than by the end of June in each year.

The Board of Directors of the Association shall convene Extraordinary General Assemblies whenever the Board of Directors deems it appropriate or whenever requisitioned in writing by a member of the Board of Directors or by Koda, STEF, Stim, Teosto or Tono. In order to be valid, such a written requisition shall state the purpose for which the Extraordinary General Assembly is convened. In such case the General Assembly shall be convened as soon as possible after the requisition has been submitted to the Board of Directors.

If a notice duly convening the Extraordinary General Assembly by the shortest possible notice has not been forwarded within fourteen days from the date of receipt of the requisition, the requisitioner may instead convene the General Assembly, and in that event the Board of Directors shall immediately hand over to the requisitioner certified copies of the minutes mentioned in Article 12.

Article 7

The General Assembly shall be convened by email sent to Koda, STEF, Stim, Teosto, and TONO and to the members of the Board of Directors and the Managing Director of the Association as well as the audit committee and the auditor.

Both Ordinary General Assemblies and Extraordinary General Assemblies shall be convened by no less than three weeks' notice. The agenda shall be set out in the convening notice. As concerns Ordinary General Assemblies, the agenda shall include all items mentioned in Article 10, and the notice must be accompanied by the Board of Directors' reports and audited accounts and a statement of the financial position and any comments by the auditors thereon as well as information about any proposed resolutions included in the agenda. Koda, STEF, Stim, Teosto and TONO as well as the members of the Board of Directors shall be entitled to propose resolutions at the General Assemblies, but such proposed resolutions must reach the Board of Directors no later than one week after the date of the notice convening the General Assembly and shall be reforwarded to any member entitled to attend the General Assembly no later than one week before the meeting of the General Assembly at which the relevant resolution is to be considered.

Article 8

During the last eight days before each General Assembly the agenda and the resolutions intended to be proposed at the meeting – and, with respect to the Ordinary General Assembly also the audited annual accounts – shall be open to inspection of the delegates of the General Assembly at the office of the Association, and shall further be made available in full on the Association's website.

Article 9

Each of Koda, STEF, Stim, Teosto and TONO shall have one vote only at the General Assembly, no matter how many persons each delegation consists of.

The General Assembly shall, on a show of hands, elect a chair to preside over the meeting, and the chair thus elected shall, as a matter of course, decide all questions relating to procedure, voting and the voting results.

Each of Koda, STEF, Stim, Teosto and TONO can issue a Power of Attorney to each other, enabling a member to represent another member at General Assemblies.

Article 10

The business of the Ordinary General Assembly shall be:

- a. To receive the report of the Board of Directors of the activities of the Association during the preceding financial year.
- b. To receive and adopt the audited accounts for the preceding year, accompanied by a statement of the Association's financial position and the auditors' comments, if any, and to discharge the Board of Directors from their obligations for the year.
- c. To accept and approve an annual transparency report, which shall contain the relevant information adopted by law from time to time.
- d. To consider and, if thought fit, pass a resolution for appropriation of available funds.
- e. To consider and, if thought fit, pass resolutions from Koda, STEF, Stim, Teosto and TONO and the members of the Board of Directors.
- f. To elect the Board of Directors.
- g. To appoint the auditors to examine the current year's accounts.
- h. To fix the remuneration etc. of the Board of Directors.
- i. To consider other matters specified in the notice convening the General Assembly as well as all matters of which notice has been given in pursuance of Article 7 (2).
- j. To adopt general policies regarding the business of the association as required by law.

The General Assembly may not adopt resolutions on any other matters unless in conformity with all direct requirements of applicable law.

Article 11

All business shall be decided by a simple majority of votes at Ordinary as well as Extraordinary General Assemblies when representatives of all delegations appointed by the societies as set out in Article 5(2) are present. Where this is not the case, a new Extraordinary General Assembly shall be convened as soon as possible, subject to 14 days' notice, and at such reconvened meeting the resolution concerned may be validly passed by a simple majority of votes regardless of the number of members represented at the meeting.

The adoption of resolutions to alter the Statutes of the Association or resolutions to dissolve the Association shall be subject to unanimous decision.

Any legal proceedings, in which a member of the Association claims annulment of a resolution carried by the General Assembly, alleging that it is contrary to law or these Statutes, shall be instituted against the Association within two months of the relevant meeting of the General Assembly.

Article 12

The minutes of the General Assembly indicating the resolutions decided as well as the business considered shall be forwarded to all delegates no later than one month after the General Assembly. The minutes shall be signed by the Chair of the meeting and by the Chair of the Board of Directors and shall be regarded as approved unless comments from the delegates are received within 14 days from the circulation of the minutes.

A signed copy of the minutes shall be kept in the archives of the Association.

Article 13

The delegations of the General Assembly shall not be entitled to remuneration or reimbursement by the Association of any participation, travelling and accommodation expenses incurred in connection with the business of the General Assembly.

Board of Directors

Article 14

The Board of Directors is the supreme management body of the Association and is vested with the widest powers to manage and oversee its activities and shall, in its best discretion, manage it in accordance with the objects of the Association and sound economic principles, in strict observance of the rules laid down by these Statutes and the directions at any time lawfully adopted by the General Assembly.

The Board of Directors shall represent the Association with legally binding effect in all dealings with third parties and shall particularly be entitled to accept and pay all amounts, accept or grant consent to all tenancies and leases, conclude all transactions and agreements, cause all credits, bank accounts, and the like to be opened for the Association, perform all legal acts, including settling matters out of court or subjecting the Association to arbitration, waive or renounce any claim or right and petition for cancellation of any seizure, petition for and accept cancellation of injunctions and, in general, take all such steps as will be of benefit to the Association.

The Board of Directors shall supervise the activities of the Association and shall ensure that it is managed appropriately. The Board of Directors shall also request all information necessary for this purpose and shall, depending on the circumstances, either itself or by delegating such duty to members of the Board of Directors examine or cause the books of the Association to be examined and verify the existence of the assets.

The Board of Directors is authorised to set up an executive committee elected from among its body, which can make decisions on behalf of the Board of Directors concerning current business and urgent matters that cannot await a Board Meeting.

Article 15

The Board of Directors shall be composed of 5 (five) members to be elected at the Ordinary General Assembly, cf. Article 10, e., so as to be composed of 1 (one) member appointed by each of the Societies Koda, STEF, Stim, Teosto and TONO. The Societies decide for themselves the procedure for the appointment.

For as long as he is a member of the Board of Directors, a member of the Board of Directors cannot serve as a delegate at any General Assembly meeting.

The Board of Directors shall be elected at the Ordinary General Assembly, and all members shall retire at the next Ordinary General Assembly but shall be eligible for re-election.

If employees of the Association so wish, they shall have the option of appointing an observer to the Board of Directors.

The Board of Directors shall act in accordance with the Rules of Procedure for the Board of Directors in NCB, adopted from time to time by the Board of Directors.

Article 16

The members of the Board of Directors shall receive no remuneration.

Koda, STEF, Stim, Teosto and TONO can decide by themselves if they want to pay remuneration to their representatives, and in that case the Societies themselves shall bear the cost.

However, the members of the Board of Directors shall be entitled to reimbursement by the Association of any travelling and accommodation expenses incurred in connection with the business of the Board of Directors in accordance with guidelines laid down by the General Assembly.

Article 17

Each year the Board of Directors shall elect a Chair from their number and may furthermore elect a Vice-chair, likewise from their number. The election shall be decided by a majority of votes or, in the event of an equality of votes, by lot. Re-election is permitted, but attempts should be made to ensure rotation of chairship between the societies Koda, STEF, Stim, Teosto and TONO. A society is free to decline the chairship in which case the rotation between the societies is carried on to the next society in line.

The Chair, or, alternatively, the Vice-chair, shall convene Board Meetings as frequently as deemed necessary or whenever the management finds it necessary, cf. Article 19.

The Board of Directors shall form a quorum when more than half of its members are present or represented.

A member of the Board of Directors can represent another member of the Board of Directors pursuant to an instrument of proxy, provided that the former is temporarily prevented from attending a meeting. In the case of permanent absence or disability, the appointing society may determine that another representative shall fill the vacancy until the next ordinary General Assembly.

Article 18

The Association shall be bound by the signatures of the chair of the Board of Directors – or in his absence or disability, by the Vice-chair – together with the management or by all members of the Board of Directors.

However, in the event of sales and mortgaging of real property belonging to NCB the signatures of all members of the Board of Directors shall be required.

If, in the latter case, the whole Board of Directors is not present at the meeting having received due notice of the Meeting, a new Meeting shall be convened, at which reconvened Meeting a decision concerning the sale and mortgaging of real property can then be made, and the Association shall be bound in accordance with sub-Article 1.

The Board of Directors shall be entitled to grant powers of procuration to individuals to sign either individually or collectively.

The Board of Directors shall also be entitled to grant power of attorney and procuration to a subcontractor, enabling the subcontractor to handle the day-to-day operation and management of the NCB matters.

Article 19

After each Board Meeting, minutes specifying the resolutions carried as well as the matters discussed shall, as soon as possible, be forwarded to all members of the Board of Directors.

Any comments on the minutes shall be made as soon as possible and no later than ten (10) working days after the meeting, failing which the minutes are considered approved.

A signed copy of the minutes shall be kept in the archives of the Association.

Article 20

A manager or another collective rights management organisation, who shall be elected and appointed by the Board of Directors of the Association, shall manage the daily affairs of the Association.

The Board of Directors shall decide the salary and other terms of remuneration of the manager or such other organisation.

If a manager of the Association is appointed, such manager cannot be appointed to the Board of Directors, nor can he/she represent a member at the General Assembly.

The manager or such other organisation shall be appointed and dismissed by the Board of Directors.

If a manager of the Association is appointed, executive managers shall be appointed and dismissed by the manager after previous notice hereof to the Board of Directors.

VI. The Association's accounts, surplus, etc.

Article 21

The Association's financial year shall run from 1 January to 31 December.

The annual accounts shall be prepared with due consideration paid to existing assets and liabilities and with such provisions for depreciation as are deemed appropriate and in keeping with equitable and prudent business principles. The annual accounts shall include a profit and loss account and a balance sheet.

Listed securities shall be entered at the latest bid price quoted at the end of the accounting year, as a maximum.

Transfers made to a special revaluation fund may replace revaluation as concerns assets intended for continued use by the Association. Any amount gained by such revaluation may, insofar as it will not be offset by costs of betterment, only be applied for amortising other assets intended for continued use, for covering deficits, or for transfer to a special fund to be used for the said purposes. In the event that such revaluation is applied to cover deficits, a statement to this effect must be entered in the accounts.

The extent of mortgages created, and of contracts of surety or of any other category of guarantees furnished, shall appear from the accounts.

Remuneration to the Board of Directors shall be entered on a special account.

Furthermore, provision shall be made for necessary and ordinary depreciation, and transfers to reserves shall be made in connection with preparing the annual accounts, to an extent deemed appropriate by the Board of Directors.

Article 22

The books of the Association shall be audited by a Danish state authorised public accountant, who shall be elected at the Ordinary General Assembly, and shall remain in office until the next Ordinary General Assembly. Moreover, the Ordinary General Assembly elects an Audit Committee, which shall also serve until the next Ordinary General Assembly. The Audit Committee shall consist of at least four members, where each of the societies Koda, STEF, Stim, Teosto and TONO may nominate one candidate each. These candidates must represent copyright owners' interests with NCB, whether directly or indirectly.

The General Assembly issues regulations for the Audit Committee's tasks and working procedure. The Audit Committee has the same access to information as the auditor and is subject to similar rules regarding the passing on of information.

Neither the state authorised public accountant nor the members of the Audit Committee may be in the Association's service, nor serve on the Board of Directors or on the Management Board, nor be attached to any member of the Management Board or of the Board of Directors, nor to the bookkeeper or to the treasurer, by way of employment, marriage, family relationship, nor by affinity in lineal ascent or descent, nor by being brothers or sisters.

Every year, and no later than 1 April, the Board of Directors shall submit the accounts for the past year to both the Audit Committee and the state authorised public accountant, and by the end of April the latter shall conclude the audit and submit the accounts, together with his comments, to the Board of Directors and the Audit Committee. Simultaneously with the audit of the accounts, the state authorised public accountant shall make sure that the Association's cash funds are actually on hand and verify the existence of the assets, and the state authorised public accountant's certificate shall include a statement to this effect.

Furthermore, before the end of April, the Audit Committee shall submit to the Board of Directors a report of its work during the past year according to regulations issued in this respect.

Article 23

In the event that a resolution for non-approval of the annual accounts is moved at the Ordinary General Assembly, and such resolution is passed by a simple majority of votes, the General Assembly may subsequently, likewise by a simple majority of votes, resolve that the accounts be subjected to renewed auditing. Immediately upon the conclusion of such audit, the Board of Directors shall convene a second General Assembly for the approval of the accounts.

Article 24

During the audit, which must be made with due consideration being paid to existing assets and liabilities, the state authorised public accountant shall have access to all books relating to Association's accounting records, and to checking its cash and funds, and the Board of Directors and the Managing Director shall supply the state authorised public accountant with any information requested by him for his verification of the correctness of the accounts.

The state authorised public accountant shall, whenever he has performed an audit, make an entry in this respect in the audit book. A copy of this entry shall be forwarded to the Board of Directors and the Audit Committee and shall be produced at the first subsequent meeting of the Board of Directors, and the members of the Board of Directors present shall confirm by their signatures that they have read the relevant entry.

The Association shall prepare an annual transparency report regarding its activities. The report shall not include the administration of the members, including distribution of royalties, cf. Article 3, as the transparency report in this regard will be prepared by the members.

VII. Resignation from the Association

Article 25

A member can resign from the Association at two years' notice to the end of a year. The resignation must be in writing and addressed to the Board of Directors of the Association.

Should Koda, STEF, Stim, Teosto or TONO resign, the resigning member will receive 12½ per cent of the Association's net capital as stated in the Association's annual accounts at the end of the calendar year in which the member resigns, however, not more than an amount equal to the proportional share of the Association's net capital calculated on the basis of the Association's collections in the resigning member's main territory of operation compared to all of the Association's national collections as these figures are stated in the financial accounts of the Association regarding the most recent audited financial year. The net capital shall be calculated in accordance with the accounting policies previously applied. The resigning member is free to decline receiving such share of the Association's net capital.

The amount shall be paid in cash no later than six months after the member's resignation.

Following the resignation of a member, the Statutes of the Association will be updated accordingly.

VIII. Dissolution of the Association

Article 26

A resolution regarding dissolution of the Association can only be adopted unanimously, cf. Article 11(2) and provided that all the members mentioned in Article 4(1) are represented at the General Assembly in question.

At the General Assembly, where a resolution about the dissolution of the Association is adopted, one or more liquidators shall be appointed to be in charge of winding up the Association, including the settlement of the Association's debt.

If any proceeds should remain after the settlement of the Association's debt and all other commitments, such proceeds shall be distributed among Koda, STEF, Stim, Teosto and TONO. Such distribution will be made proportionally to each of Koda, STEF, Stim, Teosto and TONO based on the Association's collections in each of the members' main territory of operation as these figures are stated in the financial accounts of the Association regarding the most recent audited financial year.

These Articles of Association have been amended on:

1 July 1972
4 June 1973
2 June 1981
2 June 1988
16 May 1991
12 May 1992
26 May 1998
29 May 2002
27 May 2015
18 May 2017
8 May 2019
16 May 2023


Gudrun Björk Bjarnadóttir
Chair of the General Assembly