



// ENGLISH TRANSLATION //

Articles of Association for The Icelandic Visual Art Copyright Association – Myndstef

Article 1 - Purpose

Myndstef (The Icelandic Visual Art Copyright Association) is an organization in the field of copyright for visual works and works as a collective administration organization based on the Act on collective administration of copyright no. 88/2019 and copyright law no. 73/1972. Myndstef plays a key role in protecting members' copyrights for copying and publishing their works to the public and for other similar uses. Myndstef's home and forum is in Reykjavík.

The association's members are those who have given Myndstef the specified power of attorney, or have given specific and verifiable approval for such membership, either through individual membership or through membership of Myndstef's member associations.

Mandate and/or membership gives Myndstef the right to individual custody and joint management of the right of use and publication of the artists's works that have already been exhibited or published. By joining Myndstef, members authorize the organization to negotiate, collect and distribute benefits and fees for various collective rights of members, under the terms stated in these articles, and in the specified power of attorney or membership application. This includes:

- Authorization to enter into comprehensive agreements based on contractual clauses for the joint management of members and non-members, cf. Paragraph 3 Article 11, paragraph 1 Article 12 b., paragraph 3 Article 14, paragraph 1 Article 18, paragraph 4 Article 19, paragraph 1 Article 23, Article 23 a. and paragraph 1 Article 23 b. of the Copyright Act, and furthermore in accordance with the general contractual obligation in Article 26. a., subject to further conditions. Myndstef thus undertakes the collection of royalties for non-members in cases where agreements are made for payments for the use of visual works due to the above-mentioned provisions of the Copyright Act, and also guarantees the return of those fees to the relevant artists, so that they will be placed on an equal footing with members in terms of the collection and return of these fees.
- Authorization to entrust the collective association of rights holders, Fjölís, to negotiate with institutions and schools, regarding collection and allocation for copying and analog reproduction of visual works and public publication, in accordance with agreements and authorization in Article 12. b., paragraph 1 Article 18 and Article 26 a. of the copyright law, as Myndstef does not take care of that contract itself.
- Authorization to entrust the joint association of rightholders, IHM, to receive and distribute payments for copying for private use, based on Article 11. copyright law.

- Authorization to entrust the collective association of rights holders, IHM, to negotiate with competent institutions that rebroadcast works of art, regarding billing and allocation for rebroadcasting by radio and television stations, in accordance with Article 23. d. of the copyright law, as Myndstef does not take care of that contract itself.

Myndstef takes on the task of collecting droit de suite royalties for the commercial resale of works of art. The board is authorized to take over the project of the Icelandic Art Foundation for this purpose, cf. Article 25 b of the Copyright Act. Collection of these fees is also subject to the provisions of Regulation no. 486/2001.

The task of the association, in addition to general copyright protection for members, shall be to collect information and receive suggestions about the reuse of specific works of members, establish an office and implement work system in order to collect a fee for this use and return it to the members, and be responsible for drawing up price lists and contracts in that regard. The association also promotes the distribution of grants through registration and advertising to all working visual artists, members as well as non-members. The organization also provides grants for individual projects and free legal services to members, up to a certain limit.

Furthermore, Myndstef communicates with comparable bodies in other countries, fulfills obligations there according to the reciprocity agreements that are in effect at any given time, provided that the conditions are met, and represents members in the non-profit organizations, interest groups, rights holders' associations and other visual artists' organizations of which Myndstef is a member, and is in accordance with the purpose of the organization.

It is also Myndstef's task to closely monitor the development of laws, rules and business practices in this field and to take care of members' contracts and joint management with public and private parties regarding members' copyright interests due to the public publication and use of their visual creations.

Members are not obliged to entrust Myndstef with lobbying in the field of copyright, except in terms of reproductions of visual works and other similar uses, and members can specify in more detail the lobbying that shall be excluded from management. Furthermore, artists can prohibit the use of their works in whole or in part, and Myndstef must be notified of this.

Article 2 - Membership

The founders of Myndstef were the Association of Icelandic Visual Artists, the Association of Icelandic Illustrators, The Graphic Drawing Association and the Icelandic Professional Photographers' Association.

The right to enter Myndstef belongs to interest groups and organizations that hold the copyright to visual works as defined in paragraph 1. Article 1 above. The Council of Representatives discusses the membership applications and needs the approval of 2/3 of the member organizations in order for membership to be deemed accepted.

Myndstef's membership associations are: Architects Association of Iceland, Fashion Design Association of Iceland, Association of Furniture and Interior Architects, Association of Set and Costume Designers, Association of Icelandic Goldsmiths, Association of Icelandic Landscape

Architects, Association of Icelandic Visual Artists, Association of Icelandic Contemporary Photographers, Association of Icelandic Illustrators, Association of Product and Industrial Designers, Grafia, Center for Design and Architecture, Icelandic Graphics, the Icelandic Association of Ceramic Artists, Photographers Association of Iceland, Sculptors Association, Visual Arts Association, Association of Icelandic Visual Artists, the Textile Association.

The members of the above-mentioned organizations are considered to have met requirements for membership of Myndstef and automatically become members of Myndstef if they have given specific and verifiable consent for such membership. Such consent is considered given when the beneficiary is accepted by one of the member associations, provided that the beneficiary has received clear information about the obligations and rights inherent in membership.

Visual artists can also be outsiders to (member) associations and acquire so-called individual membership, if they have an interest in the publication and other similar use of their visual works. In such cases, members must sign a power of attorney that specifies the content of Myndstef's rights related to the reuse of works or their copyright. This power of attorney can be accessed electronically on Myndstef's website and guarantees membership in accordance with Myndstef's roles and responsibilities, as well as access to free legal services.

The beneficiaries or heirs of deceased artists must also submit a special power of attorney to Myndstef, after agreeing on which of them will act on behalf of the heirs, if there is more than one of them. This authorization automatically expires 70 years after the artist's death.

Myndstef represents foreign artists by power of attorney, or in accordance with Myndstef's reciprocity agreements with other copyright organizations.

The Council of Representatives may decide that individual members of Myndstef form a group and nominate a representative to Myndstef's Council of Representatives, cf. Article 3 The same applies to the participation of heirs and other beneficiaries who have acquired copyright by gift or inheritance.

Members may resign from Myndstef, but for the resignation to be valid, it must be received by the board at least 6 months in advance, based on the end of the year. Furthermore, the board is authorized to refuse individual membership to a member if they do not meet the conditions for membership, and also to remove a member from the organization if they have violated these articles or the membership mandate. Holders of rights who are not members of Myndstef may prohibit the exploitation of their works and/or request individual allocation, and such demands must be communicated in writing to Myndstef.

Regarding membership to Myndstef, otherwise than here stated, the membership rules of Myndstef apply, as they are at any given time.

Article 3 - Council of Representatives

Each member association nominates one main member for Myndstef's representative council. Member associations shall notify the nomination of a representative in writing to Myndstef and

is valid until withdrawn in writing. The total number of the representative council must be revised if the number of representatives exceeds 20 people.

The main duty of the representative council is to discuss the work and policy of Myndstef, cf. Article 1 of this agreement. Furthermore, the council shall supervise the associations's activities, as well as elect/appoint 2 directors to Myndstef's board. Proposals for the nomination of a board member must be received by Myndstef's office in time for the annual general meeting.

The Council of Representatives appoints its own chairman. The chairman presides over the meetings of the Council of Representatives and no decisions will be taken at the Council of Representatives meeting on issues that are not mentioned in the meeting notice. A majority of votes determines the results, unless otherwise agreed. Minutes of the meeting shall be kept.

The Council of Representatives shall assemble at least once a year, at the General meeting. Otherwise council meetings shall be held when requested by the Board or at least two member associations. The Council of Representatives must announce meetings in writing at least 2 weeks in advance. The agenda shall be specified in the meeting announcement.

Article 4 - Board

SÍM, the Center for Design and Architecture and the Icelandic Association of Photographers elect/nominate three board members from their ranks - one from the ranks of photographers, one from SÍM (Union of Icelandic Visual Artists) and one member from the Center for Design and Architecture. The board then appoints 5 board members in total, 3 elected according to the above, in addition to the two members elected by the council of representatives. Each member of the board appoints a deputy. The chairman is elected by the Board at the first board meeting after the general meeting.

The board manages Myndstef's activities. Board meetings shall be announced three days in advance in writing, stating the agenda. It is mandatory to hold a board meeting if the chairman or two board members request so, or if a formal request to that end comes from the council of representatives. A board meeting is considered legitimate if it is legitimately announced and attended by the majority of board members and/or deputies. Voting at Board meetings is decided by a simple majority. Minutes of board meetings shall be kept.

The Board handles Myndstef's day-to-day operations and in that regard can make decisions about the operation of office facilities and make contracts of appointment for staff, e.g. hire a managing director who takes care of the day-to-day operations, takes care of the association's finances, accounting, correspondence and other related matters, as well as a lawyer who takes care of contracts and advising members. The Board appoints representatives to sit on boards, councils and committees that Myndstef may be a member of. The chairman's vote is decisive in the event of votes being cast equally.

The Council of Representatives is entitled to appoint observers to attend Board meetings with the right to speak and make proposals, if this is deemed particularly necessary, the same right is extended to employees of the association in regards to Board meetings.

Article 5 - Complaints and issues

Myndstef's Board makes final decisions regarding suggestions or complaints from members or members of the representative council that pertain to Myndstef's activities, allocation or other related operations or procedures of the association. Such suggestions must be answered within 3 months. The board can decide to refer a dispute to a three-member adjudication committee, which shall be appointed by Myndstef's Representative Council. All decisions of the arbitration committee must be in writing and substantiated and notified to the relevant member association within a reasonable time.

Article 6 - General meeting

The General meeting shall be held in the spring of each year and no later than by the end of June. A general meeting is considered legitimate if legitimately announced. All valid members according to the membership register have the right to attend the general meeting.

The general meeting must be announced with reasonable notice, at least 10 days prior.

At the general meeting, as a minimum, the following points shall be decided, in accordance with the provisions of III. chapter of the Act on Collective Administration of Copyright no. 88/2019:

1. Audited accounts submitted for processing, which will be part of Myndstef's annual transparency report.

2. Myndstef's general policy as a joint administrative organization in the field of visual arts. This includes the following issues that must be discussed in accordance with Article 6. Act no. 88/2019:

1. The general policy on the distribution of amounts due to rightholders.
2. The general policy on the use of non-distributable amounts.
3. The general investment policy with regard to rights revenue and to any income arising from the investment of rights revenue.
4. The general policy on deductions from rights revenue and from any income arising from the investment of rights revenue.
5. The use of non-distributable amounts.
6. Risk management policy.
7. The approval of any acquisition, sale or hypothecation of immovable property.
8. Approval of mergers and alliances, the setting-up of subsidiaries, and the acquisition of other entities or shares or rights in other entities.
9. The approval of taking out loans, granting loans or providing security for loans.

3. Myndstef's annual transparency report shall be presented and submitted for approval, in accordance with Article 23. Act no. 88/2019

1. The Chairman of the Board delivers a report on actions during the financial year, which will be part of Myndstef's annual transparency report.
2. The Chairman of the Council of Representatives submits the annual monitoring report of the Council of Representatives, which will be part of Myndstef's annual transparency report.

3. The individuals who manage the day-to-day activities of the joint administration organization submit a list of interests, which will be part of Myndstef's annual transparency report.
4. Myndstef's price list shall be submitted for processing.
5. Election and nomination of the board and deputies submitted.
6. Appointment and dismissal of auditors.
7. Other matters.

All decisions at the general meeting must be made by a simple majority of the votes cast. Myndstef's annual transparency report shall be published on the organization's website after the general meeting.

Article 7 - Price list

Myndstef's price list is published on the organization's website, www.myndstef.is, and must be revised before the annual general meeting and confirmed there. A 100% surcharge is placed on top of the price list where permission was not obtained in advance, or in other cases where use is not compatible with the terms of the price list or is otherwise prohibited. The cases that fall outside the price list must be negotiated separately. In the event of a violation of moral rights, compensation shall be collected in the form of a percentage of 2/3 of Myndstef's price list, as the moral right is a non-financial right of the author, cf. Article 4 copyright law.

Article 8 - Finances

The funds collected by the association shall be allocated to the respective copyright holders, as far as possible. Allocation takes place at least four times a year. The cost of collection must be deducted from the allocation.

Other funds that, by nature, will not be allocated individually, the board is authorized to use for the allocation of grants to working visual artists after the association's operating costs have been deducted. Allocation due to contractual obligations is subject to these rules. Non-members can, however, make a claim in order to receive an individual commission for use on the basis of a contractual license. A request for such a commission must only be addressed to the association and shall be in writing.

Both members and non-members can apply for allocations. The board appoints an allocation committee that determines grants in accordance with the allocation rules. The board must consult with the organization's certified accountant before making a decision on the annual amount of money to be allocated for grants.

The board can decide on the allocation of grants to the association's members for special projects under their supervision, as well as to individual members for special projects that could be considered exemplary for the affairs of visual artists. The Board establishes more detailed guidelines in this regard.

Article 9 - Disputes

Any disputes that may arise concerning a decision by the Board on the management and distribution of the association's funds shall be referred to a special tribunal, provided that the dispute has previously been discussed by the Council of representatives and the Board. The

tribunal shall also rule on matters relating to the refusal of membership applications as well as disputes between member associations regarding the understanding of Myndstef's articles of association.

A summon shall be sent to the tribunal no later than two months after the Board's handling of the dispute and notification to the relevant parties of the outcome thereof. In other respects, proceedings are subject to the rules on civil actions in district courts. The above-mentioned tribunal shall be organized in such a way that the chief city judge in Reykjavík appoints three judges for two years at a time, of which at least two lawyers, one of whom must be an expert in the field of copyright.

Article 10 - Entry into force

These articles of association enter into force when they have been approved by a majority of votes at the first representative council meeting. Amendments to them require 3/4 of the votes at the annual meeting of the representative council, provided that representatives of 4/5 of the member associations are present. The association shall be dissolved if it is demanded by 3/4 of the member associations and the demand is approved at a representative council meeting with the votes of 3/4 of all the member associations.

Reykjavík, February 26, 1993

The Articles of Association were last amended at the association's General meeting, June 13, 2023