

In accordance with Article 5 of INTERGRAM Articles of Association, the General Assembly of INTERGRAM passed the following

**RULES OF PROCEDURE AND ELECTORAL CODE
of the General Assembly of INTERGRAM**

Article I

Rules of participation in the General Assembly of INTERGRAM

1. All members of INTERGRAM may participate in the General Assembly of INTERGRAM (hereinafter referred to as the “General Assembly”). The General Assembly shall be also open to participation by persons invited by the Executive Board or Control Commission or persons defined by legislation.
2. Only members holding a voting right may vote at the General Assembly. Each member with a voting right shall have 1 vote when voting on matters in each category of managed rights in which the member meets the criteria for membership with voting rights under Article 3(8) of the Articles of Association. Depending on the satisfaction of the criteria under the Articles of Association, the member shall have the corresponding number of votes when voting on agenda items concerning more than one category of the managed rights.
3. A member – legal person may be represented by a single representative.
4. An INTERGRAM member shall be entitled to authorize another person in writing to attend the General Assembly in person on the member's behalf at the venue of the General Assembly in the extent of the member's membership rights. Each authorization shall be verified by a notary or otherwise officially certified and it shall be valid for one particular General Assembly or substitute General Assembly held as a direct consequence of the fact that the regular General Assembly was not held due to a failure to meet the condition of quorum.
5. One person may accept an authorization under Article 5(14) of the Articles of Association from no more than one member. Representation of a member – legal person by a member of the legal person's statutory body shall not be considered an authorization within the meaning of this clause.
6. Absent members may participate in the General Assembly through electronic means via the INTERGRAM website of represented parties in order to exercise their rights related to their INTERGRAM membership, including the voting right under Article 5(15) of the Articles of Association.
7. An INTERGRAM employee authorized by the Director of INTERGRAM to ascertain whether the General Assembly has a quorum shall register and count all members with a voting right participating in the General Assembly in person and numbers of members with a voting right who voted via electronic means with respect to the relevant General Assembly. The employee shall communicate the result to the Chairman of the Executive Board who shall, according to the actual situation, declare that the General Assembly has or does not have a quorum. Where the General Assembly does not have a quorum, further actions and the related quorum shall be governed by Article 5(12) of the Articles of Association.
8. Upon registration for exercise of his/her voting right, a member participating in the General Assembly in person shall indicate the groups of the types of rights under clause (2) of this

Article on behalf of which he/she will vote in case of separate voting specified in Article IV(1) and (2).

Article II

Participation in the General Assembly through electronic means

1. Participation in the General Assembly through electronic means is subject to registration of this form of participation via the INTERGRAM website of represented parties. Instructions regarding the registration for remote exercise of membership rights, including the voting right, shall be specified in the invitation to the General Assembly and published at www.intergram.cz in the section for represented parties. The registration shall be available to members with a voting right from the date specified in the invitation to the General Assembly from 10:00 am CET. Registration shall be possible for 5 working days from the start of registration and it shall end at 04:00 pm CET on the fifth working day after the start. In case of provable technical problems for which INTERGRAM is responsible and which prevent the members with a voting right from registration by the aforementioned deadline, the Director of INTERGRAM shall be entitled to postpone the deadline for registration by the period for which the registration was provably impossible. INTERGRAM shall inform the members with a voting right about the postponed deadline at www.intergram.cz without delay.
2. After a successful registration, each registered member with a voting right shall receive a unique access code to log in for the exercise of the voting right.
3. Access details for participation through electronic means and remote exercise of voting rights are confidential and may be used only personally by the member with a voting right who has been authorized for access. Any disclosure of the details to a third party may lead to exclusion of the member with a voting right under Article 3(13)(b) of the Articles of Association. INTERGRAM may claim compensation for the damage sustained.
4. Participation through electronic means and remote exercise of voting rights shall cover all agenda items to be voted on at the General Assembly, including the election of members of the collective bodies of INTERGRAM.
5. For the purposes of participation through electronic means and remote exercise of voting rights via the website of represented parties, an interactive form containing the agenda items to be voted on shall be published at the website of represented parties. The interactive form shall be made available for voting one week before the General Assembly, i.e. on the day with the identical designation as the day of the General Assembly, from 00:00 am to 12:00 pm CET. The voting shall be closed once this period expires. In case of provable technical problems for which INTERGRAM is responsible and which prevent the members with a voting right from exercise of their voting rights via the website of represented parties within the aforementioned period, the Director of INTERGRAM shall be entitled to postpone the deadline for registration by the period for which it was provably impossible to vote. INTERGRAM shall inform the members with a voting right about the postponed deadline at www.intergram.cz without delay.
6. Members with a voting right who have registered themselves for remote participation through electronic means and for exercise of their voting rights at the General Assembly shall lose the right to vote when participating in the General Assembly in person, including participation via an authorized representative, even if they fully or partially did not exercise their right to vote. The agenda items to be voted on shall be published at www.intergram.cz at least seven calendar days before the start of registration.

Article III
Conduct of the General Assembly

1. Proposals of agenda items for the General Assembly shall be delivered to the Executive Board in writing no later than 60 days before the General Assembly. No account shall be taken of any proposals received after this date.
2. The agenda of the General Assembly shall be prepared and approved by the Executive Board on the basis of its own proposals and requests and on the basis of proposals and requests of the Control Commission members, the Director of INTERGRAM and members, or by the person convening the General Assembly. A proposal of an agenda item for the General Assembly signed by at least 150 members – performers or by at least one third of the members – phonogram producers or by at least one third of the members – audiovisual fixation producers or members of the Control Commission, or an agenda item proposed by at least 1/3 of the members of the Executive Board as a whole or 1/2 of its members – performers or 1/2 of its members – producers (i.e. jointly the phonogram producers and the audiovisual fixation producers) shall be automatically included in the agenda of the General Assembly. These proposals shall be delivered to INTERGRAM in paper form or by electronic means to intergram@intergram.cz by the deadline specified in clause (1) of this Article.
3. No decision may be passed on items which are not included in the agenda.
4. INTERGRAM shall publish all materials to be discussed at the General Assembly at the Web of Represented at least 21 days before the General Assembly is held. The disclosure of the materials is subject to registration on the Web of Represented.
5. The General Assembly shall be chaired by the Chairman of the Executive Board or, in his/her absence, by the Vice-Chairman of the Executive Board.
6. At the start of its meeting, the General Assembly shall elect two verifiers of the minutes – one from among the performers and one from among the producers, and any other officials according to the agenda of the General Assembly.
7. Minutes of the General Assembly meeting shall be taken and they shall include particularly any decisions, results of voting, summary of all matters discussed at the General Assembly and suggestions following from the debate. The minutes shall be signed by the Chairman of the Executive Board and by verifiers of the minutes. The minutes shall be distributed to all members of the Executive Board and members of the Control Commission. They shall be available for inspection by other INTERGRAM members at the secretariat of the Director of INTERGRAM. INTERGRAM shall provide individual members with a copy of the minutes on request.
8. The meeting of the General Assembly shall not be public and it shall not be recorded, except for the official recording made by INTERGRAM. Any violation of this provision shall be considered a serious breach of the rules of membership in INTERGRAM. Such actions may result in exclusion of the member under Article 3(13)(b) of the Articles of Association. INTERGRAM may claim compensation for the damage sustained.
9. Participants shall have the right to speak at the plenary session and deliver contributions on agenda items and contributions to the debate. To this end, they shall give their name to the person chairing the meeting who shall register their request in the order in which the participants registered themselves for delivery of their contributions.
10. Contributions from the plenum on agenda items and contributions to the debate shall be delivered via microphone. A contribution may be delivered provided that the name of the person delivering the contribution is given.

11. Speakers whose contribution has the character of a technical comment shall take precedence. Decision on the nature of the contribution shall be made by the person chairing the meeting.
12. The time limit for a contribution on an agenda item or a contribution to the debate shall be 10 minutes. The person chairing the meeting may exceptionally extend the time limit for a contribution. When the time limit is exceeded, the person chairing the meeting shall inform the speaker that the limit was not observed and ask the speaker to end the contribution. In case of a repeated call, the person chairing the meeting may forbid the speaker to speak.
13. Participants of the meeting may decide to end the discussion on agenda items in order to approach the voting on the relevant item of the agenda. In such a case, floor shall be given to those speakers who have registered their request to deliver a contribution with the person chairing the meeting and the time limit shall be reduced to five minutes.
14. Participants of the meeting may decide to end the debate. In such a case, floor shall be given to those speakers who have registered their request to deliver a contribution with the person chairing the meeting and the time limit shall be reduced to five minutes.

Article IV

Decision-making of the General Assembly

1. The General Assembly shall adopt its decisions by an absolute majority of the votes of the attending members – performers with a voting right as one group and by an absolute majority of the votes of the attending members – phonogram producers and audiovisual fixation producers with a voting right as the other group. The voting shall take place separately in both groups (performers as one group and phonogram producers and audiovisual fixation producers as the other group). Cases where a different proportion of votes is required to adopt a decision are specified in clause (7) of this Article.
2. If an issue that is voted on concerns the interests of one group only, i.e. either performers or phonogram producers and audiovisual fixation producers, only this group shall vote on the issue. If an issue that is voted on concerns the interests of one group of producers only, i.e. either phonogram producers or audiovisual fixation producers, only this group of producers shall vote on the issue.
3. Voting at the General Assembly shall be on principle public, by show of the voting paper, with the exception of the election of members of the collective bodies of INTERGRAM which shall take place by secret ballot.
4. Results of the remote exercise of voting rights shall not be published until the voting of members with a voting right who are physically present at the General Assembly in person or members represented under Article I(3) through (5) is closed. Results of the voting via the website of represented parties shall be stored in INTERGRAM. The General Assembly shall be informed about the final result once the votes from the voting via the website of represented parties and votes from the voting of members with a voting right who are physically present at the General Assembly in person or represented under Article I(3) through (5) have been counted.
5. At the start of the General Assembly and upon the vote of the members with a voting right who are physically present at the General Assembly in person or represented under Article I(3) through (5), information resulting from electronic voting shall be known only to the employee authorized by the Director of INTERGRAM and to members of the Control Commission for the purposes of ascertaining the quorum of the General Assembly, verification of validity of the votes, count of the votes and comparison of registrations made

electronically and those made physically during the meeting of the General Assembly in order to identify any duplicity of the votes cast.

6. All items of the agenda to be voted on shall be voted on in the following format: IN FAVOR, AGAINST, ABSTENTION, regardless of the form of voting.
7. The adoption or change of the Articles of Association, the Distribution Rules and the exclusion of an INTERGRAM member requires the votes of two thirds of the attending members – performers with a voting right as one group and two thirds of the attending members – phonogram producers and audiovisual fixation producers with a voting right as the other group. A decision to dissolve or transform INTERGRAM requires the votes of three quarters of the attending members – performers with a voting right as one group and three quarters of the attending members – phonogram producers and audiovisual fixation producers with a voting right as the other group.

Article V

Election to the collective bodies of INTERGRAM

1. The Executive Board shall have 13 elected members. It shall consist of 6 members representing the performers and 7 members representing the group of producers. Members of the Executive Board shall be elected in a separate vote for the candidates in the group of performers, in a separate vote for the candidates of phonogram producers and in a separate vote for the candidates of audiovisual fixation producers. Proposals of candidates for the elected collective bodies, i.e. the Executive Board and the Control Commission, shall be delivered to the Executive Board in writing no later than 60 days before the General Assembly. In the list of candidates, the Executive Board shall include all names of the candidates for the elected collective bodies received by the deadline specified in this clause. These proposals shall be delivered to INTERGRAM in paper form or by electronic means to intergram@intergram.cz. No account shall be taken of any proposals received after this date. No votes may be cast for the candidates for the elected collective bodies who are not included in the list of candidates.
2. The six members of the Executive Board representing the performers shall be elected so that all professions of the performers are evenly represented as follows:
 - a) 1 member for classical music concert artists – instrumentalists,
 - b) 1 member for professional classical music singers,
 - c) 1 member for collective representatives of symphony and chamber orchestras,
 - d) 1 member for actors,
 - e) 1 member for performers of popular music, jazz music or alternative genres,
 - f) 1 member for the so-called creative professions of performers.
3. The seven members of the Executive Board representing the producers shall be elected as follows:
 - a) 6 representatives of phonogram producers,
 - b) 1 representative of audiovisual fixation producers.
4. In the election to the collective bodies, one shall vote by marking the ballot paper with a cross next to the name of the selected candidate.
5. In the election of a member of the Executive Board representing the performers, a valid ballot paper shall be the one in which the names of at least one but no more than 6 candidates are marked with a cross while observing the principle of the maximum of 1 candidate per profession as specified in clause (2)(a) through (f) of this Article.
6. In the election of a member of the Executive Board representing the phonogram producers, a valid ballot paper shall be the one in which the names of at least one but no more than 6

- candidates are marked with a cross.
7. In the election of a member of the Executive Board representing the audiovisual fixation producers, a valid ballot paper shall be the one in which the name of one candidate is marked with a cross.
 8. In the election to the Executive Board, those candidates of the performers will be elected members of this body who received the highest number of votes in each individual professional group of performers under clause (2)(a) through (f) of this Article.
 9. In the election to the Executive Board, those candidates of the phonogram producers will be elected members of this body who received the highest number of votes under clause (3)(a) of this Article, but at the same time more than 50% of valid votes.
 10. In the election to the Executive Board, those candidates of the audiovisual fixation producers will be elected members of this body who received the highest number of votes under clause (3)(b) of this Article, but at the same time more than 50% of valid votes.
 11. The Control Commission shall have 4 elected members. It shall consist of 2 members representing performers and 1 member representing phonogram producers and 1 member representing audiovisual fixation producers. Members of the Control Commission shall be elected in a separate vote for performers as one group and for phonogram producers and audiovisual fixation producers as the other group.
 12. In the election of a member of the Control Commission representing the performers, a valid ballot paper shall be the one in which the names of at least one but no more than 2 candidates are marked with a cross.
 13. In the election of a member of the Control Commission representing the phonogram producers and audiovisual fixation producers, a valid ballot paper shall be the one in which the names of at least one but no more than 2 candidates are marked with a cross.
 14. In the election to the Control Commission, those candidates will be elected members of this body who received the highest number of votes while respecting the criteria specified in clause (11) of this Article, but at the same time more than 50% of valid votes.
 15. Where votes are tied, the election shall be repeated.
 16. Where the required limit specified in clauses (9), (10) and (14) of this Article, i.e. more than 50% of valid votes, is not achieved in the election to the collective bodies with respect to one or more positions in these collective bodies, the election to the vacant positions shall be repeated.
 17. Positions in the collective bodies which remain vacant after the first election due to the 50% limit shall be filled by those elected candidates according to the appropriate representation specified in clause 3(a) and (b) and in clause 9 and 10 of this Article who received the highest number of votes in the repeated election.

Prague, 14 June 2018

Mgr. Martin Nedvěd
Chairman of Executive Board of
INTERGRAM, z.s.

Mgr. Jan Simon
Director of INTERGRAM, z.s.