

ARTICLES OF ASSOCIATION

Neighbouring rights organisation for musicians and actors (NORMA)

(As amended on 23.06.2022)

Name, registered office and duration.

Article 1.

1. The foundation is called: **Neighbouring rights organisation for musicians and actors (NORMA)**.

The foundation's abbreviated name: NORMA.

2. The foundation has its registered office in the municipality of Amsterdam.
3. The foundation has been established for an indefinite time.

Definitions.

Article 2.

In these Articles of Association, the following definitions shall apply:

- a. neighbouring rights: rights under the Act of 18 March 1993, governing the protection of performers, phonograms producers or producers of the fixations of films and broadcasting organisations and amendment of the Copyright Act 1912 (Neighbouring Rights Act, hereinafter referred to as: WNR), as subsequently amended and as it applies from time to time;
- b. performer: performer within the meaning of Article 1(a) of the WNR;
- c. affiliate: the natural person referred to in Article 7 of these Articles of Association;
- d. the Executive Board: the Executive Board of the foundation formed by the director;
- e. the Supervisory Board: the supervisory body referred to in Article 15 of these Articles of Association;
- f. the Distribution and Social-Cultural Committee: the body as referred to in Article 18 of these Articles of Association;
- g. WNR: the Neighbouring Rights Act as further defined in subsection a;
- h. Supervision Act: the Supervision of Collective Management Organizations (Copyright and Neighbouring Rights) Act;
- i. CvTA: the Copyright and Neighbouring Rights Collective Management Organizations Control Board within the meaning of Article 2 of the Supervision Act;
- j. annual Meeting of Affiliates: the annual Meeting of Affiliates referred to in Article 20;
- k. distribution regulations: the regulations referred to in Article 21;

- l. recognition regulation Distribution and Social-Cultural Committee: the regulations referred to in Article 22(3);
- m. recognition regulation Supervisory Board: the regulations referred to in Article 22(4)
- n. regulations for avoiding conflicts of interest: the regulations referred to in Article 22(5);
- o. in writing: by letter, fax or email or any other electronic means of communication, provided that the message is legible and reproducible.

Objectives and resources.

Article 3.

The aim of the foundation is to promote, on a non-profit basis, the tangible and intangible interests of performers regarding the collective use and enforcement of their neighbouring rights.

Achievement of goal.

Article 4.

1. The foundation seeks to achieve its goal by:
 - a. pursuing the enforcement and improvement of neighbouring rights protection in the broadest sense, both nationally and internationally, on behalf of performers;
 - b. providing mediation regarding neighbouring rights and the exercise and enforcement of the rights and claims entrusted or transferred to the foundation, including the distribution of monies received by the foundation for the benefit of performers from legal entities, who are appointed by law or otherwise for the collection of copyright and neighbouring rights remuneration, and the establishment of distribution rules in this respect.

To this end, the foundation may take legal action in its own name, irrespective of the title under which it exploits and enforces the rights and claims entrusted to it;
 - c. to finance or otherwise support social and cultural activities to improve the social position of performers;
 - d. other means conducive to its purpose.
2. The foundation may take legal action in its own name in respect of the actions referred to in Paragraph 1, irrespective of the title on the basis of which it exploits and enforces the rights and claims entrusted to it, which expressly includes filing claims as referred to in Article 6:240 of the Dutch Civil Code.
3. In order to achieve its objective, the foundation is also authorised to work outside the Netherlands and to enter into agreements with international organisations in the field of intellectual

copyrights in general and neighbouring rights in particular.

Financial resources.

Article 5.

The foundation's income consists of:

- a. fees for services performed in connection with collection and distribution;
- b. returns on assets;
- c. voluntary contributions and donations;
- d. legacies and bequests, which are not accepted other than under the benefit of inventory;
- e. other income.

Notices and information.

Article 6.

1. Unless otherwise provided in these Articles of Association, regulations, and/or other decisions by the foundation, the following applies to announcements made to or by the foundation:
 - a. communications to the Executive Board or the Supervisory Board or the Distribution and Social-Cultural Committee must be in writing and addressed to the foundation offices;
 - b. communications from or on behalf of the Executive Board or the Supervisory Board or the Distribution and Social-Cultural Committee to affiliates must be in writing.
2. In cases where a deadline is mentioned in these Articles of Association, regulations and/or other decisions of the foundation, the date of dispatch, as indicated by the postmark, the delivery receipt of the post or the email or the date of receipt at the office of the foundation or the date of publication by the body of the foundation applies respectively.
3. Without prejudice to the provisions of this Article, affiliates will be enabled to communicate electronically with the foundation as far as possible.
4. The Executive Board will establish an information and decision-making protocol setting out how information will be shared between the various bodies of the foundation. The Executive Board may change the information and decision-making protocol. The adoption and amendment of the information and decision-making protocol requires the prior approval of the Supervisory Board.

Affiliates.

Article 7.

1. To implement, in particular, the provisions of Article 4, Paragraph 1 (b) of the Articles of Association, the foundation enters into exploitation agreements with performers in accordance with standard contracts approved for that purpose by the Supervisory Board. These contracts are subject to regulations to be adopted by the Supervisory Board and other relevant decisions to be taken by the various bodies.
2. An affiliated party is any performer, or the assignee(s) of one, who has entered into an exploitation agreement with the foundation in accordance with the provisions of Paragraph 1 provided that such exploitation agreement has not been terminated.

Termination of affiliate status.

Article 8.

1. Affiliate status ends when the exploitation agreement concluded with that affiliate terminates.
2. The Executive Board shall notify the loss of affiliate status in writing to the person concerned.

The Executive Board.

Article 9.

1. The foundation is governed by the Executive Board, consisting of one (1) director. Only natural persons can be a director of the foundation. The director cannot be a member of the Supervisory Board or the Distribution and Social-Cultural Committee.
2. The Supervisory Board prepares a profile for filling the Board seat, taking into account the nature of the organisation, its activities and desired expertise.
3. The director is appointed and suspended by the Supervisory Board. Vacancies must be filled as soon as possible.
4. The director shall be appointed for a maximum period of four (4) years and resigns by rotation, but no later than four (4) years after their appointment. A director retiring by rotation is eligible for immediate reappointment.
5. The remuneration and other terms of employment of the director are determined by the Supervisory Board, taking into account the provisions of the Standards for Remuneration Act (WNT), as it reads now or at any time in the future, or any law that may replace it.

Executive Board: duties and powers.

Article 10.

1. Subject to the limitations set by these Articles of Association, the Executive Board is in charge of running the foundation. It is responsible for the management and administration of the foundation. The Executive Board is responsible for achieving the foundation's objectives,

for the strategy, for the policy and for the resulting performance. In fulfilling its duties, the Executive Board focuses on the interests of the foundation and its affiliated company or organisation, weighing the interests of those involved in the foundation. The Executive Board is also responsible for compliance with all laws and regulations.

2. Further rules and regulations governing the duties, responsibilities and powers of the Executive Board are laid down in Board regulations. These regulations shall be adopted by the Executive Board, in accordance with Paragraph 5(g).
3. The Executive Board is authorised, but only with the prior written approval of the Supervisory Board, to decide to enter into agreements to acquire, dispose of, and encumber registered property.
4. The Executive Board is authorised, but only with the prior written approval of the Supervisory Board, to decide to enter into agreements whereby the foundation stands as guarantor, commits itself as joint and several debtor, gives a guarantee for a third party or provides security for a debt of a third party.
5. The following decisions of the Executive Board are subject to the prior approval of the Supervisory Board:
 - a. decisions regarding strategy, including the policy to achieve the statutory objectives;
 - b. decisions regarding funding of the strategy;
 - c. decisions regarding the provisions for managing the organisation's performance through an adequate risk management and control system;
 - d. decisions regarding the annual plan and associated budget;
 - e. decisions regarding the management report, the annual accounts and the transparency report referred to in Article 2 of the Supervision Act;
 - f. decisions regarding the amendment of the Articles of Association and dissolution of the foundation;
 - g. decisions regarding adopting or amending the Board regulations, internal regulations and the information and decision-making protocol;
 - h. decisions regarding investments, if and insofar as they are not provided for in the budget;
 - i. decisions regarding the multiannual policy plan;
 - j. decisions regarding the acquisition, disposal or encumbrance of registered property;

- k. decisions to enter into agreements in which the foundation stands as guarantor, commits itself as joint and several debtor, gives a guarantee for a third party or provides security for a debt of a third party;
 - l. decisions regarding entering into collection agreements that are of material significance to the affiliates or the foundation;
 - m. decisions regarding entering into or terminating long-standing or important partnerships;
 - n. decisions regarding mergers, the establishment of subsidiaries and the acquisition of shares or rights in other organisations;
 - o. decisions regarding borrowing and lending and loan collateral;
 - p. decisions regarding legal acts, other than those mentioned above, if the interest or value of those legal acts exceeds an amount determined by the Supervisory Board and communicated to the Executive Board;
 - q. decisions regarding the general policy for employee benefits;
 - r. decisions regarding the acceptance of additional positions by the director.
6. The Supervisory Board is also authorised to approve management decisions other than those mentioned in the previous paragraph. Such decisions should be clearly defined and communicated to the Executive Board in writing.

Executive Board: absence and inability to act.

Article 11.

In the event of the director's absence or inability to act, the person designated for this purpose by the Supervisory Board shall be temporarily in charge of the foundation's management until no later than the time when the director's absence or inability to act has ended. Such a person may not be a member of the Supervisory Board or a member of the Distribution and Social-Cultural Committee. The person appointed to carry out management tasks under these regulations in the absence or inability of the director shall be treated as a director for the purposes of these management tasks.

Executive Board: decision-making and conflicts of interest.

Article 12.

- 1. The director records all decisions in writing.
- 2. The director shall not participate in deliberations and decision-making if they have a direct or indirect personal interest therein that

conflicts with the interests of the foundation and its affiliated organisations. The decision will then be taken by the Supervisory Board.

Executive Board: termination.

Article 13.

The director will cease to hold their position:

- a. due to death;
- b. through the loss of control over their assets;
- c. through voluntary resignation (with thanks);
- d. through dismissal by the Supervisory Board;
- e. through resignation under Article 2:298 of the Dutch Civil Code.

Representation.

Article 14.

1. The foundation is represented by the director.
2. Appeals may be lodged against third parties against an action in violation of Article 10(3) and (4).
3. The Executive Board may grant power of attorney to third parties, to represent the foundation within the limits of that power of attorney.

Supervisory Board.

Article 15.

1. The foundation has a Supervisory Board. The task of the Supervisory Board is to supervise the policy and its implementation by the Executive Board and the general running of the foundation as well as to exercise those duties and powers assigned or granted to the Supervisory Board in these Articles of Association. The Supervisory Board intervenes when necessary and advises the Executive Board. When fulfilling its duties, the Supervisory Board focuses on the interests of the foundation and its affiliated company or organisation, weighing the interests of those involved in the foundation. The Supervisory Board is responsible for the quality of its own performance.
2. Without prejudice to the other provisions in these Articles of Association, the Supervisory Board shall decide on the following matters:
 - a. the general policy on the distribution of amounts due to rightsholders;
 - b. the general policy on undistributed amounts;
 - c. the general investment policy on rights revenue and any income arising from the investment of rights revenue;
 - d. the general policy on deductions from rights revenue and the use of funds derived from the investment of rights revenue;
 - e. the use of undistributed amounts;
 - f. the risk management policy;

3. The Supervisory Board sets out its activities, its general operating procedures, its accountability and its procedures concerning the composition, nomination, appointment and remuneration of its members in the Supervisory Board regulations to be adopted by the Supervisory Board, without prejudice to the following provisions of these Articles of Association.
4. The Supervisory Board consists of six (6) natural persons. Three of them are independent members: a chair, a financial expert member and another independent member.
5. A (former) director cannot be appointed to the Supervisory Board.
6. The Supervisory Board must draw up a profile for its size and composition, taking into account the nature of the organisation, its activities and the desired expertise, experience and diversity in the background of the Supervisory Board. The composition of the Supervisory Board should be designed to ensure that it can perform its duties properly.
7. Subject to the provisions in Paragraph 6, members of the Supervisory Board are appointed as follows:
 - a. three (3) members of the Supervisory Board are appointed by the Supervisory Board following a binding nomination by the interest organisations recognised under the Supervisory Board's recognition rules , which nomination shall otherwise be made with due observance of the relevant provisions of these recognition rules;
 - b. the three (3) independent members of the Supervisory Board, as referred to in Paragraph 4 of this Article, shall be appointed by the Supervisory Board.

Vacancies must be filled as soon as possible.

8. Whenever a binding nomination must be made in accordance with the provisions in (a) of the previous paragraph, the Supervisory Board will give the organisation concerned the opportunity to submit a nomination within three (3) months of the invitation being sent. Such a nomination is binding, provided it is submitted in good time, unless the Supervisory Board decides to withdraw its binding nature. This decision must be justified and must only be based on the Supervisory Board's reasonable expectation that the nominee does not meet the requirements in the profile and that the Supervisory Board would therefore not be properly composed. If the Supervisory Board decides to withdraw the binding nature of the nomination, the organisation concerned will be given another opportunity to submit a binding nomination.

If the organisation concerned does not submit a binding nomination within three (3) months, the Supervisory Board - subject to the provisions of Paragraph 6 - will be free to make the appointment.

9. A nomination for appointment shall state the candidate's age, profession, and the positions the candidate holds or has held insofar as these are relevant to the performance of the duties of a Supervisory Board member. Furthermore, it must be stated which legal entities the nominee is or was already associated with as a member of the Supervisory Board; if these include legal entities belonging to the same group, an indication of the group is sufficient. The nomination for (re)appointment must be supported by reasons. In the event of reappointment, the candidate's performance of their duties as a Supervisory Board member will be taken into account.
10. The Supervisory Board may suspend and dismiss a Supervisory Board member for neglect of their duties, for other serious reasons or due to significant changes in circumstances based on which their continued membership of the Supervisory Board cannot reasonably be expected of the foundation.
11. Supervisory Board members are appointed for a maximum period of four (4) years. Supervisory Board members shall resign according to a schedule to be drawn up by the Supervisory Board members. A member of the Supervisory Board who has resigned in accordance with the schedule can be reappointed immediately. A member of the Supervisory Board can be reappointed a maximum of one (1) time, on the understanding that the maximum term of office may not exceed eight (8) years.
After expiry of the aforementioned maximum term of office, a Supervisory Board member is not eligible for reappointment for life.
12. The chair and the financial expert member are appointed in office.
13. Members of the Supervisory Board cannot be part of the Executive Board or the Distribution and Social-Cultural Committee.
14. The Executive Board shall provide the Supervisory Board with any information necessary for the performance of its duties and powers in a timely manner, and shall also provide any member of the Supervisory Board with any information concerning the foundation's affairs that the Supervisory Board may require. The Supervisory Board is authorised at all times to inspect and have inspected all books, documents and other data carriers from the foundation.

The Supervisory Board periodically discusses the affairs of the foundation with the Executive Board. At least once a year, the Supervisory Board consults with the Executive Board on the strategy, general policy and financial status. This includes the budget, the financial statements and the administrative organisation systems and internal control used by the

Executive Board.

The Executive Board informs the Supervisory Board in writing at least once a year of the main points of the strategic policy, the general and financial risks and the management and control systems used.

15. The Supervisory Board may be assisted in the performance of its duties by one or more experts at the expense of the foundation.
16. A Supervisory Board member shall resign:
 - a. due to death;
 - b. through the loss of control over their assets;
 - c. through resignation, whether or not in accordance with the resignation schedule referred to in Paragraph 11;
 - d. by joining the Executive Board or the Distribution and Social-Cultural Committee;
 - e. through dismissal by the Supervisory Board;
17. The remuneration of each member of the Supervisory Board is determined by the Supervisory Board, taking into account the provisions of the Standards for Remuneration Act (WNT), as it currently applies or at any time in the future, or any law that may replace it.
18. If a member of the Supervisory Board is absent or unable to act, the remaining member or members of the Supervisory Board shall temporarily be in charge of supervision. In the event of the absence or inability of all members of the Supervisory Board, a new Supervisory Board shall be appointed by the interim injunction court of the district in which the foundation is registered, at the request of a resigning member of the Supervisory Board or the Executive Board.

A conflict of interest of a member of the Supervisory Board, as referred to in Article 17, Paragraph 6, shall be regarded as an inability to act.

Supervisory Board: meetings.

Article 16.

1. The Supervisory Board shall meet at least once (1) per quarter. The Supervisory Board invites the director to its meetings, unless the Supervisory Board decides that the director will not be present for a meeting or for part of a meeting. The Supervisory Board shall meet at least once (1) a year without the presence of the Executive Board.
2. Without prejudice to the provisions of the last sentence of the previous paragraph, the Supervisory Board shall evaluate its performance at least once (1) a year without the presence of the Executive Board and inform the Executive Board of the outcome. The Supervisory Board shall conduct at least one (1) evaluation discussion with the director every

two (2) years about the mutual performance of both bodies individually and in relation to each other.

3. Supervisory Board meetings shall be held, subject to the provisions of Paragraphs 1 and 2, when the Supervisory Board members convene the meeting. The Supervisory Board meetings are held in the Netherlands, in principle in the municipality where the foundation has its registered office. This will be specified in the meeting invitation.
4. Notice of a meeting shall be given in writing at least seven (7) days in advance, not including the day of the notice of the meeting and the meeting day itself. A notice of the meeting shall specify the matters to be discussed as well as the place and time of the meeting.
5. The chair will lead the meeting. In the event of the chair's absence or inability to attend, another independent member will lead the meeting. Minutes will be drawn up of all matters discussed in the meeting. The minutes are approved and signed by those who acted as chair and secretary during the meeting. The Supervisory Board ensures that the minutes are kept.
6. Board meetings may be held by members of the Supervisory Board meeting in person or by telephone, video conference or by other means of communication, whereby all participating members of the Supervisory Board are able to communicate with each other simultaneously. Attendance at a meeting held in this manner shall constitute being present at the meeting.

Supervisory Board: decision-making.

Article 17.

1. The Supervisory Board may only take decisions at a meeting if the majority of the serving members are present or represented.
A member of the Supervisory Board may be represented at a meeting by another Supervisory Board member after a written proxy has been issued, which is sufficient in the opinion of the chair of the meeting. A member of the Supervisory Board may only act as proxy for one other member of the Supervisory Board.
2. In the event that a majority of the Supervisory Board members in office are not present or represented at a meeting, a second meeting shall be convened, to be held no earlier than fourteen (14) days and no later than

twenty-eight (28) days (four weeks) after the first meeting. In this second meeting, regardless of the number of members present or represented, a decision can be taken on the topics that were on the agenda at the first meeting. When convening the second meeting, it must be stated that a decision can be taken, and the reason for this decision, regardless of the number of members of the Supervisory Board present or represented.

3. As long as all the serving Supervisory Board members are present at a meeting, valid resolutions may be passed on all matters raised, , regardless of whether the provisions of the Articles of Association for convening and holding meetings have been complied with.
4. The Supervisory Board may also take decisions in writing outside meetings, provided that none of the Supervisory Board members oppose this method of decision-making. A report of a decision taken shall be drawn up and kept with the minutes after being signed by the chair. A copy shall be given to all members of the Supervisory Board.
5. Each member of the Supervisory Board has the right to cast one vote. To the extent that these Articles of Association do not require a larger majority, decisions by the Supervisory Board are taken by a simple majority of the valid votes cast. In the event of a tie, the chair shall have a casting vote.
6. A member of the Supervisory Board must not participate in the deliberations and decision-making if they have a direct or indirect personal interest that conflicts with the interest of the foundation and its affiliated company or organisation. If this prevents the Supervisory Board from making a decision, the decision shall be taken by the Supervisory Board with a written record of the considerations underlying the decision.
7. All votes at a meeting shall be conducted orally, unless one or more members of the Supervisory Board request a written vote before the vote. Voting in writing shall be done by unsigned, sealed ballot papers.
8. Blank votes shall be considered as votes not cast.
9. In all disputes concerning votes, the chair of the meeting will decide.

Distribution and Social-Cultural Committee.

Article 18.

1. The foundation has a Distribution and Social-Cultural Committee consisting of five (5) or seven (7) natural persons to be determined by the Supervisory Board.
2. A (former) director cannot be appointed as a member of the Distribution and Social-Cultural Committee.
3. The Supervisory Board draws up a profile for the size and composition of the Distribution and Social-Cultural Committee, taking into account the nature of the organisation, its activities and the desired expertise.
4. Members of the Distribution and Social-Cultural Committee are appointed subject to the provisions of Paragraph 3 by the Distribution and Social-Cultural Committee on the binding nomination of the annual Meeting of Affiliates (free seats) or the interest organisation(s) approved by the Distribution and Social-Cultural recognition rules of the foundation (permanent seats), which nominations are made in accordance with the relevant provisions of those recognition rules.

Each time a binding nomination must be made in accordance with the provisions of the previous sentence, the Distribution and Social-Cultural Committee shall give the organisation concerned the opportunity to submit a nomination within three (3) months of the invitation being sent. If submitted in time, such a nomination is binding, unless the Distribution and Social-Cultural Committee decides to withdraw its binding nature. This decision must be supported by reasons and may only be based on the reasonable expectations of the Distribution and Social-Cultural Committee that the nominated person does not meet the requirements in the profile and that, as a result, the Distribution and Social-Cultural Committee would not be composed properly.

If the Distribution and Social-Cultural Committee decides to withdraw the binding nature of a nomination, the organisation concerned will be given another opportunity to make a binding nomination.

5. Nominations for appointment shall include the candidate's age, profession, and the positions they hold or have held insofar as these are relevant to the fulfilment of the duties of a member of the Distribution and Social-Cultural Committee. It must also specify which legal entities the nominee is or was associated with in a similar capacity; if these include legal entities belonging to the same group, an indication of the group is sufficient. The nomination for (re)appointment must be supported by reasons. Reappointment will take into account how the

candidate fulfilled their task as a member of the Distribution and Social-Cultural Committee.

6. Members of the Distribution and Social-Cultural Committee are appointed for a maximum period of four (4) years. Members of the Distribution and Social-Cultural Committee resign according to a resignation schedule to be drawn up by the Distribution and Social-Cultural Committee. A member of the Distribution and Social-Cultural Committee who resigns according to the roster may be reappointed immediately. A member of the Distribution and Social-Cultural Committee may be reappointed a maximum of one (1) time, on the understanding that the maximum term of office may not exceed eight (8) years.
7. Vacancies must be filled immediately. In the case of a vacancy for a seat for which the annual Meeting of Affiliates can make a binding nomination (a free seat), the vacancy shall be filled immediately after the next annual Meeting of Affiliates at which the binding nomination is made. If it concerns a vacancy for which the interest group(s) recognised under the Distribution and Social-Cultural recognition rules of the foundation can make a binding nomination (a permanent seat), the vacancy must be filled immediately after receipt of the relevant nomination.

In an interim vacancy – which for the purposes of this paragraph means a vacancy that arises for a reason other than resignation according to the resignation schedule referred to in the previous paragraph – for a free seat, may be temporarily filled by the Distribution and Social-Cultural Committee independently, whereby the person appointed in an interim vacancy remains in office until (at the latest) the time when the interim vacancy is finally filled in the manner stated in Paragraph 4.

In the event of an interim vacancy for a permanent seat, the recognised interest group that made the binding nomination for the permanent seat for which the vacancy has arisen shall be asked to temporarily fill the interim vacancy. If the relevant recognised interest group fails to do so within three (3) months of the occurrence of the interim vacancy, the Distribution and Social-Cultural Committee shall have independent authority to fill the interim vacancy.

8. A member of the Distribution and Social-Cultural Committee shall resign:
 - a. due to death;
 - b. through the loss of control over their assets;
 - c. through resignation, whether or not in accordance with the resignation schedule referred to in Paragraph 6;
 - d. by joining the Executive Board or Supervisory Board;

- e. through dismissal by the Supervisory Board or the annual Meeting of Affiliates.
- 9. The task of the Distribution and Social-Cultural Committee is to advise the Supervisory Board in its decision-making on the topics referred to in Article 19.
- 10. The Distribution and Social-Cultural Committee appoints a chair and a vice-chair from among its members.
- 11. The provisions of Article 15, Paragraph 17; Article 16, Paragraphs 3 to 5; and Article 17 shall apply mutatis mutandis to the Distribution and Social-Cultural Committee as far as possible.
- 12. The Executive Board shall provide the Distribution and Social-Cultural Committee with the information necessary for the performance of its duties and powers in a timely manner, as well as any information concerning the foundation's matters that it may reasonably require.
- 13. The duties, activities and working methods of the Distribution and Social-Cultural Committee may be laid down in the regulations of the Distribution and Social-Cultural Committee to be adopted by the Supervisory Board on the proposal of the Distribution and Social-Cultural Committee.
- 14. In the event of the absence or inability to act of a member of the Distribution and Social-Cultural Committee, the remaining members are temporarily in charge of the duties of the Distribution and Social-Cultural Committee. In the event of the absence or inability to act of all members, the Supervisory Board shall, in accordance with Paragraph 3, appoint three (3) people temporarily in charge of carrying out the tasks of the Distribution and Social-Cultural Committee.
- 15. The Distribution and Social-Cultural Committee evaluates its performance at least once (1) a year.

Distribution and Social-Cultural Committee rights advice.

Article 19.

- 1. If the Supervisory Board intends to decide on:
 - (i) the general policy with regard to the distribution of amounts due to rightsholders (distribution funds);
 - (ii) the general policy regarding the allocation of a share of the net proceeds from collection activities to be used for social, cultural and educational purposes (Social-Cultural funds) as well as the general policy regarding their use;
 - (iii) the general policy on the use of and deductions from funds derived from the investment of rights revenue;
 - (iv) the general policy on undistributed amounts;
 - (v) the general policy regarding collection,

the Supervisory Board shall request advice on this matter from the Distribution and Social-Cultural Committee at such time the Distribution and Social-Cultural Committee is given reasonable time to provide the requested advice. In reaching a decision on these subjects, the Supervisory Board may depart from the advice of the Distribution and Social-Cultural Committee if the Supervisory Board is of the opinion that such departure is in the substantial interests of the foundation and if it states its reasons and informs the Distribution and Social-Cultural Committee.

2. If the Supervisory Board intends to decide on:
 - (i) adopting or amending the regulations for the Distribution and Social-Cultural Committee;
 - (ii) establishing or amending an information and decision-making protocol for the Supervisory Board;
 - (iii) the evaluation of the Executive Board;
 - (iv) the evaluation of the Supervisory Board;
 - (v) entering into mergers and joint ventures, establishing subsidiaries, acquiring other organisations and acquiring shares or rights in other organisations,

the Supervisory Board shall seek the advice of the Distribution and Social-Cultural Committee at such time as to give the Distribution and Social-Cultural Committee reasonable time to give that requested advice.

Annual Meeting of Affiliates.

Article 20.

1. The foundation has an annual Meeting of Affiliates. The annual Meeting of Affiliates is accessible to all affiliates, all members of the Supervisory Board, the director, employees referred to in Article 23 as well as to those who are invited to attend by the Executive Board.
2. The annual Meeting of Affiliates shall be held once a year, no later than 30 June, at which:
 - a. the Executive Board explains the policy pursued;
 - b. the Supervisory Board explains how the supervision is carried out;
 - c. affiliates have an accessible way to engage in dialogue with the Executive Board and the Supervisory Board, express opinions and have their say;
 - d. the members of the Distribution and Social-Cultural Committee are appointed, in accordance with the provisions of Article 18.

3. All those with the right to attend the annual Meeting of Affiliates shall be given written notice to that effect by the Executive Board with at least twenty-eight (28) days' notice.
4. In addition, a minimum of ten (10) affiliates may collectively put items on the agenda of the relevant annual Meeting of Affiliates as part of the dialogue with the Executive Board and the Supervisory Board as referred to in Paragraph 2(c).
5. The annual Meeting of Affiliates provides its own management.
6. Decisions made at the annual Meeting of Affiliates are taken by a simple majority of the votes cast. Blank and invalid votes are deemed not to have been cast.
7. Affiliates have one (1) vote each at the annual Meeting of Affiliates.
8. If an affiliate is unable to attend the meeting, they may be represented at the meeting exclusively by another affiliate, who may accept only one proxy.
9. The annual Meeting of Affiliates may be held in person or by telephone, video conference or through other means of communication, where all participating affiliates are able to communicate with each other simultaneously. Attendance at a meeting held in this manner shall constitute being present at the meeting.

Distribution regulations.

Article 21.

1. The distribution regulations include the method of distribution of the distribution funds.
2. The Supervisory Board shall adopt the distribution regulations, subject to the provisions of Paragraph 4 of this article.
3. Without prejudice to the provisions of Article 19, the Supervisory Board is authorised to stipulate in the distribution regulations that part of the net proceeds, or that certain net proceeds, will be used for social, cultural and educational purposes for the benefit of the relevant rightsholders. The Supervisory Board may indicate how these expenditures will take place and/or to which body or organisation this task will be assigned.
4. Before coming into force, distribution regulations, or amendments thereto, require the approval of the Copyright and Neighbouring Rights Collective Management Organizations Control Board (CvTA). A copy of the adopted distribution regulations will be sent to the CvTA.

Complaints, comments and disputes and other regulations.

Article 22.

1. The Executive Board shall make the procedures for effective and timely handling of complaints and disputes available in a comment, complaint and dispute resolution regulation.
These regulations will stipulate that the Executive Board will answer complaints in writing and assess disputes in writing. In the event that the Executive Board rejects a complaint or dispute, the rejection will be justified.
These regulations shall be adopted in accordance with the provisions of Paragraph 2.
2. Insofar as these Articles of Association do not instruct another body to do so, the Executive Board may submit one or more other regulations for approval by the Supervisory Board, which cover topics that require further regulation in the opinion of the Executive Board. The Supervisory Board shall adopt the relevant regulations.
3. Notwithstanding the provisions of Paragraph 2, the Distribution and Social-Cultural Committee may submit the foundation's recognition rules to the Supervisory Board for approval. These set out the ways in which interest groups are recognised by the foundation and are enabled to make nominations for seats in the Distribution and Social-Cultural Committee.
The Supervisory Board adopts the Distribution and Social-Cultural Committee recognition rules.
4. The Supervisory Board shall adopt the Supervisory Board's recognition rules, setting out the manner in which interest groups are recognised by the foundation and are enabled to make nominations for seats on the Supervisory Board.
5. The Supervisory Board shall adopt the regulations for the avoidance of conflicts of interest, which sets out the manner in which conflicts of interest of the director, members of the Supervisory Board and members of the Distribution and Social-Cultural Committee are dealt with.
6. The regulations may not conflict with the law or these Articles of Association.
7. Regulations adopted in accordance with the provisions of Paragraph 2 may be amended or terminated subject to the provisions of Paragraph 2.

Office.

Article 23.

1. The foundation has an office under the management of the Executive Board.
2. The Executive Board may grant authority to the manager(s) appointed by the Executive Board to represent the foundation in and out of court, with the Executive Board determining the limits of such authority.

Financial year and annual accounts

Article 24.

1. The foundation's financial year is the same as the calendar year.
2. The Executive Board is obliged to keep records of the foundation's assets and everything relating to the activities of the foundation, in accordance with the requirements arising from these activities, and to keep the associated books, documents and other data carriers in such a way that the rights and obligations of the foundation can be identified at all times.
3. The Executive Board is obliged to prepare annual financial statements and a management report annually within six (6) months of the end of the financial year and submit them on paper to the Supervisory Board for approval. Before granting its approval, the Supervisory Board shall instruct the Executive Board to have the annual accounts and the management report examined by a chartered accountant, a certified accountant administration consultant or another expert under Article 2:393 of the Dutch Civil Code designated by the Supervisory Board. The CvTA is informed of the appointment of this expert. This expert shall report on their investigation to the Supervisory Board and express the result of the investigation in a statement concerning the accuracy of the documents referred to in the previous paragraph. They will inform the Executive Board of their report.

The Executive Board adopts the financial statements with respect to the above provisions.

4. The Executive Board is obliged to prepare an annual transparency report within eight (8) months after the end of the financial year, as referred to in Article 2 of the Supervision Act of that financial year, of which the financial statements and the Executive Board report form part. The transparency report must be published on the foundation's website.
5. The Supervisory Board is authorised to discharge the director from liability for their management, insofar as this is apparent from the documents adopted or otherwise disclosed to them.
6. The Executive Board is obliged to keep books, documents and other data carriers referred to in the preceding paragraphs for seven (7) years.
7. The information placed on a data carrier, except the balance sheet and statement of income and expenditure prepared on paper, may be transferred to and stored on a different data carrier provided that the transfer is made with the correct and complete reproduction of the information and this information is available during the entire storage period and can be made readable within a reasonable time.

8. The Executive Board submits an annual plan and the corresponding budget for the next financial year to the Supervisory Board before 1 December each year. The annual plan and the associated budget require the approval of the Supervisory Board. The Executive Board shall adopt the annual plan and the associated budget in accordance with the above provisions.

Amendment to Articles of Association.

Article 25.

1. The Executive Board is authorised, after prior approval of the Supervisory Board, to decide on amendments to these Articles of Association.
A decision to approve by the Supervisory Board may only be taken by a majority of at least four/fifths (4/5^{ths}) of the votes cast.
2. An amendment to the Articles of Association only takes effect after a notary deed has been drawn up. Each director is authorised to have this deed drawn up and signed.
3. Before entering into force, any amendment to the Articles of Association requires the approval of the CvTA.

Dissolution.

Article 26.

1. The Executive Board is authorised to dissolve the foundation, but only with the prior approval of the Supervisory Board.
2. The provisions of Article 25, Paragraph 1 shall apply mutatis mutandis to the Supervisory Board's decision to approve.
3. The foundation shall continue to exist after its dissolution if and insofar as this is necessary for the liquidation of its affairs.
4. In the event of a resolution to dissolve, the director acts as liquidator, under the supervision of the Supervisory Board. During liquidation, the provisions of these Articles of Association shall remain in force insofar as possible.
5. The Executive Board, with the approval of the Supervisory Board, shall decide how the foundation's assets remaining after payment of all debts shall be used, provided that the balance shall be allocated for a purpose as close as possible to the foundation's purpose.
6. The books, records and other data carriers of the foundation shall remain in the custody of the person or institution designated for that purpose by the Executive Board for a period of seven (7) years after the liquidation.
7. Before coming into force, a decision to dissolve the foundation requires the approval of the CvTA.

General provisions.

Article 27.

1. The Executive Board has all powers not conferred to other bodies by law or these Articles of Association.
2. In all cases not provided for by the Articles of Association or by law, the Executive Board's decision shall be final.

This is an English translation of NORMA's Articles of Association. In the event of discrepancies between the two versions, the Dutch version shall prevail.