



International Artist Organisation IAO

RULES OF PROCEDURE

Adopted by the General Assembly of December 4th 2014. Amended by the General Assembly of June 2nd 2016 and the General Assembly of June 18th 2018.

CONTENTS:

- Art. 1 - Purpose and composition
- Art. 2 – Membership
- Art. 3 – Resignation/suspension/exclusion of membership, dissolution of a member
- Art. 4 – Annual Contribution
- Art. 5 – General Assembly
- Art. 6 – Extraordinary General Assembly
- Art. 7 – Powers of General Assembly and Extraordinary General Assembly, proxies
- Art. 8 – Board of Directors
- Art. 9 - Bureau

ARTICLE 1 - PURPOSE AND COMPOSITION

The purpose and composition of the Association is defined in the Bylaws.

ARTICLE 2 - MEMBERSHIP

Any organization (hereinafter "Applicant") specifically representing Featured Artists is eligible to apply for Membership of the Association. Individuals may not become members of the Association.

Applicants representing other music stakeholders in addition to Featured Artists may only be accepted subject to the Board of Directors being satisfied that the applicant is committed to the purpose of the Association, as stated in the Bylaws.

Application for Membership shall be submitted to the Bureau, which will in turn present the application to the Board of Directors for a decision over its approval. The question as to each applicant's eligibility for Membership will be at the Board of Directors' sole discretion.



The Applicant will be informed by the Bureau of any Membership decisions made by the Board. The Applicant will be required to pay their Annual Contribution to the Association within 28 days of notification of the Board's approval of their Membership and delivery of an invoice. Unless the Board decides otherwise the amount of the Annual Contribution is due in full regardless of the date of the Membership.

There may be more than one Member from a certain country. However, there may not be more than one Director and Deputy from each country.

The Members are individually responsible for notifying the Association of any possible conflict of interest of its representatives or when representing any groups or interests other than featured artists. Where the Board of Directors deems a conflict of interest to be problematic, the Board - after informing the Member about its concerns - may take action, such as the exclusion of conflicted Directors from specific debates and/or decisions. The Member is responsible for keeping any information that may be in conflict of interest strictly confidential towards any section or individuals of the Member being in personal conflict or representing such other groups of interest. The final decision if the Members' measures are sufficient to participate in a possibly conflicted debate is with the Board.

ARTICLE 3 – RESIGNATION/SUSPENSION/EXCLUSION OF MEMBERSHIP, DISSOLUTION OF A MEMBER

3.1. Resignation of membership

Any Member wishing to resign from the Association must notify the Bureau in writing. The effective date of resignation shall be the date of receipt of the letter by the Association.

3.2. Suspension / Exclusion of membership

Any Member acting against the interests of the Association or in contravention of its Rules of procedure or Bylaws may be suspended for a period of time, or excluded permanently from the Association at the discretion of the Board of Directors.

The Board of Directors may be petitioned by any Member to sanction another Member of the Association by suspension or exclusion from the Association, however the Board's decision to consider such sanctions is at its sole discretion.

The following examples could constitute grounds for Member sanction by the Board:



- a. Serious or repeated violation of the Bylaws, Rules of procedure and/or the Charter of the Association,
- b. Any act, behaviour or action that prejudices directly or indirectly the interests of the Association, its activities, its image and/or reputation.
- c. Circumstances in which a Member no longer fulfils its obligations to the Association, such as the non-payment of Annual Contributions.

Any Member under consideration of sanction by the Board will be informed in writing, stating the Board's intention to consider such sanction along with the reasons for the potential sanction. The letter will be sent to the Member at the latest on the same day, when the Bureau sends the notice to convene the Board of Directors for the meeting in which the decision to sanction the Member will be taken.

Any Member can access its Membership file (including any exhibits or documents underlying the request for exclusion) at the Bureau of the Association, subject to agreeing an appropriate date and time with the Bureau. Alternatively, and where possible, files and records may be copied and shared via e-mail.

When the Board meets to discuss the potential sanction of a Member, the Board may request the attendance of that Member at the meeting, in which case that Member should be given at least a week's notice of such invitation.

Any sanctioned Member may appeal the Board's decision before the General Assembly. Excluded Members may only be present during the part of the General Assembly discussing the issue of exclusion.

3.3. Dissolution of a Member

In case of dissolution of a Member, or in the event that a Member shall go into liquidation, or shall go into bankruptcy or make an assignment for the benefit of creditors or enter into any agreement with creditors, or any insolvency or winding up proceeding shall be commenced by or against the Member, then and in any of such events the legatees and/or liquidators are not entitled to continue the Membership in the Association. The Board of Directors may suspend or exclude the Member. The suspended or excluded Member may appeal the decision before the General Assembly.

Suspended or excluded Members may only access a part of the General Assembly discussing the issue of exclusion, but may participate as normal if the General Assembly decides to repeal the suspension or exclusion.

ARTICLE 4 - ANNUAL CONTRIBUTION

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The Membership of the Association is only valid on receipt of Members' annual contributions. The amount of the annual contribution is set by the Board of Directors.

The Bureau is responsible for invoicing the Members.

All annual contributions made to the Association are non-refundable and cannot be reimbursed in whole or in part for any reason including but not limited to Member resignation, expulsion or the dissolution of a Member organization during any year.

ARTICLE 5 - ORDINARY GENERAL ASSEMBLY

5.1. Composition

The General Assembly is composed of the delegates of the Members of the Association.

5.2. Meeting and convocation of the General Assembly

The General Assembly meets at least once a year in ordinary session. The Board of Directors shall set the date and place of the General Assembly at least three months before the General Assembly. The Bureau shall notify the Members of the date of the General Assembly directly after the decision of the Board of Directors.

The Agenda for the General Assembly is determined by the Bureau. Any Member can add items to the Agenda, by writing to the Bureau at least two months before the date of the General Assembly. Additional items may be raised during the General Assembly under "Any Other Business" for discussion, but not for decisions.

The Bureau shall send the notice convening the meeting to the Members by e-mail. The convening notice is to be sent at least one month before the meeting and includes the place, the date, the time, the Agenda of the meeting and all relevant documents.

The General Assembly is chaired by a person elected by the General Assembly.

The attendance of the delegates is noted in the Minutes of the General Assembly. The General Assembly is authorised to decide about electronic participation at the General Assembly. Guests with specific skills or knowledge can attend a General Assembly in part or in full by invitation of the Bureau or the Board of Directors.

5.3. Decisions and quorum

The General Assembly cannot make decisions unless one half of the Members of the Association are present or represented. Decisions are made by a simple majority of votes cast by Members present or represented.



Each Member can send any number of delegates, but each country only has one vote. If there are multiple members from one country, all Members from that country must agree amongst themselves upon the delegate, who will cast a vote for and on behalf of that country.

5.4. Minutes of the General Assembly

The minutes of the General Assembly are taken by a delegate elected by the General Assembly, and shall be accepted by the chair of the meeting.

The Minutes of the General Assembly shall be circulated to the Members within fourteen days after the General Assembly. Any comments must be sent to the Bureau within four weeks upon receiving the Minutes. The Bureau comments or amends the Minutes at its discretion, together with the chair. If the Bureau finds that the Minutes do not reflect the decisions made, it may take necessary actions to remedy that.

A register of the Minutes shall be kept by the Bureau.

ARTICLE 6 – EXTRAORDINARY GENERAL ASSEMBLY

The General Assembly may be convened in Extraordinary Form at the request of the Board of Directors, or by no less than four Members of the Association. A written request stating the reason for the meeting and enclosing all the relevant documents shall be addressed to the Bureau.

In the event of such a written request, the Board of Directors shall promptly set the date and the agenda of the Extraordinary General Assembly. The Bureau shall convene the Extraordinary General Assembly, giving at least one month's notice, and providing the agenda and all relevant documents for the meeting. The convening notice has to be sent to all the Members of the Association.

The Extraordinary General Assembly may be held electronically. The Extraordinary General Assembly is authorised to decide about electronic participation at the Extraordinary General Assembly.

The Extraordinary General Assembly cannot make decisions unless two thirds of the Members of the Association are present or represented. Decisions are made by a two thirds majority.

The same or similar reason may not be used to convene the Extraordinary General Assembly more than once in the same year.



The minutes of the Extraordinary General Assembly are taken by a delegate and shall be accepted by the chair of the meeting.

The Minutes of the Extraordinary General Assembly shall be circulated to the Members within fourteen days after the Extraordinary General Assembly. Any comments must be sent to the Bureau within four weeks upon receiving the Minutes, who comments or amends the Minutes at its discretion, together with the chair. If the Bureau finds that the Minutes do not reflect the decisions made, it may take necessary actions to remedy that.

A register of the Minutes shall be kept by the Bureau.

ARTICLE 7 - POWERS OF ORDINARY AND EXTRAORDINARY GENERAL ASSEMBLY, PROXIES

7.1. Powers of the General Assembly

The following matters are decided solely by the General Assembly:

- Approval of the annual report;
- Approval of the budget and annual accounts;
- Election and cessation of Directors and Deputies, and if applicable of the auditors;
- Changing the Rules of procedure for matters within its jurisdiction;
- Membership of the Association to an organization.

7.2. Powers of the Extraordinary General Assembly

The following matters are decided solely by the Extraordinary General Assembly:

- Modification of the bylaws;
- Any change to the name of the Association;
- Any merger of the Association with another organization;
- The dissolution of the Association.

7.3. Proxies

A Member may be represented by another Member by proxy. The number of proxies that a Member may hold in a General Assembly or an Extraordinary General Assembly is limited to two.

To be valid, the proxy must be in writing and signed on behalf of the Member.

ARTICLE 8 - BOARD OF DIRECTORS

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8.1. Composition and appointment

The Association is governed by a Board of Directors. Each Member of the Association may nominate a Director and a Deputy to the Board, but only one Director and one Deputy may be elected from each country.

The Board of Directors consists of a minimum of five and a maximum of fifteen Directors.

Directors and Deputies are elected for three year term, and may be re-elected.

Deputies shall have the right to attend meetings of the Board even if the Director is attending, with the right to speak and make proposals, but not vote unless the Director is absent.

8.2. Nominations for the Board of Directors

Members are encouraged to nominate artists as their official representatives to the Board. The Association strives towards a Board of Directors, that reflects the diversity of the musical landscape.

The nominations for a Director and Deputy must be sent to the Bureau within a period of two months preceding the date of the General Assembly. The nomination shall include description of the nominated Director and Deputy's function in the Member's organization.

The nominations shall be sent to the Members of the Association with the convening notice of the General Assembly.

8.3. Convening notice

The Board of Directors may be convened at the request of the President or by one third of its Directors. Directors will be notified of any meeting of the Board of Directors at least fourteen days before the scheduled date. Such notice will be in writing (e-mail and/or mail) with the relevant documents and material.

The agenda for the Board Meetings will be determined by the Bureau or by the Directors calling the meeting, and coordinated by the Bureau. Any Director may propose items for the agenda.

8.4. Quorum required for meetings of the Board of Directors

Decisions by the Board of Directors shall be binding if at least half of the Directors (or any absent Director's Deputy) are present or represented.

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8.5. Attendance

The attendance of the delegates is noted in the Minutes. Directors may attend by phone or other interactive audio or audio-visual services.

8.6. Participation of non-directors

People who are not Directors or Deputies may be invited to attend Board Meetings either at the request of the President or the Directors of the Board.

8.7. Decisions of the Board of Directors

Decisions are taken by a simple majority. Each Director casts one vote. In case of a tie, the President shall give the casting vote.

A Member of the Board may hold one proxy vote on behalf of the Director of another Member.

The Minutes of the meeting shall be taken by a member of the Bureau and shall be circulated to the Board within fourteen days after the meeting. The Minutes shall be approved at the next meeting of the Board of Directors. A register of the Minutes shall be kept by the Bureau.

In urgent matters, the President may set in motion a process of e-mail voting even outside of the meetings of the Board of Directors. These decisions are binding, if at least half of the Directors participate in the voting, and require a two thirds majority. These decisions are recorded by the Bureau.

8.8. Resignation / Suspension / Dismissal of Directors

A Director wishing to resign from the Board should do so in writing by letter or e-mail, addressed to the President. Any such resignation shall be deemed effective as at the date of the receipt of such letter except in cases where a specific future date shall be mutually agreed by the resigning Director and the President.

In the event of the resignation of the President, the Board of Directors shall appoint a Director to serve as the President until the next General Assembly.

A Director may be dismissed from the Board of Directors either for serious misconduct or upon leaving office at their relevant Member organisation. In the case of an allegation of serious misconduct, the Board may choose to suspend or dismiss a Director by a vote, which must be supported by at least two thirds of the Directors.



Any Director under consideration for dismissal or suspension by the Board will be notified by registered post of such consideration including any allegations that have been made against them. The letter will be addressed not later than the date of dispatch of the notice to the Board, which will vote on his/her dismissal.

A Director that has been suspended or dismissed may consult their file (including any exhibits or documents connected to their sanction) at the head office of the Association, subject to informing the Secretary and agreeing with him/her on a date and a schedule, or request a copy of the files sent by email.

The Director being considered for suspension or dismissal may supply the Board with evidence to refute any allegations under consideration by the Board of Directors by writing to the Secretary of the Association no later than one week prior to the Board's decision.

The effective date of any suspension or dismissal will either be a specific future date set by the Board or the date on which the Board of Directors took the decision to suspend or dismiss the Director.

The Director may appeal against the decision to the General Assembly. Dismissed or Suspended Directors may only attend the part of the General Assembly discussing the issue of their dismissal / suspension, but may participate as normal if the General Assembly decides to repeal the Board's sanction.

This article also applies to Deputies.

8.9. Replacement of a Director

In case of resignation, suspension, dismissal or death of a Director while in function, the Deputy is expected to serve as a Director for the remaining period till the end of the term. In the event of a resignation of both the Director and the Deputy, the nominating Member may appoint an interim Director and Deputy to serve until the next General Assembly, subject to the approval of the Board, and without the right to vote.

8.10. Reimbursement of expenses

A Director's (or Deputy's when replacing a Director) reasonable expenses incurred for travel and accommodation in connection with the meetings of the Directors of the Board and Bureau, or any other necessary travels on behalf of the Board and Bureau may be reimbursed against the submission of valid receipts, subject to the decisions of the Board of Directors.

ARTICLE 9 - BUREAU

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9.1. Designation of the Members of the Bureau

The Members of the Bureau are elected at the first meeting of the newly elected Board of Directors. The Bureau consists of at least the President, a Head of Operations and a Treasurer. The Board of Directors may also appoint other members of the Bureau, as it sees fit. A member of the Bureau, other than the President, may assume more than one role in the Bureau.

No two members of the Bureau shall be from the same Member of the Association.

The Board of Directors may make changes to the Bureau at any given time.

9.2. President

The President officially represents the Association in accordance with the decisions taken by the General Assembly, the Board of Directors and the Bureau.

The President shall act according to the strategy set by the Board of Directors. The President is in charge of the execution of the decisions of the Board of Directors.

9.3. Head of Operations

The Head of Operations is in charge of the day-to-day administration of the Association.

9.4. Treasurer

The Treasurer keeps the books and manages the finances of the Association. He/she makes the day-to-day payments.

9.5. Meetings and powers of the Bureau

The Bureau meets at the initiative of any member of the Bureau. It meets whenever necessary.

The Bureau may:

- Prepare the budget to be submitted for approval to the Board of Directors.
- Prepare the financial statements which will be decided upon by the Board of Directors before their approval during the annual General Assembly.
- Propose the suspension and/or dismissal of a Director of the Board to the Board of Directors.
- Propose the suspension and/or expulsion of a Member of the Association to the Board of Directors.



- Submit to the Board any questions or draft resolution that could be proposed by the Board of Directors to the General Assembly.
- Prepare any matter to be submitted to the Board and / or the General Assembly to help inform their decisions.

The Bureau shall function under the control of the Board of Directors.

At the end of each meeting of the Bureau, a record of the meeting is made and sent to the members of the Board of Directors.

9.6. The Board may, at its discretion, agree on a compensation to be paid to the members of the Bureau, for their time spent working in the interest of the Association.

9.7. Cessation

Resignation of a member of the Bureau may happen under the conditions set forth in Article 8.8.