

NLA MEDIA ACCESS MEMBERSHIP RULES

1. NLA media access - overview and membership criteria

NLA media access Limited ("NLA") is a publisher owned collective management organisation which represents:

- a. publishers of newspaper(s), and/or magazine(s), and/or newswire service(s) and/or website(s) (and where the publisher only publishes website(s) then such website(s) must primarily comprise news and current affairs content) ("**Publishers**"), which (i) own and/ or control such rights as may be required to enable inclusion of their content in applicable NLA licences, and (ii) have signed a mandate with NLA; and
- b. entities which represent Publishers ("RO"), and which (i) own and/ or control such rights as may be required to enable inclusion of their Publishers' content in applicable NLA licences, and (ii) has signed a mandate with NLA (including collective rights management organisations, trade associations and the like).

NLA licenses media monitoring organisations, PR companies, trade associations, commercial organisations, government bodies, educational institutions and the like *inter alia* to copy the Publishers' content.

Additionally NLA operates its 'eClips Database Service' whereby it processes and holds pdf copies of certain Publisher content, enabling it to offer to Media Monitoring Organisations and their clients high quality copies as an alternative to scanning.

In order to qualify and be admitted as a 'NLA Member', an organisation must meet the requirements set out in either a or b above, and must apply to NLA by completing and submitting to NLA NLA's Membership Form [\[insert link to Membership Form\]](#).

2. The Mandate

As set out in (1) above, it is a condition that to be accepted as a NLA Member the Publisher or RO must have entered into an NLA Mandate agreement, the standard forms of which are provided here [\[insert link to Mandate\]](#). The NLA Mandate sets out the rights granted to NLA, the terms under which NLA shall manage those rights, and the terms for payment of royalties to the Publisher or RO.

The rights and benefits NLA grants to the NLA Members include all rights provided for under the [Collective Management of Copyright \(EU Directive\) Regulations 2016](#) ("**Regulations**"), and in particular include the rights to (as set out in the Mandate):

- withdraw any rights granted to NLA on 3 months' notice (subject to third party licences);
- terminate the Mandate on 3 months' written notice (subject to third party licences);
- retain the right to grant licences to third parties (noting that the grant of rights to NLA as set out in the Mandate is non-exclusive);
- determine in respect of which rights and publications it wishes to mandate NLA to represent;
- receive monthly royalty reports and payments.

3. Code of Practice

NLA's 'Code of Practice for Publishers' can be found [here](#).

4. Representation

NLA does not have a "General Assembly of Members" by reason of its legal form therefore in accordance with the Regulations the role of the General Assembly will be performed by the NLA Board.

The NLA Board of Directors exercises the supervisory function over NLA's activities. The Board includes representative(s) of its Shareholders and other NLA Members in accordance with the criteria set out below.

The Board decides such matters as:

- amendments to NLA membership terms,
- amendments to NLA's royalty distribution policy
- amendments to NLA's retention policy
- risk management policy
- investments and loans policy
- approval of the annual transparency report

The Board shall report to the NLA Members on the exercise of its powers at least once a year.

Classes of Members / Directors

The NLA Members are categorised into the following groups:

- a. Shareholders
- b. Newspaper Publishers/ ROs
- c. Magazine Publishers/ ROs
- d. Newswire Publishers/ ROs
- e. Website Publishers/ ROs

Each Shareholder is entitled to appoint one Director to the Board.

Each of the other groups shall be given the opportunity to vote or agree between them to nominate an individual to act as a Director on the NLA Board provided that:

- i. the royalties payable to such group amounted to not less than 5% of total NLA licensing revenues earned in the previous financial year; and
- ii. there are more than 10 Publishers represented by such group (including Publishers represented by any RO members which might form part of such group).

As provided in the Articles of Association [*insert link to Amended Articles*] the Board will additionally include a 'Special Contributors' Director' to have regard to the interests of 'Special Contributors' (see below) and the Directors shall have the right to appoint other eligible persons to the Board as they may think fit (which may include the Managing Director of NLA).

The Chairman of the Board may be an independent person or one of the Directors.

5. Special Contributors' Scheme

Members of NLA may be required to participate in NLA's 'Special Contributors Scheme' survey in accordance with the rules of the Scheme from time to time. Further information on the Special Contributors' Scheme can be found on [NLA's website](#).

6. Dispute Resolution / Complaints

All members, all persons with a direct relationship with NLA, and all users (person carrying out acts subject to authorisation of members, remuneration of members or payment of compensation to members and is not acting as a consumer) are entitled to use the NLA's Complaints Procedure as set out in the Code of Practice.