



**PICTURE INDUSTRY COLLECTING SOCIETY FOR EFFECTIVE
LICENSING**

(“PICSEL”)

CODE OF CONDUCT

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1. INTRODUCTION

This is the code of conduct for PICSEL Limited trading as the Picture Industry Collecting Society for Effective Licensing (“PICSEL”). PICSEL is a private company, limited by guarantee, based in the UK. It has been set up as a “collective management organisation”¹, to negotiate and operate collective licensing schemes (“PICSEL Licences”) on behalf of right holders who own and control (and therefore have the right to license) rights in images².

The PICSEL Code of Conduct provides information on what members and right holders who participate in PICSEL Licences can expect from the services we offer. It also provides information on the steps they can take if PICSEL does not meet expected standards of service.

PICSEL follows the Principles for Collective Management Organisations [Codes of Conduct](#) developed by the British Copyright Council (“BCC”). It also complies with the [Collective Management of Copyright \(EU Directive\) Regulations 2016](#) (“the CRM Regulations”), which sets standards for the management and governance for collective management organisations across the UK. As a private company incorporated in the UK, PICSEL is also bound by laws and other regulations applying to such entities.

The BCC Principles include a provision for a review of the PICSEL Licences and the management of PICSEL by an independent code reviewer every 3 years. The PICSEL Code of Conduct will be reviewed in the light of any findings made by the code reviewer and will also be amended in line with any future changes made to statutory requirements.

2. ABOUT PICSEL

PICSEL was set up in 2015 by various members of the British Association of Picture Libraries and Agencies (“BAPLA”) to promote the interests of parties who own or control (and therefore have the right to license) the rights in images by providing for them an effective and efficient licensing body to negotiate and operate collective licences for various forms of the exploitation their images that such parties would find inefficient or difficult to licence on their own.

¹ Collective Management Organisations are defined by the Collective Rights Management Regulations and are organisations that are authorised by law, or by way of assignment, licence or any other contractual arrangement, to manage copyright or rights related to copyright on behalf of more than one right holder, for the collective benefit of those right holders, as its sole or main purpose, and which fulfils one or both of the following criteria:

- (i) owned or controlled by its members
- (ii) organised on a not for profit basis

² “Images” are defined in PICSEL’s articles of association as images and pictures of any kind whatsoever, including without limitation photographs, films, transparencies, negatives, designs, artworks, paintings, montages, drawings, plans, lithographs, engravings, computer or electronically generated visual illustration including without limitation moving and interactive images, and any other items which may be offered for the purposes of reproduction. The term shall also be deemed to include databases of any of the aforementioned.



PICSEL's primary objective is to ensure that the holders of rights in images (whether picture libraries, agencies, archives or other parties) receive fair payment for various uses of their works, and PICSEL works to ensure that the licence fees collected are distributed equitably, efficiently and in a transparent manner.

PICSEL often works through licensing agents such as the [Copyright Licensing Agency](#) ("CLA"), of which it is a member, the [Educational Recording Agency](#) ("ERA"), and [NLA Media Access](#) ("NLA") whose own codes of conduct are available on their websites.

PICSEL is a private company, limited by guarantee, which is run by its right holder members on a not-for-profit basis, in accordance with its [articles of association](#). By acting collectively, the costs associated with copyright clearance and administration are kept as low as possible for the benefit of both right holders and copyright users.

3. WHAT WE DO

PICSEL administers rights in respect of artistic copyright works, protected under the Copyright, Designs and Patents Act (1988). For example:-

- (1) The non-exclusive right (granted on the terms and conditions of the collective licenses operated by CLA) to (i) photocopy, (ii) scan, (iii) copy digital content e.g. PDFs from electronic subscriptions, websites or scanned articles circulated by email – that is, digital-to-digital, digital-to-print and print-to-digital-to-print, (iv) distribute by email, and (v) store on internal secure networks.
- (2) The non-exclusive right (granted on the terms and conditions of the collective licences operated by ERA) to (i) cause or authorise the making of ERA Recordings for non-commercial, educational purposes, (ii) to make available ERA Recordings and to permit access to such ERA Recordings through an authorised network.
- (3) The non-exclusive right (granted on the terms and conditions of the collective licences operated NLA) to license images as part of the limited collective rights exercised by NLA on behalf of certain magazine publishers. These licences cover businesses, media monitoring agencies, PR agencies, the public sector, and charities.³

By aggregating the rights mandated to it, PICSEL provides various third parties with the authority to exploit such works in situations where licensing and monitoring usage on an individual basis is impractical. The resulting fees are then allocated and distributed to writers by ALCS.

PICSEL's mission is to act in the best interests of its right holders, and to this end, PICSEL shall:

- operate within the mandates granted to it by right holders and always consult members on proposed changes to those mandates;

³ These rights are illustrative. Please refer to the PICSEL mandate for up-to-date information.



- obtain members' approval for any proposed changes to the distribution rules;
- provide clear documentation accompanying all fees distributed to right holders;
- operate a governance structure in which members play a central role;
- deal with members and mandating right holders in a professional and courteous manner;
- seek the views of members on how PICSEL services could be improved or enhanced.

4. MEMBERSHIP AND MANDATES

Membership

PICSEL is a private company limited guarantee. Just like a company limited by shares, it is owned by its members, and its members have ultimate control of the company. However, instead of having shareholders, PICSEL has members who are guarantors. Instead of paying for shares, the members undertake to contribute a nominal amount of £10 towards any shortfall in the company's assets to settle its debts in the event of its being wound up. They have no further liability for the company's debts in the event that PICSEL is wound up and are protected from any personal liability.

Membership of PICSEL is open to any person or organisation (including without limitation picture libraries) owning and controlling (i.e. through licensing) rights in images and/or representing creators of images for their services and/or rights holders for their rights in images. PICSEL is committed to treating its members in a fair and impartial manner.

Membership of PICSEL brings benefits as well as responsibilities. Members rights are enshrined in the [articles of association](#), which is PICSEL's governing constitution, and only members can decide on amendments to the articles and to PICSEL's other membership terms. Some of PICSEL's key commitments to members are the following:-

- To ensure fair and balanced representation of the categories of members in the decision-making process through representation at Board level.
- To hold a general assembly of members at least once a year to ensure the involvement of members in its decision-making process through appointment (and, if necessary, dismissal) of directors.
- For members to review the general performance of the Board of Directors.
- For members to receive at the general assembly a detailed annual transparency report covering governance and commercial issues.
- For members to approve the distribution policy proposed by the Board of Directors.

In order to join PICSEL as a member you may either apply online using our online application tool (currently only available to UK residents), or download a paper



application form. Both options can be accessed by visiting the 'About Us' section of the PICSEL [website](#). (We will send paper application forms by post, on request).

Members wishing to resign their PICSEL membership may do so by providing 3 months written notice to the PICSEL Board of Directors using the form set out on the PICSEL [website](#).

Please note that becoming a member does not mean that you will be automatically able to participate in PICSEL Licences. For this, you also have to grant to PICSEL a mandate to exploit your rights.

Mandate

Any person or organisation (including without limitation picture libraries) owning rights in images and/or representing creators of images for their services and/or rights holders for their rights in images may grant a mandate to PICSEL to authorise PICSEL to include its works within PICSEL licences. You do not have to be a member to enter into a [mandate](#) and PICSEL is committed to treating all mandating right holders in a fair and impartial manner.

By signing the mandate form, right holders authorise PICSEL, as their agent, solely insofar as the mandated rights are concerned, to exploit certain rights in their works on a collective basis. The PICSEL mandate is flexible and the mandating right holder can specify that certain works are excluded from the mandate and that permission is granted only in relation to certain categories of rights. Right holders who wish to exclude their works from certain schemes or who wish to exclude works from schemes in which they otherwise agree to participate may do so by following the instructions on the mandate.

Although PICSEL encourages image right holders to become members in order to have a say as to how PICSEL is run (for example, by standing for election or voting for its Board of Directors, or approving its distribution policy), it is not necessary to be a PICSEL member to participate in PICSEL Licences.

5. DISTRIBUTIONS & CHARGES

PICSEL's Board sets the distribution policy, which it reviews at least annually in response to the usage information that it receives. It works with its agents, (for example, CLA and ERA), to obtain as much reliable data regarding usage as is commercially feasible, and to distribute income according to a formula that reflects the usage data obtained. Where usage data is not available, PICSEL will distribute on the fairest and most accurate basis that the Board and members can reasonably determine, bearing in mind the requirement to act in the best interests of right holders, to only take such deductions as are reasonable, and to distribute income wherever reasonably possible. PICSEL's commitment is to the continuous improvement of the volume, reliability and representativeness of the usage data in order to better improve the fairness, accuracy and efficiency of its distribution.



Distribution models and policies are reviewed annually by the PICSEL Board and will be presented to the members for scrutiny and approval at the annual general assembly.

Right holders are paid by online transfer directly into the bank account of which they notify PICSEL.

6. GOVERNANCE

PICSEL is constituted as a company limited by guarantee and, as such, belongs to its members who have the ultimate power and control. Day-to-day management is carried out by its officers, and supervision and direction is carried out by the Board of Directors which meets at least four times per year to discuss strategy, policy and operational issues such as the most appropriate basis and schedule for the distribution of licensing income.

Directors are appointed according to a procedure set out in PICSEL's articles of association, a copy of which is available on our [website](#). The number of directors is to be decided by the members but there will always be a minimum of three. There has to be an equal number of "Larger Agency Directors", and "Smaller Agency Directors" and at least one "Creator Director".

"Larger Agency Directors" are appointees from an agency that is a full member of BAPLA in Membership Band 1 or 2, or an agency that would be eligible for full membership within Membership Band 1 or 2 should it elect to apply. "Smaller Agency Directors" are the same, except with reference to BAPLA Membership Bands 3 and 4. A "Creator Director" is a member or representative of a member, and who is either a creator of images or who, through his or her experience, is able to represent the concerns and interests of creators of images.

At least once a year there is a general assembly of members, which is the key decision-making forum for the organisation. Members can participate either in person by attending (whether by themselves or through a proxy) or they can participate by electronic voting (which might be by email or some other means). Below is a table of the powers of the General Assembly, which may be exercised either by the General Assembly, or by the Board of Directors, if under powers delegated to it by the General Assembly.

Powers of the General Assembly

| |
|--|
| Amend the statute and membership terms |
| Appointment and dismissal of Directors and reviewing their performance |
| Appointment and removal of auditor (unless already appointed in accordance with company law) |
| Approving the annual transparency report |



| | | |
|--------|--|--|
| Policy | Mandatory | <p>General policy on:</p> <ul style="list-style-type: none"> - distributions - use of non-distributable amounts - investment policy - deductions |
| | May be delegated to Board of Directors | <ul style="list-style-type: none"> - use of non-distributable amounts - risk management policy - approval of acquisition, sale or hypothecation of immovable property - approval of mergers and acquisitions - approval of taking out loans, granting loans or providing security for loans |

7. SERVICE STANDARDS

PICSEL is a small organisation. If you wish to contact us, please send us an email or letter we will try to respond to you fully within three working days. In some circumstances this may not be possible. If that is the case we will let you know and we will give you an estimate of when a full answer can be given.

PICSEL will collect data which, from time to time and only for the purposes of administering PICSEL Licences. We may need to share data with our agents and partners but we will only share those details where an agreement has been signed by the two parties, regulating processes for data exchange. We will always apply due care in dealing with any information provided by rights holders and you can find copies of our [data protection, privacy and security policies](#) on our website.

PICSEL is currently building its database. When completed, members and mandating right holders will be given information about how to view and amend all aspects of personal, corporate and catalogue information held on our database.

We are always seeking to improve our service. Please use the contact details in Section 9 below to provide any feedback or suggestions. Alternatively, you can use the contact section of our website to send your comments to us.



8. COMPLAINTS PROCEDURE

PICSEL views complaints as an opportunity to learn and improve for the future, as well as a chance to put things right for the person (or organisation) who has made the complaint. Our policy is:-

- To provide a clear, usable policy for parties wishing to complain;
- To properly identify formal complaints;
- To make sure that PICSEL officers and Board members know what to do in the event of a complaint;
- To ensure that complaints are investigated fairly and in a timely way;
- To respect the confidentiality of information received during the course of a complaint
- To resolve complaints, wherever possible;
- To gather information that helps us to improve what we do.

Who can make a complaint?

You are eligible to lodge a complaint if:-

- you are a member
- you have given us a mandate
- you are a rightholder who wishes to give us a mandate
- you are a licensee of PICSEL

Complaints may be about operational or policy issues but please note that complaints about the licence fee we charge, the terms of our licences or about the interpretation of copyright law are outside the scope of this Code of Conduct as they are matters subject to jurisdiction of the courts and the Copyright Tribunal. Suitable matters for using these complaints procedures would be, for example:-

- the timeliness of a response from us;
- the behaviour of our staff in handling a response
- lack of clarity about our mandate and its effect
- the application of our distribution policy
- an alleged failure to operate within our mandate

What is the procedure for making a complaint?

All complaints should be made in writing (sent by post or as an electronic attachment to an email) and must:-

- notify us that you are invoking our formal complaint procedure;
- provide your name and address (if an individual);
- provide the name and address of your organisation making the complaint;
- give your position within the complainant organisation;
- provide details of the nature of the complaint, including all pertinent factual details.

Who should complaints be addressed to?



Complaints

info@picsel.org.uk

What happens once a complaint is lodged?

Stage One

- 1.** We will acknowledge receipt of the complaint within 10 working days. During this time we will make an assessment as to whether the complaint is legitimate and falls within the scope of this Code of Conduct or whether it is frivolous or an abuse of the complaints procedure (in which case the complainant will be notified of this in an acknowledgement letter together with an explanation of why this decision has been made). We may request further information to enable us to consider the complaint.
- 2.** In most cases, a complaint may satisfactorily be resolved by a review of the matter on the part the person responsible for the action or decision upon which the complaint is based. Such person will be informed about the complaint and, if possible, they should resolve the matter swiftly and appropriately and communicate the resolution to the complainant.
- 3.** Whether or not the complaint has been resolved, the complaint facts will be passed on to the CEO within 10 working days of the acknowledgement of receipt. If the matter has not been resolved then, following notification, the CEO will delegate an appropriate person to investigate the complaint and to take appropriate action. If the complaint relates to a specific person, that person will be informed of the complaint and given a fair opportunity to respond.
- 4.** Within 5 working days of delegation by the CEO, the complainant will be informed who is dealing with the complaint and when the complainant can expect a reply. A copy of this complaints procedure will also be provided. Ideally, complainants should receive a definitive reply to the substance of the complaint within one calendar month. If this is not possible, a progress report should be sent with an indication of when a full reply will be given. The reply should describe the action taken to investigate the complaint, the conclusions from the investigation and any action taken as a result of the complaint.

Stage 2

- 5.** If the complainant feels that the problem has not been satisfactorily resolved at Stage One, they can request that the complaint is reviewed at Board level.
- 6.** The request for Board level review should be acknowledged within 10 working days of receiving it. The acknowledgement should say who will deal with the case and when the complainant can expect a reply. If necessary, the Board may request more evidence and will set out an appropriate timetable for consideration and response.



7. The person who dealt with the original complaint at Stage One should be kept informed of what is happening.
8. Following consideration, the Board, will then take a decision as to how to respond to the complaint and will inform the complainant in writing.
9. Ideally complainants should receive a definitive reply within one calendar month of instigating Stage 2. If this is not possible because, for example, an investigation has not been fully completed, or the Board cannot meet to discuss the matter within that timeframe, a progress report should be sent with an indication of when a full reply will be given.
10. Whether or not the complaint is upheld, the reply to the complainant should describe the action taken to investigate the complaint, the conclusions from the investigation, and any action taken as a result of the complaint.
11. The decision taken at this stage is final, unless the Board decides it is appropriate to seek appropriate external assistance with resolution.

A complainant who remains unhappy with the Board decision may nevertheless refer the matter to the copyright division of the Ombudsman. Further details of that process may be found by visiting the Ombudsman's [website](#).

9. CONTACT DETAILS

PICSEL Ltd
Picture Industry Collecting Society for Effective Licensing
Email: info@picsel.org.uk
Address: 112 Western Road, Brighton, East Sussex, BN1 2AB, United Kingdom
Website: picsel.org.uk