Registration Agency – Terms of Reference

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1 Remit

The remit of the International Standard Audiovisual Number International Agency (hereafter „ISAN-IA") under contract with ISO (International Organization for Standardization) is:

- To implement the ISAN work and ISAN version – standards (ISO 15706 & ISO 15706-2) and ensure full compliance by its users;
- To select and appoint Registration Agencies (RAs) throughout the world, via an open tender procedure;
- To implement and enforce the ISAN registration and usage rules and procedures, including end user pricing;
- To support the development of RAs in their market and ensure their services compliance with ISAN-IA's developed set of rules;
- To develop, manage and maintain a bespoke IT architecture and system (the ISAN system) capable of recording and storing the registered metadata of audiovisual works or its related versions to which ISANs have been allocated, and capable of serving RAs and its users via pre-defined online interfaces;
- To continuously promote ISAN to the audiovisual industry, developing with RAs local and/or regional marketing campaigns strategies helping in ISAN awareness.

The remit of each Registration Agency („hereafter „RA") is:

- To process Registrants' applications in their work and/or related versions registrations for ISAN allocation in its related market;
- To service users (Readers) and license access to the ISAN central repository (central ISAN and related metadata database) for query consultation and inventory management purposes;
- To offer end users and online access to the ISAN system via ISAN-IA's designed "ISAN user interface" or "ISAN API";
- To promote ISAN services and benefits to the audiovisual industry in its market, to educate the film, TV an online industries to the advantages of ISAN, and therefore generate enough awareness for a rapid ISAN adoption;

2 Registration Agency Appointment Process

Registration Agencies (RAs) cannot be self-appointed. As the ISO-designated registration authority, ISAN International Agency (ISAN-IA) has sole authority to implement and uphold the ISAN standards. As such, ISAN-IA is empowered to select from applications by third parties applying for RA status and therefore to appoint registration agencies by formal decision of its Administration Committee.

The appointment process of a prospective Registration Agency (hereafter „RA") starts with the submission of an [Expression of Interest](#) (hereafter „EOI") to the ISAN-IA and ends with either the appointment or the non-appointment of the prospective RA.

ISAN-IA selects prospective RA applications on the basis of several criteria and through a transparent selection process. Prospective RAs will be allowed to communicate with ISAN-IA in writing ahead of submitting their full applications, in order to solicit clarification on any aspect of these published Terms of Reference. Each candidate will be given similar treatment in this respect.

In case of non-approval of prospective RA's application by ISAN-IA's Administration Committee, a full written explanation will be provided to the prospective RA as to the rationale of the negative decision.

Appointed RA may act as ISAN RA and can start its ISAN services activities only after signature of the „RA agreement" with ISAN-IA. The agreement contains detailed parties responsibilities.

ISAN-IA's RA's appointment process is illustrated here below.

ISAN International Agency.14th May 2004

Expression Of Interest (EOI)

The process starts with the submission of an Expression of Interest (EOI) which can be found on ISAN web site (www.isan.org).

A prospective RA completes the EOI and sends it signed by email or post to ISAN-IA.

The financial part of the EOI will remain confidential, and will not be disclosed or published.

By submitting an EOI, the prospective RA acknowledges having read and therefore accepts the current Terms of Reference.

ISAN-IA will review the submitted EOI, checking if the prospective RA meets the following requirements:

- Must comply with ISO's standard.
- Must be recognized by the audiovisual industry.

- Must be (or will be) a legal entity (or founders of the applicant).
- Must have a sound financial structure.
- Will not require financial contributions from ISO, ISO's member bodies or ISAN-IA.
- Must have sufficient resources (employees, IT, financial) to support the work of a RA.
- Must be able to fulfill its contractual obligations for the term of the agreement.
- Must be able (and agrees) to correspond in English.

The decision to approve or reject the prospective RA's submitted EOI will be taken by ISAN-IA within 1 (one) month from EOI's receipt. During that period ISAN-IA might request some additional information from the prospective RA.

If the submitted EOI is rejected by ISAN-IA, a written explanation will be given to the prospective RA who will have a second opportunity to re-submit a revised EOI. A maximum of two EOIs can be submitted by the same prospective RA.

All submitted signed EOI will be published on the ISAN web site. When an EOI is rejected, the EOI will be suspended and will be taken out from our web site.

If the submitted EOI is approved by ISAN-IA, a formal written approval will be sent and a business plan will be requested to the prospective RA.

Prospective RA's Business Plan

After approval of the EOI, the prospective RA is asked to submit for ISAN-IA's consideration and review, a detailed business plan, within 2 months from EOI approval. Unless otherwise agreed, failure to do so will result in suspending of the appointment process. The detailed business plan must be submitted in English and should include the following elements:

- Prospective RA's organization overview:

    - Description of the legal entity and when applicable of its founding members

    - Organization background and overview (HR, location, etc…)

    - Prospective RA's marketing strategy:

    - Geographical and/or specific market coverage

    - Potential number of ISAN users (registrants and users)

- Users' types (producers, broadcasters, …)
- Potential number of ISAN work and version registrations per year
- Promotional plans (web, brochures, seminars, festivals, film market, etc…)
- ISAN services pricing and other value added services offer and pricing

▪ Prospective RA's ISAN system IT implementation
▪ Prospective RA's 3 years financials and funding plans.

All costs related to the preparation and submission of the business plan are to be totally covered by the prospective RA, and information contained in the business plan is considered as confidential and will not be published by ISAN-IA.

ISAN-IA's Administration Committee appointment or non-appointment of the prospective RA will be based on several criteria, from which:

▪ Prospective RA's proven experience within the audiovisual industry and understanding of ISAN needs from potential users in its selected market.
▪ Prospective RA's viability in its selected market and its ability to provide ISAN services as per the standards, and defined set of rules.
▪ A clear marketing plan to develop awareness of ISAN enabling its wide use.
▪ Experience with data registration and/or administration of audiovisual works.
▪ A clear implementation plan (IT, marketing, registration process, etc…)
▪ A viable financial and funding plan.
▪ Prospective RA's acceptance of the RA Agreement terms and conditions.

RA's appointment or non-appointment will be notified in writing to the prospective RA within 1 (one) month of receipt of its business plan. Additional information might be requested by ISAN-IA during that period. Official appointment will occur after signature of RA's agreement by parties.

RA Agreement

Upon ISAN-IA's appointment of the prospective RA, the RA Agreement will have to be signed by both parties within one month. Unless otherwise agreed by ISAN-IA, no communication can be made of such appointment until signature of the agreement.

Implementation phase

The appointed Registration Agency (RA) will have a maximum of three months to be operational. ISAN-IA will provide support and guidance to the newly appointed Registration Agency during the implementation phase, to include 2 days training and ISAN system IT integration support.

3 Geographical Coverage / Industry Endorsement

The majority of operations carried out by ISAN-IA and RAs in delivering the ISAN services will be online through web-based technology. Whilst there is certainly no expectation that each country necessarily needs its own separate RA, prospective RAs may find that groups of countries speaking a common language may provide a wider market base on which to model their business plan. Instead of being constrained by geographic criteria, prospective RAs may also look at catering for the needs of specific production and distribution industry sectors situated in different areas and representing significant opportunities for ISAN registrations.

Prospective RAs should also note that:

▪ The ISO standard expects a prospective RA to be eligible only if it has received the endorsement of producers, broadcasters or audiovisual industry organizations within their proposed market coverage;

▪ Appointed RAs are not allowed to offer rights' management services;

▪ Appointed RAs should not expect to operate as a local/regional monopoly or to assume any ISAN-IA's endorsement of exclusivity.

▪ Appointed RAs are legally independent from ISAN-IA and must be a "stand alone" ISAN Registration Agency capable of maintaining required ISAN activities for the full term of the signed agreement.

4 Registration Agency – ISAN System IT Integration

ISAN-IA has built the ISAN System to be used by the RAs and its users (Registrants and Readers). The ISAN System is composed of the IT infrastructure, the different servers, the online connectivity and the ISAN Registry (the central ISAN database) containing all ISAN registrations and associated metadata. The ISAN System is located in a fully secured professional hosted facility, managed and maintained 24 hours a day, 365 days a year.

All appointed RAs have access to the ISAN system via an online web user interface, and a Rest API provided and designed by ISAN-IA.

- The web user interface can be customized by the RA, to include new languages, its own colors, logos and designed banners. This solution is very quickly implemented and needs very limited IT integration. The ISAN system web user interface is customized for RA usage and its users (registrants and users).
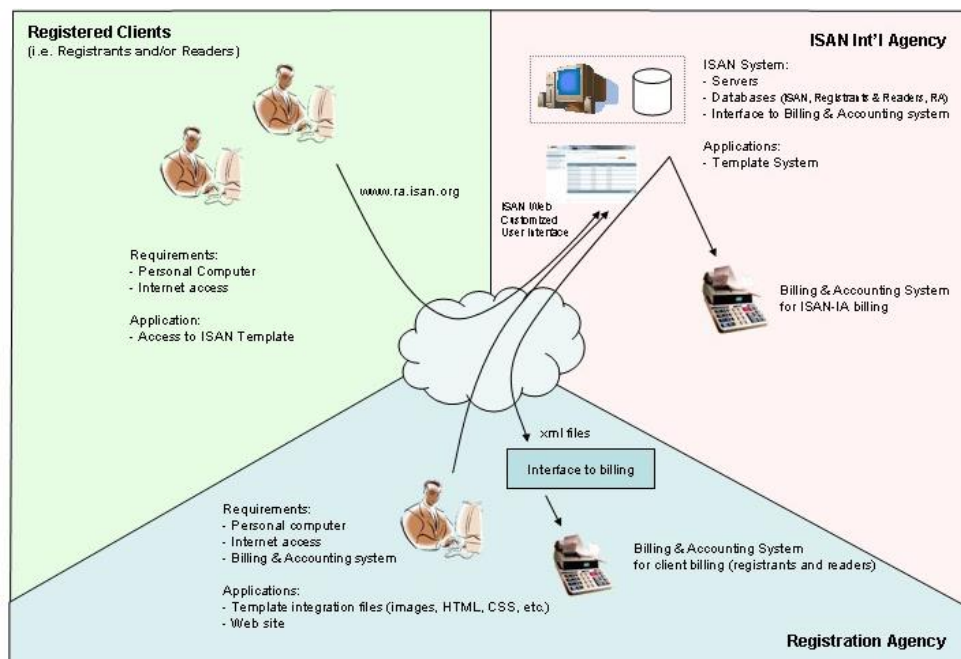
- The ISAN rest API is a set of functions that enables the RA to develop its own web user interface and/or connect the ISAN registry to other authorized IT systems. The API contains all functions required by the RA and its users for registering works and versions with ISAN and for querying the ISAN

Registry. This solution is very flexible and can be fully integrated in the RA's own IT system. The solution requires however a significant integration effort to cover all use cases.
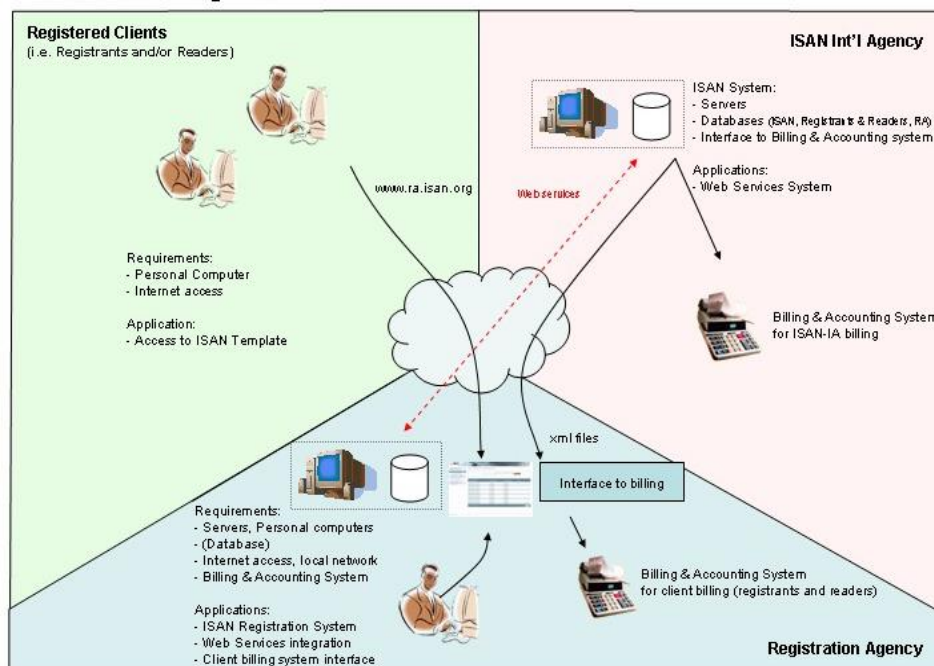
5   Invoicing

Invoicing of Registration Agency end users (i.e. Registrants and Readers) is a RA responsibility.

Appointed RAs are expected to be able to invoice its end users' usage of ISAN services, based on information delivered monthly by ISAN-IA, and to collect due income.

The ISAN system contains reporting statistical tools, but has not been designed to be a billing system. Only billing information delivered monthly by ISAN-IA are to be used. RAs are expected to have their own billing system.

6 RA Services

ISAN-IA has identified three distinct user categories for which it expects appointed RAs to serve in a good quality of service:

- Registrants
- Readers
- General Public

Apart from having to provide functional web access to each of these categories, RAs are also expected to describe ISAN services and registration process via its web pages and other media (as defined by ISAN-IA in its different documents made available to RAs).

The „General Public" category will only visit RA and/or ISAN-IA sites for general information and ISAN simple queries (no detailed metadata are offered and query results are limited to 5 – for more information, refer to ISAN-IA set of rules).

ISAN Registration Agencies shall provide the services described below:

- Process Registrants' applications (registration form, signing the Terms & Conditions)
- Process and register ISAN applications submitted by Registrants (i.e. audio-visual works and versions)
- Manage and correct inaccurate ISAN descriptive information (metadata) when applicable.
- Assist Registrants in the registration of their works for ISAN allocation, especially in avoiding the creation of duplicates.
- Make ISAN and associated descriptive information available to users via authorized access and/or ISAN matching services.
- Actively promote and stimulate the widest use of ISAN in its announced market coverage.
- Enforce ISAN-IA rules and procedures when and where applicable.

RAs are reminded that, as the uniqueness of an ISAN allocation to a work is a defining aspect of the standard, they shall make all reasonable efforts to avoid creation of duplicates in the ISAN central repository, by themselves or their Registrants.

In addition to the non-profit ISAN services offered, RAs can offer profit-making ancillary services taking advantage of their access to a comprehensive worldwide ISAN Registry. Although ISAN-IA will have no supervisory power over the choice of such services and the manner in which they are run and marketed, ISAN-IA reserves the right to object in the event that excessive focus on such services results in a reduction in the quality and expediency of ISAN services.

7   Pricing

ISO terms state that ISAN-IA and RAs shall operate on a cost recovery principle, and reasonable fees may be charged for ISAN services by Registration Agencies. More details on pricing are given in the ISAN RA Financial Guide.

ISAN-IA requires that each RA's rate card be submitted for review ahead of its publication. ISAN services are offered on a non-profit basis whether by ISAN-IA or RAs.

Any surplus income generated by ISAN-IA will be held in a set-aside fund. The fund will be used exclusively to help fund specific business development initiatives (marketing campaigns, educational seminars, and staff training) and improve ISAN System performance and functionalities.

8   Marketing

Prospective Ras' business plans must include detailed marketing plans both for the launch of the RA and the longer term awareness-raising and education campaigns aimed at specific markets within their audiovisual industry.

Prospective RAs may also indicate what budgetary resources are to be assigned to this important area of their activities during the business plan process.

Promotional marketing plans may target several industry segments to include producers' organizations, production executives, guilds, sales agents, broadcasters, digital platforms, national archives, authors, post-production companies, etc.

In order to build a worldwide recognition of ISAN, all visual/graphic campaign elements must include display of the ISAN logo, which will provide overall branding. No alteration or deletion of visual identity will be permitted. A detailed ISAN graphic charter will be provided by ISAN-IA upon approval of prospective RA's EOI.

9   Start-up Working Capital

In assessing prospective RA's business plans, ISAN-IA will give particular attention to the levels of start-up capital. ISAN being a new international standard to be deployed in RA's market sector, ISAN-IA will carefully study the prospective RA's business plan projections related to ISAN registrations take-up during the first years of RA's launch.

ISAN-IA may require some comfort funding documentation from the prospective RA in case of unclear break-even point strategy.

10 Reporting and Auditing Requirements

All appointed RAs must submit a yearly report. The document will detail financial results and changes to any aspect of the RA's strategy, provide information on marketing and educational initiatives and underline any operational difficulty for which ISAN-IA's assistance may be required.

RAs will also be expected to file an annual report with a full set of audited accounts, no later than six months after the end of their financial or calendar year.

ISAN-IA reserves the right to carry out a comprehensive audit of RAs accounts and operations limited to ISAN services and activities only. This provision is

essential in order to enable ISAN-IA to meet its contractual obligations to ISO. Such audit if undertaken by ISAN-IA will be at its own costs.

11 Terms and Conditions of RA Agreement

ISAN-IA's Responsibilities

In its capacity as registration authority for the Standard, ISAN-IA shall function as the ISAN International Agency which shall not engage in any form of rights management and shall provide the following services:

- Appoint appropriate ISAN Registration Agencies and revoke such appointments as necessary.
- Maintain a central register of ISAN Registrants for consultation by ISAN Registration Agencies.
- Maintain records of rejected applications for registrant and readers status.
- Maintain records of inactivated ISAN.
- Maintain a central register of unique ISAN and associated descriptive information and make it available to authorized users as determined by ISAN-IA, via the ISAN System.
- Promote, coordinate and supervise the ISAN System in compliance with the specifications of the Standards (ISO 15706 & 15706-2).
- Develop, implement, monitor and enforce Set of Rules governing the operations of ISAN Registration Agencies and the process of ISAN registration and ISAN queries by those agencies, including any fees and prices associated with that process.
- Develop, implement, monitor and enforce Set of Rules regarding access, including access through networks, to ISAN data maintained by ISAN-IA and ISAN Registration Agencies.
- Facilitate the review and resolution of duplicative applications for, or registration of, audiovisual works.
- Review and decide on appeals of decisions by ISAN RAs in such matters as:
  a) Applicants to become a Registrant;
  b) Rejection of ISAN applications; and

c) Disputes concerning the accuracy of registration information about an audiovisual work.

- Develop documentation for users of the ISAN System.
- Review RA budget related to ISAN core services.
- Review RA's users' Terms & Conditions
- Review RA ISAN related documentation and marketing material, including web site.
- Define, set and enforce the ISAN services Retail Recommended prices.
- Define, set and enforce the ISAN services usage guide.
- Define, set and enforce ISAN graphic charter.
- Develop, implement, monitor and maintain the ISAN system and makes its available to RA via the web user interface and the rest API.

RA's Responsibilities

In its capacity as Registration Agency during the Term, RA shall not engage in any form of rights management and shall provide the following services:

- Process applications for applicant clients - Registrant and Readers
- Provide guidance to clients regarding recommended practices of the ISAN System.
- Process applications for audiovisual work registration for ISAN allocation
- Process applications for audiovisual work related versions for ISAN version allocation
- Ensure that ISAN applications are registered in the ISAN System in a timely and accurate manner.
- Notify Registrant status to the applicant concerned.
- Notify issuance of each ISAN to the Registrant(s) involved (when needed)
- Correct inaccurate work descriptive information when appropriate evidence of such inaccuracy is provided.
- Install the necessary IT infrastructure (computer, internet browser and access) for the use of the provided ISAN web user interface.
- Develop and/or install the required IT infrastructure, capable of interfacing with the ISAN System under ISAN-IA specifications, if the ISAN rest API is to be used by the RA.

- Keep, manage and maintain Registrant information up-to-date including records of rejected applications for or cancellations of, registrant status by providing accurate and current information to the ISAN System in a timely and efficient manner.

- Keep, manage and maintain ISAN information up-to-date including records of rejected applications for an ISAN by providing accurate and current information to the ISAN System in a timely and efficient manner.

- Assist the Registrant in the registration of his works or related versions for ISAN allocation, especially in resolving potential duplicates, by using the pending resolution application delivered with the ISAN System.

- Make ISAN and associated descriptive information available to their users through the accessible ISAN IT system.

- Ensure that additional services RA may develop respect the integrity of all information registered in the ISAN System.

- Keep separate from any other RA's activities, the operations and finances of the RA related to ISAN services. RA will have to submit its annual financial accounts to a neutral, external audit organization.

- Compile and submit in an appropriate format to ISAN-IA, annual budgets related to ISAN services for information.

- Report statistical and financial data on its ISAN services operations to ISAN-IA in the format defined by ISAN-IA in the Set of Rules.

- Charge clients for ISAN services, the ISAN-IA recommended retail prices, or any prices below. Any other prices for ISAN services are subject to review and approval by ISAN-IA. The Retail Recommended Prices are aimed at facilitating the widest use of ISAN in all markets.

- Have at least one trained employee on the ISAN system.

- Offer education and training in the use of the ISAN System to RA users (Registrants and Readers).

- Contribute actively to the recognition expected of an entity implementing an international standard.

- Actively promote and stimulate the widest use of ISAN in its announced market coverage.

- Assist in building recognition of the Standard, by ensuring that all visual/iconographic campaign elements display of the generic ISAN visual identity, which provides overall branding. No modification of this approved visual identity is permitted.

- Use any existing marketing material such as brochures provided by ISAN-IA, when available in the local language of the RA's market.

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- Submit all RA's marketing material for ISAN-IA's review before use.
- Include the ISAN logo on all RA's marketing materials.
- Notify ISAN-IA of misuse of ISAN in its announced market coverage, when appropriate.
- If the ISAN rest API is to be used, notify ISAN-IA of any major change on its system that could affect the ISAN API.

Liability

RA, acting as an independent entity, shall be solely liable for all and any damages that it may cause to third parties or that may be caused to third parties as a result of the use of ISAN or as a result of activities conducted by RA. RA agrees that it will not hold any other Registration Agency nor ISAN-IA, nor ISO responsible for any damages supposed or proven arising from the use of ISAN. It further agrees to hold any other Registration Agency and ISAN-IA harmless against claims by any party purporting to arise in connection with RA's activities.

Each RA must warrant that neither itself nor its users (Registrants and Readers) will hold any Registration Agency, ISAN-IA and/or ISO responsible for any damages claimed or proven resulting from their use of ISAN registration and query services.

Duration and termination

The Agreement between ISAN-IA and RA will remain in force for an initial period of two (2) years. Thereafter, it will be automatically renewed for a successive one-year period unless terminated by either party serving not less than six months written notice prior to each such renewal date.

If RA fails to meet its obligations and after period of rectification, Agreement may be terminated and ISAN-IA shall at its sole discretion decide of RA's operations transfer in full or in part to any other ISAN Registration Agency.

Registration Agency Terms of Reference   Version: 5.0 | June 2019

Intellectual Property

The issuance of an ISAN is in no way related to any process of copyright registration, nor does the issuance of an ISAN provide evidence of the ownership or rights in an audiovisual work.

ISAN is a trademark which can only be used in accordance with the Standard. RA undertakes not to make use of the ISAN trademark nor of the ISAN logo except as expressly provided for in this Agreement and in the Set of Rules.

ISAN-IA retains all intellectual property rights on all and any brochures, software, promotional material and any other materials which ISAN-IA may have developed and conceived within the frame of this Agreement. RA acknowledges that it has no right whatsoever on such materials.

ISAN-IA retains all intellectual property rights on all metadata registered for ISAN allocation, stored in the ISAN central repository.