

**STATUTES OF THE**

**INTERNATIONAL MUSIC MANAGERS FORUM**

**(IMMF)**

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## **PART I: GENERAL PRINCIPLES**

### **Article I - Designation**

The International Music Managers Forum (IMMF) is an international non-governmental organisation not for profit.

### **Article 2 - Seat**

Its seat is the United Kingdom; it can be transferred elsewhere by decision of the General Assembly.

### **Article 3 - Duration**

Its duration is unlimited.

### **Article 4- Aim**

The essential purpose of the IMMF is the defence of, and promotion of, the interests of music managers and their clients, and its principal aims are:

- a) to ensure the safeguarding, respect and protection of the moral and professional interests of its members and the worldwide community of music managers;
- b) to watch over and contribute to the respecting of the economic and regal interests of music managers and their clients, both in the international sphere and, via the membership, in national legislation;
- c) to be supportive of the formation of national and/or regional MMFs, especially in the developing world;
- d) to help managers in different nations and/or regions exchange information and knowledge such that the professionalism and expertise of the community of music managers is enhanced and reinforced;
- e) to engage in solidarity action financed in various ways to enable certain members, or future members, to have access to modern music management techniques and skills under the most favourable conditions and thus to foster such members collaboration with all the members of the IMMF;
- f) to work for the advancement of and recognition of, the importance of copyright and the value of intellectual property not only in economic terms but also as the protector of culture and of those who create it.
- g) To foster the awareness of the importance of the rights of artists as the creators of copyright, and therefore culture, and of the essential role which managers play in protecting the rights and role of their clients in this regard

The IMMF's activities are strictly independent of any political or religious affiliation.

### **Article 5 - Conditions of Admission**

- a) Any association of music managers may be admitted to the IMMF in the capacity of FULL MEMBER.

An association of music managers is understood to be an organisation which:

- i) has as its aim and effectively ensures the advancement of the interests of music managers, and by extension their clients, and the defence of their material interest, in the nation or region in which it/it's members operate;
- and
- ii) has a Code of Conduct to which it expects its members to adhere which is congruent with that promulgated by the IMMF, and mechanisms for the removal of members which do not adhere to that code;
- and
- iii) does not, except as an ancillary activity, administer also the rights of phonogram producers, broadcasting organisations collections societies, or other holders of rights;
- and
- iv) Is constituted of at least eight (8) members, with a governing body relevant to the society in which t was formed but which has a democratic character to the selection of it board of directors or equivalent body;
- and
- v) supports the aims and mission of the IMMF.
- b) Any organisation which fulfils all of the above-mentioned conditions may be admitted to the IMMF in the capacity of FULL MEMBER.
- c) Any organisation which fulfils all but 5(a) (3) of the above-mentioned conditions may be admitted to the MMF in the capacity of ASSOCIATE MEMBER.
- d) Any organisation admitted to the IMMF is so first in the capacity of PROVISIONAL MEMBER for a probationary period of one year, renewable once.
- The rights and obligations of PROVISIONAL MEMBERS are the same as those of ASSOCIATE MEMBERS.

### **Article 6 - Procedure for Admission**

Admission in the capacity of PROVISIONAL MEMBER is decided by the Council of the IMMF following examination of an application for membership consisting of the following

- a) an official request for admission, presented in writing and including a formal undertaking to accept and respect the statutes of the IMMF;
- b) a copy in the original language and one copy in English of the statutes and rules of the app
- c) a list of members of the organisation, indicating their professional activities.

## **PART II: ORGANISATION AND ADMINISTRATION OF THE IMMF**

### **Article 7- Executive Director**

The IMMF has at its head an Executive Director. He or she is responsible for the day-to-day operation of the Secretariat and the legal and practical requirements of the legal jurisdiction under which the organisation is incorporated.

The Executive Director is elected by the Council for the period separating ordinary General Assemblies, on the proposal of the Council. At the expiry of his or her term of office they are re eligible in that capacity.

The office of the Executive Director is currently honorary, but he or she is reimbursed for his or her expenses effectively incurred for travel and accommodation in the performance of these offices within the framework of the IMMF's budget.

In addition to these functions, the Executive Director deals with the IMMF's current business, ensures the proper conduct of its administrative work, is invested with the necessary authority in finance matters to meet all expenditure within the framework of the IMMF's budget, may appear in the Courts of Justice on the IMMF's behalf and centralises all documentation relating to matters concerning its aims.

The administrative staff of the Secretariat is appointed and dismissed by the Executive Director, in consultation with the Secretary General, subject to ratification by the Council.

Where the Executive Director sits in any capacity on any of the bodies of the IMMF, he or she shall not have a vote.

### **Article 8 - Statutory Bodies**

The IMMF's statutory bodies are:

- the administrative bodies:

the Secretariat, the Council;

the deliberative bodies:

the General Assembly, the Secretariat, and the Regional Council(s)

In addition to these statutory bodies, the Council and/or the General Assembly may, to meet a temporary need or for any other special reason of which it shall be the judge, appoint committees or consultative councils whose composition, purpose and functions it shall determine.

### **Article 9 - General Assembly**

a) The General Assembly is composed of all the FULL MEMBER organisations, represented by their delegates as selected by the membership of the those organisations via whatever mechanism is used to provide (leadership to their organisations. In particular, members of the Board of FULL MEMBERS, or their equivalent depending upon the cultural, social, and legal frameworks to which the FULL MEMBER organisation is subject, are invited to participate in the General Assembly.

FULL, ASSOCIATE and PROVISIONAL MEMBER organisations may attend meetings of the General Assembly, in a consultative capacity, represented by a maximum of five (5) delegates, unless the General Assembly shall as part of its rules of procedure, decide otherwise.

The General Assembly fixes the date and place of its meetings, which are held every year, as part of the work of each such meeting.

b) The Chair is taken by the Secretary-General at all sessions of the General Assembly devoted to administrative matters. The Assistant Secretaries-General are the Vice-Chairs of the meeting, or, in the absence of both of them, the Vice-Chair is taken by the Executive Director, or in his or her absence, by a Vice-Chair elected by the meeting.

c) The General Assembly appoints the External Statutory Auditors according to the conditions specified hereafter in Article 22.

It is informed of all decisions made by the Council since the last meeting of the General Assembly and gives expression to all resolutions or decisions concerning the IMMF's activities.

Voting in the General Assembly takes place as specified hereunder in Article 25.

Decisions are taken by a majority of votes thus cast, except where otherwise specifically stated elsewhere in this Statute, with each FULL MEMBER organisation making one of its delegates responsible for expressing the vote of the organisation he or she represents.

Where a FULL MEMBER organisation cannot be present at the General Assembly, it may delegate its powers to any other FULL MEMBER of its choice, provided that in no case may a FULL MEMBER organisation represent more than two absentees.

Extraordinary General Assemblies, limited to a specific purpose, may be convened by the IMMF's Secretary-General or Executive Director, or on the proposal of the Council.

#### **Article 10- Council**

a) The Council, constituted for the period which separates the Ordinary General Assemblies, is composed of the Executive Director and one (1) representative of each of the FULL MEMBER organisations, appointed for that purpose in the following manner:

- FULL MEMBER organisations wishing to appoint their representative for the Council must do so in writing to reach the Secretary General thirty days at least before the date on which the General Assembly meets;
- the Secretary General shall make a list, in alphabetical order of organisations, of all representatives appointed presented within the prescribed time in accordance with the preceding subparagraph;
- This list shall then be provided to all members, along with the contact details for the representatives nominated, in advance of the General Assembly;
- each of the representatives appointed shall dispose of one vote and shall have only one representative in the Council.
- The Secretary General shall dispose of one vote save only where a tie vote would otherwise result, in which instance he or she shall dispose of an additional vote in order to break the tie.

Administrative offices are honorary. They may be delegated to a substitute designated by name not more than three months after the General Assembly by the FULL MEMBER organisation to which the administrative officer represented belongs. The substitute may attend meetings of the Council only in the absence of the administrative officer. Where it is permanently and absolutely impossible for the administrative officer, or his substitute, to exercise their offices the organisation

which has designated them may replace them for the remaining duration of their term of office.

The Council normally meets at least once a year, as the Council shall determine upon the recommendation of the Secretary General, in accordance with the conditions specified hereafter in Article 12.

The Secretary General, or in his absence one of the Assistant Secretaries-General, takes the Chair at all meetings of the Council. In the absence of all of these, the Chair is taken by a Chair elected by the meeting.

A majority of the members of the Council must be present, either in person or telephonically, for its decisions to be valid.

b) The Council has the widest powers for the management of the IMMF, for acting in its name, for authorising any action or transaction respecting its aims, and for taking any necessary decision as occasion demands. It is accountable for its management to the General Assembly.

Within six months from the end of each financial year, it approves or otherwise the accounts for the preceding financial term and the External Statutory Auditors' report; it gives the Executive Director discharge from his management.

It may acquire from any individual or firm any working materials which may assist it in the carrying out of its tasks.

It submits to the General Assembly proposals respecting the selection of the IMMF's Executive Director.

In addition, the Council is responsible for seeking means for achieving effective solidarity, for taking all necessary measures to that effect and for proposing to the General Assembly the sanctions provided for in Article 28 which it considers should be applied.

Finally, the Council recommends the Secretary General and the Assistant Secretaries General for election by the General Assembly in the conditions specified hereafter in Article 12.

The dates and times for Council meetings are announced by the Secretary-General, in writing, at least two (2) weeks in advance of such meetings. The Council may, at a regularly-constituted meeting, set the date and time for the next meeting as part of the work of the meeting.

### **Article 11-Secretariat**

a) A Secretariat] composed of professional individual(s), may be appointed or engaged on a paid or unpaid basis by the Council in order to handle the administrative requirements of the IMMF.

During his or her term of office, the Executive Director is in regular contact with the Secretary General, and decides] in consultation with him or her, the practical implementation of the policies and objectives of the IMMF as reflected by the decisions of the Council and the General Assembly.

The Chairmen of the Regional Committee(s) take part in the Secretariat's work in a consultative capacity.

b) The Secretariat is permanently authorised by the Council to deal with all questions concerning the administration of the IMMF with the exception of those questions reserved by the Council itself

Within four months from the end of each financial year, the Secretariat adopts the accounts for the previous financial year, on the basis of which the External Statutory Auditors (if such are required by law) draw up their report.

Under the direction of the Executive Director, the Secretariat carries out all the administrative work involved in the activities of the IMMF itself and of its various statutory bodies.

As far as possible, the Secretariat's staff should have an international character.

### **Article 12 - Secretary General**

The Secretary General is the official representative of the IMMF to individuals and organisations outside of the IMME.

He or she is appointed by the General Assembly, on the proposal of the Council, for a period of two years renewable, by a majority of votes of the said General Assembly, to which he or she is responsible.

Not less than two (2) Assistant Secretaries General are appointed and the appointment revokable by the General Assembly in the same conditions. The responsibilities of the Assistant Secretaries General and the conditions under which they may vote in Council Meetings are as determined by the General Assembly as part of its regular meetings.

In particular, and subject to what is expressed hereafter under Articles 13, 14, and 15, the Secretary General, jointly with the Chair of each of the said bodies, convenes the statutory meetings and, in collaboration with the Chair of each of them, ensures the administrative preparation of these meetings, for whose secretarial work by the Secretariat he or she is also responsible.

Subject to what is expressed hereafter under Articles 13, 14 and 15, the agendas of the IMMFs regional bodies are jointly prepared by the Chairman of each of the said bodies and the Secretary General.

By virtue of a decision of the Council or the Secretariat, he or she may also be entrusted with certain specific missions to establish, or have established, that the activities of the IMMF members, or any one of them, are consistent with the guiding principles defined by the IMMF.

The Secretary General and the Assistant Secretaries General attend the meetings of all the IMMF's bodies.

### **Article 13 - Regional Councils**

a) The Regional Councils are composed of the FULL MEMBERS who are normally operating in a country within the respective region.

There is constituted a European Council having the capacity of a Regional Council as defined in this Article 13 with permanent character, which, in addition to its role as an advisory body of the IMMF, shall be responsible, in agreement with the Council, for advancing the objectives of the IMMF within the European Economic Area where there is need to improve legislation, to better existing members, and to help to create such organisations which can become FULL MEMBERS where they do not exist.

There are also constituted Regional Councils with permanent character, which, in addition to their role as advisory bodies of the IMMF, shall be responsible, in agreement with the Council, for advancing the objectives of the IMMF within their

respective regional economic areas such as (or similar to) the EEA where there is need to improve legislation, to better existing members, and to help to create such organisations which can become FULL MEMBERS where they do not exist.

The operating conditions of these Councils shall be set out in Internal Rules specific to each of them, which must be approved by the Council, however voting in all cases is governed as set out in Article 25.

No member may be represented on the European Council who is not located within the European Economic Area.

The Chairs of Regional Councils shall, at meetings of the IMMF Council, report on the activities of the Regional Councils.

For the purpose of co-ordination, members of the Council may attend meetings of the Regional Council(s) in the capacity of observer&

b) The study of all questions directly concerning the moral and professional interests of music managers, their clients, and of the organisations which represent either or both of them, as well as the examination of the texts of resolutions proposed to them by the Council or the Secretariat, falls essentially within the competence of the said Councils.

#### **Article 14 — Standing Committee(s)**

a) Standing Committees, which have a consultative character, are composed of a set number of FULL MEMBERS Provisional and Associate Members , or Non-members of the MMF, may be invited as observers it in the view of the Council and the concerned FULL MEMBERS, their participation would be useful.

b) Standing Committees are formed when the Secretary-General of the IMMF, with the concurrence of the Council, informs the General Assembly of the need for a committee to be formed of a longer-term nature than would be appropriate for an Ad-Hoc Committee. The General Assembly will then, as part of the work of its next meeting, decide by vote upon the issue of the creation of the Standing Committee being proposed.

The Committee membership is nominated by the Council for the period separating Ordinary General Assemblies where a vacancy occurs between General Assemblies. All members serve a one-year term on Standing Committees, but may be re-selected for successive terms.

If, during the period separating two Ordinary General Assemblies, a member of a Standing Committee is for any reason prevented from performing his services, the Council may, for the period remaining before the next Ordinary General Assembly, nominate a substitute belonging to the same category of member.

Standing Committees meet at east once yearly, or more frequently as recommended by the Secretary-General, the Council, the General Assembly, or the Standing Committee.

It elects its Chair from among its own members who serves the same length of term as do the members of the Committee, it being specified however that the Chair shall remain in office until the end of the agenda of the first meeting of the Committee to be held after the expiration of the aforementioned period. The Committee shall elect its Chair for the successive period before the closure of the aforementioned meeting.

The Chair is eligible for re-election.

If the Chair is prevented from attending meetings, the Chair is taken by a Chair elected by the meeting.

c) Standing Committees have competence solely for the remit approved by the General Assembly, who may alter that remit, or dissolve any Standing Committee, at any meeting.

Its agenda is drawn up on the initiative of the Secretary General and the Chair of the Committee in consultation with the Secretary General.

### **Article 15— Ad-Hoc Committees**

a) Ad-Hoc Committees, whose role is consultative, are convened by the Council or the Executive Director of the IMMF in collaboration with the Secretary General, on an ad-hoc basis in order to achieve a specified aim. Once they have fulfilled the mandate under which they were formed! and have reported back to regular bodies of the IMMF on the result of their work, they are disbanded.

These Committees are composed of representatives of the FULL MEMBER, ASSOCIATE MEMBER and PROVISIONAL MEMBER organisations concerned. Non-members of the MMF may be may be invited to participate if, in the view of the Council and the concerned FULL MEMBERS, their participation would be useful.

Each organisation represented has only one vote.

Each Committee elects its Chair from among the representatives of the FULL MEMBER organisations for the duration of the work of the Committee. If the Chair is prevented from fulfilling his or her office, the Committees are presided by a president elected for each meeting.

b) These Committees are responsible, each within its own particular field, as required.

The agendas and scope of work of their meetings are as decided by the Council in collaboration with the Secretary General and the Executive Director of each Committee, in the light particularly of the proposals submitted by the FULL MEMBER, ASSOCIATE MEMBER and PROVISIONAL MEMBER organisations concerned on the issue in question.

### **Article 16— Solidarity Action**

On the proposal of the Secretary General, the General Assembly may decide on solidarity action to enable certain members, or future members, to have access to technical or other assistance under the most favourable conditions so as to foster such member's collaboration with the other members of the IMMF.

Such solidarity action shall be financed by the members by means of a mandatory additional payment, separate from their annual subscription. The resulting funds shall be devoted exclusively to the solidarity action decided by the Secretariat and shall be used separately, and treated separately in the IMMF's accounts, from the annual subscriptions and entry fees.

## **PART I THE BUDGET OF THE IMMF**

### **Article 17— Funds of the IMMF**

The funds of the MMF are made up as follows:

- annual subscriptions paid by member organisations, as provided for in Article 18;
- entry fees of new organisations, as provided for in Article 19;
- interest and income from investment (if any) of the above-mentioned funds which are awaiting use,
- gifts and legacies (if any),
- other sources of financing from third-parties save always that such sources of financing may not cause a conflict of interest with the objectives of the IMMF;
- other sources of funding and fundraising activities including, but not limited to, sponsorship(s) and events held under the IMMF aegis, save always that such activities shall not negatively impact Members' efforts of a similar or related nature;
- Programmes conducted by the IMMF, or under its aegis, with support and assistance from one or more national MMFs ("Joint Programmes"), as provided for in Article 1

### **Article 17bis — Joint Programmes**

Where the IMMF engages in the conduct of a programme under its aegis involving the personnel or expertise of Members, a mutually-agreed percentage of the net proceeds of that programme shall be returned to the Member(s) in proportion to the contribution of such Member(s) to the programme. The contribution of the Member(s) shall be calculated on the percentage of the total budget of such programmes which involves the Member(s).

### **Article 18— Subscription**

An annual subscription is payable by all types of membership in the IMME

a) The annual subscription and the minimum subscription shall be recommended by the Secretary-General, to the Council, upon the advice of the Executive Director and/or other members of the Secretariat, for each financial year, one year in advance. The Council shall retain, on an exceptional basis, the possibility of adjusting the annual subscription rate and the minimum subscription for a financial year in progress.

b) For ASSOCIATE MEMBER and PROVISIONAL MEMBER organisations, the subscription shall be set in the same fashion as for FULL MEMBERS

c) Wherever any type of Member joins the IMMF, that Member shall pay, on a pro-rata basis, the annual subscription for the remainder of the year in question. The subscription in this instance shall be calculated by determining the full year subscription fee for the organisation, dividing that amount by 365, and multiplying by the number of days in the year remaining from the date at which the Member joined.

Subscriptions must reach the Secretary General within the three months which follow the General Assembly's decision fixing the applicable subscription rate, except in

duly established cases of force majeure resulting from difficulties inherent in exchange control operations.

Organisations which have not paid their subscription in full before the opening of the General Assembly will not be admitted to participate in the work of the Assembly, except where a decision to the contrary has been taken by the Council or the Secretariat in an exceptional case and at the request of the organisation concerned; in addition, these organisations may in no case apply for seats on the Council

The Council may also propose to the General Assembly the definitive expulsion of any organisation in arrears by more than two years in paying its subscriptions, subject to special circumstances which may warrant such delay.

### **Article 19- Entry Fees**

Admission of any organisation to the IMMF, determined in accordance with the conditions laid down in Articles 5 and 6, becomes effective only after payment of an entry fee fixed annually for the following financial year by the General Assembly, upon the recommendation of the Council.

### **Article 20 - Administration of the IMMF's Funds**

The administration of the IMMF's funds is entrusted to the Council! which is responsible to the General Assembly for their management.

For this purpose, the Council permanently delegates to the Executive Director the administration of the funds and the responsibility for all expenditure, within the framework of the budget of the IMMF.

### **Article 21 - Internal Auditors**

The accounts of the IMMF are inspected annually by three Internal Auditors appointed by the General Assembly from among its delegates, but excluding members of the Council and persons from organisations represented on it.

Three substitute Internal Auditors shall be appointed under the same conditions.

The Council may appoint a professional accountant to assist the Internal Auditors.

It is the task of these Internal Auditors to verify the use and investment of the funds in relation to the budget of the IMMF and to submit to the General Assembly a report on the financial administration of The IMMF.

The Internal Auditors must meet at least once a year on the initiative of the Secretary General and are required to submit a report annually to the Council.

The Internal Auditors do not take part in the meetings of the Council but may, at its request, address it.

### **Article 22- External Statutory Auditors**

In compliance with the Law of the United Kingdom, the General Assembly! on the proposal of the Council, shall appoint, for a term of financial year(s) as required by law, an external statutory auditor to review the IMMF's financial statements and a substitute external statutory auditor

### **Article 23 - Approval of the Budget**

The annual budget of the IMMF for the next financial year shall be recommended each year by the Secretariat, then submitted to the Council for approval in the course of the following financial year. The Secretariat shall retain, on an exceptional basis, the possibility of revising the budget for the financial year in progress, subject to ratification of the revised budget by the General Assembly in the course of the following year.

At the end of each administrative period, the Council reports to the General Assembly on its financial administration during the financial periods which have elapsed since the preceding meeting of the Assembly and submits to the Assembly the balance sheet for the said financial periods.

Having approved their report, the Assembly discharges the Internal Auditors from their responsibility.

### **Article 24 - Expenses of General Assembly Meetings**

Members attending meetings of the General Assembly may be asked to pay, before the opening of the said meetings, to the host organisation a fixed fee which serves to indemnify this body against the expenses occasioned by the organisation of these meetings.

This fee is fixed in each case by the host organisation in consultation with the Secretary General, where due consideration will be made with regard to the costs of travel for members travelling long distances in order to attend the meeting in respect of the fee to be paid by them.

## **PART IV: FINAL PROVISIONS**

### **Article 25- Voting**

Independently of the amount of its subscription, each FULL MEMBER organisation shall dispose in of one ordinary vote in any administrative or other body of the IMMF in which it participates

A PROVISIONAL or ASSOCIATE MEMBER may vote only during sessions of Ad-Hoc Committees which that member has been invited to join and also to vote in.

### **Article 26 - Participation in Meetings of the Statutory Bodies of the IMMF**

The meetings of the various statutory bodies of the IMMF, defined in Article 8, are closed, being strictly confined to the members of the said bodies, and, where occasion demands, to the observers for whom provision is made in the present statutes.

The Chair of each body has the right to invite any person to join in its debates, but exclusively within the framework of the agenda for the meeting.

### **Article 27- Languages**

English is the official language of the IMMF.

French! German, Italian, Spanish and all other official languages of the United Nations at any given time are equally working languages, as far as possible, especially as regards meetings of the General Assembly, the Council and the Standing Committee(s).

For these meetings, as far as is possible with the technical and financial resources of the IMMF, a system of simultaneous translation shall be arranged.

### **Article 28 - Sanctions**

Any organ infringing the provisions of the present statutes, or which is guilty of breaching the professional principles laid down by the IMME or those of confederal solidarity shall be invited to appear before the Council to state its defence. Where necessary, it may be referred by the latter to the General Assembly.

The Council shall also propose to the General Assembly sanctions which, according to the gravity of the infringement or breach to be sanctioned, shall be: warning, call to order, censure and temporary or permanent expulsion from the IMMF.

### **Article 29 - Modification of the Statutes**

The present Statutes may only be modified on the proposal of the Council or of one-third (1/3) of the FULL MEMBER organisations at least, and shall be lodged with the Secretary General no later than three months before the date of the General Assembly.

Ad amendment proposals must be communicated to the FULL MEMBER organisations through the Secretary General at least two months before this date.

For their adoption, they must be approved by the said Assembly by a majority of two-thirds (2/3) of the votes cast by the FULL MEMBER organisations present or represented.

### **Article 30- Translation of the Statutes**

On the basis of the present statutes, which have been adopted in English and the text of which forms the only basis for subsequent interpretation, the Secretary General will have made and circulated to the various organisations concerned official translations in other languages as the Council, or the General Assembly, may direct.

### **Article 31 - Resolutions by the IMMF**

a) With the exception of purely administrative matters all decisions made in accordance with the provisions of these statutes and communicated to the organisations have the character of recommendations only.

b) the IMMF has the power to lay down binding rules as regards the use of the acronyms 'IMMF' and/or MMF' or International Music Managers Forum' or Music Managers Forum. Any organisation which wishes to use those terms must abide by those rules.

### **Article 32- Resignation**

Any organisation wishing to withdraw from the IMMF must offer its resignation to the General Assembly, having first notified the Secretary General by registered letter at east six (6) months before the meeting of the said Assembly.

### **Article 33 - Dissolution**

The dissolution of the IMMF may only be decided, at the request of at least half the FULL MEMBER organisations, by a majority of 3/4 of the FULL MEMBERS of the IMMF.

In the event of dissolution, the General Assembly will nominate a special commission to determine the manner in which the assets of the IMMF shall be liquidated.