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AU SERVICE DES AUTEURS DANS LE MONDE  
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**autodia**  
ΑΥΤΟΔΙΑΧΕΙΡΙΣΗ

# Memorandum of Understanding between CISAC and Autodia regarding the future collective management of authors' and publishers' rights in Greece

SG18-0522

**CISAC**

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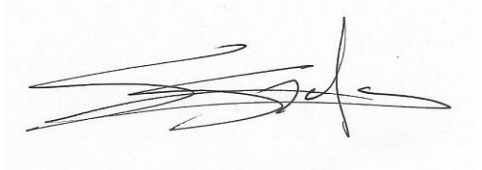
We, the undersigned i) Mr Yiannis Glezos, President of Autodia on behalf of the Board of Autodia ii) Mr Gadi Oron, Director General of CISAC and iii) Mr Eric Baptiste, Chairperson of CISAC on behalf of the Board of CISAC, have agreed to enter into the following co-operation agreement leading to the improvement of the administration of authors' and publishers' rights in Greece.

1. Autodia and CISAC will make their best efforts to cooperate with the Greek Authorities, including but not limited to the Ministry of Culture and Sports and OPI, towards solutions that would serve and protect the interests of local and foreign rightsholders in Greece, specifically with respect to the collection of royalties. In particular, joint licensing with any entity set up by the Greek Authorities should be sought.
2. New Board elections at Autodia will be held by 30 September 2018 at the latest, to fulfil the new governance requirements set out below, to be supervised by an independent body specifically engaged for the Board elections only (i.e. an organisation which specialises in Board elections, voting and governance).
3. A minimum of one third of Autodia's Board of Directors will consist of representatives of publishers, as per the GESAC ICMP declaration (i.e. at least 3 publishers of 9 Board members).
4. An external Advisor or Observer to be appointed to the newly elected Board of Autodia by the CISAC Board (and to report to the CISAC Board) in a non-voting capacity, for a minimum of one year from September 2018, to ensure a smooth transition of the new Autodia. This person would be from the International community and ideally a senior manager or Board member from an established CISAC society. This is in addition to the interim CEO/General Manager outlined below.
5. Distribution rules that are fully compliant with CISAC's Binding Resolutions and Professional Rules, with the CRM Directive and with Greek law, to be ready and approved by the General Assembly of Autodia by no later than 30 September 2018. The Distribution rules will be shared with CISAC and ICMP for their comment prior to their submission to the Autodia General Assembly and in any event by 1 September 2018 at the latest.
6. New, detailed articles of association and statutes to be in place and approved by the newly elected Board of Autodia, which are fully compliant with CISAC rules and the CRM Directive and Greek Law, by no later than 30 September 2018. Dependency - some key changes will be needed to the existing statutes by the end of July 2018, to ensure complete Board elections can take place by 30 September 2018.
7. The current President of Autodia, namely Mr Yiannis Glezos, to step down from the CEO/General Manager position as soon as the interim CEO/General Manager has been appointed, and the statutes changed accordingly so that any President of Autodia cannot fulfil this role in the future.
8. Autodia to appoint as interim CEO/General Manager for a minimum of 6 months with effect from 1 June 2018 a person suggested by CISAC. This interim CEO/General Manager's role will be to manage the transition to a new Autodia. A set of KPIs, objectives and deliverables to be agreed, which will include the recruitment of a new Greek CEO/General Manager of Autodia as soon as possible.
9. A local Advisor (business person) to be appointed for a period of 6 months from June 2018 reporting to the Interim CEO/General Manager, to assist the Interim CEO/General Manager.
10. A revised five-year business plan and roadmap, including a full licensing strategy, to be completed by 30 September 2018 (one of the first responsibilities of the interim CEO/General Manager), to be approved by the new Board of Autodia in September 2018. Business plan to be approved by the CISAC Board and shared with ICMP.

11. A financial audit of the current Autodia operation to take place by 30 June 2018 by an independent auditor. An English version to be shared with CISAC, ICMP and the creator unions in Greece.
12. Distribution rules and Licensing policies to be recommended by Management (the CEO/General Manager) to the Board of Autodia or an elected sub group of the Board of Autodia for approval. Any sub committees of the Board of Autodia to approve such policies to contain balanced representation of all Board constituents. The General Assembly of Autodia to ratify the new rules.
13. Autodia commits to upgrading its IT systems in order to be in a position to effectively process the type and volume of data it is required to deal with within a reasonable time frame and by no later than the end of 2018; if Autodia is unable to meet this requirement, it shall use back-office capabilities from another CISAC society or joint initiatives by CISAC societies to be arranged by the aforementioned deadline. Autodia and CISAC will collaborate on this issue to ensure a scalable IT system is in place as soon as possible, and in the most cost-effective way.
14. CISAC undertakes to coordinate the support of Autodia's development through training, provision of resources, know-how and expertise e.g. on systems, data and licensing. Any funding offered by CISAC members to Autodia and made available through CISAC will be subject to Autodia meeting a clear business plan and programme which will be approved by CISAC in advance of the release of any funds. Funds will be released periodically in accordance with the agreed plan and program on the basis of Autodia meeting clear deliverables and milestones according to the agreed plan and programme.
15. Revenues collected by Autodia for foreign societies and with respect to repertoire of such societies that it represents will be held in an escrow account, the value of which will be calculated on the basis of a CISAC-approved distribution policy.
16. CISAC undertakes to monitor and approve the above commitments given by Autodia.
17. This agreement is signed in Neuilly sur Seine on 22 June 2018.

In witness thereof, the parties hereby sign:

For Autodia, on behalf of the Board of Autodia:

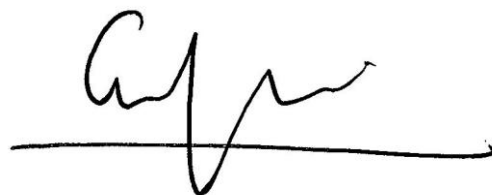


Mr Yiannis Glezos  
President

For CISAC:



Mr Gadi Oron  
Director General



Mr Eric Baptiste  
Chairman of the Board