## **Change in Koda's Articles of Association**, proposed by Koda’s Board for the General Assembly’s adoption on 16 June 2021

# (only the most substantial changes in the proposal are covered)

~~Deleted wording~~ in 2018-AoA’s is proposed deleted

Underlined wording is new in 2021-proposal

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| **Articles of Association (June 2018)** | **2021-proposal** |
| **§ 7** Koda is managed by a board comprising nine members. **(2)** With regard to such members of the board, one is appointed by the board of Dansk Kom­ponistforening (the Danish Composers’ Society), one is appointed by the board of Danske Populærautorer (Danish Auteurs of Popular Music), one is appointed by the board of DJBFA (The Danish Society for Jazz, Rock and Folk Composers) (the “author associations”) and one is ap­pointed by the board of Musikforlæggerne i Danmark (Music publishers in Denmark). The four members thus appointed must be chair~~men~~ of the boards of each of the associations in ques­tion (the “Organisations”). Five members of the board are among Koda’s voting members elected by and at Koda’s general meeting. Two of these members must be publisher members, whereas three must be author members.  | **§ 7** Koda is managed by a board comprising nine or ten members. **(2)** With regard to such members of the board, one is appointed by the board of Dansk Kom­ponistforening (the Danish Composers’ Society), one is appointed by the board of Danske Populærautorer (Danish Auteurs of Popular Music), one is appointed by the board of DJBFA (The Danish Society for Jazz, Rock and Folk Composers) (the “author associations”) and one is ap­pointed by the board of Musikforlæggerne i Danmark (Music publishers in Denmark). The four members thus appointed must be chairpersons of the boards of each of the associations in ques­tion (the “Organisations”). Five members of the board are among Koda’s voting members elected by and at Koda’s general meeting. Two of these members must be publisher members, whereas three must be author members. The members of the board elected by Koda’s general meeting cannot hold a position of trust (such as being a member of the board or of a funding committee) in any of the Organisations while being member of Koda’s Board of Directors. |
|  | **(3)** Apart from the members elected according to subsection (2), the general meeting may after a recommendation by the Board of Directors elect a tenth member of the Board, who is not a member of Koda. Other candidates to the post may be put forward by the members, provided at least 25 voting members have declared their support for the candidate before the term mentioned in section 17(3). |
| **~~(3)~~** Members appointed as well as members elected, including the candidates nominated, must issue a declaration to the general meeting concerning all their interests in Koda and all amounts received from Koda in the preceding financial year, see the Danish Act on Collective Manage­ment of Copyright, section 8(3) and section 9(3).  | **(4)** Members appointed as well as members elected, including the candidates nominated, must issue a declaration to the general meeting concerning all their interests in Koda and all amounts received from Koda in the preceding financial year, see the Danish Act on Collective Manage­ment of Copyright, section 8(3) and section 9(3).  |
| **~~(4)~~** Only voting publisher members of Koda may vote for the election of publisher members to the board, and for the election of the three other board members, only voting author members of Koda may vote. **(5)** All board members elected by the general meeting are elected for a two-year period ~~to the effect that the two publisher members of the board resign at one annual general meeting, and the three author members of the board resign at the next general meeting. As a transitional ar­rangement, the two publisher members of the board resign at the third annual general meeting after the adoption of these articles of association, whereas the three author members resign at the fourth annual general meeting after the adoption of these articles of association. R~~e-election may take place.  | **(4)** Only voting publisher members of Koda may vote for the election of publisher members to the board, and for the election of the three other board members, only voting author members of Koda may vote. For election of a tenth member all voting members of Koda can vote.**(5)** All board publisher and author members elected by the general meeting are elected for a two-year period.At every general meeting, one of the two publisher members and, respectively, one or two of the author members are elected. As a transitional arrangement, the following applies:a) At the first annual general meeting after the adoption of these articles of association, three author members are elected, hereof two for two years and one for one year.b) At the second annual general meeting after the adoption of these articles of association, is elected one publisher member for one year and the second publisher member and one author member for two years. An eventual tenth member of the board is elected for a three-year period. For all members applies that re-election may take place.  |
| **~~(6)~~** For the board members elected by the general meeting, a total of three alternates are also elected together with the elections for the board, namely an alternate for the publisher mem­bers and a first and second alternate for the author members. **~~(7)~~** The board members appointed by the Organisations remain board members as long as they are chair~~men~~ of their respective associations and on resignation as chairmen, they are replaced by the respective association’s new chair~~man~~. | **(7)** For the five publisher and author board members elected by the general meeting, a total of three alternates are also elected together with the elections for the board, namely an alternate for the publisher mem­bers and a first and second alternate for the author members. **(8)** The board members appointed by the Organisations remain board members as long as they are chairpersons of their respective associations and on resignation as chairmen, they are replaced by the respective association’s new chairperson. |
| **§ 8** The board appoints a panel of chairs consisting of one chair~~man~~ and two vice chair~~men~~ for periods of two years at a time. Two members of the panel of chairs must be author members, and one member must be a publisher member. The same person cannot be chair~~man~~ for any consecutive period of more than six years. Two years after the expiry of a chair~~man~~ period, the person in question may be re-elected as chair~~man~~. | **§ 8** The board appoints a panel of chairs consisting of one chairperson and two vice chairpersons for periods of two years at a time. The board may expand the panel of chairs to four members (with three vice chairpersons) by including the eventual tenth member of the board. Two members of the panel of chairs must be author members, and one member must be a publisher member. The same person cannot be chairperson for any consecutive period of more than six years. Two years after the expiry of a chairperson period, the person in question may be re-elected as chairperson. |
| **§ 9** If a board member is absent for a longer period, an alternate will join until the absence has ceased, however, not longer than until the expiry of the term of office of the member in question. As regards appointed members of the board, the person is replaced for the relevant period by a temporary member appointed by the organisation that made the initial appoint­ment. **(2)** If a board member elected by the general meeting resigns during a year, the procedure is as in subsection (1), however, a new election is conducted for the remaining part of the election term of the person in question at the next annual general meeting. | **§ 9** If a board member is absent for a longer period, an alternate will join until the absence has ceased, however, not longer than until the expiry of the term of office of the member in question. As regards appointed members of the board, the person is replaced for the relevant period by a temporary member appointed by the organisation that made the initial appoint­ment. **(2)** If a board member elected by the general meeting resigns during a year, the procedure is as in subsection (1), however, a new election is conducted for the remaining part of the election term of the person in question at the next annual general meeting.**(3)** If the eventual tenth board member resigns within the term of office or if he/she is absent for a longer period, the next ordinary general meeting can elect a new board member for a three-year period. |
| **§ 17**Annual general meetings are held every year before the end of April. At least the following items must be on the agenda. 1. Election of chairman of the meeting.2. Report of the activities of the year. 3. Presentation of the financial statements for adoption. 4. Presentation of the annual transparency report for adoption.5. Election of members and alternates of Koda’s board, to the extent that they are eligible for election. 6. Appointment of an external, state-authorised public accountant.7. Election of three critical auditors and two alternates. 8. Decision on the general policy on deductions from rights revenue (including “cultural funds”, see article 18(2)(b-f) and from any income arising from investments of rights revenue, based on a recommendation made by the board.9. Decision on the general investment policy with regard to rights revenue and any income arising from investments of rights revenue, based on a recommendation made by the board.10. Decision on the general distribution policy regarding funds due to rightsholders, based on a recommendation made by the board. 11. Decision on the general policy on the use of non-distributable amounts, based on a recommendation made by the board. 12. Decision on use of non-distributable amounts, for the closed financial year, based on a recommendation made by the board. 13. Determination of remuneration of Koda’s board, based on a recommendation made by the board. 14. Any other business.  | **§ 17**Annual general meetings are held every year before the end of April. At least the following items must be on the agenda. 1. Election of chairman of the meeting.2. Report of the activities of the year. 3. Presentation of the financial statements for adoption. 4. Presentation of the annual transparency report for adoption.5. Election of members and alternates of Koda’s board, to the extent that they are eligible for election. 6. Appointment of an external, state-authorised public accountant.7. Election of three critical auditors and two alternates. 8. Decision on the general policy on deductions from rights revenue (including “cultural funds”, see article 18(2)(b-f) and from any income arising from investments of rights revenue, based on a recommendation made by the board.9. Decision on the general investment policy with regard to rights revenue and any income arising from investments of rights revenue, based on a recommendation made by the board.10. Decision on the general distribution policy regarding funds due to rightsholders, based on a recommendation made by the board. 11. Decision on the general policy on the use of non-distributable amounts, based on a recommendation made by the board. 12. Decision on use of non-distributable amounts, for the closed financial year, based on a recommendation made by the board. 13. Determination of remuneration of Koda’s board, based on a recommendation made by the board. 14. Any other business.  |
| **(2)** The agenda and proposals from the board must be announced to the members together with the invitation to the general meeting. The board’s recommendations for agenda items 8-13 must be published on Koda’s website no later than 1 March.**(3)** Proposals from the members to the annual general meeting, including also all proposals concerning article 1, item 5-13 and including proposals for candidates for board members and auditors, must be received by the board no later than 15 March in the year in which the general meeting is to be held. Proposals are sent to the members before the general meeting or made available on Koda’s website no later than 14 days before the general meeting. | **(2)** The agenda and proposals from the board must be announced to the members together with the invitation to the general meeting. The board’s recommendations for agenda items 5, confer section 7 (3) and 8-13 must be published on Koda’s website no later than 1 March.**(3)** Proposals from the members to the annual general meeting, including also all proposals concerning article 1, item 5-13 and including proposals for candidates for board members and auditors, must be received by the board no later than 15 March in the year in which the general meeting is to be held. This also applies for eventual proposals and declarations of support of a candidate according to section 7 (3). Proposals are sent to the members before the general meeting or made available on Koda’s website no later than 14 days before the general meeting. |