

THE ADVERTISING PRODUCERS ASSOCIATION
(Registered under The Trade Union and Labour Relations Act 1974)

CONSTITUTION AND RULES

1. Name and Principal Office

The name of the Association is "*Advertising Producers Association*", and its principal office is at 47 Beak Street, London, W1F 9SE. Telephone: 020 7434 2651. The Association was formerly known as the "Advertising Film and Videotape Producers Association".

2. OBJECTS

The objects for which the Association is established and which are to be pursued in the manner provided in these Rules are:-

- (a) to protect and assist its members in all ways affecting them as advertising film producers (the words Advertising Film Producers shall mean the production of any moving image for advertising, sponsorship, duplication or any similar purpose for the purpose of this agreement);
- (b) to promote the interests and advancement of advertising film producers;
- (c) to regulate relations between employers and "workers" or "organisations of workers" or "trade unions" (as those expressions are defined in the Industrial Relations Act 1971);
- (d) to regulate the relationship between its Members;
- (e) to provide for and take part in joint consultation with other "organisations of employers" or "federations of employers' organisations" or "individual proprietors" (as those expressions are defined in the Trade Union and Labour Relations Act);
- (f) to acquire and dispose of or deal with any real or personal property or rights whatsoever;
- (g) to take steps as may be deemed necessary or expedient to ensure the maintenance and furtherance of standards of quality and conduct by members;
- (h) to co-operate with, or be a member of, or affiliated to, or to affiliate to the Association, any Organisation having similar objects to, or whose objects and interests are in any way connected with, the objects of the Association;
- (i) to appoint individuals to represent them and/or the Advertising Film Production Industry on Councils, Committees, deputations, panels and other bodies;
- (j) to provide for the consideration and settlement of all matters affecting the Advertising Film Production Industry that may arise;
- (k) to apply for and promote any Act of Parliament, licences, privileges, authorisations or concessions necessary or desirable for the carrying into effect of any of the objects of the Association;
- (l) to distribute among the Members any of the assets of the Association;
- (m) to enter into agreements on behalf of all or any of the Members;
- (n) to do all other things as may be considered incidental to or conducive to the attainment of the above objects or any of them.

The objects specified in each of the paragraphs of these Rules shall be regarded as independent objects and shall not be limited or restricted (except where otherwise expressed) by reference of or inference from the terms of any other paragraph or name of the Association. Reference in these Rules to the Trade Union and Labour Relations Act 1974 shall include any statutory modification or re-enactment thereof. The expression "these Rules" when used herein means these Rules as from time to time amended. For the purposes of these Rules words importing the masculine include the feminine, words importing the singular the plural, and reference to a "person" include both corporations and natural persons.

3. ELIGIBILITY FOR MEMBERSHIP

The following persons shall be eligible for membership of the Association:-

- (a) A company would be eligible for full membership of the Association if its business is wholly or mainly the production of television/cinema commercials.
- (b) Production, post/vfx, editing, interactive, audio post and music production companies whose principal business is producing commercials (for any medium) are eligible for membership of the APA. Such companies shall not be eligible for membership if they are owned, in whole or in part, by an advertising agency or by a corporation/group that owns advertising agencies. Music and sound design companies will be admitted or declared ineligible on the same basis.

4. ELECTION OF MEMBERS

Any person described in paragraphs (a) and (b) of Rule 3 may apply to be admitted as a member of the Association ("a Member"). Such application shall be made in the form to be determined from time to time by the Council of Members. The Council of Members shall have discretion to determine whether any applicant for membership falls within any of the classes of person mentioned in paragraphs (a) and (b) of Rule 3 and/or whether admitting the applicant for membership would be contrary to the interests of the Association. Without prejudice to the above if an owner, director or person involved in a management role of an applicant company has previously been an owner, director or involved in the management of a company which has gone into liquidation, in which creditors of that company have not been paid in full, it shall be in the absolute discretion of the APA acting through its Chief Executive as to whether the applicant company is admitted to membership. If the application is approved by the Members by majority vote in a General Meeting (or in exceptional circumstances by the Council of Members) such applicant shall be registered as a Member. Any person whose application for membership shall be rejected by the Council of Members or who shall be dissatisfied with any determination of the Council of Members as to whether he falls into any category of persons eligible for membership or whether admitting them to membership would be contrary to the interests of the Association may appeal to the Appeals Committee within one month of rejection or determination being notified to him, every such notification shall indicate such person's rights so to appeal.

5. TERMINATION OF MEMBERSHIP

- (a) The Council of Members may terminate the membership of any Member:-
 - (i) if that Members shall be six months or more in arrears with the payment of any amount due to the Association;
 - (ii) if that Member shall be adjudicated bankrupt or shall go into liquidation (except for the purpose of amalgamation or reconstruction), or become insolvent;
 - (iii) if that Member shall be in breach of these Rules or of any other obligation arising out of his membership of the Association and the Council of Members shall terminate the membership of any Member:-
 - (iv) if the Members shall resolve that that Member should resign and he does not resign within 14 days on the passing of such resolution;
 - (v) if that Member resigns giving not less than six months' written notice delivered or sent to the Chief Executive.
- (b) Except in the case of sub-paragraph (v) of paragraph (a) of this Rule no termination or membership shall be effective unless the Council of Members shall first have given notice to the Member in question specifying the grounds on which it is proposed to terminate his membership and informing him of his right to have the matter determined by the Appeals Committee. No such termination shall be effective until the date when the Appeals Committee shall have finally determined the matter or (if such member shall not by then have taken any step to have the matter determined by the Appeals Committee) two months after service of such notice.

- (c) Upon termination of his membership a Member shall automatically cease to be, or to be represented by, a Member of any Committee of the Association.
- (d) Upon termination of his membership, a Member shall not be entitled to recover any part of his subscription for the period then current.
- (e) A member may terminate their membership by giving six months notice to the Association in writing.

6. GENERAL MEETINGS OF THE ASSOCIATION

- (a) **Calling of a General Meeting**

A general meeting must be called by the Chief Executive upon the written request of no fewer than ten companies or 10% of the membership which ever is the lesser.
- (b) Except in the case of Extraordinary Resolutions not less than seven days notice in writing shall be given to the Members (exclusive of the day on which the notice is served or deemed to be served and the day for which it is given) of any General Meeting of the Association and such notice shall specify the place, date and time of the meeting and the nature of the business to be transacted.
- (c) At each Annual General Meeting the Chief Executive shall lay before the Meeting a Statement of Accounts (together with the Auditor's Report thereon) and a report on the activities of the Association in respect of the financial period of the Association last ended in such form as may be required by or pursuant to the Trade Union and Labour Relations Act 1974.
- (d) **Extraordinary Resolution**

In these Rules "Extraordinary Resolution" means a resolution passed at a General Meeting of the Association by a majority of not less than two-thirds of the persons voting thereat upon a show of hands or (if a secret ballot is demanded) by a majority of not less than two-thirds of the votes cast in such ballot. Not less than 21 days notice in writing of an Extraordinary Resolution shall be given to the Members (exclusive of the day on which the notice is served or deemed to be served and the day for which it is given). Such notice shall specify the place, date and time of the meeting, and shall set out verbatim the resolution to be proposed thereat.

7. PROCEDURE AT GENERAL MEETINGS OF THE ASSOCIATION

- (a) **Quorum**

No business should be transacted at any general meeting of the Association unless a quorum of 25% of the members of the Association is present..
- (b) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other time and place as the Council of Members shall appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present in person or by their representatives or alternates shall be a quorum.
- (c) **Chairman**

The Chairman of the Association shall be the Chairman of all General Meetings of the Association, and if he shall be absent or unwilling to act the Members present in person or by representative or alternate shall choose a Chairman.
- (d) **Adjournment**

The Chairman may with the consent of the meeting at which a quorum is present adjourn the meeting from time to time and from place to place, but no business shall be transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for seven days or more, notice of the adjourned meeting shall be given in the same manner as an original meeting.
- (e) **Voting**

On a show of hands every Member present at the General Meeting of the Association in person or by representative or alternate shall only have one vote but so that a representative or alternate shall only have one vote on a show of hands regardless of the number of Members he then represents. Except as otherwise provided in these Rules a Resolution of the Meeting may be passed by a simple majority of votes.

Any Member present at a General Meeting in person or by representative or alternate may demand that voting in respect of any resolution shall be by secret ballot. On a ballot each Member present in person or by a representative or alternate shall have one vote for each Member he then represents. The procedure to be adopted for any such ballot shall be determined by the Chief Executive. The Chairman of any meeting shall not vote unless there shall be an equality of votes on a secret ballot in which event the Chairman shall have a casting vote.

- (f) **Representatives**
Each member shall be entitled to be represented at a General Meeting by any of its company directors or staff members. Only one representative of each member shall be entitled to vote at a General Meeting.

8. THE COUNCIL OF MEMBERS

- (a) **Powers and Duties**
The business of the Association shall be managed by the Council of Members. The Council of Members shall comprise 15 representatives or members or such other number as the Council of Members shall determine plus the Chief Executive. The Council of Members shall be selected by the members and there shall be an election for the Council of Members at such times as the Council of Members determine but in any event no more than three years after the previous election. The Council of Members may exercise all the powers of the Association except for those which must under these Rules be exercised by the Association in General Meeting or by the Appeals Committee.
- (b) **Appointment**
The Council of Members may appoint any person or body of persons to the Council or to be agents for the Association for such purposes and with such powers as the Council of Members shall think fit.
- (c) Without prejudice to the provisions of paragraph (a) of this Rule and Rule 5, the Council of Members shall have the power, in the event of any Member failing to pay his subscription promptly, to make it a condition of the continued membership of such Member that he shall pay an increased subscription of such amount as the Council of Members may think fit. Any Members aggrieved thereby may appeal to the Appeals Committee within one month of his being notified of such increased subscription.
- (d) **Removal**
The Association in General Meeting shall have power to remove any person from the Council of Members.
- (e) **Proceedings**
 - (i) The Council of Members may meet for the despatch of business, adjourn, and otherwise regulate its meetings as it shall think fit.
 - (ii) Resolutions of the Council of Members shall be decided by a majority of votes.
 - (iii) A meeting of the Council of Members may be convened at any time by reasonable notice given by the Chief Executive. The Chief Executive shall be bound to convene a Meeting on the requisition of not less than three Council Members.
 - (iv) The quorum necessary for the transaction of business by the Council of Members shall be five or such other number as may from time to time be fixed by the Council of Members.
 - (v) The Chairman of the Council of Members shall be the Chairman of the Association. The Chairman may vote on any resolution and shall have a Second or casting vote in the event of a tie.

9 APPOINTMENT AND FUNCTIONS OF SUB COMMITTEES

The Council of Members may form sub-committees and delegate such powers to such sub-committee as it considers appropriate. The Chairman of a sub-committee shall be a member of the Council, who may appoint a representative of any member to serve on that committee.

10 APPEALS COMMITTEE

- (a) Power
The appeals Committee shall have power to determine appeals or complaints by:-
- (i) persons whose applications for membership shall have been rejected by the Council of Members as provided in Rule 4;
 - (ii) Members whose subscription shall have been increased by the Council of Members pursuant to paragraph (c) of Rule 9;

Any determination of the Appeals Committee shall be binding upon the Members, the Association and all Officers and Committees thereof.

- (b) Appointment
The Appeals Committee shall consist of at least three Members all of whom shall be appointed by the Members in General Meeting and all of whom shall be individual Members or individuals duly authorised to represent corporate Members. The Members in General Meeting shall decide what shall be the maximum number of members of the Appeals Committee and what number should constitute a quorum. The Members so elected shall elect one of their number to be Chairman of the Appeals Committee. All the members of the Appeals Committee shall retire at each Annual General Meeting but shall be eligible for re-election.
- (c) Removal
The Members shall have power to remove any person from the Appeals Committee.
- (d) Proceedings
The Appeals Committee shall have the power from time to time and at any time to decide upon its own procedure for hearing complaints and for making determinations thereon but so that:-
- (i) any person or persons whose acts or omissions are impugned or criticised shall be given reasonable notice of the charges brought against him or them and shall be given a reasonable time to prepare his or their defence;
 - (ii) every such person shall be given a full and fair hearing;
 - (iii) a written statement of the findings resulting from the hearing shall be given to every such person;
and
 - (iv) no restriction shall be placed on any Member in respect of his instituting or prosecuting or defending any proceedings before any court or tribunal or giving evidence in any such proceedings.

11 OFFICERS

Chairman and Vice-Chairman of the Association

- (a) Chairman
The Chairman shall be selected from the members of the Council by the members of the Council at such times as the Council of Members shall determine.
- (b) Vice-Chairman
The outgoing Chairman shall serve as Vice Chairman during his successor's tenure as Chairman.
- (c) Chief Executive
The Members shall have the right to appoint any person whether or not a Member of the Association to the office of Chief Executive whose duties shall include all secretarial duties, all matters relating to the regulation of relations between employers and employees or Trade Unions, (as those expressions are or may be defined in the Trade Union and Labour Relations Act, 1974 howsoever amended) and such other duties as the Council of Members may from time to time determine.
- (d) The Council of Members may fix the terms and conditions upon which the Officer of the Association (other than the Chairman and Vice-Chairman of the Association) shall hold office.

- (e) The relationship between the Association and any Officer of the Association shall be governed by such contract as subsists between the Officer and the Association.
- (f) In addition to the powers expressly conferred by these Rules on the Officers or any of them the Officers of the Association shall be entitled to attend and speak at any meeting of any committee of the Association except the Appeals Committee.

12 INDUSTRIAL ACTION

The Chief Executive of the Association and any other person designated from time to time and at any time by the Council of Members and notified to the Member shall be authorised to give instructions to Members on behalf of the Association for any kind of industrial action for any purpose connected with the regulation of relations between employers and "workers" or "organisations or workers" or "trade unions" (as those expressions are defined in the Trade Union and Labour Relations Act 1974), or for any of the purposes of the said Act.

13 SUBSCRIPTIONS AND FEES

- (a) Subscriptions shall be fixed from time to time and at any time by the Members and may (subject to paragraph (c) of Rule 9) consist of a fixed annual amount.
- (b) If any dispute should arise between a Member and the Association as to the amount of that Member's subscription the dispute shall be referred to some person appointed by the President of the Law Society and the decision of such person shall be final and binding. Such person shall have power to award costs incurred in the resolution of such dispute. No Member shall be treated as being in arrears with payment of his subscription for the purpose of any of these Rules if a dispute in regard thereto is pending under the provisions of this paragraph.

14 SEAL

The Council of Members shall provide for the safe custody of the Seal. The Seal shall be used only with authority of a resolution of the Council of Members or of a committee authorised for that purpose by the Council of Members. The Council of Members may from time to time make such regulations as it shall think fit determining the person and their number who shall sign every document to which the Seal is affixed, and until otherwise so determined every such document shall be designed by one of the Council of Members (not being an Officer of the Association) and by the Chief Executive.

15 APPLICATION OF FUNDS

All the property and funds of the Association shall be applied by or under the authority of the Members for the purposes of the Association.

16 AUDITORS

The Members shall at each Annual General Meeting elect the auditors of the Association who shall hold office until the conclusion of the next following Annual General Meeting. The qualifications, appointment and removal, rights and reports of the auditors shall be in accordance with the provisions of the Trade Unions and Labour Relations Act 1974.

17 ACCOUNTS

The Council of Members shall ensure that proper accounting records are kept of all financial transactions of the Association and that accounts shall be prepared annually in accordance with the provisions of the Trade Union and Labour Relations Act 1974.

18 AGREEMENTS

- (a) Each Member shall accept and observe:-
- (i) all agreements concerned with the regulations between employers and employees or Trade Unions, entered into by the Association and any interpretations thereof agreed by or on behalf of the Association; and
 - (ii) all agreements concerned with any other matter entered into by the Association provided that such agreements shall have been authorised or approved by the Members. Members shall use their endeavours to ensure that non-members with whom they are associated likewise observe such agreements and agreed interpretations thereof.
- (b) Where a Member controls a non-member, that Member shall use his best endeavours to ensure that the non-member accepts and observes all such agreements and agreed interpretations thereof.

PROVIDED THAT :-

When such a non-member acts in breach of such agreement or agreed interpretations thereof, the Members with which such non-member is associated shall not be deemed to have acted in breach solely by reason of the breach by the non-member.

19 ALTERATION OF THE RULES

These Rules may at any time and from time to time be amended by the Council of Members or by Members by Extraordinary Resolution.

20 COPIES OF RULES AND REPORTS AND ACCOUNTS

- (a) A copy of these Rules may be obtained by any Member on application to the Chief Executive on payment of such amount as may from time to time be determined by the Council of Members.
- (b) A copy of the last Annual Report and Accounts of the Association may be obtained by any Member on Application to the Chief Executive free of charge.
- (c) Any Member of Association may at any time inspect the Register of Members.

21 REGISTER OF MEMBERS

The Association shall keep a register of its Members in accordance with the requirements of the Registrar as provided in the Trade Union and Labour Relations Act 1974.

22 NOTICES

Any notice may be given or served by the Association on any Member personally or by post addressed to such Member at his address shown in the Register of Members. Any Member described in such register by an address outside the United Kingdom who shall from time to time give the Secretary an address within the United Kingdom at which notices may be served on him shall be entitled to have notices served on him at such address, but save as aforesaid such a Member shall not be entitled to receive any such notice. Any such notice shall be deemed to have been served through the post on the second day following the day of posting.

23 INDEMNITY

Every Officer of the Association shall be indemnified out of the assets of the Association (or if such are insufficient, by the members) against all costs charges expenses losses and liabilities which he may sustain or incur in or by reason of the carrying out of his duties as such Officer.

24 LIABILITY OF MEMBERS

If the Council of members shall determine that the Association can no longer meet its liabilities as they fall due, it shall have the power to call up from Members such further sums (by way of advances against subscriptions) as may be necessary to enable such liabilities to be met, but limited in the case of each Member to 50 per cent of the amount payable by him as subscriptions in respect of the last complete financial year.

25 DISSOLUTION

The Association shall be dissolved if an Extraordinary Resolution is passed to that effect. Upon the passing of a resolution to dissolve the Association all property of the Association shall be realised by the Council of Members and the surplus after discharge or providing for all debts and liabilities to the Association shall be distributed among the Members rateably according to the amount of subscriptions respectively paid by such Members to the Association during the three complete financial years last preceding the date of dissolution and in the event of the debts and liabilities of the Association exceeding the amount realised from the property of the Association the liability of Members to contribute to the deficiency shall be limited in manner described in Rule 24.

Amendment

The Constitution and Rules were amended consequent upon a resolution of the Council of Members on 5th December 2012.