

BYE-LAWS
(ARTICLES OF ASSOCIATION)

of the
Foundation Netherlands Institute for the Classification
of Audio-visual Media (NICAM)
as on 10 September 2014

ARTICLES OF ASSOCIATION

Definitions.

Article 1

The following definitions apply to these statutes:

1. affiliated party, a natural or legal person affiliated to the foundation operating one or more businesses and/or bodies, which is/are active within the audio-visual sector, including distributors of film works, DVDs and video films, public and commercial media organizations, operators and retailers, or the sector organisations representing these, as referred to in Article 23 sub-article 2 of these statutes;
2. General Board, the body referred to in Article 2:291 of the Dutch Civil Code and in Article 5 sub-article 1 and Article 10 sub-article 1 of these statutes, i.e. the board of the foundation;
3. audio-visual product, film work or programme (whether held on an image carrier or not) and products derived therefrom, such as teasers/trailers, commercials and promos;
4. audio-visual sector, the home entertainment sector, the film sector and the public and commercial media sector, jointly;
5. assessment, testing the audio-visual product for potential harmfulness to young people, with the observance of Kijkwijzer, without making a classification;
6. sector, the home entertainment sector, the film sector and the public and commercial media sectors, each separately;
7. agency, officials, under the supervision of a director, charged with the work for the foundation, as referred to in Article 8 of these statutes;
8. classification, result of the classification process, consisting of an age classification and, if applicable, one or more content classifications, on the basis of which the potential harmfulness of the audio-visual product is categorised;
9. classification form, series of questions on the content of the audiovisual product;
10. classification key, result of the completion of the classification form, on the basis of which the age rating per content category is determined;
11. classification system, the classification form and classification key together;
12. classification, the application of the classification system to an audiovisual product;
13. coder, person charged with assessment and/or classification at the instruction of an affiliated party;
14. coders' site, the Intranet site giving coders access to the classification system by means of a personal user name and password (<https://www.codeurs.kijkwijzer.nl>);
15. film sector, N.V.B. and N.V.F., jointly;

16. home entertainment sector, N.V.P.I. and NVER, jointly;
17. content classification, content category resulting from the classification of the audio-visual product, whereby the potential harmfulness of the audio-visual product for young people is indicated by means of a content pictogram, being – in fixed sequence – ‘violence’ (pictogram: fist), ‘fear’ (pictogram: spider), ‘sex’ (pictogram: feet), ‘coarse language’ (pictogram: screaming man), ‘discrimination’ (pictogram: group of people with one figure in a different colour) and ‘drugs and/or alcohol abuse’ (pictogram: syringe);
18. Kijkwijzer, name of the classification system with the associated pictograms, used to provide audiovisual products with information on their potential harmfulness to young people;
19. by electronic means, if the person communicated with agrees, written notifications to or from the foundation may take place by means of a legible and reproducible message sent by electronic means to the address made known for this purpose by the foundation or the person communicated with;
20. age classification, the age category resulting from the classification of the audio-visual product, whereby the potential harmfulness of the audio-visual product for young people is indicated by means of an age pictogram, the classifications being: ‘not harmful/all ages’ (pictogram: AL), ‘watch out with children under 6’ (pictogram: 6), ‘watch out with children under 9’ (pictogram: 9), ‘watch out with children under 12’ (pictogram: 12) and ‘watch out with children under 16’ (pictogram: 16);
21. NPO: Nederlandse Publieke Omroep [Netherlands Public Broadcasting Foundation], having its registered office in the municipality of Hilversum, and its principal place of business in 1217 GP Hilversum, at Sumatralaan 45, and entered in the trade register under file number 32043579;NPO
22. N.V.B., the association with full legal competence: Nederlandse Vereniging Van Bioscoopexploitanten [Netherlands Association of Cinema Operators], having its registered office in the municipality of Amstelveen, and its principal place of business in 1087HW Amsterdam, at Krijn Taconiskade 420, and entered in the trade register under file number 40537118;
23. NVER, the association with full legal competence: Nederlandse Vereniging van Entertainment Retailers – NVER [Netherlands Association of Entertainment Retailers], having its registered office in the municipality of Amsterdam, and its principal place of business in 1213 VP Hilversum, at Soestdijkerstraatweg 21, and entered in the trade register under file number 40530572;
24. N.V.F., the association with full legal competence: Nederlandse Vereniging van Filmdistributeurs [Dutch Film Distributors’ Association], having its registered office in the municipality of Amsterdam, and its principal place of business in 1043 EJ Amsterdam, at Teleportboulevard 110, and entered in the trade register under file number 40537117;
25. N.V.P.I., the association with full legal competence: Nederlandse Vereniging Van Producenten en Importeurs Van Beeld- en Geluidsdragers [The Dutch Association of Producers and Importers of Image and Sound Carriers], having its registered office in the municipality of Amsterdam, and its principal place of business in

- 1217 NT Hilversum, at Albertus Perkstraat 36, and entered in the trade register under file number 40530399;
26. public and commercial media sector, the NPO and VCO, jointly;
 27. publication, making public, including the distribution of an audio-visual product, in the broadest possible sense of the word (Article 12 Copyright Act);
 28. pictogram, Kijkwijzer logo showing the age and content classification;
 29. foundation, the foundation referred to in Article 2 sub-article 1 of these statutes;
 30. VCO, the association with full legal competence: Vereniging voor Satelliet Televisie en Radio Programma Aanbieders [Association of Satellite Television and Radio Programme Suppliers], having its registered office in the municipality of Nieuwegein, and its principal place of business in 1019 DW Amsterdam, at Rietlandpark 333, and entered in the trade register under file number 40481989.

Name and registered office.

Article 2

1. The foundation is called: Foundation Nederlands Instituut voor de Classificatie van Audiovisuele Media (NICAM) [Netherlands Institute for the Classification of Audiovisual Media]. The foundation will be called in abbreviated form: NICAM.
2. The foundation has its registered office in the municipality of Hilversum.

Aim and resources.

Article 3

1. The foundation sets itself the general aim, without making a profit, to promote the provision of information to audio-visual products on their potential harmfulness to young people of audio-visual products by the audio-visual sector itself by means of classification, as well as the performance of all further actions related or beneficial to the above, in the broadest possible sense.
2. The foundation will strive to achieve its aim through *inter alia* the following:
 - a. the development of a coordinated classification system for audio-visual products aimed at self-regulation by the audio-visual sector;
 - b. promoting expertise among the coders;
 - c. the operationalisation of product information by sector – in cooperation with the sector concerned – and the provision of general information;
 - d. carrying out supervision in an independent manner of the operation of the result of this self-regulation by sector in cooperation with the sector involved;
 - e. establishing and implementing (or having implemented) a complaints system and sanctions guidelines in relation to the classification system; and
 - f. conducting negotiations with third parties, both nationally and internationally.
3. The foundation's resources consist of:
 - a. subsidies and donations;
 - b. other income.
4. Testamentary dispositions may only be accepted with the benefit of inventory.
5. The General Board may determine that affiliated parties must pay an annual contribution to cover the costs incurred by the foundation. The level of the annual contribution will be set each year by the General Board. For this purpose, the

affiliated parties may be divided into categories for the payment of differing amounts. The General Board is authorized in exceptional circumstances to grant full or partial exemption from the obligation to pay a contribution.

Kijkwijzer.

Article 4

1. Kijkwijzer includes the classification system shown on the coders' site and consists *inter alia* of questions on the content of the audio-visual product.
2. The affiliated party responsible for the publication of the audio-visual product will classify its audio-visual product using this classification system.
3. The affiliated party will provide its audiovisual product with the applicable classification.
4. The affiliated party is obliged to make use of the pictograms adopted by the foundation to show the classification of the audio-visual product.
5. Further rules on the use of the pictograms can be found in the various sub-statutes and in the brand statutes.

General board.

Article 5

1. The General Board of the foundation will be made up of eleven natural persons. The members of the General Board will be appointed in accordance with the stipulations of sub-article 3.
2. The members of the General Board will be appointed for a period of four years, with two opportunities for reappointment, subject to the understanding that:
 - the General Board will consider this at the end of the first and second terms with the organization concerned;
 - the member of the General Board appointed by VCO or by the NPO, as referred to under g in the next sub-article, will only hold the position for a period of two years.

Members of the General Board will resign in accordance with a rotation schedule to be adopted by the General Board.

3. The appointment of the members of the General Board will take place as follows:
 - a. two members will be appointed by the N.V.P.I., one of whom will be from the video department and one from the interactive department of the N.V.P.I.;
 - b. one member will be appointed by the NVER;
 - c. one member will be appointed by the N.V.B.;
 - d. one member will be appointed by the N.V.F.;
 - e. two members will be appointed by VCO;
 - f. two members will be appointed by the Public Broadcasters;
 - g. one member will be appointed, on the basis of a rotation schedule, for a period of two years, by VCO or the NPO.

The General Board will appoint an external chairman, who is independent of the audio-visual sector and the affiliated parties. This chairman will be appointed for a period of four years and may be reappointed twice.

4. The General Board will appoint from its midst a vice-chairman, a secretary and a treasurer, whereby the positions of secretary and treasurer can be combined in a single position.

5. In the event of a vacancy on the General Board, resulting from a member resigning or retiring, the organization(s) concerned referred to above will fill this vacancy by appointing a successor.
6. In the event of a vacancy or absence on the part of one or more members of the General Board, the remaining members or the remaining member of the General Board will nevertheless constitute a legally valid General Board, without prejudice to the obligation on the part of the organisations referred to in sub-article 3 to fill any vacancies by appointment at the earliest opportunity.
7. Members of the General Board cease to hold their position:
 - a. through death;
 - b. through voluntary resignation;
 - c. through expiry of the period for which they have been appointed or through resignation by virtue of the rotation schedule referred to in sub-article 2;
 - d. by being declared bankrupt, requesting a moratorium or application of debt remission as referred to in the Bankruptcy Act;
 - e. by being placed under guardianship, as well as through a legal decision placing one or more of his or her goods under administration as a result of his or her physical or mental condition;
 - f. through his or her dismissal by the organization that appointed him or her;
 - g. through his or her dismissal by the General Board on urgent grounds; a decision by the General Board to dismiss a member of the General Board may only be taken unanimously by all other sitting members of the General Board at a meeting at which all other sitting members of the General Board are present or represented; before the General Board takes a decision to dismiss a member of the General Board, the member of the General Board concerned will be given the opportunity to take cognizance of the General Board's intention and its view of the matter;
 - h. through dismissal by the court in those cases provided for by law.

Executive board.

Article 6

1. The General Board may set up an executive board consisting of the chairman and the members of the General Board referred to in Article 5 sub-article 4.
2. Each member of the executive board will be allocated a separate task/portfolio, which allocation will be made by the members of the executive board in consultation. The members of the executive board will hold the same positions they hold on the General Board.
3. Membership of the executive board will terminate when membership of the General Board terminates.

Representation.

Article 7

1. The foundation will be represented by the General Board. Authority to represent the foundation is vested in at least two members of the General Board or the executive board acting jointly, including in any event the chairman or the vice-chairman.

2. The General Board may grant an authorization to represent the foundation within the remit of this authority to represent to:
 - a. one or more members of the General Board and/or the executive board;
 - b. the director referred to in Article 8 below;
 - c. third parties.

Agency.

Article 8

1. To support its work, the foundation will have an agency headed by the director.
2. The director will be appointed by the General Board and the other members of the agency will be appointed in consultation with him or her.
3. The director will manage the foundation's funds under the supervision of the treasurer of the General Board, for which management it will be answerable to the General Board.
4. The agency will be charged with the preparation and implementation of policy, will make proposals for policy development and will maintain the secretariats of the foundation's various committees.

Board meetings and board decisions.

Article 9

1. The meetings of the General Board will be held at the place specified in the convocation of the meeting.
2. The General Board will meet as often as the chairman or the vice-chairman, or at least two members, consider this desirable.
3. At least one meeting of the General Board will be held each calendar year.
4. The secretary will convene the meetings of the General Board in writing or by electronic means and will include the agenda for the meeting with the convocation. Minutes will be kept of that discussed in the meetings of the General Board by the secretary or by one of the other persons present, appointed by the chairman for this purpose.
5. The meetings of the General Board will be chaired by the chairman; if the chairman is absent, the vice-chairman will chair the meeting. In the event that the vice-chairman is also absent, those present will appoint a chairman for the meeting from their midst.
6. As long as all sitting members are present or represented at a meeting of the General Board, valid resolutions may be passed/adopted on all matters coming up for discussion, provided they are passed unanimously, even if the provisions of these statutes for convening and holding meetings have not been observed.
7. The General Board is authorized to take decisions both in and outside of a meeting. In the latter case, it is required that all sitting members of the General Board cast their vote in writing or by electronic means, and vote for the proposal.
8. A member of the General Board may be represented at a meeting by a fellow member of the board with a written authorization adjudged by the chairman of the meeting to be valid. The requirement for a written authorization is considered to have been fulfilled if the authorisation is recorded electronically. A member of the board may act as the authorized representative of no more than two other members.

9. In as far as it is not stipulated otherwise in these statutes, all decisions by the General Board will be taken by an absolute majority of the votes cast at a meeting at which at least half of the sitting members of the General Board are present or represented. The General Board will decide exclusively on the topics on the agenda.
10. Each member of the General Board is entitled to cast one vote.
11. Votes taken at a meeting will be oral, unless the chairman or one of those entitled to vote requires a ballot. Ballots will be taken by means of sealed, signed papers.
12. Blank votes will be considered not to have been cast.
13. In the event that the votes are tied, the decision will be taken by the chairman.
14. In all disputes concerning votes not covered by the statutes, the chairman will decide.
15. Without prejudice to the stipulations of the previous sub-articles, a member of the General Board may also take part in the meetings of the General Board through a means of electronic communication, including speaking at such a meeting and casting his or her vote. For this, it is required that the electronic means of communication makes it possible: i) to identify the member of the General Board in question; ii) for the member of the General Board in question to directly follow what is taking place at the meeting; iii) for the member of the General Board in question to take part in the discussion, and iv) for the member of the General Board in question to cast his or her vote.
Further rules for taking part in and voting at meetings of the General Board by electronic means of communication may be laid down by the General Board in regulations.
16. That stipulated in the previous sub-articles of this article is correspondingly applicable to meetings held and decisions taken by the executive board, subject to the understanding that:
 - decisions may only be taken at a meeting by the executive board if at least three-quarters of the sitting members of the executive board are present or represented; and
 - if a vote by the executive board is tied, the decision will be passed on to the General Board.

Tasks and authorities General Board.

Article 10

1. The General Board is charged with the management of the foundation, including the adoption of the general policy and strategy.
The General Board may delegate certain managerial tasks, as described in Article 11 below, to the executive board, with the exception of decisions as referred to in sub-articles 2 and 3 of this article.
2. The General Board is authorized to take decisions to enter into agreements to acquire, alienate and encumber property subject to registration.
3. The General Board is authorized to take decisions to enter into agreements whereby the foundation commits itself as surety or joint and several debtor, warrants performance by a third party or provides security for the debt of a third party, only if the decision is taken unanimously by all sitting members of the General Board.

Article 11

The executive board is charged by virtue of the delegation referred to in Article 10 sub-article 1 with the implementation of the General Board's policy and with the day-to-day management, including supervision of the work of the foundation, personnel matters and finance, the coordination of the foundation's various committees and of the agency, all of which within the frameworks indicated by the General Board. In this regard, the executive board is authorized within the context of the day-to-day management to perform all (legal) acts it considers necessary in order to carry out this day-to-day management.

General Statutes, sub-statutes and other statutes/regulations.

Article 12

1. The General Board is authorized to adopt General Statutes governing topics that the General Board considers to need (further) regulation.
2. The General Statutes will in any event contain a detailed description of the following topics: (Re)classification; Pictograms; Advertising; Initial Classification; Games; Sport; Music; Still Images; Fragments; Derived Products; Recommendations by the Coders' Committee; Coders/Contact Persons.
3. The General Statutes may not contravene the law or these statutes.
4. The General Board is authorized at all times to amend the General Statutes. The stipulations of Article 25 sub-article 1 are correspondingly applicable to amendments to the General Statutes.
5. To further regulate and implement the General Statutes, the home entertainment sector, the film sector and the public and commercial media sectors are authorised, each separately and in consultation with the affiliated parties from their own sectors, to draw up and amend implementing regulations for their own sectors, in the form of sub-statutes governing those topics which, in the opinion of the sector in question, require (further) regulation.
6. Sub-statutes may not contravene the law, these statutes or the General Statutes.
7. Sub-statutes and amendments to these must be submitted in writing to the General Board for approval. The General Board may only withhold approval of sub-statutes or the amendments thereto if decides, by a majority of three-quarters of the votes cast at a meeting at which at least three-quarters of the sitting members of the General Board are present or represented, that the sub-statutes in question contravene the law, these statutes or the General Statutes.
In the event that less than three-quarters of the sitting members of the General Board are present or represented, a new meeting will be convened and held no later than four weeks following the first meeting, at which a decision may be taken to withhold approval of sub-statutes or amendments thereto only by a majority of three-quarters of the number of votes cast, irrespective of the number of sitting members of the General Board present or represented.
8. The decision to grant approval will be taken by the General Board within three months of the sub-statutes in question being submitted.
9. In the event of one of the circumstances referred to in sub-article 6 occurring, the sub-statutes in question will be returned for amendment to the party that drew them up.

10. The General Board is also authorized to adopt regulations in other areas. The General Board has drawn up *inter alia* the complaint statutes, the brand statutes and the statutes governing the coders' committee. Sub-articles 3 and 4 of this article are correspondingly applicable to these other regulations/statutes.

Advisory Committee.

Article 13

1. The foundation has an Advisory Committee. The number of members of the Advisory Committee will be determined by the General Board.
2. The members of the Advisory Committee will be appointed by the General Board for a period of four years and may be re-appointed once for a period of no more than four years.
3. The Advisory Committee will be made up of representatives of the affiliated parties, as well as of academics, consumers and representatives of social organisations.
4. The General Board will appoint the chairman from a list of candidates supplied by the Advisory Committee. The chairman is appointed for a period of four years and may be re-appointed once for a period of no more than four years, unless a shorter period of office is requested.
5. The Advisory Committee may elect a vice-chairman and a secretary from its midst.
6. Membership of the Advisory Committee terminates if and as soon as one of the cases referred to in Article 5 sub-article 7 under a through e occurs, without prejudice to that stipulated in Article 1029 et seq. of the Dutch Code of Civil Procedure.
7. In relation to the meetings and decisions of the Advisory Committee, that stipulated in Article 9 sub-articles 1 through 13 and sub-article 15 is correspondingly applicable, subject to the understanding that:
 - the Advisory Committee will meet as often as the chairman or at least five members of the Advisory Committee consider this desirable;
 - if no secretary has been appointed, the chairman or another member of the Advisory Committee will convene the meetings of the Advisory Committee and distribute the agenda, and one of those present, to be appointed for this purpose by the chairman, will keep the minutes of that discussed at the meetings of the Advisory Committee; and
 - a member of the Advisory Committee may be represented at the meeting by another member of the Advisory Committee with the submission of a written authorisation judged to be satisfactory by the chairman of the meeting. The requirements for a written authorization is considered fulfilled if the authorization is recorded electronically. A member of the Advisory Committee may only act as the authorized representative of one other member of the Advisory Committee.

Tasks and authorities Advisory Committee.

Article 14

The Advisory Committee will advise the General Board on all concrete aspects that play a role within the foundation.

Science Committee.

Article 15

1. The foundation has a Science Committee. The number of members of the Science Committee will be set by the General Board.
2. The members of the Science Committee will be appointed by the General Board for a period of four years. Following the end of each four-year period, the General Board will determine whether a new period is desirable.
3. The Science Committee will consist principally of scientists and academics, all being specialised in the fields 'child and media' and 'media and violence'.
4. Membership of the Science Committee will terminate if and as soon as one of the cases referred to in Article 5 sub-article 7 under a through e occurs, without prejudice to that stipulated in Article 1029 et seq. of the Dutch Code of Civil Procedure.

Tasks and authorities Science Committee.

Article 16

The science committee will advise the General Board on the classification system and all matters connected to this.

Coders' Committee.

Article 17

1. The foundation has a Coders' Committee.
The Coders' Committee consists of a team of six coders.
2. The members of the Coders' Committee will be appointed by the agency, for an unlimited period.
3. The appointment of the members of the Coders' Committee will take place as follows:
 - two coders must be employed by a film/DVD/video film distributor;
 - two coders must be employed by VCO;
 - two coders must be employed by the NPO.
4. A secretary, employed by the agency, will be attached to the Coders' Committee.

Tasks and authorities Coders' Committee.

Article 18

1. The Coders' Committee advises affiliated parties, following a request from the affiliated party to this end, in the event of doubts about their classification of their own products, or about doubts about a previous classification carried out by another affiliated party.
2. Further rules are included in the statutes of the Coders' Committee concerning the work and authorities of the Coders' Committee.

Complaints Committee.

Article 19

1. The foundation has a Complaints Committee.
The Complaints Committee consists of an independent chairman, six members – including a vice-chairman and a number of deputising members up to a maximum of three to be determined by the General Board. The Complaints Committee will handle complaints when convened with a quorum of chairman or vice-chairman and at least two (deputising) members.
2. The (deputising) members of the Complaints Committee will be appointed by the General Board for a period of four years and may be re-appointed twice, for a

period of four years. Members of the Complaints Committee will resign in accordance with a rotation schedule to be adopted by the General Board.

3. Appointment of the (deputising) members of the Complaints Committee will take place as follows:

- at least two, but no more than three members, to be determined by the General Board, will be appointed on nomination by the N.V.P.I., interactive department;
- at least two, but no more than three members, to be determined by the General Board, will be appointed on nomination by the N.V.P.I., video department, NVER and the film sector jointly;
- at least two, but no more than three members, to be determined by the General Board, will be appointed on nomination by the public and commercial media sectors;
- no more than three (supervisory) members may be appointed by the General Board without a nomination being necessary.

In the event that no nomination is submitted, or this is submitted late, the General Board is free in its appointment of the members of the Complaints Committee.

4. The (deputising) members of the Complaints Committee will not be employed within the audio-visual sector or by the affiliated parties and will have no financial, administrative or other interest in the audio-visual sector or with the affiliated parties whatsoever.

5. The chairman will be appointed by the General Board from outside the members of the Complaints Committee.

The chairman will be a lawyer with demonstrable judiciary experience and will be independent from the audio-visual sector and the affiliated parties. The chairman will be appointed for a period of four years and may be re-appointed twice for a period of four years.

6. The Complaints Committee will elect a vice-chairman from its midst.

7. Remuneration determined by the General Board will be paid to the members and the chairman and the vice-chairman of the Complaints Committee. The deputising members of the Complaints Committee will receive only a fee per hearing, to be determined by the General Board.

8. The Complaints Committee will also have a secretary, not being a member, who may or may not be employed by the agency. This secretary will be charged with the organization of hearings and the drafting of decisions.

9. In accordance with the composition of the Complaints Committee as described in sub-article 3 of this Article, the General Board will fill vacancies arising within three months.

10. When convening a hearing of the Complaints Committee, the secretary will as far as possible attempt to have one member present from each proposing sector.

11. Membership of the Complaints Committee will terminate if and as soon as one of the cases referred to in Article 5 sub-article 7 under a through e occurs.

12. In the event that an affiliated party submits a complaint, members of the Complaints Committee appointed on nomination by the sector to which the affiliated party belongs will not take part in the Complaints Committee at the moment the complaint in question is dealt with.

13. In relation to the meetings and decisions of the Complaints Committee, that stipulated in Article 9 sub-articles 1 through 13 and sub-article 15 is correspondingly applicable.

Tasks, authorities and decision-making Complaints Committee.

Article 20

1. The Complaints Committee will function autonomously and will be charged with the processing and ruling on complaints and the taking of decisions on complaints submitted to it by interested parties.
2. Rulings by the Complaints Committee will be issued by virtue of a decision taken with an absolute majority of the votes cast.
3. It is possible to appeal against a ruling by the Complaints Committee through the Appeals Committee described in Article 21.
4. Further regulations on the authorities of the Complaints Committee, as well as on the complaints procedure, are included in the complaint statutes.

Appeals Committee.

Article 21

1. The foundation has an Appeals Committee.
The Appeals Committee consists of an independent chairman and a number of members of at least two, to be determined by the General Board, and a number of deputising members up to a maximum of two to be determined by the General Board. The Appeals Committee will handle complaints in appeal when convened with a quorum of chairman or vice-chairman and at least two (deputising) members.
2. The members of the Appeals Committee will be appointed by the General Board for a period of four years and may be re-appointed twice for a period of four years. Members of the Appeals Committee will resign in accordance with a rotation schedule to be adopted by the General Board.
3. The chairman will be appointed by the General Board from outside the members of the Appeals Committee.
The chairman will be a lawyer with demonstrable judiciary experience and will be independent from the audio-visual sector and the affiliated parties. The chairman will be appointed for a period of four years and may be re-appointed twice for a period of four years.
4. Remuneration determined by the General Board will be paid to the members and the chairman of the Appeals Committee.
5. The Appeals Committee will elect a vice-chairman from its midst.
6. The Appeals Committee will also have a secretary, not being a member, who may or may not be employed by the agency. This secretary will be charged with the organization of hearings and the drafting of decisions.
7. The Appeals Committee will consist of persons who are independent of the audio-visual sector and the affiliated parties. Persons sitting on the Complaints Committee will not sit on the Appeals Committee.
8. Membership of the Appeals Committee will terminate if and as soon as one of the cases referred to in Article 5 sub-article 7 under a through e occurs, without prejudice to that stated in Article 1029 et seq. of the Dutch Code of Civil Procedure.

9. In relation to the meetings and decisions of the Appeals Committee, that stipulated in Article 9 sub-articles 1 through 13 and sub-article 15 is correspondingly applicable.

Tasks and authorities Appeals Committee.

Article 22

1. The Appeals Committee is charged with handling appeals by a party whose complaint has been rejected, in full or in part, by the Complaints Committee.
2. Further regulations concerning the authorities of the Appeals Committee, as well as the appeals procedure, are included in the complaints regulations.

Affiliated parties.

Article 23

1. The General Board will decide on the admission of new affiliated parties to the foundation, subject to the condition that the affiliated party undertakes, by signing the statement of affiliation, to fulfil all of the obligations ensuing from these statutes, the general statutes, the sub-statutes applicable to the candidate affiliated party and all other applicable regulations and conditions.
2. Legal or natural persons are eligible to affiliate who operate or conduct one or more businesses and/or organisations active within the audio-visual sector, including distributors of film works (which may be recorded on image carriers), public and commercial media organizations, operators and retailers, as well as the sector organizations representing these.
3. Affiliation will be terminated by:
 - a decision to this end by the General Board, in consultation with the director;
 - written cancellation by the affiliated party in question; the requirement for a written cancellation is considered to have been fulfilled if the cancellation is recorded electronically.
4. The General Board may decide to terminate the status of affiliated party if the affiliated party no longer fulfils the requirements for affiliation as laid down in the statutes, if it fails to fulfil its obligations vis-à-vis the foundation, as well as if the General Board or the director cannot reasonably be expected to allow the affiliated party's affiliation to continue.
5. Termination of the affiliated party's affiliation, either by the affiliated party or by the General Board may only take place before the first of September of a financial year, and with the observance of a period of notice of four weeks. The affiliation may however be terminated with immediate effect in the event that the General Board or the director cannot reasonably be expected to allow the affiliated party's affiliation to continue.
6. Termination of the affiliated party's affiliation contrary to that stipulated in the previous sub-article will cause the affiliated party's affiliation to end at the first permitted moment following the date on which this affiliation was intended to end.
7. An affiliated party may terminate its affiliation with immediate effect within one month of receiving notification that the foundation will be given another legal form, will merge or divide.

8. An affiliated party may not terminate its affiliation with immediate effect in the event that its financial rights and obligations are changed.
9. In the event that an affiliated party's affiliation ends during the course of a financial year, the annual contribution will nevertheless remain payable in full.

Financial year and annual report and accounts.

Article 24

1. The foundation's financial year is equal to the calendar year.
2. The General Board is obliged to keep such records of the association's financial position and of everything connected with the work of the foundation, in accordance with the requirements that ensure from this work, that the association's rights and obligations can be known from them at any time, and to keep the books, documents and other data carriers connected with this.
3. Each year within six months of the end of the financial year, the General Board will draw up annual accounts, consisting of a balance sheet and a statement of income and expenditure of the foundation, with explanatory notes.
4. The annual accounts will be signed by all members of the General Board; in the event that the signature of one of these is missing, this will be stated, with grounds.
5. The General Board may grant an assignment to have the annual accounts audited by a chartered accountant, or by an accounting consultant. The chartered accountant or accounting consultant will then issue a written report of his or her findings to the General Board and will record these findings in an audit report.
6. Adoption of the annual accounts will take place by the General Board. Adoption of the annual accounts by the General Board discharges the members of the General Board for the policy they have conducted during the financial year in question.
7. Each year, the General Board will draw up a budget for the next financial year. This budget must then be approved by a decision to this end taken by a majority of three-quarters of the votes cast at a meeting at which at least three-quarters of the number of sitting members of the General Board are present or represented. In the event that at least three-quarters of the sitting members of the General Board are not present or represented, no later than within four weeks of the first meeting a new meeting will be convened and held, at which meeting a decision can be taken to adopt the budget only by a majority of three-quarters of the number of votes cast, irrespective of the number of sitting members of the General Board present or represented at this meeting.
8. The General Board is obliged to keep the books, documents and other data carriers referred to in sub-article 2, the annual accounts referred to in sub-article 4 and the report referred to in the last paragraph of sub-article 5 (if drawn up) for a period of seven years.

Amendments to the articles of association.

Article 25

1. The General Board is authorized to amend these articles of association, the general statutes and the other statutes, as referred to in Article 12. A decision to do so must be taken by a majority of three-quarters of the number of votes cast at a meeting at which at least three-quarters of the sitting members of the General

- Board are present or represented. In the event that at least three-quarters of the sitting members of the General Board are not present or represented, no later than within four weeks of the first meeting a new meeting will be convened and held, at which meeting a decision can only be taken on amendment of the statutes by a majority of three-quarters of the number of votes cast, irrespective of the number of sitting members of the General Board present or represented at this meeting.
2. All amendments to these statutes must be made by notarial deed, on pain of nullity. Each member of the General Board is independently authorized to appear for the passing of said deed.

Dissolution and liquidation.

Article 26

1. The General Board is authorized to dissolve the foundation. The stipulations of Article 25 sub-article 1 are correspondingly applicable to any decision taken to this end.
2. The foundation will continue to exist following dissolution in as far as this is necessary for the liquidation of its assets.
3. Upon dissolution of the foundation, the liquidation will be performed by the General Board.
4. During liquidation, the stipulations of these statutes will remain in force as far as possible.
5. Any reserves remaining following liquidation will be paid out in accordance with the aims of the foundation to an organisation for the public good having similar aims or to a foreign organisation exclusively or almost exclusively for the public good and having similar aims. 6. Following liquidation, the dissolved foundation's books and documents will be kept for a period of seven years by the person appointed for this purpose by the liquidators.