

EUROVOD STATUTES

English version
Valid from the 4th September 2021

STATUTES OF THE ASSOCIATION EUROVOD

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ARTICLE 1 : NAME

An association, named « EUROVOD », governed by the French law of July 1, 1901, by decree of August 16, 1901 is founded between the members adherent to the present statutes.

ARTICLE 2 : OBJECT

The association represents a range of European Video on Demand (VoD) platforms and stakeholders.

The objectives of the association are to:

- Represent and defend the common interests of the European VoD platform members of the association at a national, European and international level.
- Be an inclusive point of reference for European funding schemes and regulations.
- Be a forum for exchanging knowledge within the European VoD community and for developing common positions on a range of public policy and regulatory issues.
- Facilitate potential collaboration and partnerships within the VoD sector (networking, benchmarking, business development, sharing & pooling experiences).
- Defend and promote cultural diversity and the circulation of European audiovisual works.
- Strengthen the dialogue with the chain of rights and the tech industries, enhancing transparency and data sharing.
- Promote the use of VoD as a legal channel and the economic and cultural importance of the sector for the distribution of audiovisual content.

We'll reach our goals through the following activities:

Network & Benchmark

- Enhancing the dialogue and the cooperation among the European VoD platforms and other professionals working in content digital distribution through the organization of professional meetings, workshops, and trainings, sharing expertise and establishing the priorities of the sector.
- Connecting VoD professionals, rights holders, and service providers (technical, marketing, trading, etc.)
- Developing close relationships and partnerships with AV stakeholders and professional events.

International Representation

- Grouping European VoD platforms under a common umbrella.
- Developing collective positions on regulatory developments and bringing a unique point of view on the digital market.
- Addressing policy makers and speaking on behalf of the European VoD sector as a collective force.
- Defending the cultural diversity of our offering, our European catalogue and fragile films and audiovisual works.

Foster Competitiveness

- Fostering collaborative approaches and the implementation of new tools and projects useful to enhance the cost-effectiveness of our services.
- Enhancing the development of business partnerships and the mutualisation of costs and services.
- Giving more visibility to our members' platforms and digital activities and supporting initiatives to better target and reach audiences.

Information & Promotion of VoD Business in Europe

- Collecting, analyzing and sharing data and statistics on the European VoD platforms and on the sector, providing market studies and reports.
- Informing its members about the news on the digital market and the public policies.
- Organizing public conferences, events and PR activities in order to disseminate relevant results and actions for the VoD sector.

ARTICLE 3 : DURATION

The duration of the association is 99 years and it expires in 2109.

ARTICLE 4 : REGISTERED OFFICE

The registered office of the association is in Paris, France. The registered office can be transferred following a decision by the Board of Directors, ratified by the General Assembly.

ARTICLE 5 : MEMBERS

The members of the association are legal entities (associations or companies) or persons, which are able to help the association in realizing its aims.

There are four (4) membership types:

Type 1 - CORE MEMBERS

- European companies operating Video on Demand Platforms,
- With a minimum of 40% of European titles in their catalogue (on the entire catalogue available online in Europe during the previous year, which can include national content).
- A company may manage and represent more than one (1) VoD platform and more territories, provided that the company owns the majority (>50%) of the actions and shall be considered as one (1) member and will pay one (1) membership fee.
- If a company has subsidiaries in more territories that are respecting the conditions listed above, provided that the company owns the majority (>50%) of the actions, and the subsidiary company wants to be represented by one (1) delegate, the subsidiary company may also join the association as a Core Member, with the same rights and duties.

Type 2 - AFFILIATE MEMBERS

- European companies operating Video on Demand Platforms having less than 40% of European titles in their catalogue (on the entire catalogue available online in Europe during the previous year, which can include national content).
- A company may manage and represent more than one (1) VoD platform and more territories. If the company owns the majority (>50%) of the actions of those subsidiaries, it is considered as one (1) member and will pay one (1) annual membership fee.
- If a company has subsidiaries in more territories that are respecting the conditions listed above, provided that the company owns the majority (>50%) of the actions, and the subsidiary company wants to be represented by one (1) delegate, the subsidiary company may also join the association as an Affiliate Member, with the same rights and duties.

Type 3 – ASSOCIATE MEMBERS

- Stakeholders in the VOD value chain, but do not operate a VOD service or have the right to exploit the content library/portfolio to their audiences :
 - European audiovisual or technological companies (such as aggregators, production and distribution companies, technical providers, trade associations and networks, TV channels and providers, cinemas, film festivals, film archives and cinemathèques) willing to develop new VoD platforms, collaborate with the Core and Affiliate Members or implement the Core and Affiliate Members' VoD platforms
 - Audiovisual or technological companies operating VoD services on behalf of European VoD Platforms.
- Non-European (countries excluded from the list of the Core and Affiliate Members) VoD Platforms or audiovisual companies willing to develop new platforms or partnerships with EUROVOD members for the circulation of European films outside Europe or for the development of the existing European VoD services.

Type 4 – CONSULTATIVE MEMBERS

Individual persons elected by the Board of directors who contribute in nature to the strategic development of the association.

By 'European companies', we mean companies with headquarters legally established in the geographical Europe, who have a legal control of at least 50,1% ownership in the European entity, and not controlled by companies or nationals from other countries than the geographical Europe, namely:

Albania, Germany, Andorra, Armenia, Austria, Azerbaijan, Belgium, Belarus, Bosnia-Herzegovina, Bulgaria, Croatia, Cyprus, Czech Republic, Denmark, Spain, Estonia, Finland, France, Georgia, Greece, Hungary, Ireland, Iceland, Italy, Kazakhstan, Latvia, Lichtenstein, Lithuania, Luxembourg, Macedonia, Malta, Moldova, Monaco, Montenegro, Norway, Netherlands, Poland, Portugal, United Kingdom, Romania, Russia, San Marino, Serbia, Slovakia, Slovenia, Sweden, Switzerland, Turkey, Ukraine, Vatican City.

ARTICLE 6 : CONDITIONS OF MEMBERSHIP

Any request for membership of the association is subject to the approval of the simple majority of the members of the Board of Directors and to the commitment to pay the membership fee within one (1) month from the day of the written membership approval. The legal entities wishing to become members of the association have to appoint by name the physical person, and maximum 2 other delegates, who will represent them within the association and will exercise their rights.

The membership is valid one (1) year, from the day of the approval of the Board. It is implied that the membership of the members shall be tacitly renewed on an annual basis, unless notified in advance by the member as outlined in Article 7.

The membership fees, conditions and benefits are defined in Annex. They can be amended and approved every year during the General Assembly.

ARTICLE 7 : TERMINATION OF MEMBERSHIP

Membership may be terminated by:

- The dissolution of the legal body concerned.
- The dissolution of the association.
- The written withdrawal of the party concerned at least one (1) month before the end of the validity of the membership of the member to the association.
- Decision of the General Assembly if it deems there is a serious reason to do so, after having invited the member to put forward their case in writing before deciding to expel the member, or because of the lack of payment of the annual membership fee after one (1) month from the written reminder, which follows the expiration of the invoice validity terms.

ARTICLE 8 : RESOURCES

The resources of the association include:

- Contributions of its members.
- Subsidies, which could be granted by the state, the regional and local authorities, or the European Union.
- Sums received in return for services rendered.
- Donations and legacies.
- Revenues from the association activities, products and services.
- Those, which are not forbidden by the laws and current regulations.
- During the annual General Assembly, the Core and Affiliate Members decide how to manage and allocate the annual operating results of the association.

ARTICLE 9 : STRUCTURE

The association has the following structure:

- The General Assembly
- The Board of Directors

ARTICLE 10 : ORDINARY GENERAL ASSEMBLY

The General Assembly includes all the Members of the association. It meets at least once a year after notification by the President.

The General Assembly can be held live and/or online (through audio or video conference).

The Associate Members and the Consultative Members can participate in the public part of the General Assembly, unless specifically appointed by the Board of Directors to assist in the private part of the General Assembly but shall not have any power of vote.

The General Assembly is the highest level of the association. Its scope of activity includes in particular:

- The election of the Board of Directors
- The revision and amendments of the statutes of the association
- The approval of the activity report for the past year by the President and any propositions for future activities
- The approval of the annual accounts, the budget, the membership fees and any other form of financing

The General Assembly confers to the Board of Directors any authorization required to carry out operations within the remit of the association and for which their statutory powers would be insufficient.

Every member of the association can nominate another member of their choice to represent them. The deputy can represent no more than three (3) people.

All resolutions of the General Assembly must be passed by a simple majority of the voting members present or represented (in person or online through audio or video conference), except in the cases explicitly defined differently in these statutes.

Minutes of the meeting must be taken.

ARTICLE 11 : EXTRAORDINARY GENERAL ASSEMBLY

The Extraordinary General Assembly meets when convened by the President or by their representative:

- At the request of 15% of the Core and Affiliate Members of the association
- At the request of the President.
- At the request of the Board of Directors

The General Assembly can be held live and/or online (through audio or video conference).

The agenda must detail every subject, which must be discussed.

Minutes of the meeting must be taken.

ARTICLE 12 : BOARD OF DIRECTORS

The association is managed by a Board of Directors, of three (3), five (5) or seven (7) Members, with a maximum of one (1) chosen from the Affiliate Members and one (1) chosen from the Associate Members or Consultative members.

The Board of Directors consists of a President, a Treasurer and a Secretary, and if necessary, a Vice-President, a Vice-Treasurer and a Vice-Secretary, and eventual Administrators, elected by the General Assembly for the duration of two (2) years.

The Board of Directors proceed with the election of a President, a Treasurer and a Secretary.

In the case of a vacancy in one (1) of its seats, the Board of Directors can appoint a temporary substitute for the period until the next General Assembly, chosen among the members, including Associate and Consultative members, or third parties, without power of vote.

In case of resignation or loss of the membership of one (1) of the Board of Directors, a new member is elected by the simple majority of those present at the General Assembly. In the event of a tied vote, the vote of the President shall prevail.

The Board of Directors can invite Consultative Members, Members of the association and/or third parties to join the Board of Directors meetings. The Board of Directors meets at least twice a year. The quorum for meetings is half of the members of the Board of Directors present.

Decisions are taken with the simple majority of those members present or represented. Every member of the board can nominate a member of the association of their choice to represent them. The deputy can represent no more than three people.

ARTICLE 13 : POWER OF THE BOARD OF DIRECTORS

The scope of activity of the Board of Directors is:

- To be the main forum of discussion of the association
- To define the priorities and guidelines concerning policy issues and service to the members
- To apply the decisions of the General Assembly and to make any necessary formal administrative decisions between two (2) meetings of the aforementioned assembly
- To receive and to close, if relevant, the budget and the annual accounts of the association before their approval by the General Assembly
- To manage all the business affairs and the assets or capital (material and immaterial) of the association, with respect to the present statutes and within the terms and the limits of the law

President

The President, holding the power of representation and as signatory in the name of the association, represents the association in all the acts of civil, or administrative life, and in law, if necessary. They can delegate any power and total or partial signing rights to another member of the Board of Directors and/or to the General Delegate. They are assisted in their tasks by the Vice-President if there is one. In case of incapacity, the President is temporarily replaced by the Vice-President if there is one, the Treasurer, or the Secretary, who in this will hold the same powers.

Secretary

The Secretary is in charge of all correspondence and archives. They draft the minutes of the meetings. They are helped with their tasks by the assistant secretary if there is one.

Treasurer

The Treasurer is in charge of the management of assets and capital (material and immaterial) of the association. They make any payments and receive any revenue under the supervision of the president. They keep a regular account of all transactions and report to the annual General Assembly, which verifies the management of the finances. They are helped in their tasks by the assistant treasurer if there is one.

The Board of Directors meets every time the interest of the association requires it; or at the request of the President, or at least three (3) of its members. Decisions are taken with the absolute majority of the members present, whether present physically or online (video or audio conference), and without the use of any proxy votes. If the vote is equal, the president has the casting vote. Minutes of the meeting must be taken.

The Board of Directors is assisted by a **General Delegate** who is in charge of assisting the Board of Directors in the overall execution of the tasks of the directors previously mentioned, in the ordinary administration and management of the association, the application of the strategy and the activities approved by the Board of Directors, the representation of the association, the development of the partnerships and follow-up of marketing, communication and human resources. The specific tasks of the General Delegate, the powers and delegations, are negotiated annually by the Board of Directors and should be defined in the work contract. The General Delegate can attend the meeting but does not have the right to vote.

ARTICLE 14 : AMENDMENTS TO THE STATUTES

The statutes can be amended by the Ordinary General Assembly or by an Extraordinary General Assembly summoned especially for this purpose. The amendment will be confirmed by a favourable vote of three quarters of the present and represented members.

ARTICLE 15 : DISSOLUTION

Should the dissolution of the association be agreed by at least three quarters of members present at the General Assembly, one or more liquidators shall be appointed by the assembly, and the assets, if necessary, shall be shared among the Core and Affiliate members.

ARTICLE 16 : ADMINISTRATIVE FORMALITIES

The President, or their representative, is appointed to carry out all the statutory formalities of declaration and publication in accordance with the French law of July 1, 1901 and by decree of August 16, 1901, both at the time of the creation of the association and during its entire existence.

Completed in ten (10) original copies (seven originals for the members of the Board of Directors, one (1) original for the association and two originals intended for the registration of copyright).

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Approved the 4th September 2021 by the General Assembly.

EUROVOD STATUTES

ANNEX

CONDITIONS OF MEMBERSHIP Valid from the 4th September 2021

This Annex defines the main conditions of membership, including the amount of the annual membership fees and the benefits.

It can be amended and approved every year during the General Assembly.

Type 1 - CORE MEMBERS

Amount of the annual membership fee

2.000€

Requirements:

- Companies created more than three (3) years from the day of the membership request.
- Who are established in European countries with a high audiovisual production capacity (France, Germany, Italy, Spain, and United Kingdom), or established in the other countries of the geographical Europe defined in the Statutes, but active on three (3) or more territories.
- And with staff exceeds 5 full-time equivalent employees.

1.000€

Requirements:

- Companies established in European countries with a low audiovisual production capacity (Albania, Austria, Belgium, Bosnia & Herzegovina, Bulgaria, Croatia, Cyprus, Czech Republic, Denmark, Estonia, Finland, Macedonia, Greece, Hungary, Ireland, Iceland, Latvia, Lithuania, Luxembourg, Malta, Montenegro, Norway, Netherlands, Poland, Portugal, Romania, Serbia, Slovakia, Slovenia, Sweden) active in one (1) or maximum two (2) territories.
- All the other European countries (Andorra, Armenia, Azerbaijan, Belarus, Georgia, Kazakhstan, Lichtenstein, Moldova, Monaco, Russia, San Marino, Switzerland, Turkey, Ukraine, Vatican City) active in one (1) or maximum two (2) territories
- All European companies with staff with less than 5 full-time equivalent employees
- Start-ups: the company must be up to three (3) years old from the day of the request
- National subsidiaries of Core Members

Benefits for Core Members

1. Power of vote in the General Assembly
2. Candidate for the Board of Directors and Presidency
3. EUROVOD services: networking, business contacts, being part of the overall communication of the association and its members, visibility (media, partners), international representation and point of reference for the European public schemes and policies for the VoD sector (Council of Europe, European Commission, European Parliament)
4. EUROVOD products: 12 months subscription to the Eurovod Pro Platform
5. Priority in the selection to the European VoD Meetings and other training courses and workshops organized by the association
6. European VoD Meetings and other training activities: 1 scholarship per year for 1 representative of the company
7. EUROVOD partnerships: Benefit of all the discounts and services offered by the partners of the association

Type 2 - AFFILIATE MEMBERS

Amount of the annual membership fee

1,000€

Benefits for Affiliate Members

1. Power of vote in the General Assembly
2. Candidate for the Board of Directors, not running as President
3. EUROVOD services: networking, business contacts, being part of the overall communication of the association and its members, visibility (media, partners), international representation and point of reference for European public schemes and policies for the European VoD sector (Council of Europe, European Commission, European Parliament)
4. EUROVOD products: 12 months subscription to the Eurovod Pro Platform
5. Priority in the selection to the training courses, workshops and markets organized by the association (like the European VoD Meetings and the VoD Market Day)
6. European VoD Meetings and other training activities: 1 medium scholarship per year for 1 representative of the company
7. EUROVOD partnerships: Benefit of all the discounts and services offered by the partners of the association

Type 3 – ASSOCIATE MEMBERS**Amount of the annual membership fee**

1,500€

- Companies staff between with 5 or more full-time equivalent employees

750€

- Start-ups (the company must be up to three (3) years old from the day of the request) for a duration of max 2 years
- Companies staff doesn't exceed a maximum 5 full-time equivalent employees

Benefits for Associate Members

1. Can attend the public part of the General Assembly
2. May attend the Board of Directors meetings and the private part of the General Assembly if invited
3. Candidate for the Board of Directors, not running as President
4. EUROVOD services: networking, business contacts, being part of the overall communication of the association and its members, visibility (media, partners), international representation and point of reference for European public schemes and policies for the European VoD sector (Council of Europe, European Commission, European Parliament)
5. EUROVOD products: 12 months subscription to the Eurovod Pro Platform
6. Priority in the selection to the training courses, workshops and markets organized by the association (like the European VoD Meetings and the VoD Market Day)
7. European VoD Meetings: rebate of the tuition fees
8. EUROVOD partnerships: Benefit of all the discounts and services offered by the partners of the association

Type 4 – CONSULTATIVE MEMBERS**Amount of the annual membership fee**

0€ (contribution in nature)

Benefits for Consultative Members

1. Candidate for the Board of Directors, not running as President
2. May attend the Board of Directors meetings and the private part of the General Assembly if invited
3. Can attend the public part of the General Assembly
4. Being an inclusive member for strategic thinking and consultation
5. EUROVOD services: networking, business contacts, being part of the overall communication of the association and its members, visibility (media, partners), international representation and point of

reference for European public schemes and policies for the European VoD sector (Council of Europe, European Commission, European Parliament)

6. EUROVOD products: 12 months subscription to the Eurovod Pro Platform
7. Priority in the selection to the training courses, workshops and markets organized by the association (like the European VoD Meetings and the VoD Market Day)
8. Rebates or scholarships for the training fees following the availability
9. EUROVOD partnerships: Benefit of all the discounts and services offered by the partners of the association