

STATUTES

„Z A F A“

**-ZDRUŽENIE AUTOROV FILMU A AUDIA-
- ASSOCIATION OF FILM AND AUDIO AUTHORS-**

with its statutory obligations under Law No 185/2015 of the Act on the Law on Copyright as amended by later amendments (hereinafter referred to as ‘the Copyright law’)

(hereinafter referred to as ‘the Statutes’).

ARTICLE 1

BASIC PROVISIONS

1. The ASSOCIATION OF FILM AND AUDIO AUTHORS with the official abbreviation ZAFA or ZAFA.sk is an independent legal entity with its own legal subjectivity, established on the basis of Act No. 83/1990 Coll. on the Association of Citizens, as amended, which collects, administers and distributes on its own behalf the remuneration due to authors of audiovisual works pursuant to the Copyright Act and other implementing regulations.
2. ZAFA is an association of natural persons and legal entities which, on the basis of the authorisation for the exercise of collective rights management No. 1/2025 dated 14.03.2025 (hereinafter referred to as the “Authorisation”), carries out collective management of rights to audiovisual works in the territory of the Slovak Republic. ZAFA shall exercise its competence in relation to foreign countries on the basis of international reciprocal agreements concluded with similar foreign organisations.
3. The name of the collecting society shall read: **The Association of Film and Audio Authors** (hereinafter referred to as "ZAFA"), official abbreviation is: ZAFA or ZAFA.sk, the registered office of ZAFA is: Dunajská 48, 811 08 Bratislava, Slovakia.

ARTICLE 2

GOALS AND DEVELOPMENTS

1. ZAFA is primarily an association of authors and other copyright holders involved in audiovisual (AV) production from the following artistic professions:

- i. directors of photography/cinematographers,**
- ii. costume designers,**
- iii. film editors,**
- iv. film architects/set designers,**
- v. other creative artists involved in a special way in the creation of works in audiovisual production.**

2. The mission of ZAFA is to protect the common interests of rights holders of audiovisual works, to create conditions for a balanced internal integration of the interests of differentiated groups of rights holders and for cooperation and coordination of action with other similar entities in Slovakia and abroad.

3. Rights holders are obliged to act in accordance with good morals and in the exercise of copyright they are obliged to observe the principle of fairness, taking into account the collective nature of rights management. Exercise of rights which is contrary to good morals and the principle of fairness shall not enjoy legal protection.

4. On the basis of the Authorisation, ZAFA carries out collective management of rights to audiovisual works in the following fields:

- a) collection of remuneration for creating copies of an audio-visual work for private needs,**
- b) use of an audio-visual work by presenting it publicly in the form of cable retransmission,**
- c) use of an audio-visual work by creating its copies,**
- d) use of an audio-visual work by public distribution of its original or copies in the form of transferring the ownership right,**
- e) use of an audio-visual work by public distribution of its original or copies in the form of renting the work,**
- f) use of an audio-visual work by public distribution of its original or copies in the form of borrowing the work,**
- g) use of an audio-visual work by presenting it publicly in the form of a public display,**
- h) use of an audio-visual work by presenting it publicly in the form of a public live performance,**
- i) use of an audio-visual work by presenting it publicly in the form of a public technical performance,**
- j) use of an audio-visual work by presenting it publicly in the form of broadcasting,**

- k) use of an audio-visual work by presenting it publicly in the form of re-transmission,
- l) use of an audio-visual work by presenting it publicly in the form of making it publicly accessible,
- m) use of an audio-visual work by presenting it publicly in the form of by any other means of public transmission,
- n) use of an audio-visual work by processing it, including it in a database or connecting it with another protected object,
- o) collection of appropriate remuneration for the use of an audio-visual work by publicly spreading it in the form of renting the work.

5. The mission of ZAFA is:

- (a) collective protection and collective enforcement of copyright under the Copyright Act of authors and their protected subject matter,
- (b) the protection and creation of conditions for the satisfaction of the interests and needs of authors, their heirs or other right holders,
- (c) assisting the development of sound-image creation in the Slovak Republic,
- d) spreading awareness of the importance of intellectual property protection, of ZAFA, of ZAFA members and of the rights holders represented by ZAFA,
- (e) helping to improve the conditions necessary for the activity of authors and the creation of quality works of art in the field of sound-image creation,
- (f) to participate in the creation, design, approval and implementation of standards and regulations for the activity and assessment of creative works,
- (g) to carry out advisory and consultancy activities, the preparation of expert studies and reports/credentials,
- h) to ensure cooperation with scientific and professional institutes, universities and other cultural institutions and employees in the field of culture in the interest of cultural development.

6. ZAFA shall endeavour to carry out collective management of rights within the meaning of the Copyright Act (hereinafter referred to as “**collective management**”) in the fields referred to in Clause 4 of this Article for the rights holders as referred to in Article 2, Paragraph 1 of the Articles of Association. Its main object is the non-profit-making performance of the following activities:

- (a) the representation of each copyright holder in the exercise of his rights in his works, if he so wishes or if this results directly from the law,
- (b) concluding contracts with copyright holders and representing them in the usual circumstances to the extent agreed with them
- (c) concluding contracts with users or persons obliged to pay compensation for remuneration or with persons authorised to defend the interests of users and persons associated in them, the

subject of which is to grant rights to use the works of the represented holders or to negotiate royalties, reasonable remuneration, compensation for remuneration within the meaning of the Copyright Act, including the conclusion of collective licensing agreements,

(d) asserting, on its own behalf, in favour of the represented copyright holders, the claims due to them,

(e) collecting remuneration for the use of works, reasonable remuneration, compensation for remuneration and income from the issue of unjust enrichment, administering, distributing and paying them to the entitled right holders in accordance with generally binding regulations and the ZAFA Distribution rules,

(f) keeping the statutory registers and records to the extent necessary for the exercise of collective management of rights,

(g) ensuring the tasks in the field of registration and entries in international lists and registers,

(h) ensuring ZAFA's cooperation with organisations in the field of audiovisual production and other related fields, scientific and professional institutes, universities and other institutions and workers in the field of audiovisual production and other related fields, not only on the territory of the Slovak Republic, but also at the international level,

(i) awareness-raising and educational activities, especially among young people, providing consultations and advice to ZAFA members in the field of authors' creation and other related fields and in issues related to the protection of their author's rights,

j) submitting proposals and/or expert opinions in the field of legal protection of authors' works to the competent state authorities,

k) other activities in accordance with the mission of ZAFA on the basis of the decisions of the General Assembly, the Executive Committee or any other body of ZAFA.

7. ZAFA, in accordance with its mission, is entitled to be a member of international non-governmental, non-profit organizations dealing with the issue of copyright management and protection. An application to join an international organization must be approved by the Executive Committee.

8. ZAFA may seek to extend its Authorization to perform collective rights management to other professions not covered by the Authorization, based on the decision of its bodies.

9. ZAFA shall be entitled to carry out agency representation of right holders in the exercise of their rights, educational, cultural and non-profit activities as an ancillary activity. The exercise of these ancillary activities must be carried out in accordance with the main mission of ZAFA - the exercise of collective rights management.

ARTICLE 3

MEMBERSHIP

1. Membership of ZAFa is voluntary. A natural or legal person who expresses an interest in becoming a member of ZAFa shall be eligible for membership in ZAFa and:

(a) credibly proves that he/she is the owner of the copyright in the works or has been entrusted with the exercise of the property rights in the works for a long period of time,

b) agrees to the Statutes and objectives of ZAFa,

(c) authorises ZAFa to represent its rights in accordance with the model agreement for the representation of authors and rightholders to the full extent of the fields within which ZAFa is authorised to exercise collective rights management under the Authorisation,

(d) its membership has been approved by the relevant body of ZAFa.

2. A member of ZAFa may be a rights holder who is an author, an heir of copyright, another natural or legal person who exercises copyright on the basis of the Copyright Act or a contract.

3. Membership in ZAFa may be:

(a) full - regular,

b) affiliated (associated) without voting rights,

c) honorary without voting rights.

4. The admission procedure for ZAFa membership begins with the receipt of a written application from the applicant.

5. Membership shall commence upon delivery to the applicant of the decision to be accepted as a member of ZAFa.

6. Admission as a member of ZAFa shall be approved by the Executive Committee. There shall be no legal right to be admitted as a member of ZAFa.

7. Exercise of membership rights is possible in person or per rollam. When exercising membership rights, the legal entity's statutory body or its authorised representative shall act on behalf of the legal entity.

8. An author wishing to become a member of ZAFa is obliged to fulfil the following conditions:

(a) submit an application for membership in writing on the prescribed form published on the ZAFa website or otherwise provided to him in writing;

b) enter into a representation agreement with ZAFa as submitted.

9. An heir who wishes to become a member of ZAFa must comply with the following conditions:

- (a) apply for membership in writing on the prescribed form published on the ZAFA website or otherwise provided to him in writing;
- (b) submit to ZAFA a valid certificate of inheritance showing that he has acquired rights in the protected works;
- (c) submit other documents (for example, accounting records) if the heir acquired the protected works as part of the inheritance of a business
- (d) to conclude a representation agreement with ZAFA as presented;

10. Any other natural or legal person exercising copyright under the Copyright Act or a contract who wishes to become a member of ZAFA shall comply with the following conditions:

- (a) apply for membership in writing on the prescribed form published on the ZAFA website or otherwise provided to him in writing;
- b) to submit to ZAFA a document evidencing the right to exercise the copyright under the Copyright Act on the basis of a request from ZAFA or to submit to ZAFA a valid exclusive licence agreement evidencing the right to exercise the copyright;
- (c) enter into a representation agreement with ZAFA as submitted.

11. Associate membership in ZAFA may be applied for by a copyright owner whose rights ZAFA is not entitled to exercise under the Authorization, but who is interested in participating in the activities of ZAFA and the protection of intellectual property carried out by ZAFA for the benefit of its protected subject matter. In its application, the applicant for such membership must demonstrate its authority to exercise the copyright in the works (subject matter) in question.

12. The membership of an honorary member shall be established upon the cumulative fulfilment of the following conditions:

- (a) delivery of an application for Honorary Membership to ZAFA in writing on the prescribed form published on the ZAFA website or otherwise provided to the Honorary Member in writing,
- b) the application for a decision by the competent ZAFA body to accept the person as an honorary member.

13. Membership of an associate (associate) member shall be established upon the cumulative fulfilment of the following conditions:

- (a) receipt of an application for admission as an associate member to ZAFA in writing on the prescribed form published on the ZAFA website or otherwise provided to the associate member in writing,
- b) the application for a decision by the competent ZAFA authorities to accept the person as an honorary member.

14: Membership in ZAFA expires:

(a) death or declaration of death (in the case of a natural person) or dissolution without legal successor (in the case of a legal person),

(b) on receipt of a written notice from the member to withdraw from ZAFA,

c) a decision of the General Assembly or the Executive Committee to expel a member on the basis of the Disciplinary Regulations of ZAFA, if the member, despite a previous warning, fails to fulfill membership obligations (including the proper payment of the membership fee, if it has been determined), violates the generally binding legislation of the Slovak Republic, violates the Statutes or internal rules and regulations of ZAFA, violates the obligations arising from the decisions of the ZAFA bodies, acts contrary to the interests and objectives of ZAFA, creates a danger of endangerment or threat to the reputation or reputation or values /goodwill/ of ZAFA, etc. , on the date of notification of the decision,

(d) the termination of ZAFA,

e) the date of termination of the representation as a result of the termination of the representation agreement.

15. Suspension of membership rights temporarily prevents the exercise of membership rights. A member's membership (except that of the Chairman) may be suspended by a decision of the Executive Committee in the following circumstances:

a) if a member fails to pay membership dues, if any, in spite of a notice from ZAFA; upon payment of the membership dues in arrears for the period in question, the exercise of membership rights shall be resumed,

b) if there is a reasonable suspicion that a member is acting contrary to the interests of ZAFA, or because of a reasonable suspicion of violation or non-performance of membership obligations, or for other important reasons (such as suspicion of violation of the law, the Statutes, contractual obligations to ZAFA, creating a danger of endangering or threatening the reputation or goodwill of ZAFA, etc.); the exercise of membership rights may be restored by a decision of the Control Committee.

16. The Chairman of the Executive Committee may only be suspended from membership by the General Assembly on the recommendation of the Control Commission, for the reasons set out in the preceding paragraph of the Statutes. In the event of suspension of the Chairperson, the Vice-Chairperson shall take over his/her office in the order in which he/she was elected, until the Chairperson's membership rights are restored or until a new Chairperson is duly elected.

ARTICLE 4

ADMISSION TO MEMBERSHIP

1. An applicant for membership shall be required to apply in writing for membership.

2. The Executive Committee shall decide on the admission of an applicant for membership within 90 days of the application for membership. Within the framework of the decision, the Executive Committee shall examine, in addition to the legal conditions under the Copyright

Act, the fulfilment of the conditions of membership by the applicant for membership according to these Statutes.

3. The Executive Committee shall inform ZAFA of the decision to accept the applicant for membership or to reject the applicant with reasons for rejection electronically, by letter sent to the address specified in the application for membership or to another address later notified in writing by the applicant.

4. The list of represented rights holders is published by ZAFA on its website.

ARTICLE 5

RIGHTS AND RESPONSIBILITIES OF A ZAFA MEMBER

1. A ZAFA member has the right to:

- (a) to attend the General Assembly with voting rights,
- b) to be informed about the activities of ZAFA and the decisions of ZAFA bodies,
- c) to nominate candidates to ZAFA bodies,
- d) to vote and be elected to all ZAFA bodies,
- e) vote in the ZAFA bodies in which he/she is a member,
- f) to address the ZAFA bodies with suggestions and complaints, to make proposals (including proposals for candidates for the various ZAFA bodies), to request statements on these proposals and opinions on complaints, and to vote on proposals submitted to the General Assembly,
- g) to request consultation from ZAFA on copyright matters within the scope of the representation agreement,
- h) to use the services and facilities belonging to ZAFA to the extent specified in ZAFA's internal documents,
- i) to share in the liquidation balance on the winding-up of ZAFA,
- j) to be informed of the state of management of ZAFA through the annual report and of the management of ZAFA's funds,
- k) to exercise other rights under the ZAFA Statutes and decisions taken by the ZAFA bodies.

2. A member of ZAFA has the obligation to:

- (a) comply with the Copyright Act, the Statutes, the decisions of the ZAFA bodies and the internal regulations of ZAFA,
- (b) to participate actively in the activities of ZAFA and to defend its interests,
- (c) to promote the objectives of ZAFA,
- (d) to fulfil the obligations under the Copyright Representation Agreement under the Copyright Act,

- (e) refrain from any action contrary to the interests of ZAFA,
- (f) protect and enhance the property of ZAFA and provide ZAFA with the required cooperation,
- (g) pay membership dues properly and on time, if they have been assessed,
- (h) participate fully in the activities of the ZAFA bodies to which he/she has been elected as a member,
- (i) attend meetings of the ZAFA bodies to which he/she has been elected as a member,
- (j) respect and observe the organisational structure of ZAFA,
- (k) protect and defend the good name and reputation of ZAFA,
- (l) to observe other obligations arising from the ZAFA Statutes and decisions taken by the ZAFA bodies.

3. Associate and honorary members of ZAFA shall have all the rights and obligations of a full member, except the right to vote and be elected to ZAFA bodies.

4. The legal successor of an author who was a member of ZAFA shall not become a member of ZAFA by termination of the membership of the member. The rights and obligations of the copyright holders of the \tulu heritage are similar to the rights and obligations of the authors themselves. The heirs of an author who was a member of ZAFA shall not acquire membership of ZAFA by succession, but may apply for membership in the usual manner as further defined in Article 3(9).

5. ZAFA shall also represent copyright holders who have not concluded a representation agreement with ZAFA in the performance of collective management on equal terms and conditions to the extent and under the conditions laid down by law.

ARTICLE 6

MEMBERSHIP CONTRIBUTION AND PAYMENT CONDITIONS

1. The membership contribution may be determined by a decision of the General Assembly and shall serve to partially cover the costs of ZAFA's activities during the course of the calendar year. If the membership fee has been determined for a given calendar year, it shall be payable by 31 March of the respective calendar year for which the membership fee is payable, by wire transfer to the ZAFA account at the latest. In the event that a ZAFA member's membership ceases during the calendar year, the member shall not be entitled to a refund of the membership fee or a pro rata portion thereof. In the case of membership during the calendar year, the member is obliged to pay the proportional part of the membership fee (calculated proportionally to the date of application) no later than 15 days after the decision of the competent body of ZAFA on the approval of the application\ a member of ZAFA.

2. The amount of the annual membership fee and the registration fee for the following calendar year shall be approved by the General Assembly on the recommendation of the Executive Committee. It is not excluded that the membership fee may be set at a nominal amount.

ARTICLE 7

VIOLATION OF THE RIGHTS AND DUTIES OF A MEMBER OF ZAFA

1. It shall be considered a violation of the duties of a member of ZAFA if the member
 - a) violated the Copyright Act,
 - b) has failed or neglected to perform a duty imposed on the member by the Statutes or other bylaws of ZAFA from which the member is obligated,
 - c) acted in violation of the provisions of the Representation Agreement,
 - d) violated the legitimate interests of ZAFA.
2. The following sanctions may be imposed on a member for breach of obligations:
 - (a) admonition for violation of the ZAFA member's duties;
 - b) suspension from the exercise of membership rights and obligations, including suspension from the exercise of the right to vote and the right to stand for election to ZAFA bodies for up to one year with effect from the first day of the calendar month following the final decision on the violation of the member's obligations;
 - c) expulsion of a member of ZAFA, whereby the expelled member may become a member of ZAFA only after the expiry of three years after the final decision on expulsion.
3. Proceedings for breach of duty of a ZAFA member shall be conducted by the Control Commission. Before imposing a sanction, the Control Committee shall invite the member concerned to comment on the matter. It shall set a time limit of not less than 15 working days for the statement. After the expiry of the time limit referred to in the preceding sentence, the Control Committee shall set a date for a personal hearing of the matter and invite the member concerned to attend the hearing. The date of the hearing shall be fixed by the Control Commission within a period of at least five working days from the date of dispatch of the invitation to the hearing to the last known address of the member concerned.
4. The member concerned shall have the right to:
 - (a) express his or her views on the matter discussed in the ZAFA member breach of duty proceedings
 - (b) to attend the hearing of the matter before the Control Commission and to comment on the matter which is the subject of the ZAFA member's breach of duty proceedings.
5. The Control Commission shall discontinue the proceedings on the breach of duty of a ZAFA member if:
 - (a) the member concerned has died or has been declared dead;
 - (b) the member concerned has been deprived of legal capacity;
 - (c) the membership of the member concerned has lapsed.
6. The Control Commission may discuss the matter in the absence of the member concerned if the member concerned has agreed to this in writing or if he or she has not requested in writing

at least two working days before the date set for the hearing to adjourn the hearing for an important reason.

7. The hearing in a ZAFA member breach of duty proceeding shall be closed to the public.

8. Control Commission:

(a) Discontinue the ZAFA member violation proceeding if a situation arises under paragraph 5 of this Article;

b) acquit the ZAFA member concerned of the charge if it has not been proved that the member concerned has breached the obligation of which the member is accused;

(c) decide on the breach of the ZAFA member's duty in question if it has been proved that the member's duty has been breached and impose a sanction on the member.

9. The decision pursuant to paragraph 8 of this Article shall be delivered to the member concerned at the last known address.

10. The provisions on preventive measures and sanctions shall also apply appropriately to a member which is a legal person if its statutory body, member, partner, shareholder, person with an equity participation or controlling person has committed the act referred to in point 1 of this Article of the Statutes.

ARTICLE 8

ZAFA BODIES

1. The bodies of ZAFA are:

(a) General Assembly,

(b) the Executive Committee,

(c) the Director,

(d) the Control Commission,

(e) other bodies established in accordance with the by-laws.

2. ZAFA may establish its specialised commissions, advisory bodies and working groups as necessary. Natural persons who are not members of ZAFA may also be members of the commissions, advisory bodies and working groups. The Executive Committee shall decide on the composition, objectives and tasks of the working groups, unless otherwise provided. The Copyright Commission may be established as an advisory body in accordance with the Statutes to discuss copyright issues and to propose decisions to the ZAFA bodies and may also be established by the Control Commission.

3. The meetings of all ZAFA bodies shall be closed to the public. ZAFA bodies may invite guests to their meetings.

4. Serious decisions of the ZAFAs bodies must be taken in writing, justified or the reasons for the decision must be clearly apparent.

5. Membership of the ZAFAs bodies is associated with the right to compensation for the performance of the function according to the ZAFAs internal regulations. A member of the Executive Committee and of the Control Commission shall be obliged to declare annually in writing to the General Assembly his/her relationship to ZAFAs as a member or rights holder, including all remuneration and other monetary benefits paid to him/her by ZAFAs in the previous calendar year.

6. In the event of the termination of the office or membership of a member of a ZAFAs body during his/her term of office, the incomplete body shall co-opt (recruit) a replacement from among the members of ZAFAs in his/her place by a majority vote of the body concerned.

ARTICLE 9

GENERAL ASSEMBLY

1. The General Assembly shall be the supreme body of ZAFAs, which shall normally meet once a year. All members of ZAFAs shall have the right to attend the General Assembly. Each member shall have one vote at the General Assembly. The expected date of the ordinary General Assembly shall be published by Executive Committee by posting it on the ZAFAs website. The Ordinary General Meeting shall also be convened by the Executive Committee of ZAFAs at least 14 days prior to the General Meeting by delivering an invitation in electronic form to the members of ZAFAs by means of remote electronic communication, or by any other demonstrable means of publication of the notice of the General Meeting in a manner allowing remote access. An Extraordinary General Assembly shall be convened by the Executive Committee of ZAFAs whenever requested by at least two fifths of the members and if at least 6 months have elapsed since the last General Assembly, so that it is held no later than 60 days after the written request has been submitted to the Executive Committee. If the Executive Committee fails to do so, the General Assembly shall be convened by the Control Commission without undue delay.

2. The right to vote is exercised by each member of ZAFAs personally, on the basis of the granted proxies, but not more than 5 proxies or by per rollam. A legal entity shall exercise the right to vote through its statutory body, proxy or authorised representative. Such persons shall be obliged to prove their right to vote before voting. Upon a reasoned proposal of the Executive Committee with the approval of the Control Commission, the General Assembly may be convened online or in a hybrid form, in which case the Control Commission shall oversee the proper conduct of the General Assembly and the necessary procedures.

3. The scope of the General Assembly includes in particular:

- (a) to decide on changes/amendments to the Statutes of ZAFAs,
- (b) to determine the main directions of ZAFAs activities for the next period,

- (c) to elect and dismiss members of the ZAFA Executive Committee from among the representatives of the various professions,
- (d) to elect and dismiss members of the ZAFA Control Commission in the number of at least three members, to elect and dismiss members of other ZAFA bodies, if it is stipulated by the Statutes,
- (e) approve the proposal for the use of unidentifiable remuneration, decide on the creation of a fund to support social, cultural and educational needs for the benefit of members and rights holders, including transparent and non-discriminatory conditions for the provision of financial resources from this fund,
- (f) to decide on the suspension and reinstatement of the membership of the President of ZAFA;
- (g) approve the ZAFA's financial plan and management report and the Executive Committee's annual report on the activities and management of the ZAFA, which must also include audited financial statements,
- (h) to decide on the amount and payment of the membership contribution, if any,
- (i) to decide on the amount to be withheld from the reasonable remuneration, remuneration refunds, income from the issue of unjust enrichment, membership fees and other income to cover the costs of collective management,
- (j) to approve principles for the pooling of revenues from the exercise of collective rights management, including principles for the management and assessment of risks, taking into account the pooling solely in the interests of rightholders, with adequate security, liquidity and avoidance of dependence on a single source of revenues,
- (k) approve principles for the application of reasonable costs for the provision of collective rights management services,
- (l) approve the acquisition or transfer of ownership of immovable property,
- (m) approve a proposal to apply for a loan or to grant a loan or to provide a guarantee for a loan or a loan,
- (n) approve a proposal for the establishment and creation of another legal entity or for the participation of ZAFA in another legal entity,
- (o) approve the annual report and the financial statements of ZAFA on the basis of the opinion of the Control Commission,
- (p) to approve the Distribution rules governing the distribution and payment of shares of the royalties collected for the use of works, reasonable royalties, compensation for royalties and the proceeds from the release of unjust enrichment to the right holders, including the precise conditions for reporting and proving the creation and use of the works to be taken into account in the distribution,
- q) on the proposal of the Executive Committee to approve the binding internal documents of ZAFA (Disciplinary Regulations, Distribution rules),

(r) on the proposal of the Executive Committee or the Control Commission, to establish and dissolve ZAFA advisory bodies and working groups, to elect their members and to approve the statutes of the individual commissions and advisory bodies,

(s) on the proposal of the Executive Committee, approve the financial remuneration of persons involved in ZAFA's activities and the amount thereof;

(t) on the proposal of the Executive Committee, to decide on the voluntary dissolution of ZAFA, or the merger of ZAFA with another association, and on the disposition of the balance of the property settlement of ZAFA, or the termination of the main object of ZAFA,

(u) to discuss and decide such other matters relating to the business of ZAFA falling within the competence of any ZAFA body as it considers necessary or appropriate,

(v) approve the report on the activities of the Control Commission.

4. A quorum of the General Assembly shall be present if an absolute majority of the members of ZAFA are present. The presence of a supermajority of the members of ZAFA shall not be required and the General Assembly shall constitute a quorum unless the Executive Committee decides that a supermajority of the Ordinary Members is not required for a quorum under the preceding sentence. The Executive Committee may make such a decision only if a quorum is not present 30 minutes after the official opening of the General Assembly meeting. This possibility must be brought to the attention of the members in the invitation.

5. At the beginning of the session, the General Assembly elects its chairman and the recorder.

6. Until the election of the Chairman and the Recorder, the General Assembly shall be chaired by the Chairman or a person authorised by him.

7. The consent of a majority of the members of ZAFA present shall be required for a valid decision of the General Assembly (for a valid resolution of the General Assembly to be adopted), unless otherwise stipulated.

8. The approval of the Disciplinary Regulations, the amendment of the Statutes, the adoption or amendment of the Distribution rules, as well as the removal of the members of the Executive Committee or the Control Commission requires the consent of two thirds of the ZAFA members present.

9. The approval of four fifths of the total number of ZAFA members is required for a decision to dissolve, merge or fuse ZAFA, to cease to carry out the main object of ZAFA, or to voluntarily dissolve ZAFA.

10. The election and dismissal of the members of the Executive Committee and the Control Commission shall be by secret ballot; in the event that there are only an equal number of candidates for the number of elected members, the General Assembly may agree to the election by acclamation. Once elected, the individual elected members of the ZAFA bodies shall take up their duties.

11. A written record of the proceedings of each meeting of the General Assembly shall be drawn up, which shall include a description of the discussion of the individual items on the agenda of the General Assembly and the decisions of the General Assembly with an indication of the result of the voting. The minutes shall be signed by the chairman of the General

Assembly and the recording secretary. The motions and declarations submitted to the General Assembly for discussion and the lists of the ZAFA members present shall be archived at the ZAFA headquarters.

12. The General Assembly may entrust the Control Commission with the exercise of the powers referred to in paragraph 3(c), including the regulation of the rules on remuneration of the members of the Executive Committee, and further with the exercise of the powers referred to in paragraph 3, first subparagraph, and subparagraphs (k) to (m).

ARTICLE 10

EXECUTIVE COMMITTEE

1. The Executive Committee shall be the executive body of ZAFA and shall be accountable to the General Assembly for its activities. The members of the Executive Committee are obliged to perform their duties in accordance with the Statutes and the decisions of the General Assembly.

2. The Executive Committee shall exercise its competences in the period between the meetings of the General Assembly, convene and prepare the content of the General Assembly meeting and prepare the basic materials and documents for the General Assembly meeting.

3. The Executive Committee shall have at least 7 members. The Chairman and the Vice-Chairman shall be elected and dismissed by the Executive Committee from among its members. The members of the Executive Committee shall be elected and dismissed by the General Assembly by secret ballot for a period of five (5) years. Members of the Executive Committee may be re-elected.

4. Any ZAFA member may submit a nomination for a member of the Executive Committee. The nomination must be submitted in writing to ZAFA no later than 10 days prior to the General Assembly and must include the candidate's name, date of birth, permanent address and the category for which the member is standing. The proposal must be accompanied by a handwritten and signed written consent of the member to stand as a candidate and a declaration that the candidate is not aware of any impediments to his/her election.

5. The Executive Committee shall prepare and submit to the General Assembly a list of candidates, divided by category of membership, and shall state whether the nominations submitted meet the eligibility requirements. In the event that a candidate is not elected by an absolute majority of the members present at the General Assembly, a second round of elections shall be held, to which the two candidates with the highest number of votes shall proceed. The candidate who obtains the majority of votes in the second round shall be elected.

6. Membership of the Executive Committee is incompatible with membership of the Control Commission.

7. The term of office of a member of the Executive Committee shall begin at the time of election.

8. The Executive Committee shall meet at least four (4) times a year. Its meetings shall be convened and chaired by the Chairperson of the Executive Committee. Meetings shall be

convened by the Chairperson by sending an invitation stating the place, date, time and agenda of the meeting.

9. The invitation to the Executive Committee meeting shall be sent to all members of the Executive Committee by post, by mail sent to the address of residence or registered office stated in the application form, or to another postal address known to ZAFA, electronically to the email address stated in the application form, or to another email address known to ZAFA, or by any other appropriate means, no later than 6 days prior to the Executive Committee meeting.

10. A quorum of the Executive Committee shall be present if a majority of its members is present. Each member of the Executive Committee shall have one vote at a meeting of the Executive Committee. In the event of a tie vote, the vote of the Chairperson of ZAFA, or in his/her absence, the vote of a member of the Executive Committee designated by him/her, shall be decisive. The Executive Committee shall decide by a supermajority vote of the Executive Committee members present. The Executive Committee shall take decisions in the form of a resolution. Minutes of the Executive Committee meetings shall be drawn up and shall include the full text of all resolutions adopted at the Executive Committee meetings. The minutes shall be signed by all members of the Executive Committee present. The minutes shall be accompanied by a list of the members of the Executive Committee present. Voting must be in person and in public; proxy voting is not permitted. The Executive Committee may act and take decisions online or in a hybrid form if the Chair of the Executive Committee so decides. The Chairman of the Control Commission and other guests invited by the Chair of ZAFA may attend the Executive Committee meetings.

11. The Executive Committee shall decide on all ZAFA matters not reserved by the Constitution or the Statutes to the General Assembly, the Director or the Control Commission, in particular:

- (a) adopt the bylaws of ZAFA, unless their approval falls within the competence of the General Assembly,
- (b) convenes and prepares the content of the General Assembly's deliberations and subsequently ensures the implementation of its decisions,
- (c) draw up, in cooperation with the Director and the Control Commission, an activity plan, an annual report, an activity report and an annual report on the management of ZAFA, which shall be submitted to the General Assembly no later than the end of July of the current year for the previous year,
- (d) appoint a liquidator in the event of a property settlement of ZAFA,
- (e) if necessary, propose to the General Assembly the establishment of specialised committees Association, ZAFA advisory bodies and working groups and their statutes,
- (f) keep the Control Commission and the Director regularly informed of all matters concerning ZAFA,
- (g) propose to the General Assembly for approval further proposals for measures necessary to ensure the activities of ZAFA,

(h) adopt directives and other internal instructions of ZAFA, which shall be in accordance with the binding internal documents approved by the General Assembly,

(i) discuss and decide on other matters relating to ZAFA's activities entrusted to it.

12. The prior approval of the Control Commission is necessary for the validity of the following acts and decisions:

(a) the acquisition, alienation and any encumbrance of immovable property,

(b) the taking and granting of loans or credits,

(c) the acceptance of guarantees and sureties or other sureties, the issue and validation of bills of exchange, and

(d) financial payment transactions exceeding the amount of EUR 10.000,-.

13. The function of a member of the Executive Committee is incompatible with the performance of functions in other ZAFA bodies and with employment in ZAFA. It is also incompatible with membership of the Control Commission or other management and control bodies of another collective management organization or similar organisation, of the management and supervisory bodies of users of the subject-matter of protection, as well as with the function of a statutory body or its representative in these organisations.

14. Membership of the Executive Committee shall cease:

a) The expiration of the term of office of a member of the Executive Committee, but not before a new member of the Executive Committee has been elected,

b) resignation as a member of the Executive Committee,

c) removal of a member of the Executive Committee by the General Assembly.

d) termination of membership of ZAFA.

15. A member of the Executive Committee may resign his/her office by delivering a notice of resignation of a member of the Executive Committee to the Chair. The Chairperson of the Executive Committee may resign his/her office by delivering a notice of resignation as a member of the Executive Committee to the Executive Committee or to any member of the Executive Committee. The resignation shall be effective from the date of the first meeting of the General Assembly following the delivery of the resignation to the Chairperson. The Executive Committee shall convene a General Assembly no later than 2 months after receipt of the resignation for the purpose of electing a new member of the Executive Committee for the remainder of the term of office during which the resignation took place.

ARTICLE 11

DIRECTOR

1. The Director is an employee of ZAFA who ensures the day-to-day running of ZAFA, is the statutory body of ZAFA, acts and signs on behalf of ZAFA in all matters, represents ZAFA in relation to third parties, and communicates externally on behalf of ZAFA. The Director shall

be appointed by the Control Commission. The Director shall be replaced by the Chair of the Control Commission during the Director's long-term absence or incapacity. On the basis of serious reasons, the Director may be removed from office by a decision of the Executive Committee on a proposal from the Control Commission. Pending the appointment of a new Director, the Chairperson of the Control Commission shall exercise his/her powers.

2. The Director is obliged to perform his/her duties in accordance with the Statutes, the decisions of the General Assembly and the Executive Committee. He/she shall be accountable to the Executive Committee for the performance of his/her duties.

3. The Director of ZAFA shall be responsible for carrying out the following activities:

(a) be the statutory body of ZAFA, represent, act and sign all documents on behalf of ZAFA externally and in relation to third parties,

b) ensure the proper day-to-day running of ZAFA and all activities of ZAFA between meetings of the General Assembly,

(c) prepare and coordinate the activities for the General Assembly meetings,

(d) draw up, in cooperation with the Executive Committee and the Control Commission, a plan of action, the annual report, the performance report and the annual management report of ZAFA, which shall be submitted to the General Assembly no later than the end of July of the current year for the preceding year,

(e) act on employment matters concerning ZAFA and its staff,

f) keep the Executive Committee and the Control Commission regularly informed of all matters concerning ZAFA.

4. The performance of the duties of a Director of the Association shall be incompatible with

a) membership of other elected bodies of ZAFA,

(b) membership of the bodies of other collective management organisations,

(c) membership of the organs of a member of ZAFA,

(d) an employment or similar relationship with another collective management organization or with a ZAFA member.

ARTICLE 12

CONTROL COMMISSION

1. The Control Commission shall be the supreme audit body of ZAFA, consisting of at least three members, and shall be composed of representatives of the various professions represented by ZAFA. The Control Commission shall monitor the management of ZAFA, draw the attention of the authorities to shortcomings and propose measures to remedy them. The members of the Control Commission shall be elected and dismissed by the General Assembly and its term of office shall be five years, ending at the General Assembly on the relevant date. Membership of the Control Commission shall be incompatible with

membership of the Executive Committee and with employment with ZAFA. Re-election is admissible.

2. The work of the Control Commission shall be managed by its Chair, who shall be elected by secret ballot by the members of the Control Commission from among them. The Chairperson of the Control Commission shall be invited to attend meetings of the Executive Committee and the General Assembly.

3. The quorum of the Control Commission shall be a majority of its members. Resolutions of the Control Commission shall be adopted only if they are approved by a majority of all members.

4. The Control Commission shall further interpret the Statutes and other internal documents of ZAFA in a binding manner and shall act as an arbitration body in disputes between ZAFA members, unless the disputes are of a copyright nature. The Control Commission shall also control compliance with the Statutes and internal regulations and the provisions of the Copyright Act.

5. The competence of the ZAFA Control Commission includes in particular:

- (a) control of the management of ZAFA,
- (b) control of the conflict of interests of the members of the Control Commission, the Executive Committee and the Director of ZAFA,
- (c) control of the implementation of the resolutions of the ZAFA bodies,
- (d) control of the execution of collective agreements,
- (e) control of the implementation of bilateral agreements with foreign partner organisations,
- (f) proposing measures to the ZAFA bodies to remedy any shortcomings,
- g) submitting to the General Assembly a report on its activities and an opinion on the management of ZAFA between the sessions of the General Assembly,
- (h) submitting to the ZAFA Executive Committee a written opinion on the annual statement of members' remuneration, including the accounts,
- (i) submitting to the ZAFA Executive Committee a written opinion on the budget and the use of ZAFA's operating expenses,
- j) approving legal actions of the Executive Committee for which the prior approval of the Control Commission is required under the Statutes,
- k) approving the ZAFA half-yearly management report and the draft annual financial plan, submitting the draft financial statements to the General Assembly,
- l) deciding on the use of ZAFA's financial resources in excess of EUR 20 000, approving long-term contracts with a duration exceeding 1 year, i.e. contracts to be concluded for a period of at least 1 year and 1 day,
- (m) proposing financial rewards for persons involved in ZAFA activities and their amount,

(n) deciding on the admission of a person as a member or honorary member of ZAFA or on his or her expulsion and suspension from membership of ZAFA.

6. The General Assembly may delegate to the Control Commission the exercise of the powers referred to in paragraph 3(c) of Article 9, including the regulation of the remuneration of the members of the Executive Committee, and furthermore the exercise of the powers referred to in paragraph 3(k) to (m) of Article 9.

7. The members of the Control Commission shall be accountable to the General Assembly of ZAFA for the performance of their duties. The reports of the Control Commission and other documents relating to the powers of the Control Commission shall be signed by the Chair or another authorised member of the Control Commission.

8. Membership in the Control Commission shall cease:

- (a) the expiry of the term of office of a member,
- b) by removal of a member,
- c) termination of membership in the Association,
- d) resignation of a member,
- e) death.

ARTICLE 13

EXERCISE OF CONTROL BY THE CONTROL COMMISSION

1. The Control Commission shall carry out regular control of the management and administration of ZAFA, including control of the proper and timely payment of remuneration and other monetary benefits to members and rights holders.

2. The Control Commission shall carry out the control on its own initiative in accordance with the provisions of the Copyright Act or at the initiative of the Executive Committee.

3. The details of the procedure of the Control Commission's control shall be laid down in a special regulation approved by the General Assembly.

ARTICLE 14

PRINCIPLES OF VOTES TO ZAFA'S BODIES

1. The list of candidates shall be drawn up as a result of nominations prepared by the Control Commission on the basis of its own proposals and those of the members of ZAFA.

2. Each ZAFa member with voting rights shall have the right to nominate a candidate at least 10 days before the date of the General Assembly. The proposal of the ZAFa members for a candidate must be made in writing or by email and delivered to the ZAFa address or to the ZAFa email address, and must include the name and surname of the candidate, his/her date of birth and his/her permanent residence address.
3. In addition to its own nomination, the Control Commission shall also list all nominations from among its members that meet the conditions set out in this Article of the Statutes.
4. The first round of elections shall be by secret ballot.
5. In the first round, the nominee who receives an absolute majority of the votes shall be validly elected.
6. A second round of elections shall be held in cases where the required number of candidates fails to obtain an absolute majority of votes in the first round.
7. The details of the conduct of the election shall be regulated by the Election Regulations. The Electoral Regulations shall be approved by the General Assembly.

ARTICLE 15

CO-OPTION

1. In the event that a member of an elected body resigns during the term of office or falls into a conflict of interest, or for other reasons is unable to continue to hold office, or if for any reason a member's seat on an elected body becomes vacant, the competent body shall co-opt a new member within 30 days in accordance with these Statutes.
2. The General Assembly confirms the decision to co-opt. In the event that the General Assembly does not confirm the co-option, the vacancy shall be filled by by-election. The General Assembly shall align the length of the term of office of the co-opted member of the relevant body with that of the other members of the relevant body.

ARTICLE 16

PROCEDURES FOR THE PREVENTION OF CONFLICTS OF INTEREST

1. ZAFa has adopted the following procedures to identify, manage, monitor and disclose emerging or potential conflicts of interest.
2. No member of the Control Commission, the Executive Committee, or a Director of ZAFa may be:

(a) A natural person who is a member of the statutory, management or control bodies of other collective management organizations,

b) a natural person who is a member of the statutory, management or supervisory bodies of users,

(c) a natural person who has the status of a close relative of the persons referred to in points (a) and (b) of this point.

3. The representative of a legal entity in the Control Commission and the Executive Committee, who is a member of the Control Commission or the Executive Committee, may not be a natural person who is in an employment, mandate or similar relationship to a) a person who is a member of the statutory, management and supervisory bodies of the users, b) a person close to the person referred to in point a) of this Article.

4. ZAFA shall carry out the following procedures for the purpose of detecting a conflict of interest:

(a) before the commencement of the performance of the functions of a member of the Control Commission, the Executive Committee or the function of a Director, their members or the Director of ZAFA shall submit an affidavit in which they declare that they are not in a conflict of interest under these Statutes. The form of the affidavit shall be determined by specific ZAFA regulations;

(b) a member of the Control Committee and the Director shall declare annually in writing to the General Assembly his/her relationship to the collective management organization as a member or rights holder, including all remuneration and other monetary benefits paid to him/her by the collective management organization in the preceding calendar year (see Sections 161(4), 162(4) of the Copyright Act),

(c) The Control Commission shall carry out a check on the existence of a conflict of interest. If a member of the Control Commission has a conflict of interest, that member shall not participate in the meetings or times of the Control Commission where the existence of a conflict of interest in relation to his/her person is considered;

(d) conflicts of interest shall be decided in the first instance by the Control Commission. If a reasonable suspicion of a possible conflict of interest arises, the Control Commission shall decide within 15 days whether the suspicion of a conflict of interest is well-founded. The Control Commission shall decide on the existence of a conflict of interest within 30 days of the decision on the grounds for suspecting a conflict of interest. Objections to the decision of the Control Commission on the existence of a conflict of interest may be lodged within 30 days of the receipt of the decision of the Control Commission, which shall be decided by the General Assembly. From the moment of notification of the decision on the grounds for suspicion of a conflict of interest and during the decision on the existence of a conflict of interest, the member whose conflict of interest is being considered pursuant to paragraph 3 of this Article shall not perform his/her duties.

5. If a conflict of interest is established, the Control Commission shall submit a proposal for the dismissal of the member of the body concerned on the grounds of the existence of a conflict of interest. If the conflict of interest is not established, the Control Commission shall terminate the suspension of that member of the competent authority.

6. The disclosure of a conflict of interest shall be understood as the announcement of the information about the proven conflict of interest of a member of the ZAFA body at a meeting of the Control Commission and the inclusion of this fact in the minutes of the meeting. In the event of a proven conflict of interest, the Chair, Vice-Chair of the Control Commission or a member of the Control Commission designated by them shall inform about the conflict of interest in question at the next General Assembly.

ARTICLE 17

MANAGEMENT OF ZAFA

1. ZAFA shall administer, distribute and disburse shares of the royalties collected for the use of works, reasonable royalties, compensation of royalties and proceeds from the release of unjust enrichment to the right holders in accordance with the Distribution rules, at least once a year.

2. ZAFA shall carry out the collective management without any claim to profit and shall only be entitled to claim reimbursement of expenses reasonably incurred in the performance of the collective management. The costs associated with the performance of collective management shall be reimbursed by agreement of the right holders represented by deduction from the reasonable remuneration collected, remuneration refunds, income from the issue of unjust enrichment, membership fees and other income.

3. ZAFA is an independent economic unit, which manages its movable and immovable property and property rights in accordance with generally binding legislation of the Slovak Republic, management rules and budgetary rules approved by the General Assembly for the relevant calendar year.

4. Separate assets of ZAFA consist of:

- (a) the funds of ZAFA's legal predecessor,
- (b) the membership fees/contributions of the members of ZAFA,
- c) subsidies, sponsorship, donations and grants from natural persons or legal entities,
- (d) remuneration from the time it is received until payment to the members,
- (e) income from the Association's own property and ZAFA's assets,
- f) income from activities related to the provision of ZAFA's objectives and ancillary activities, if such activities are carried out by ZAFA,
- g) proceeds from beneficial events and other events organised by ZAFA,
- (h) interest on finances held in ZAFA money institutions,
- (i) subsidies from the State budget, organisations and funds,
- (j) funds from inheritance.

5. The property owned by ZAFA may be used exclusively for the fulfilment of its objectives and for the activities of ZAFA. To this end, the Association shall draw up the ZAFA budget

for the calendar year, keep accounts of income and expenditure and draw up an annual report on the Association's economic result.

6. The assets of ZAFA must be managed with due care so that they are not lost, damaged or destroyed and so that their value is not unreasonably diminished.

7. All financial resources of ZAFA shall be deposited in a separate account established for this purpose in a monetary institution or in the cash office of the Association.

8. ZAFA funds may only be used for the fulfilment of the objectives and activities of ZAFA in accordance with the Statutes and the decisions of the competent body of ZAFA.

9. The Executive Committee decides on the use of the association's property, the disposal of the association's property and the funds of ZAFA.

10. The Executive Committee of the Association is responsible for the property, management and accounting of ZAFA.

11. ZAFA may establish and operate businesses and other facilities and take actions related to its mission to cover costs to improve the economic performance and reduce the costs of performing collective management. However, activities which do not belong to the content of the collective management shall be carried out by ZAFA only if they do not interfere with the current performance of the collective management.

ARTICLE 18

DISSOLUTION OF ZAFA

1. ZAFA is hereby dissolved:

(a) by voluntary dissolution if the General Assembly resolves on its dissolution by four-fifths of the total number of full members of ZAFA, or by merger of ZAFA with another,

(b) by a decision of a competent governmental authority.

2. Upon dissolution of ZAFA, a property settlement of ZAFA shall be carried out. In the event of dissolution of ZAFA without a legal successor, liquidation shall be carried out. The provisions of the Commercial Code shall apply to the dissolution of ZAFA with liquidation, unless the Act No. 83/1990 Coll. on the association of citizens, as amended, and the Statutes of ZAFA provide otherwise. The Executive Committee of ZAFA shall appoint a liquidator upon dissolution of ZAFA by voluntary dissolution. The remuneration of the liquidator in such case shall be determined by the Executive Committee. The costs of the liquidation shall be paid out of the assets of ZAFA.

3. The liquidator shall first settle all debts and liabilities of the association and dispose of the liquidation balance as decided by the General Assembly. In the event that the General Assembly does not take a decision on the distribution of the liquidation balance, the remaining assets shall be distributed in the liquidation of the Association pro rata among all full members of ZAFA, according to the amount of their membership fee paid since the commencement of their membership of ZAFA.

4. After the liquidation has been carried out, the liquidator shall submit to the Ministry of the Interior of the Slovak Republic a proposal for the deletion of the Association from the register of non-governmental non-profit organisations.

ARTICLE 19

FINAL AND TRANSITIONAL PROVISIONS

1. These Statutes shall enter into force on 01.07.2025
2. Until the first appointment of the Director of ZAFA, he shall exercise his powers as Chair of the Executive Committee.
3. Organizational units shall not be established upon the establishment of ZAFA.
4. The rights and obligations of the members of the Association that are not regulated by the Statutes and internal regulations shall be governed by Act No. 83/1990 Coll. on Citizens' Associations, as amended.

IN BRATISLAVA, on 25.4.2025

Prof. Mgr. Ján Ďuriš, ArtD
Chairman of the Association

Mgr. Art.. Erik Ivančík
Vice-Chairman of the Association