

CONSTITUTION AND REGULATIONS
OF THE
AUDIOVISUAL RIGHTS SOCIETY OF GHANA
(ARSOG)



CONSTITUTION AND THE REGULATIONS OF THE AUDIOVISUAL RIGHTS SOCIETY OF GHANA

1. The name of the Society is the Audiovisual Rights Society of Ghana (hereinafter called “ARSOG” or the ‘Society’).
2. The registered office of the Society shall be situated in Accra.
3. A second office shall be located in the northern sector

4. Vision

The Audiovisual Rights Society of Ghana will be counted among the best Collecting Management Organisations.

5. Mission statement

To collect the royalties and other entitlements due members of the society from users of audiovisual works for distribution to members in the most transparent and open manner to make creators of audiovisual works get the best benefits from their creativity.

6. Objects of the society

1. The objects for which the Society is established are:
 - a. To represent and protect the Professional, Economic and Moral interests of Producers, Authors and Performers of audiovisual works as stipulated in the Copyright Act 690 of 2005
 - b. - To register users and issue licences for public exhibition, including broadcast of audiovisual works.
 - c - Collect royalties for public and commercial use of audiovisual works (including levy) and distribute same to members
 - d- To create awareness of ARSOG and of the significance of the audiovisual industry in contributing to socio-economic development and employment.
 - e- To ensure the practice of professional ethics among members

- f- To hold and organise conferences, meetings, exhibitions, reading of papers and lectures, organise festivals relevant to the objectives of the society and may also issue statements and circulars and publish magazines
- g. Collect royalties and other entitlements for public and commercial use of audiovisual works.
- h. Administer on an exclusive basis, within the territory and abroad where appropriate by means of reciprocity agreements, all rights relating to the lending, public performance, broadcasting, communication to the public by wire or wireless, graphic or mechanical reproduction, nationals or residents of Ghana, acting to that end as exclusive intermediary for the conclusion of contract between copyright owners and users of their works.
- i. Carry out such other duties relating to copyright and the audiovisual industry as may be assigned by the Board.
- j. Establish a welfare scheme for the benefit of members in general.

7 **ACTIVITIES**

In the exercise of such functions to

- a. Receive and record from its members, statement or information serving to identify authors and performers of their works.
- b. Act on behalf of the members to ensure respect for the conditions governing authorization to use protected works and in the event of violation, to assert all rights recognized by national legislation or by name where the rights concerned are administered by (ARSOG) in any form whatever, or at the express request of the parties concerned in all other cases.
- c. Provide proprietors with information or advice on all matters relating to copyright, and to keep members informed as to their rights and interests.
- d. Establish and administer a provident and benevolent fund or any other similar welfare, or mutual aid scheme for members and administer such fund or scheme in regulations drawn up by the board.
- f. Perform activities to promote the dissemination of national works in Ghana and abroad.
- g. The Society may carry out other activities similar to its objects on behalf of third parties in the field of copyright or related rights provided that such activities shall not adversely affect or jeopardize the interests of the Society and its members.

- r. The terms and conditions under which (a) a Member may require ARSOG to grant to another member or any other person a non-exclusive license to permit the other member to exercise all or part of the Rights in respect of any particular work or works.
- s. To distribute the net monies received by ARSOG in the exercise of the foregoing powers, after making provision there out for the expenses and liabilities of ARSOG.
- t. To carry on any business which may seem to ARSOG capable of being conveniently carried on in a connection with the above objects or calculated, directly or indirectly, to enhance the value of or render profitable any of the property or rights of ARSOG or the members.
- u. Generally to purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property which ARSOG may think necessary or convenient for the purposes of its undertaking or business.
- v. To invest and deal with monies of ARSOG not immediately required in such manner as may from time to time be determined.
- w. To lend money to such persons and on such terms as may seem expedient and in particular to members and other persons having dealings with ARSOG.
- x. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures and other negotiable or transferable instruments.
- y. To sell or dispose of the undertaking of ARSOG or any part thereof for such consideration as ARSOG may think fit, and in particular for shares, debentures or securities of any other company having objectives altogether or in part similar to those of ARSOG.
- (j) To adopt such means of making known the operations of ARSOG as may seem expedient and in particular by advertising in the media by circulars, by publication of books and periodicals.
- (k) To sell, improve, manage, develop, exchange, lease, mortgage, and dispose of turn to account or otherwise deal with all or any part of the property and rights of ARSOG.
- (l) To appoint any agent or agents for the collection and recovery of any monies receivable by ARSOG in the exercise of its power or otherwise for the purpose of the exercise of any of such powers.
- (m) To do all or any of the above things in any part of Ghana or elsewhere abroad and as principles, agents, contractors, trustees, or otherwise, and by or through trustees, agents, or otherwise and either alone or in conjunction with others.

8. Membership

- a Admission to the Society will be granted, after due consideration by the Board, to Producers, Authors and Performers of audiovisual works who pursuant to these statutes by means of a contract (contract of membership), assign all such rights that he or she holds or in any other way controls or may hold or control in the future. The wording of the membership contract shall be determined by the Board.
- b The Board may also grant membership of the Society to non-proprietors of audiovisual works whose membership can benefit the society in furthering its aims.
- c Anyone wishing to join the Society shall submit a written application to the Board. To facilitate the membership process, the Board shall provide the application form to be signed and attested to by applicant to the Board.
- d The completed form shall be submitted with a copy each of two of his/her works for review.
- e Membership shall be granted to a Person upon successful application and interview by the board
- f The Board will upon successful review of the application and when satisfied with the application admit the applicant to the of membership of the society
- g ARSOG membership is open to:
 - i. Authors.
 - ii Performers and
 - iii. Producers.
 - iv. Payments of levies to new members
 - v. New members to the society shall start receiving payments from distributions one year after being admitted

10. TERMINATION OF MEMBERSHIP

- a. The holder of rights of a deceased member may not become a member in his or her place.
- b. A member may leave the society after giving six months written notice of termination bearing his attested signature to the Board.

11. **EXPLUSION FROM THE SOCIETY**

18. DISCIPLINE

- a. The society shall do everything possible to maintain discipline among all members and it shall be the responsibility of every member to ensure that nothing is done to bring the name of the society into disrepute.
- b. If a member breaks these statutes or does any act to bring the image of the society into disrepute, the terms of his conduct of membership or special regulations issued by the Board, and thereby or otherwise does harm to the society he may be appropriately sanctioned.
- c. The question of expulsion of a member shall be decided by two –thirds majority decision of a committee established to investigate the issue. The Board, on receipt of the Disciplinary committee shall vote on the decision of the committee. Two –thirds majority of votes shall determine the matter.
- d. Any of these acts may constitute an act of indiscipline for which a member shall face appropriate disciplinary action;
 - i. deliberate maligning of the society in anyway including concoction and spreading of falsehood about the society, board or member by any means such as oral, written, through the media or by any publication.
 - ii. refusal of failure to employ internal resolution mechanisms including the copyright office or the copyright tribunal to resolve internal matters but recouring to any external mechanism including the courts as a first line of action.
 - iii. Embezzlement of the funds of the society.
 - iv. . Misrepresentation of matters involving the society in the public domain
 - v. Claiming ownership of an audiovisual work that does not belong to one
 - vi. The Board shall determine other sanctions to be applied and bring them to the knowledge of members.

12 **RIGHTS OF FORMER MEMBERS**

- (a.) The Membership contract of members whose membership is terminated shall continue to be valid and such members shall be regarded as an affiliate member.
- (b) A member who is expelled on the grounds stated in section (11) shall as of the day on which the decision to expel him is taken lose all rights to a share in the fees referred to in sections 6i, 7d and 7w.

13. Elections

- a. All members of the Society in good standing shall have the right to vote at elections of the society.
- b. A member wishing to be elected to the Board of the society should have practiced consistently for a minimum of ten years.
- b. A member shall present his/her valid ARSOG member's I.D. card to an elections officer before he/she would be allowed to cast his/her ballot.
- c. An elections committee shall be constituted of persons who are either members of the society or otherwise to arrange for elections to be held
- d. The Elections committee shall elect its own chairman and secretary.
- e. The Committee shall make its own rules for the elections
- f. The Board shall provide resources for the conduct of elections
- g. The National Electoral Commission shall be invited to supervise elections of the society
- h. Elections results shall be determined by simple majority.
- i. Producers shall vote for their three representatives on the board
- j. Performers shall vote for their two representatives on the board
- k. Authors shall vote for their three representatives on the board
- i. Elections shall be held within three months after receipt of the renewed license.
- ii. The newly elected Board members shall have their first meeting on the seventh working day after their election.
- iii. The out-going Board shall hand over to the new Board on the thirtieth working day after the election.
- iv The Chief Executive Officer shall coordinate the first meeting of the Board after elections.

v. All newly elected Board members shall be present at their first meeting to elect the following:

- a Chairman
- b Vice Chairman and
- c. Secretary

vi Decisions shall be by simple majority.

vii. Only elected members shall be eligible for election to the positions stated above

14 COMPOSITION OF THE BOARD

a. The Business of the Society shall be managed by its Board.

b. The Board shall consist of eleven members elected in the following manner:

i. 3 Authors

ii. 2 Performers

Iii.3 Producers

iv. 2 (non- voting) Persons co-opted on the basis of their specialist knowledge

v. The Chief Executive officer

c. Members are eligible to be re-elected for further terms.

15 MEETING OF THE BOARD

a. The Board shall form a quorum when seven members are present

b. The Chief Executive Officer of the Society must endeavour to be present at every meeting or notify the Secretary of any reason to be absent.

c. The Board should meet when convened by its chairman

d. An emergency meeting may be held at the request of at least three of its members

e. The minutes of the Board shall be kept at the secretariat.

f. In the absence of the Secretary the functions of the Secretary may be performed by

- a Board member appointed for the purpose or the Chief Executive Officer
- g. The Board of Directors shall meet at least once in a month
- h. Members of the Board of Directors shall be paid such sitting and other allowances as may be determined from time to time by the general assembly.
- i. The board of Directors may co-opt experts as it considers necessary to attend its meeting without voting rights.
- J Decisions shall be arrived at by a simple majority vote of members present at a meeting
- k. 14j notwithstanding decisions taken by consensus may be encouraged
- k. In the event of a tie during a vote the chairperson at the meeting has a casting vote.

16. THE POWERS AND DUTIES OF THE BOARD OF DIRECTORS ARE

- a. . The Board shall present to the General Assembly directly or through the Chief Executive Officer, the annual programmes of the society and the annual budget of the Society.
- b. Make proposals for the better functioning of the Society and for the benefit of its members;
- c. Submit to the Assembly proposals for amendments to this Constitution and Regulations as it deems appropriate;
- d. Submit an annual report to the Annual General Assembly;
- e. Submit to the Annual General Assembly the audited accounts for the past financial year;
- f. Ensure that the decisions taken by the General Assembly of Members are carried out;
- g. Delegate its authority to committees of the Board, to officials of the Society, to its delegates and representatives and any other person as it deems fit;
- h. To settle matters requiring urgent attention but which have not been

provided for in this constitution and to report on them to the Next General Assembly;

- i. In pursuance of the performance of its duties the Board of Directors may appoint an independent committee of experts who are non-members to advise the Board regarding any matter of concern to the Board of Directors or the Society and the Board shall in all cases specify the matters, which are of concern to it or the Society and the terms and conditions upon which the Committee is to work.

17. THE CHAIRPERSON

- a. The chairperson of the Board of Directors shall be the Society's representative in all matters and shall;
- b. Chair all General Assembly Meetings and meetings of the Board of Directors;
- c. Convene General Assemblies and other meetings through the Secretary of the Board and;
- e. Have the right to receive a monthly allowance to be fixed by the Board
- f. In the absence of the Chairperson, the Vice Chairperson shall perform the functions of the Chairperson.

18. REMOVAL OF DIRECTOR

19. VACANCY

- i. The Board of Directors may, in the event of any vacancy on the Board caused by death or incapacity or breach of the relevant provisions of this constitution or any rules of the society by a Board member give notice of such vacancy to the members of the Society.
- ii. The Society may by Ordinary Resolution at an Extraordinary General Meeting called for the purpose and, of which notice has been given, remove any Director before the expiration of the Director's period of office, notwithstanding anything in this Constitution or in any agreement between the Society and such person.

20. FILLING OF VACANCY CAUSED BY REMOVAL

The Society may by Ordinary Resolution at an Extraordinary General Meeting called for that purpose, fill the vacancy created as a result of the termination of office of a Director. The person to be so elected shall belong to the domain to which the previous Director belonged to complete the remainder of his term.

21. OFFICERS OF THE SOCIETY

Appointment of Chief Executive Officer.

The Society shall have a Chief Executive who shall be appointed by the Board of Directors and such other officers for such terms and at such remuneration as it may think fit. The Board shall have the power to remove the CEO or any other officer and appoint some other person as CEO or manager provided that the resolution to remove the Chief Executive Officer shall receive a minimum of 2/3 majority vote at a meeting of all Board members.

22. RESPONSIBILITIES OF CHIEF EXECUTIVE

The Chief Executive shall manage and administer the Society in accordance with the directions of the Board of Directors.

The Board of Directors may delegate to the Chief Executive or any other officer any of its powers, as it considers necessary for the full and proper administration of the affairs of the society.

23 THE SECRETARY

- a. The Secretary (who may be a member or non-member of the Society) shall be appointed or elected by the Board on such terms, at such remuneration, and upon such conditions, as it may think fit; and any Secretary (if appointed) may be removed by the Board.
- b. A provision of the Act or these Articles requiring or authorizing a thing to be done by a Director or the Secretary shall not be satisfied by it being done by or to the same person acting both as Director and as, or in the place of, the Secretary.
- c. The Secretary shall take minutes of the Board and keep the Board's records

24. 'Icon' of the society

- a. The Board of the society shall constitute a council of icons of the society
- b. A board member who successfully completes his term reverts to the council of icons, if he was not already on the council of icons at the time of his/her exit from the Board.
- c. The board may confer 'icon of the society' upon a rights holder who qualifies for it.
- d. Other members of the council may be selected from among members of ARSOG with at least not less than ten years' experience and of proven record.
- e. A non-member of ARSOG who directly or indirectly contributes to the success of the society may have icon conferred upon him.

f. While the council of icons is advisory, in the event of crisis or disputes arising within the society, the Board may resort to them and call meetings of the Council purposely to sit on specific issues referred to it.

f. . The Board may also generally seek advice of the Council on any matter confronting the Society

g. A member of the council of icons who does any act that brings the image of the industry into disrepute shall be removed from the council and may lose his title

ii. Removal of Icon

a. A member of the Society with a grievance against an icon shall bring such grievance to the notice of the Board with a request for the removal of the icon from the council or for the removal of the title of icon. Upon receipt of such notice, the board may constitute a committee to investigate the matter and bring its report to the board if it considers the allegations grievous enough to warrant the removal of the title from such a person.

b. The Council of icons and the board meeting on the matter shall vote on it and with a two-thirds majority vote to take a decision on the matter.

c. The committee shall present its report within two weeks of being constituted to investigate a grievance brought against an icon for his removal

25. Meetings of the Council

a. The Council shall hold two meetings in the year and any meeting as and when necessary.

26 THE SEAL

The seal of the Organization shall be fixed to any instrument (except otherwise decided by a resolution of on the authority the Board), or (if authorized by the Board) for that purpose; and the Director and or Secretary or other person as aforesaid shall sign every instrument to which the seal of the Organization is so affixed in the presence of other Board members.

27. Welfare

The Board shall in consultation with the council of icons establish a scheme purposely to take care of the welfare of the icons and other members of the society in general.

i. The Board:

- a. may pay gratuities, donations, pensions and emoluments to any member or ex-member of ARSOG or any person at any time in the employment of ARSOG, or engaged in any business acquired by ARSOG, and the wives(s), widow(s), families and dependents of any such person;
- b. may establish, support, subscribe to an aid in the establishment and support of funds, trusts associations or institutions calculated to benefit members or ex-members of ARSOG or persons employed by or having dealings with ARSOG;
- c. may subscribe money for the relief of distress caused by natural disasters or other exceptional calamities;
- d. may make payment by way of loan or gift on such terms as may be thought fit for any purpose conducive to the improvement or advancement of the authorship, teaching or performance of audiovisual work, or for the benefit or any member, society, association or company whose objects are not in conflict with the objects of the ARSOG
- e. may receive contributions, subscriptions or donations for any of the aforesaid purposes from Members of ARSOG, employees or others.

28. MANAGEMENT, FINANCE ACCOUNTS & OTHER MATTERS

Regulation of Expenses and Salaries

The Board of Directors shall pay and defray the expenses and liabilities of the Society, incurred in the exercise or enforcement of the rights vested in or controlled by the Society out of the monies received by the Society in respect of the exercise or enforcement of such rights.

29. BORROWING POWER

The Board of Directors may borrow, raise or secure the payment of such sums of money as it considers necessary for any purpose, which is in the interest of the Society, but shall not charge any right or interest of any Member in respect of his or her works.

30. ACCOUNTS

- a. The Board of Directors shall cause proper books of account to be kept with respect to all sums of money received and expended by the Society and the matters in respect of which the receipt and expenditure take place; and all sales and purchases of goods by the Society; and the matters in respect of the assets and liabilities of the Society.
- b. For the purpose of this clause proper books of account, mean such books of account as are necessary to give a true and fair view of the state of the Society's affairs and to explain its

transactions.

31.. PLACE FOR KEEPING BOOKS OF ACCOUNT

The books of account shall be kept at the registered office of the Society, or at such other place or places in the regions as the Board of Directors thinks fit, and shall be opened for the appropriate inspection of the Directors.

32. INSPECTION OF BOOKS OF ACCOUNTS

The Board of Directors shall determine the modalities for the inspection of the accounts and books of the Society by members who are not Directors.

33. PRESENTATION OF ACCOUNTS, BALANCE SHEETS AND REPORT

The Board of Directors shall in accordance, with the Companies Code 1963 (Act 179) cause to be prepared, and to be laid before the Society in General Meeting, such account, balance sheets and reports as are referred to in the Code (Act 179)

34. COPIES OF BALANCE SHEET AND REPORT

A copy of every balance sheet (including every document required by law to be annexed) which is to be laid before the Society's Annual General Meeting, together with a copy of the **Annual** reports, shall be sent to all members, not less than twenty-one days before the date of the meeting.

35. AUDITORS TO BE APPOINTED

The Board of Directors shall appoint for the Society auditors whose duties shall be regulated in accordance with the Companies Code 1963 (Act 179)

36. NOTICE

Method of giving notice

a. A notice may be given by the Society to any member either personally, **by electronic mail** or by post to the registered address of the member as it appears on the register of members.

37. SERVICE OF NOTICE

a. Where a notice to a Member is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, in the case of a meeting at the expiration of twenty four hours after the letter containing the

same is posted, and in any other case at the time which the letter would be delivered in the ordinary course of post.

- b. A General Meeting shall be convened by a notice advertised on the same day in at least two national daily newspapers published in this Country and the notice shall be deemed to have been duly served on all Members entitled to be served at noon on the day on which the said advertisement shall appear.

Confirmatory copies of the notice shall be sent by post to

- i. Every Member,
- ii. The Auditors for the time being of the Society
- iii. The Board of Directors of the Society.
- iv. The Icons of the Society
- v. The accidental omission to give a confirmatory copy of a notice of a meeting to, or the non-receipt of a confirmatory copy by, a person entitled to receive the same shall not invalidate the proceedings at the meeting.

38. Tenure

- a. The tenure of the Board shall be five years from its first meeting after its election to the office of the Board

39. WINDING UP

a. PROCEDURE ON WINDING-UP

In the event of and upon the winding up of the Society whether voluntary or otherwise at any time, the assets of the Society (other than the rights vested in or controlled by the Society pursuant to these Articles and any sums distributable in accordance with the rules) shall, in so far as they are available for the purpose, be appointed among the persons who are Members at the date of such winding up; in the proportions in which such Members received Distributions from the Society in respect to the year ending on the 31st day of December immediately prior to such winding up; and the rights (if any) vested in the Society by any member, or controlled by the Society by virtue of his Membership, shall revert to such member or his personal representative.

40. Transitional period.

The Society was licenced by the Attorney General on 23rd December, 2011 to operate as a Collecting Society. The first five years of the tenure would be used to set up structures and to put in place other systems necessary for its operations. This period must be seen as the transitional period as the first licence must be renewed after five years. The first board must therefore reapply for the renewal of the licence after the five years and hand over an existing society. Subsequently, each

board must renew the licence of the society before elections are held and the newly elected are sworn in.

41. Interpretation

- a. The Producer is ‘one who undertakes the first fixation of an audiovisual work’
- b. Author is the person ‘by whom the arrangement necessary for the making of the film are undertaken.’ He is also known as the Executive Producer in this case.
- c. The Performer is the one who acts, sings or dances in an audiovisual work
- d. An ‘Icon’ must be a person with immense experience, proven record and must be of good character and with not less than ten years in the industry’

42. Promulgation

This Constitution of the Audiovisual Rights Society of Ghana (ARSOG) is adopted by the assembly of members to be the constitution and rules to guide the running of the society.

Signed:

Chairman

On this date:

Witnessed by:

Secretary

On this date: