

CEPIC AISBL

PROPOSED STATUTE AMENDMENTS

Incorporating Statutes Committee decisions

1. Context and mandate

The Statutes Committee was convened to address governance issues identified by the Board of Directors regarding the composition of the Board and the voting rights of Members at the General Assembly.

At its meeting of 5 March 2026, the Committee noted that the current Board composition does not reflect the provisions of the Statutes. In particular, the Statutes provide for only one Associate Member director, whereas the Board currently includes five Associate Member directors and one director whose organisation is not a CEPIC member. All current directors were elected unanimously.

The Committee held two meetings (5 March and 17 April 2026) during which the following principles were agreed and implemented on the meeting of 8th May.

- Associate Members should have more seats on the Board, represented in their own right;
- The Board shall include at least a President, a Vice-President and a Treasurer. These functions may be held by any Director proposed by a Full Member or an Associate Member
- A weighted voting mechanism (2:1 ratio) should be introduced at the General Assembly to reflect the founding role of national associations while recognising the growing importance of individual agency members;
- The Board should be able to propose independent candidates ("Expert Directors") based on their qualifications and relevance, who do not need to represent a Full Member or an Associate Member, subject to election by the General Assembly; and
- A Board Observer status should be created to allow persons with relevant expertise to attend Board meetings without voting rights.

2. Summary of agreed amendments on 8th May 2026

Article 8.1 (Membership categories): Revised to remove the implication that every Full Member has an automatic Board seat and to confirm that both Full and Associate Members may propose candidates for the Board.

Article 11.5 (Voting rights): Replaces the current percentage-based pooled voting system with a simpler individual weighted mechanism: each Full Member's vote counts

as two (2); each Associate Member's vote counts as one (1). Abstentions are excluded from the count.

Article 12.1 (Board composition and powers): Introduces three categories of directors: (a) directors proposed by Full Members, (b) directors proposed by Associate Members, and (c) Expert Directors proposed by the Board. The number of Associate Member directors may never exceed the number of Full Member directors. Expert Directors are capped at two.

The Board's powers **regarding** Internal Regulations are corrected to align with Article 18. Point (n), which was missing from the English working version, has been reinstated to confirm the Board's appointment of the President, Vice-President and Treasurer from among the Directors. A new point (o) has been added for the proposal of Expert Director candidates, and point (p) addresses the delegation of daily management, as required by Article 2:10 §2, item 7 CSA.

Article 12.2 (Qualification): Candidates must be natural persons. Only Members in good standing may propose candidates. One candidate per Member per election.

Article 12.3 (Nomination and election): Revised to reflect the three-category structure. The President invites candidacies (14 days before the GA, received 7 days before). The Board communicates the seat allocation. A tie-breaking mechanism is added: second vote, then the President's casting vote.

Article 12.5 (Replacement): Adapted to include the Expert Director replacement route and a balance safeguard. The existing co-optation mechanism is preserved.

Article 12.12 (Board Observers): New provision allowing the Board to invite observers with expertise relevant to matters under discussion. Observers have no voting rights and no power to represent or bind the Association.

Article 18 (Internal Regulations): Corrected. The erroneous cross-reference to Article 10 is removed. The role of the Board as proposer and the General Assembly as adopter is clarified.

Transitional provision: The General Assembly ratifies the current Board composition and all acts taken by it, reflecting the unanimous consensus. Current directors remain in office until the first election under the new rules.

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Article 8.1 — Categories of Membership

Amended to align with the new Board composition rules in Article 12. Revised to remove the implication that every Full Member has an automatic Board seat, which is no longer accurate under the capped Board structure.

8.1 Categories of membership

There are two categories of membership.

Full Members

Full Membership is open to associations of photographic news agencies, illustration agencies, creative picture agencies, picture libraries and related organisations from the image licensing industry.

Full Members are entitled to propose candidates for election to the Board of Directors and enjoy the right to vote at the General Assembly, in each case in accordance with these Statutes.

Associate Members

Associate Membership is open to organisations, corporations or agencies from the media licensing industry, or whose activities are related to the media licensing industry, which do not meet the requirements for Full Membership.

Associate Members are entitled to propose candidates for election to the Board of Directors and enjoy the right to vote at the General Assembly, in each case in accordance with these Statutes and subject to the Board composition rules set out in Article 12.

Article 11.5 — Voting Rights

Introduces weighted voting for ordinary GA resolutions (2:1 ratio), as agreed at the April 2026 meeting.

Each Member shall have one vote.

For all resolutions of the General Assembly, votes shall be weighted as follows:

a) the vote of each Full Member shall count as two (2) votes;

b) the vote of each Associate Member shall count as one (1) vote.

Unless otherwise provided by these Statutes or by mandatory applicable law, resolutions of the General Assembly shall be adopted by a simple majority, meaning more than fifty percent (50%), of the weighted votes validly cast by Members present or represented.

Abstentions shall not be counted as votes cast.

Article 12.1 — Composition and Powers

Full rewrite. Introduces three categories of Directors, a balance rule, and a cap on Expert Directors. Powers section corrected to align Board role with Article 18 (GA adopts Internal Regulations. Point (n), which was missing from the English working version, has been reinstated to confirm that the Board appoints, from among the Directors, the President, the Vice-President and the Treasurer. A new point (o) has been added to reflect the new Expert Director mechanism, under which the Board may propose candidates for election by the General Assembly. Finally, the provision on daily management has been revised to clarify that any delegation of daily management, including to the Executive Director, constitutes a corporate/governance mandate granted by the Board and is distinct from any separate employment relationship.

Composition: The Association shall be administered by a Board of Directors composed of at least three (3) and at most ten (10) Directors, elected by the General Assembly.

Directors may be elected from the following categories:

- a) Directors proposed by Full Members;
- b) Directors proposed by Associate Members;
- c) Expert Directors proposed by the Board of Directors on the basis of their qualifications, expertise, experience or relevance to the objectives and activities of the Association.

The number of Directors proposed by Associate Members shall never exceed the number of Directors proposed by Full Members.

Expert Directors shall not be counted for the purpose of calculating the balance between Directors proposed by Full Members and Directors proposed by Associate Members. The number of Expert Directors shall not exceed two (2).

No person may be elected, appointed or co-opted as Director if such election, appointment or co-optation would result in:

- a) the total number of Directors exceeding ten (10);
- b) the number of Directors proposed by Associate Members exceeding the number of Directors proposed by Full Members; or
- c) the number of Expert Directors exceeding two (2).

The Board shall include at least a President, a Vice-President and a Treasurer. These functions may be held by any Director.

Each Director, including Expert Directors, shall have one vote and shall act in the best interests of the Association.

The Board of Directors' positions are unpaid.

Powers of the Board of Directors: The Board of Directors shall have all powers necessary to accomplish the purpose of the Association, except for the powers that are specifically granted to other bodies of the Association by the Law or these Statutes.

The Board of Directors shall act as a collegial body and shall in particular have the following powers, amongst other:

- (a) the transfer of the Association's registered office, as long as such transfer does not require the modification of the language of the Statutes;
- (b) the preparation and proposal to the General Assembly of Internal Regulations, and of any amendments thereto, in accordance with Article 18;
- (c) the determination of the Association's strategy and policy;
- (d) the monitoring of the budget expenditures and the allocation of the budget;
- (e) the execution of the decisions of the General Assembly;
- (f) the admission of new Members;
- (g) the exclusion of Members;
- (h) employing, dismissing and supervising staff;
- (i) the determination of the calculation method and the amount of the annual membership fees, to be approved by the General Assembly;
- (j) approval of any gifts, loans and donations;
- (k) approval of the draft annual report, draft annual accounts and the draft budget that must be submitted to the General Assembly for approval;
- (l) the adoption of propositions to be submitted to the General Assembly;
- (m) the decisions to establish and delegate tasks to one or more Working Group(s) and the overseeing of this/these;
- (n) the appointment, from among the Directors, of the President, the Vice-President and the Treasurer;
- (o) the proposal to the General Assembly of candidates for the position of Expert Director, in accordance with the criteria and conditions set out in these Statutes; and
- (p) the delegation of the daily management of the Association, together with the representation of the Association in respect of such daily management, to one or more persons, including the Executive Director, under the terms and limits determined by the Board. This delegation constitutes a corporate/governance mandate granted by the Board and is distinct from any employment contract or

employment relationship. The Board shall determine the appointment, cessation of office and modalities of exercise of such delegation, without prejudice to any separate employment relationship.

Article 12.2 — Qualification to be a Board Director

Includes a one-candidate-per-Member rule.

Candidates for election as Directors must be natural persons proposed in accordance with Article 12.1.

Only Members in good standing may propose candidates. Each Member may propose only one candidate per election, unless a seat previously held by a Director proposed by that Member is also vacant.

All candidates must be able to devote substantial time to meetings, governance and representation of the Association.

Article 12.3 — Nomination and Election of Directors

Revised election procedure based on the new composition of the Board with tie-breaking mechanism added.

Directors shall be elected by the General Assembly for a term of two (2) years by simple majority of the votes validly cast, unless otherwise provided by these Statutes or by mandatory applicable law. Directors shall remain in office until they are discharged, replaced or re-elected.

The President shall invite Members to submit in writing candidacies not later than fourteen (14) calendar days before the General Assembly at which elections are to take place. Such candidacies must be received by the President not later than seven (7) calendar days before the General Assembly. The Board shall verify the admissibility of all candidacies before the General Assembly.

Expert Directors shall be elected by the General Assembly in the same manner as other Directors.

Before each election, the Board shall determine and communicate to the Members:

a) the total number of seats to be filled; b) the number of seats available for candidates proposed by Full Members; c) the maximum number of seats available for candidates proposed by Associate Members; and d) the number of seats, if any, available for Expert Directors.

If the number of admissible candidates in any category exceeds the number of available seats for that category, the candidates receiving the highest number of votes within that category shall be deemed elected, subject always to compliance with Article 12.1.

In the event of a tie affecting the allocation of a seat, a second vote shall be held between the tied candidates. If the tie persists, the President shall have a casting vote solely for the purpose of resolving that tie and allocating the relevant Board seat.

Article 12.5 — Replacement

Revised to accommodate the new three-category Board structure, including the replacement of Expert Directors. A balance safeguard has been added to ensure compliance with Article 12.1.

In the event that a vacancy occurs, including as a result of resignation, death, incapacity, removal or any other cause, the Member or body that originally proposed the departing Director shall have the right to suggest a replacement for the remainder of the current term.

Where the departing Director was an Expert Director, the Board of Directors may propose a replacement Expert Director.

The proposed replacement may be provisionally appointed by the Board of Directors by simple majority at the next Board meeting, subject to confirmation by the next General Assembly.

No replacement may be made if it would breach the Board composition and balance rules set out in Article 12.1.

If the Board does not approve the suggested replacement, or if no replacement is suggested, the seat shall remain vacant until the next General Assembly.

The term of office of the replacement Director shall expire when the term of the replaced Director would have expired

Article 12.12 — Board Observers

New standalone provision, extracted from the former single sentence in Article 12.1. Addresses the request from the April 2026 meeting.

The Board of Directors may invite one or more persons to attend one or more Board meetings, or parts thereof, as observers, on the basis of their expertise or relevance to the matters under discussion.

Observers shall not be Directors, shall have no voting rights, shall not be counted for quorum purposes, and shall have no authority to represent or bind the Association.

Observers may attend Board meetings remotely or in person, as determined by the Board.

Their participation may be subject to the signature of a confidentiality undertaking, as determined by the Board. Observers shall remain bound by confidentiality obligations after the end of their observer status.

The Board may exclude observers from any part of a meeting where confidentiality, conflicts of interest or the interests of the Association so require. No reasons need be given for such exclusion.

The invitation of an observer may be revoked by the Board at any time.

THE END -