

ESTONIAN AUTHORS' SOCIETY STATUTES

1. GENERAL PROVISIONS

1.1. Estonian Authors' Society or Eesti Autorite Ühing (hereinafter EAÜ) is a non-profit public organisation, based on voluntary accession of the authors (and of the rightsholders of the authors) of literary, artistic and musical works. The objective of EAÜ is to exercise the authors' and their rightsholders' copyright. EAÜ is a collective management organisation of the copyright holders.

1.2. EAÜ is the legal successor of the Estonian Authors' Protection Union (Eesti Autorikaitse Ühing), established in 1932.

1.3. In its activities EAÜ is guided by the legislation of the Republic of Estonia, international agreements of the Republic of Estonia, laws of the European Union, international copyright conventions, these statutes and by the decisions of the General Meeting, Audit Committee and Board of EAÜ.

1.4. EAÜ is a legal person. The address of the office of EAÜ is Lille 13, Tallinn 10614, Estonia.

1.5. EAÜ is responsible for performing its obligations with all its assets, being subject to judicial claim for payment. EAÜ is not responsible for its members' obligations and the members are not responsible for the obligations of EAÜ.

1.6. EAÜ may join other societies, unions, pools and other associations, retaining at the same time its independence and the rights of legal person.

1.7. EAÜ, using its own resources and in order to perform its objectives, may establish independent legal persons, remaining their member, stakeholder or shareholder, or participate in establishing such legal persons.

1.8. EAÜ may establish necessary trust funds for the authors' creative and vital interests and to introduce the works of the Estonian authors in foreign countries.

1.9. EAÜ, in accordance with the agreements concluded, cooperates with other organisations, including international organisations and organisations abroad.

2. TASKS OF EAÜ

2.1. EAÜ, to achieve its objectives:

2.1.1. represents the authors in exercising their rights, which the authors or their rightsholders have transferred to EAÜ on the basis of agreement, or which EAÜ is entitled to exercise on the basis of legislation;

2.1.2. concludes agreements with the users of the copyright-protected works for the use of these works on terms as favourable as possible for the authors and their rightsholders;

2.1.3. concludes agreements on reciprocal representation of interests with copyright organisations in foreign countries;

2.1.4. collects and distributes royalties to the members of EAÜ and to the authors of foreign countries for the use of their works;

2.1.5. represents its members, as well as the persons who, on the basis of agreement or law, are not members of EAÜ but clients, in court, state institutions and in other organisations with regard to copyright issues;

2.1.6. protects rightsholders' rights, that are collectively exercised by collective management organisations, including in courts and other institutions;

2.1.7. introduces Estonian authors' literary, artistic and musical works abroad;

2.1.8. drafts proposals for the improvement of the Copyright Act of the Republic of Estonia and the practice of its application;

2.1.9. promotes other activities to ensure the authors' joint interests concerning creativity and vital needs.

3. MEMBERS OF EAÜ, THEIR RIGHTS AND OBLIGATIONS

3.1. The members of EAÜ may be:

3.1.1. authors of Copyright-protected works, who are at least 7 years old, and who have at least one published work;

3.1.2. publishers whose main activity is music publishing and who own copyrights on the basis of a disposal transaction concluded with the authors or their heirs;

3.1.3. heirs of the authors. If the deceased author has several heirs, the heirs must agree among themselves who they will authorise to become a member of EAÜ.

3.2. An applicant for EAÜ membership submits an application to the Board of EAÜ. The application bears either a hand-written or digital signature of the applicant. The Board makes a decision on the approval of the applicant at the following meeting upon the receipt of the application. Unless otherwise specified by the Board, the membership is considered to begin from the day the application was submitted.

3.3. A membership agreement, either fixed-term or for indefinite duration, is concluded with the EAÜ member.

3.4. Each member has one vote at the General Meeting. Each member of EAÜ has a right to vote on behalf of one absent member on the basis of appropriate power of attorney. The power of attorney is registered by the Board.

3.5. Membership ends:

3.5.1. on the member's death;

3.5.2. on the liquidation of the legal person;

3.5.3. when a member resigns on a voluntary basis upon submitting a letter of resignation;

3.5.4. when a member is expelled by the decision of the Board, in case the member's activities are not in line with principles and statutes of EAÜ.

3.6. The author's rights to be managed by EAÜ and works or categories of works the copyright related issues of which EAÜ manages, are determined by an agreement concluded between the member and EAÜ.

3.7. A member of EAÜ has no right to permit or prohibit the use of his or her works by himself or herself at the time when the right of use of his or her works is managed by EAÜ, either according to agreement or law, with the exception of the cases prescribed either in law or by EAÜ.

3.8. A member of EAÜ, without an appropriate written permission by EAÜ, is not allowed to be a member of any other collective management organisation, that exercises the same rights.

3.9. A member of EAÜ is entitled to:

3.9.1. elect members of the Board or Audit Committee as well as be elected to the Board or Audit Committee;

3.9.2. propose matters for discussion to the General Meeting and the Board, make recommendations for better management of activities of EAÜ and be involved in working groups of EAÜ;

3.9.3. initiate, if necessary, convening of the Extraordinary General Meeting;

3.9.4. be informed by the General Meeting and the Board about issues concerning activities of EAÜ;

3.9.5. obtain general information concerning calculation and distribution of royalties, as well as data concerning royalties received by him or her, and information on the use of works related to him or her;

3.9.6. obtain copyright related consultation with regard to collective management of authors' rights by EAÜ;

3.9.7. receive payment for the use of works in accordance with the agreement between EAÜ and the user of works;

3.9.8. make complaints to the General Meeting about the activities of the Board and Audit Committee;

3.9.9. withdraw from EAÜ.

3.10. A member of EAÜ is obliged to:

3.10.1. follow these statutes and implement decisions (made pursuant to law and statutes of EAÜ) of the General Meeting, Audit Committee and Board of EAÜ;

3.10.2. implement agreements and contracts concluded by EAÜ with other organisations.

3.11. A member of EAÜ is obliged to register all the existing and new works in the form prescribed by EAÜ.

3.12. A member of EAÜ, in order to withdraw from EAÜ, submits a written application to the Board.

3.13. If a member of EAÜ fails to fulfil obligations under these statutes, or a member's actions are harmful to interests or joint activities of EAÜ, and a member, regardless of the warning by the Board or General Meeting of EAÜ, does not take measures to rectify these errors, the Board can expel this member from EAÜ. The member to be expelled must be notified of the expulsion decision in writing within 10 days after the adoption of the Board's decision. The member has a right to demand that General Meeting could decide on his or her expulsion.

3.14. In case a member has royalties to receive for the use of his or her works when the usage took place before the member's withdrawal or expulsion, rights and obligations, resulting from these statutes, membership agreement or a document confirmed on the basis of these statutes regarding to distribution of royalties also apply after the withdrawal or expulsion of the member.

3.15. member withdrawn or expelled from EAÜ has no right to EAÜ's assets.

3'. CLIENTS OF EAÜ, THEIR RIGHTS AND OBLIGATIONS

3'.1. The clients of EAÜ may be the heirs of the authors, as well as publishers who do not meet the requirements for membership, but who wish to exercise the copyright belonging to them through EAÜ.

3'.2. Acceptance as a client shall be decided by the Board at the meeting following the receipt of the application, whereas the day of becoming a client shall be deemed to be the day of submission of the application, unless otherwise determined by the decision of the Board.

3'.3. A fixed-term or open-ended client contract is concluded with the client of EAÜ.

3'.4. The client of EAÜ has the same rights and obligations as a member of EAÜ, except for the right to participate and vote at the General Meeting, to be elected to the Board or as a member of the Audit Committee, and other rights that are feasible only through the General Meeting.

4. MANAGEMENT OF EAÜ

4.1. The highest management body of EAÜ is the General Meeting of its members.

4.2. An Ordinary General Meeting is convened by the Board at least once a year for the approval of Annual Report and Budget, for holding elections and for discussion and decision of other issues on the agenda.

4.3. Extraordinary General Meetings are convened by the Board on its own initiative when necessary, on request of the Audit Committee or when at least one tenth of the members so request from the Board in writing. The request for an Extraordinary General Meeting must also include the item the discussion of which is required.

4.4. The items to be covered at the General Meeting are presented by the Board. The members of EAÜ are entitled to supplement the agenda in the manner prescribed by law.

4.5. In order to convene the General Meeting, the Board uploads an appropriate notice on its website at least two weeks before the meeting. The notice includes the time, venue and agenda of the meeting, and the place where the documents, concerning the items to be covered, can be consulted. The Board can inform the members about the General Meeting also by sending to each member an appropriate notice in a format which can be reproduced in writing.

4.6. The General Meeting has a quorum, regardless of the number of participants.

4.7. The meeting is chaired by the chairman of the EAÜ's Board, in his/her absence by one of the Board members, in the absence of the latter by a member of EAÜ, chosen by the General Meeting. The minutes are taken by the person designated for this purpose either by the Board or by the General Meeting.

4.8. General Meeting of EAÜ:

4.8.1. adopts and makes amendments and upgrades in the statutes of EAÜ and in other basic documents regulating the activities of EAÜ;

4.8.2. provides instructions how to distribute the amounts receivable by rightsholders, how to use non-distributable amounts, how to invest income received from the use of rights and of any income received from investing such income, how to make deductions from any income received from the use of rights and from investing the income received from the use of rights, and provides instructions also for setting guidelines on risk management;

4.8.3. gives its consent, upon the request of the Board or Audit Committee, to the disposal of the immovable property or to the activities necessary to encumber the property;

4.8.4. gives its consent, upon the request of the Board or Audit Committee, to the conclusion of loan agreement or to activities related to giving collaterals;

4.8.5. determines EAÜ's main areas of action;

4.8.6. approves membership regulations of EAÜ;

4.8.7. approves financial report, budget and report of the Audit Committee of EAÜ, as well as transparency report and other reports, the approval of which is within the competence of the General Meeting according to law;

4.8.8. approves the amount of the commission fee from the royalties to be collected and paid out via EAÜ;

4.8.9. elects for 3 years the Board, consisting of 5-9 members. One person may be a member of the Board for a maximum of two consecutive terms;

4.8.10. determines the number of the members of the Audit Committee, and elects for 3 years the members of the Audit Committee;

4.8.11. decides upon a member's expulsion from EAÜ on the members' request;

4.8.12. examines and makes decisions concerning other issues resulting from these statutes.

4.9. All the decisions at the General Meeting are made by simple majority of votes, unless otherwise prescribed by law.

4.10. The Board is convened by the Chairman of the Board as often as necessary, but not less than three times a year.

4.11. The Chairman of the Board is obliged to convene an Extraordinary Meeting of the Board of EAÜ, in case one third of the Board members, Audit Committee or one third of the members of EAÜ so request in writing within two weeks upon the receipt of such request.

4.12. Time of the Board meeting of EAÜ, venue and items to be covered are notified to the members of the Board at least 5 days before the meeting.

4.13. The Board has a quorum in case at least $\frac{1}{2}$ (half) of its members participate, including the Chairman

4.14. Board of EAÜ:

4.14.1. elects the Chairman of the Board from the members of the Board;

4.14.2. decides membership items of EAÜ;

- 4.14.3.** makes a proposal to the General Meeting to approve the financial report and the budget for the next year;
- 4.14.4.** employs the Managing Director and sets his or her salary;
- 4.14.5.** approves the composition of the staff and salaries on the Managing Director's proposal;
- 4.14.6.** determines the duties and powers of the Managing Director;
- 4.14.7.** decides on convening Ordinary and Extraordinary General Meetings of EAÜ and defines items to be covered at the General Meeting;
- 4.14.8.** sets up working groups for specific tasks, if necessary;
- 4.14.9.** decides on joining other societies, unions, pools and associations, as well as on establishing necessary trust funds and legal persons to exercise its objectives;
- 4.14.10.** decides, arising from these statutes of EAÜ, other issues that are not in the area of competence of the General Meeting or Audit Committee;
- 4.15.** Decisions of the Board are adopted by a simple majority of the votes. In case of an equality of votes, the Chairman of the Board has decisive vote.
- 4.16.** Technical service of the Board's work is provided by the EAÜ Office.
- 4.17.** EAÜ's activities are directly carried out by the EAÜ Office, run by the Managing Director.
- 4.18.** Managing Director of EAÜ:
- 4.18.1.** organises the work of EAÜ Office;
- 4.18.2.** represents EAÜ in state and local authorities, in institutions, enterprises and organisations and in court;
- 4.18.3.** prepares draft budget and commands financial resources of EAÜ;
- 4.18.4.** employs and dismisses paid staff members of EAÜ;
- 4.18.5.** concludes agreements and contracts and issues powers of attorney;
- 4.18.6.** organises the implementation of decisions of the General Meeting and the Board;
- 4.18.7.** concludes agreements on reciprocal representation of interests with other copyright organisations.
- 4.19.** Surveillance function concerning the activities of EAÜ is carried out by the Audit Committee, the work of which is based on the statutes of EAÜ. The Audit Committee reports on its work to the General Meeting; during the time between the meetings, the Committee presents its opinions and proposals for the improvement of EAÜ's activities to the Board.
- 4.20.** The meetings of the Audit Committee are convened by the Chairman of the Committee not less than once a year.
- 4.21.** Audit Committee:

4.21.1. controls and monitors the Board's compliance with the legislation, implementation of the statutes, and the decisions of the General Meeting and the Board;

4.21.2. revises financial and economic activity and administrative procedures of EAÜ;

4.21.3. controls the existence of assets and measures taken to ensure their existence;

4.21.4. gives its consent to the disposal of the immovable property or to the activities necessary to encumber the property;

4.21.5. gives its consent to the conclusion of loan agreement or to activities related to giving collaterals;

4.22. The Audit Committee has a right to make a proposal to the General Meeting that, concerning the issues referred to in 4.21.4 and in 4.21.5, the decision would be made by the General Meeting. In case the Board does not agree to the decision of the Audit Committee in relation to the issues in 4.21.4 and 4.21.5, the Board has a right to apply to the General Meeting for the settlement of this matter

5. FINANCIAL- ECONOMIC ACTIVITY OF EAÜ

5.1. Resources necessary for EAÜ's activities come from:

5.1.1. commission fees from royalties to be collected and distributed via EAÜ;

5.1.2. gifts, donations, inheritances;

5.1.3. fees for the performance of tasks assigned by authors, their legal successors and other persons;

5.1.4. other allocations in accordance with law or agreements;

5.2. EAÜ has a right to hold any assets necessary to perform its statutory tasks.

5.3. Spending financial resources of EAÜ is carried out in accordance with the budget approved by the General Meeting.

5.4. Financial year of EAÜ coincides with the calendar year.

6. REORGANISATION AND LIQUIDATION OF EAÜ

6.1. EAÜ is reorganised (by joining, merger, division, separation or transformation) or liquidated by the General Meeting upon the decision of at least 2/3 (two thirds) of its members.

6.2. In case of the liquidation of EAÜ, the General Meeting forms a Liquidation Committee the task of which is to settle the issues related to the distribution of assets in accordance with the guidelines of the General Meeting.

Estonian Authors' Society was established in 1932 and restored on 8 October, 1991.

This redaction of the statutes of Estonian Authors' Society was adopted at the General Meeting on 12 April, 2017.

At the General Meeting of Estonian Authors' Society on 08 May 2023 additions and changes have been made to the statutes.

