

Company Number 2591474

Private Company Limited by Guarantee  
and not having Share Capital

**MEMORANDUM OF ASSOCIATION**  
**OF**  
**PRODUCERS' ALLIANCE FOR CINEMA AND TELEVISION**  
**LIMITED**

**Registered Number 02591474**

**Incorporated on 14 March 1991**

*(Memorandum Association adopted by Special Resolution  
passed on 2016)*

## MEMORANDUM OF ASSOCIATION

1. The name of the Company (hereinafter called “the Association”) is Producers’ Alliance for Cinema and Television Limited.
2. The registered office of the Association is in England.
3. The objects for which the Association is established are:
  - (a) To protect and promote and represent the interests of the members of the Association in all ways connected with their participation in or relationship with the feature film, television, animation, children’s and digital media production and distribution industry in the United Kingdom and overseas (“the Industry”).
  - (b) To promote the interests and advancement of the Industry.
  - (c) To establish and promote a corporation in the United States of America with substantially similar objects and purposes to those of the Association (excluding this object) whose members will comprise the Association itself and bodies engaged or involved directly or indirectly in the Industry in the United States of America.
4. In furtherance of these objects but not further or otherwise the Association shall have the following powers:
  - (a) To act as the spokesperson and representative of the Members, to confer and negotiate with all or any relevant bodies with regard to all matters affecting the Members, to enter into any arrangement with any such bodies that may seem to be conducive to the Association’s objects or any of them, to obtain from any such bodies and exercise any rights privileges licences and concessions which may seem desirable, such relevant bodies including without limitation broadcasting and film authorities regulators and companies throughout the world, trade unions and guilds, governmental bodies, local authorities or other institutions.
  - (b) To give to members of all legislatures and other public bodies facilities for conferring and ascertaining the views of persons engaged in the Industry as regards matters directly or indirectly affecting the Industry.
  - (c) To originate and promote improvements in the law, and to support or oppose alterations therein, and to effect improvements in administration, and, for the purposes aforesaid, to petition all parliaments and governmental or regulatory bodies, and take such other steps and proceedings as may be deemed expedient.
  - (d) To regulate relations between employers (being Members) and workers or organisations of workers or independent trade unions or guilds.
  - (e) To promote the adoption of equitable forms of contracts and other documents used in the Industry to secure fair and equitable treatment of the Members by those with whom they have dealings, to encourage the settlement of disputes by arbitration, and to nominate arbitrators and umpires on such terms and in such cases as may seem expedient.
  - (f) To diffuse among the Members information on all matters affecting the Industry, and to print, publish, issue and circulate such papers, periodicals, books, circulars, and other literary undertakings as may seem conducive.
  - (g) To undertake, research into and to collate information and statistics relating to means of improving and elevating and to improve and elevate the technical and general knowledge standards and efficiency of companies, firms and persons engaged in the Industry.
  - (h) To cultivate reciprocal relations with kindred associations in the United Kingdom or abroad.
  - (i) To consider and discuss all questions affecting the Industry to procure the delivery of lectures on subjects of interest to companies, firms or persons engaged in the Industry.
  - (j) To endeavour to obtain special advantages for the general body of its Members.
  - (k) To regulate the relationship between the Members.

- (l) To procure information for Members as to the standing and responsibility of parties with whom they propose to transact business or with whom they may have business relations.
- (m) To adopt such means of making known any of the objects of the Association as may seem expedient, and in particular by advertising in the press, by circulars, by publication of books and periodicals, or by such other means as may be thought expedient.
- (n) To apply the money of the Association in or towards the establishment, maintenance, benefit or extension of any association, institution, or fund intended to advance the interests of persons engaged in the Industry and to contribute to any fund raised by subscription for any purpose whatever or to any charitable object.
- (o) To purchase or otherwise acquire such property as may be necessary, convenient or usually used for the purpose of or in connection with the objects of the Association.
- (p) To purchase, lease, hire or otherwise acquire real and personal property and any rights and privileges which shall be necessary or convenient for the promotion of the objects of the Association and to maintain, construct, alter, pull down and convert such buildings as may be necessary or convenient for the work of the Association.
- (q) To accept gifts which may or are intended to further the objects of the Association.
- (r) To sell, let, mortgage, dispose of, turn to account and otherwise deal with such property and assets of the Association as may be thought expedient.
- (s) To undertake and execute such charitable trusts and commissions as may be lawfully undertaken by the Association within its objects.
- (t) To borrow or raise money in such amounts and manner and upon such terms as the Association shall think fit, and when thought desirable, to execute and issue security of such kind, subject to such conditions, for such amount, and payable in such place and manner, and to such person, as may be thought expedient including in the power aforesaid (and without prejudice to its terms) the power to issue as primary, or collateral, or other security, debentures, debenture stocks (perpetual or otherwise), mortgages, charges or securities over the whole or any part of its assets, present or future subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (u) To receive loans at interest or otherwise from and to lend money and give credit to, to take security for such loans or credit to guarantee and become or give security for the performance of contracts by any person or company as may be necessary or convenient for the work of the Association.
- (v) To draw, accept, endorse, issue or execute promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments, for the purpose of or in connection with the objects of the Association.
- (w) To invest and deal with the monies of the Association not immediately required in such manner as the Association may from time to time determine subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (x) To establish, promote or assist any other company for the purpose of acquiring all or any of the property and assets or undertaking any of the liabilities of this Association, or undertaking any business or operation which may appear likely to assist or benefit this Association and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any of the shares or securities of any such company as aforesaid.
- (y) To establish and support pension schemes for and to grant pensions to any employees of the Association or its associated companies calculated to benefit such employees and further the interests of the Association.
- (z) To pay out of the funds of the Association the costs of forming and registering the Association.
- (aa) To establish and operate a licensing and collection service for the Members and to act as agents and distributors for the Members in relation thereto.

- (bb) To levy the Members in order to raise finance for the purpose of providing as well as financing the training of personnel in the Industry whether on its own or in co-operation with other persons.
- (cc) To establish subsidise promote co-operate or federate with, affiliate or become affiliated to, become a member of, hold shares in, act as or appoint trustees agents or delegates for control manage superintend lend to or otherwise assist or deal with any companies clubs associations and institutions whether incorporated or not incorporated having objects altogether or in part similar to those of the Association.
- (dd) To acquire the whole or any part of the business goodwill and assets and undertake the liabilities of any person firm or company carrying on or engaged in or about to carry on or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit the Association.
- (ee) To purchase acquire or undertake all or any of the property liabilities and engagements of associations societies with which the Association may co-operate or federate or merge.
- (ff) To do all other things as may be considered incidental or conducive to the attainment of the above objects or any of them.

The powers specified in each of the paragraphs of this clause shall be regarded as independent objects and shall not be limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Association.

5. The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly as dividend bonus or otherwise howsoever by way of profit to the Members PROVIDED THAT nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any members of the Council or other officers or servants of the Association or to any Members for services actually rendered nor prevent the payment of interest at a reasonable and proper rate on money lent or reasonable and proper rent for premises demised or let by any Member of the Association subject nevertheless to the condition that no Member shall be entitled to vote on a resolution concerning the payment to him of remuneration for services rendered by him to the Association or the payment of interest to him on money lent by him to the Association or the payment of rent for premises demised or let by him to the Association.
6. The liability of the Members is limited.
7. Every Member of the Association as hereinafter defined undertakes to contribute to the assets of the Association in the event of it being wound up while that person is a Member or within one year afterwards for payment of the debts and liabilities of the Association contracted before that person ceased to be a Member, and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required but not exceeding the sum of ONE POUND (£1).
8. If upon the winding up or dissolution of the Association there remains after satisfaction of its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members but shall be given or transferred to some other society, institution or organisation having objects similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as imposed on the Association by Clause 5 hereof such society, institution or organisation to be determined by the Members of the Association at or before the time of dissolution.

WE, the persons whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association.

#### **Names and Addresses of Subscribers**

Instant Companies Limited

2 Baches Street

London N1 6UB

Swift Incorporations Limited

2 Baches Street

London N1 6UB

PRIVATE COMPANY LIMITED BY GUARANTEE AND NOT HAVING SHARE CAPITAL

**ARTICLES OF ASSOCIATION**

**OF**

**PRODUCERS' ALLIANCE FOR CINEMA AND TELEVISION LIMITED**

Registered Number 02591474

Incorporated on 14 March 1991

*(Articles of Association adopted by Special Resolution passed on 1<sup>st</sup> July 2016)*

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PART 1  
INTERPRETATION AND LIMITATION OF LIABILITY

**1. Defined terms**

In the Articles, unless the context requires otherwise—

“Admission Rules” such additional rules relating to the eligibility requirements of a Member as shall be determined by Council from time to time pursuant to article 38;

“Affiliate Member” a Member who fulfils the requirements set out in article 37(4);

“AGM” an annual general meeting of the Members of the Association;

“Articles” means these articles of association;

“Association” means the Producers’ Alliance for Cinema & Television limited;

“Bankruptcy” means individual insolvency proceedings in any jurisdiction;

“Body” a corporate body, non-corporate body, association or organisation incorporated in the UK

“Chair” has the meaning given in article 19;

“Clear Days” in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

“Companies Acts” means the Acts of law (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Association;

“Council” the board of Council Members (including the Chair) from time to time;

“Council Member” a director of the Association elected, appointed or co-opted to Council in accordance with these Articles from time to time;

“Document” includes, unless otherwise specified, any document sent or supplied in electronic form;

“Electronic form” has the meaning given in section 1168 of the Companies Act 2006;

“Elected Representative” a Council Member referred to in article 24(1)(b) who is elected to office by Full Members in accordance with article 27 (and is not a National Representative or the Chair);

“Election AGM” the AGM of members of the Association to be held every second year from 2008.

“Election AGM Date” the proposed date for holding the Election AGM as determined by Council from time to time;

“Facilitator Member” a Member who fulfils the requirements set out in article 37(5);

“Fee” such fee(s) as Council in its absolute discretion determine from time to time is to be paid by each category of Members each year in respect of their membership of the Association;

“Full Member” a Member whose fulfils the requirements set out in article 37(2);

“Group Member” a Member who fulfils the requirements set out in article 37(6);

“Industry” the film, television, animation, children’s and digital media, production and distribution industry in the UK and overseas;

“Irish Member” a Full Member whose principal place of business is in Northern Ireland;

“Members” such Bodies whose names are entered in the register of members from time to time (irrespective of whether they are a Full Member or Non Voting Member);

“National Member” a Member who is an Irish, Welsh or Scottish Member;

“National Representative” a Council Member referred to in article 24(1)(a) who is elected to office in accordance with article 27 by any group of National Members;

“Nominee” natural person(s) who is appointed as representative of a Member pursuant to article 53(1);

“Non Voting Member” any Affiliate Member, Public Service Broadcaster Member, Facilitator Member and Group Member;

“Office” the registered office of Association from time to time;

“Officer” any person that Council may appoint from time to time including the Chief Executive Officer and Secretary;

“Ordinary Resolution” has the meaning given in section 282 of the Companies Act 2006;

“Papers” includes, unless otherwise specified, any papers sent or supplied in electronic form including publication on the website;

“Patron” any natural person willing to act as patron of the Association who either:

- a) has retired from Council having served at least two years as a Council Member and/or Chair and/or Vice Chair of the Association) or

(b) is nominated by a Council Member as a potential patron and whose nomination is approved by a simple majority of the Council.

“Participate”, in relation to a Council meeting, has the meaning given in article 12;

“Proxy notice” has the meaning given in article 53;

“Public Service Broadcaster” as defined in the Communications Act 2003 operating a licensed public service channel in the UK;

“Public Service Broadcaster Member” a Member who meets the criteria as per article 37(7);

“Representative” the employee of a Full Member chosen by the Body to stand for election to Council;

“Scottish Member” a Full Member whose principal place of business is in Scotland;

“Special Resolution” has the meaning given in section 283 of the Companies Act 2006;

“Subsidiary” has the meaning given in section 1159 of the Companies Act 2006;

“Vice Chair” has the meaning given in article 22.

“Website” the website operated by the Association which all Members shall be given the right to access by virtue of their membership;

“Welsh Member” a Full Member whose principal place of business is in Wales; and

“Writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company.

PART 2  
COUNCIL  
COUNCIL'S POWERS AND RESPONSIBILITIES

**2. Councils' general authority**

(1) Subject to the Articles, Council Members are responsible for the management of the Association's business, for which purpose they may exercise all the powers of the Association except for those which must under these Articles be exercised by a meeting of the Members.

(2) Council may at any time refer matters which in the Council's view are of material importance to the Members to a general meeting of the Association. In reaching a final decision in such matters the Council may take account of the views of Members.

(3) No alteration of the Articles and no such direction shall invalidate any prior act of the Council which would have been valid if that alteration had not been made or that direction had not been given.

**3. Appointment of agents**

Council may appoint, in Writing, any person or body of persons to be agents for the Association for such purposes on such conditions and with such powers as the Council shall think fit.

**4. Council may delegate**

(1) Subject to the Articles, Council may delegate any of the powers which are conferred on them under the Articles—

- (a) to such person or committee;
- (b) by such means (including by power of attorney);
- (c) to such an extent;
- (d) in relation to such matters or territories; and
- (e) on such terms and conditions;

as they think fit.

(2) If Council so specify, any such delegation may authorise further delegation of Council's powers by any person to whom they are delegated.

(3) Council may revoke any delegation in whole or part, or alter its terms and conditions.

**5. Committees**

(1) Council may delegate any of their powers and/or functions to any committee consisting of one or more Council Members as Council may see fit.

(2) Committees to which Council delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Council.

(3) Council may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.

- (4) The chair of any committee so established shall be such one of their number as the committee members may appoint from time to time.
- (5) Council shall have the power to remove any person from a committee as it sees fit.
- (6) Council may invite any person (whether or not they are a Member) to attend and speak at committee meetings (although such person shall have no right to vote on decisions of the committee).
- (7) All acts and proceedings of any committees must be fully and promptly reported to Council.

## **6. Officers**

- (1) Subject to the provisions of the Companies Acts, Council may employ any person (whether or not a Member) to be an Officer of the Association for such term, at such remuneration and upon such conditions as Council may think fit.
- (2) Council shall determine the areas of responsibility of each Officer and this shall be reflected in the employment contract of the Officer concerned.
- (3) Council may terminate the employment of any Officer if such Officer commits any act in breach of such Officer's employment contract or otherwise notwithstanding anything in any employment contract but without prejudice to any claims any such officer may have against the Association.

## **7. Patrons' group**

- (1) The function of the Patrons' group is to assist Council by providing such guidance, reports and opinions to Council on issues relating to the Industry as Council may from time to time request.
- (2) The Patrons' group shall comprise of such Patrons who from time to time give notice to the Secretary pursuant to the article 7(3) that they wish to participate in the Patrons' group.
- (3) A person who is (or becomes) a Patron and wishes to participate in the Patrons' group shall give written notice to this effect to the Secretary and they shall be deemed to be a member of the Patrons' group as from the date of receipt by the Secretary of such notice until such time as the Secretary receives notice in writing from the person of their resignation from the Patrons' group. (There is no limit on the number of times a person may resign and then re-join the Patrons' group)
- (4) The Patrons' group shall have such remit, responsibilities, powers and functions as Council may notify to it from time to time and shall meet as frequently as Council may from time to time prescribe.
- (5) Council may, with the approval of 75% of Council Members remove a person from a Patrons' group.
- (6) The Patrons' group may be dissolved with the approval of 90% of Council Members.

## **8. Groups**

- (1) Council may from time to time establish such working groups having such remit, responsibilities, powers and functions as Council sees fit and subject to any conditions the Council may impose from time to time.
- (2) Any group so established may be dissolved or have its conditions and scope of operation altered as Council sees fit from time to time and communicates to the group.
- (3) Membership of any such group shall be open to such category of Member as Council may prescribe from time to time and any Body who is eligible to participate

in such group and who is willing to act in that behalf shall be a member of the group for so long it exists (or until such body ceases to be a member for whatever reason if this occurs earlier).

(4) The members of any group shall elect one of their number to act as the representative of the group for the purpose of reporting to Council.

(5) Subject to any conditions imposed by Council, the members of a group may determine their own rules of procedure.

(6) Council may invite any person (whether or not they are a member) to attend and speak at group meetings (although such person shall have not right to vote on decisions of the group).

## DECISION-MAKING BY COUNCIL

### **9. Council Members to take decisions collectively**

(1) Each Council Member shall have one vote at a Council meeting.

(2) The general rule about decision-making by Council is that any decision must be either a majority decision at a meeting or a decision taken in accordance with article 10.

### **10. Written resolutions**

A resolution in writing signed by or on behalf of all Council Members entitled to receive notice of a Council meeting or (as the case may be) of a committee of Council Members shall be as valid and effective as if it had been passed at a meeting thereof duly convened and held. Any such written resolution may consist of several parts each signed by one or more Council Members.

### **11. Calling a Council meeting**

(1) Not less than 5 (five) Council Members may call a Council meeting by authorising the Secretary to give reasonable notice.

(2) A Council meeting may be convened at any time by reasonable notice given by the Secretary.

(3) Notice of any Council meeting must indicate—

(a) its proposed date and time;

(b) where it is to take place; and

(c) if it is anticipated that Council Members participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

(4) Notice of a Council meeting must be given to each Council Member, but need not be in writing.

### **12. Participation in Council meetings**

(1) Subject to the Articles, Council Members Participate in a Council meeting, or part of a Council meeting, when-

(a) the meeting has been called and takes place in accordance with the Articles;  
and

(b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

(2) In determining whether Council Members are Participating in a Council meeting, it is irrelevant where any Council Member is or how they communicate with each other.

(3) If all the Council Members participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

### **13. Quorum for Council meetings**

(1) At a Council meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

(2) The quorum for Council meetings may be fixed from time to time by a decision of the Council, but it must never be less than one third of all Council Members, unless otherwise fixed.

### **14. Chairing of Council meetings**

(1) The Chair shall chair all Council meetings at which he is present or willing to act.

(2) If the Chair is not participating in a Council meeting within fifteen minutes of the time at which it was to start, the participating Council Members must appoint one of themselves to chair it.

### **15. Casting vote**

(1) If the numbers of votes for and against a proposal are equal, the Chair or other Council Member chairing the meeting has a casting vote.

(2) But this does not apply if, in accordance with the Articles, the Chair or other Council Member is not to be counted as participating in the decision-making process for quorum or voting purposes.

### **16. Conflicts of interest**

(1) If a proposed decision of Council is concerned with an actual or proposed transaction or arrangement with the company in which a Council Member is interested, that Council Member is not to be counted as participating in the decision-making process for quorum or voting purposes.

(2) But if paragraph (3) applies, a Council Member who is interested in an actual or proposed transaction or arrangement is to be counted as Participating in the decision-making process for quorum and voting purposes.

(3) This paragraph applies when—

(a) the Association by ordinary resolution disapplies the provision of the Articles which would otherwise prevent a Council Member from being counted as participating in the decision-making process;

(b) the Council Members interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

(c) the Council Member's conflict of interest arises from a permitted cause.

(4) For the purposes of this article, the following are permitted causes—

(a) a guarantee given, or to be given, by or to a Council Member in respect of an obligation incurred by or on behalf of the Association or any of its subsidiaries;

(b) subscription, or an agreement to subscribe, for securities of the Association or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and

(c) arrangements pursuant to which benefits are made available to employees and Council Members or former employees and Council Members of the Association or any of its subsidiaries which do not provide special benefits for Council Members or former Council Members.

(5) For the purposes of this article, references to proposed decisions and decision-making processes include any Council meeting or part of a Council meeting.

(6) Subject to paragraph (7), if a question arises at a Council meeting as to the right of a Council Member to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chair whose ruling in relation to any Council Member other than the Chair is to be final and conclusive.

(7) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chair, the question is to be decided by a decision of the Council Members at that meeting, for which purpose the Chair is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

### **17. Records of decisions to be kept**

The Council Members must ensure that the Association keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every decision taken by Council Members. Such records are to be kept in the form of minutes to be approved by Council.

### **18. Council's discretion to make further rules**

(1) Subject to the Articles, Council may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to Members.

(2) Council has the power to alter, add to or repeal the rules or bye laws.

(3) The rules shall be binding on all Members of the Association.

(4) No rule shall be inconsistent with, or shall effect or repeal anything contained in the Articles.

## **APPOINTMENT OF CHAIR**

### **19. Chair eligibility**

(1) The Chair must:

(a) be a natural person aged 18 years or older;

(b) be a Full Member's Representative;

(c) not previously have acted as Chair for the preceding two terms (with each term being two years) subject to Article 23; And no one may be appointed as Chair if he would be disqualified from acting under article 21.

(2) A person is ineligible to stand for election as Chair if, should they be elected, they would consequently serve as a Council Member for a period in excess of 6 consecutive years.

### **20. Chair Appointment**

(1) The Chair shall be elected to office in accordance with the self nomination and election procedure set out in article 27 and shall retire at the next Election AGM following his appointment;

(2) Subject to their election under article 27, a person may serve two consecutive terms (of two years per term) as Chair, and may stand for election for a further term as a Council Member following their term as Chair, providing that they do not serve more than six consecutive years as a Council Member;

### **21. Chair disqualification & removal**

A Chair shall immediately vacate office if:

- (a) he is or becomes prohibited by law from being a director;
- (b) he ceases to be a Full Member's Representative (for any reason);
- (c) he becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
- (d) the Member for which he is a Representative ceases to meet the criteria of a Full Member under article 37;
- (e) he resigns as Chair by notice to the Association; or
- (f) he is absent without the permission of the Council from all Council meetings held within a period of three consecutive months and Council shall resolve that his office be vacated.

### **22. Vice Chair appointment**

(1) Council may from time to time appoint any person who is an Elected Representative or National Representative and who is willing to act to the position of Vice Chair.

(2) Where the Chair is temporarily unavailable to carry out any of his duties (or otherwise as agreed by Special Resolution of Council), the Vice Chair shall act in the place of the Chair for such time as Council may from time to time determine. For the avoidance of doubt, the Vice Chair shall, whilst acting as chair, have the same rights and duties (including the right to a casting vote and to chair meetings) as if he had been elected chair at an Election AGM.

### **23. Chair vacancy**

(1) If Chair vacates office mid-term for any reason (other than a temporary absence as referred to in article 22), the position shall be filled by the person who polled the next highest number of votes for the position of chair at the preceding Election AGM if that person is willing to accept office.

(2) Where there is no such other person or such person is not prepared to accept office, the Council shall hold an election for an alternate person to serve as Chair for the balance of the term up to the end of the next Election AGM and the election procedure set out in article 27 shall apply save that any references to the Election AGM date shall be replaced by the date set by Council and references to period of time shall be such periods of time which Council acting reasonably may determine). However, if it would be in Council's opinion (acting reasonably) impractical and undesirable to hold an election for an alternate person to serve as chair, the Vice Chair shall be appointed chair for the balance of the term up to the end of the next Election AGM.

(3) Any person appointed Chair in accordance with this Article is deemed to have acted as Chair for the purpose of Article 19 if they held office in excess of 1 year.

## **COUNCIL APPOINTMENT**

### **24. Number of Council Members**

(1) Unless otherwise determined by special resolution, Council shall consist of a minimum of 12 Council Members of which:

- (a) Three shall be National Representatives - one of which shall to be elected

directly by Welsh Members, one by Scottish Members and one by Irish Members;

(b) Eight shall be Elected Representatives elected by Full Members;

(c) One shall be the Chair;

and subject to article 24(2), the maximum number of Council Members shall be as agreed by the elected Council Members from time to time.

(2) Council may, in accordance with article 28, co-opt such additional persons to serve on Council (to ensure that there is an appropriate representation on the Council of areas of the membership such as regions and film, distribution, children's and digital members or other such areas) as Council may determine appropriate from time to time provided that the number of Council Members so co-opted to Council at anytime shall not be equal to or more than the number of elected Council Members.

### **25. Council term**

Unless otherwise determined by Special Resolution or as provided under article 28, a Council Member shall be elected for a two year term and shall retire at the next Election AGM following their appointment.

### **26. Council Qualifications**

(1) All Council Members (including co-opted Council Members) must be a natural person aged 18 years or older and no one may be appointed (or continue to act) as Council Member if he would be disqualified from acting under article 30.

(2) In addition to the above eligibility qualifications:

(a) At the time of his election an Elected Representative must be the Representative of either a Full Member or a Group Member; and

(b) At the time of his election a National Representative must be the Representative of either a National Member or a Group Member who can establish to Council's satisfaction that their principal place of business is situated either in Wales, Scotland or Northern Ireland.

(c) Unless otherwise determined by Special Resolution any person standing for election as an Elected Representative or National Representative must not have already served three consecutive terms (or six consecutive years whichever is the greater) as an elected Council Member.

### **27. Council appointment and election procedure**

(1) Save as otherwise provided in these Articles, prior to the Election AGM date Full Members shall vote on the appointment of Council Members by way of ballot as set out in this article on the basis that each Council Member so elected shall assume office on 1<sup>st</sup> January following the Election AGM.:

(a) Welsh Members shall elect one of their number as a National Representative;

(b) Scottish Members shall elect one of their number as a National Representative;

(c) Irish Members shall elect one of their number as a National Representative;

(d) Full Members (including National Members) shall elect eight elected representatives; and

(e) Full Members (including National Members) shall elect the Chair.

(2) No person may be appointed or re-appointed as a Council Member at a general meeting unless he is elected as Chair, Elected Representative or National Representative in accordance with the election procedure set out in this article 27.

(3) At least six weeks prior to the Election AGM date, the Council shall publish a self nomination form on the website (and shall send a hard or electronic copy of the form to those members who have not consented or withdrawn their consent to receiving electronic communications from the Association).

(4) Subject to a Full Member or National Member not having more than one Representative (the “Candidate”), standing for election the form shall require a Candidate to:

(a) state the Candidate’s intention to propose his appointment or re-appointment to the post of Elected Representative, National Representative and / or Chair;

(b) confirm that the Candidate is eligible to be elected to all posts he has nominated in the form;

(c) sign the form to show his willingness to be appointed as a Chair, Elected Representative and/or National Representative (as the case may be).

(5) Not less than four nor more than six weeks before the Election AGM Date, or as set by the Secretary from time to time:

(a) a Representative of a Full Member or Group Member (who is eligible to stand) may nominate himself to stand for election as an Elected Representative and / or Chair; and

(b) any Welsh Member’s Representative who is eligible may nominate himself to stand for election as a National Representative (to be elected by Welsh members), any Scottish Member’s Representative who is eligible may nominate himself to stand for election as a National Representative (to be elected by Scottish members) and any Irish Member’s Representative who is eligible may nominate himself to stand for election as a National Representative (to be elected by Irish members);

by sending the completed and signed form to the Secretary. Nominations which are not deposited or received in this manner shall be invalid.

(6) If Council believes that a candidate is not qualified to act in the position specified in his form (because he does not meet the relevant qualification requirements under article 26, Council shall immediately give written notice of this to the Candidate.

(7) Subject to Council being satisfied that the Candidate is qualified to act, under article 26, details of his nomination as a Candidate for re-appointment or appointment to Council shall be published on the website (including details of the position as Council Member) at least three weeks before date of the proposed Election AGM.

(8) At least three weeks prior to the Election AGM date, the Secretary shall send voting papers to each Full Member in writing.

The voting papers shall list:

(a) the name of each Candidate for all the positions referred to in article 24 who is eligible for election to the post(s) to which their category of membership entitles them.

(b) the number of votes a Full Member (and where appropriate National Member) may cast.

(c) the date and time by which the completed voting paper must be received by the Secretary to be counted as valid (in accordance with the provisions below).

(9) Save as set out below the voting rights of a Full Member in relation to the appointment of Council Members shall be as follows:

(a) Each Full Member shall have nine votes – one vote only may be cast in respect of the position of Chair and eight votes which may be cast for the

- Elected Representatives (but not more than one vote may be cast in respect of any one Candidate)
- (b) Each Full Member who is also a National Member shall also have the right to cast one vote for the National Representative of that Member's country.
- (10) Full Members must return their completed voting papers to the Secretary in writing signed by the Full Member (or as the Council may from time to time prescribe) not less than 72 hours before the time for holding the Election AGM and a completed voting paper which is not deposited, or received in this manner shall be invalid.
- (11) A Candidate may nominate himself as:
- (a) National Representative and Elected Representative. Any Member nominated for both posts will, if not be elected as National Representative, be automatically entered for the election contest for Elected Representatives.
  - (b) Chair, Elected Representative and National Representative. Any Member who has nominated himself for all three posts will, if not elected as Chair, be automatically entered for the election contest for the appropriate National Representative.
  - (c) Chair and Elected Representative. Any Member who has nominated himself for both posts will, if not elected as Chair, be automatically entered for the election contest for Elected Representatives.
- (12) The Candidate who polls the highest number of votes for the post shall be elected to office.
- (13) Prior to the holding of the Election AGM the Secretary shall count the votes and shall notify Council of the results.
- (14) The Chair shall announce the election results at the Election AGM and the Council Members so elected shall assume office on 1<sup>st</sup> January following the Election AGM.
- (15) If nominations received for any post are equal to the number of positions to be elected (and Council is satisfied that the Candidate(s) in question are qualified to act), then:
- (a) the Candidate(s) shall be deemed to be elected to that post ipso facto;
  - (b) the election procedure above shall not be undertaken in respect of the post concerned (and the number of votes which a Member may cast pursuant to article 27(9) shall be reduced accordingly); and
  - (c) confirmation of the Candidate's election to post (with effect from the next Council meeting) shall be published on the website at least three weeks before the Election AGM Date and noted on the voting papers.

## **28. Co-option**

- (1) Council shall from time to time consider whether those serving Council Members who are elected to office under article 27 fairly represent the different interests of the Members of the Association (such as regions and film, distribution, children's and digital members or other such areas as Council may determine appropriate).
- (2) Council may from time to time by simple majority resolution co-opt to Council any of the following individuals (from such sectors and bodies and with such skills as Council may determine as being appropriate):
- (a) a Representative of a Full Member.
  - (b) a Representative of Group Member.
- (3) Any person co-opted to Council under this article 28 shall:

- (a) serve on Council for such period of time as Council shall determine, save that all co-opted Council Members still holding office at the time of an Election AGM shall retire at the Election AGM following their co-option; and
- (b) be entitled to vote at Council meetings and shall whilst in office have the same rights and duties as if such Member had been elected to the Council at an Election AGM.

### **29. Retirement**

- (1) Save as otherwise provided in the Articles, upon election a Council Member shall hold office until the next Election AGM following them taking up their place on Council.
- (2) Retiring Council Members shall be eligible for re-election to Council only if they have not previously served three consecutive terms or six consecutive years as a Council Member (whichever is greater), subject to Article 32(4), or a Special Resolution is passed to the contrary.
- (3) Subject to Articles 30(1)(f) and 42(6)(d) a Council Member shall be appointed in his own name and in his own personal capacity for the term (and not in the name of, or as Nominee for any Member). If upon retirement that person is no longer a Representative of a current member, then that person shall not be eligible to stand for re-election at the next Election AGM (notwithstanding that the retiring Council Member in question has not served three consecutive terms or six consecutive years as the case may be).

### **30. Disqualification and Termination of Council Member's appointment**

- (1). A person ceases to be a Council Member as soon as—
  - (a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
  - (b) a Bankruptcy order is made against that person;
  - (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
  - (d) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
  - (e) notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;
  - (f) the Member which he represents is or becomes, or becomes controlled, by a Public Service Broadcaster
  - (g) he is convicted of any criminal offence (other than any minor motoring or similar offence that cannot reasonably damage the reputation of the Association)
  - (h) he is absent without the permission of the Council from all Council meeting held within a period of three consecutive months and Council (acting reasonably) resolve that his office be vacated;
  - (i) he is removed from office by an Ordinary Resolution of the Association duly passed in accordance with sections 168 and 169 of the Companies Act 2006
- (2) Where a Council Member ceases to be the Representative of a Member during his term in office he shall not be removed from office and article 29(3) shall apply.

### **31. Suspension**

(1) Where a Council Member is alleged to be in serious breach of his duties to the association or his behaviour is such as to bring or be likely to bring the Association into disrepute or is not otherwise in the best interests of the Association, Council may by simple majority resolve to suspend the Council Member in question from office for a period of up to two calendar months pending an investigation into his alleged behaviour and any resolution by the Council to terminate the membership of the member for whom he may be the Nominee under article 42(2).

(2) During his period of suspension the Council Member may not attend any Council or committee meetings (unless expressly permitted by Council).

(3) Council shall give the suspended Council Member the opportunity to make representations to Council as to why the membership of the Member whom he represents as nominee should not be terminated (in such manner as Council may from time to time determine).

### **32. Casual Vacancy**

(1) Where a Council Member is disqualified, resigns or is removed from office, then the vacancy shall be filled by the Member who polled the next highest number of votes at the preceding Election AGM (but was not appointed to office).

(2) If either no person polled lower than the Council Member vacating office or the person in question declines to act, Council may appoint any appropriately qualified Member who is willing to act to be a Council Member. A Council Member so appointed by resolution of the Council shall retire at the next Election AGM.

(3) Council may in its sole discretion decide not to fill a vacancy when it is deemed impractical or undesirable to do so.

(4) Any person appointed as Council Member in accordance with this Article is deemed to have acted as a Council Member for the purpose of Article 29 if they held office in excess of 1 year.

### **33. Council Member's expenses**

The Association may pay any reasonable expenses which Council properly incur in connection with the discharge of their duties as may be approved by Council from time to time.

## **PART 3**

### **MEMBERS**

#### **BECOMING AND CEASING TO BE A MEMBER**

### **34. Number**

The maximum number of Members registered with the Association shall be determined by Council from time to time.

### **35. Membership Type & Rights**

(1) Save as otherwise determined by simple majority of Council, the Association shall have the following categories of membership having the rights set out in this article 35.

- (a) *Voting members* shall be Full Members (and amongst their number there shall be National Members being a group comprised of Welsh Members, Scottish Members and Irish Members); and
  - (b) *Non Voting Members* shall be a group comprised of the following Bodies:
    - (i) Group Members;
    - (ii) Facilitator Members;
    - (iii) Public Service Broadcaster Members; and
    - (iv) Affiliate Members.
- (2) Voting Members shall have the right to receive notices of general meetings and to attend and speak and vote at general meetings.
- (3) National Members shall not have any rights in addition to their rights as Full Members save that pursuant to article 27 each type of National Member shall have the right to vote on the election of one of their number as a National Member for Council.
- (4) Non Voting Members shall have the right to receive notices of general meetings and to attend and speak at general meetings but shall have no right to vote at general meetings.
- (5) In addition:
- (a) each class of Members shall have such obligations and other rights (including the right to participate in such groups and activities and receive such services of the Association) as are contained in these Articles and any rules and bye laws prescribed by Council from time to time; and
  - (b) any Group Member may receive any services of the Association as if it were a Full Member.

### **36. Fees**

- (1) The Council shall from time to time determine the amount of any Fee to be paid by each category of Members and the date(s) on which such Fee shall be due for payment.
- (2) Council may differentiate and vary the Fee payable by Members and may for this purpose divide the membership of the Association into different fee classes (save that National Members shall not be required to pay any fee in addition to the Fee that they are required to pay as a Full Member).
- (3) The Fee amount payable for any financial year of the Association shall be notified to Members via the Website at least two months prior to the end of the previous financial year of the Association (and the Secretary shall send written notice to those Members who have not consented or withdrawn their consent to receiving communications from the Association via electronic means).
- (4) Each year a Member must pay the appropriate Fee in respect of its category of membership on or before the date(s) required by Council.
- (5) Each year a Member shall provide to the Secretary upon request such information regarding its business (including details of turnover) as Council may from time to time request in order to verify the level of Fee which is payable by that Member.

### **37. Eligibility**

#### **(1) All Members**

No person shall be or be eligible to become a Member of the Association (irrespective of type of membership) unless that person:

- (a) is a Body;
- (b) is engaged or involved directly or indirectly in the Industry in the UK; and
- (c) is fully trading in the UK to the reasonable satisfaction of Council.

## **(2) Full Members**

A Body shall be eligible to be a Full Member if:

- (a) it is eligible to be a Member pursuant to article 37(1) and
- (b) it is not eligible to be a Public Service Broadcaster Member as set out in article 37(7) or a Facilitator Member as set out in article 37(5)

## **(3) National Members**

A Full Member shall be eligible to be designated as a National Member (either as a Welsh Member, Scottish Member or Irish Member) if it can establish to Council's satisfaction that its principal place of business is situated either in Wales, Scotland or Northern Ireland (as the case may be).

## **(4) Affiliate Members**

A Body shall be eligible to be an Affiliate Member if it is eligible to be a Member pursuant to article 37(1) and:

- (a) has never previously been a Full Member;
- (b) is not a Subsidiary of a Full Member; and
- (c) any other such financial criteria as Council may determine from time to time.

## **(5) Facilitator Members**

A Body shall be eligible to be a Facilitator Member where it is eligible to be a Member pursuant to article 37(1) and it is in the business of providing either:

- (a) public or private finance to facilitate the production of film, television or other audio-visual work in the Industry (but are not themselves involved in the production or distribution of such works); or
- (b) professional services to the Industry.

## **(6) Group Member**

A Body shall be eligible to be a Group Member if it is eligible to be a Member pursuant to article 37(1) and it:

- (a) is a subsidiary of a Full Member; and
- (b) has not applied in its own name to become a Full Member (or paid the appropriate Full Membership Fee).

## **(7) Public Service Broadcaster Members**

(1) A Body is eligible to become a Public Service Broadcaster Member if it is eligible to be a Member pursuant to article 37(1) and it:

- (a) is a Public Service Broadcaster operating a licensed public service channel within the UK; or
- (b) is a subsidiary of, or controlled by, a Public Service Broadcaster.

(2) For the purpose of article 37(7)(1) a person controls a body corporate if that person:

- (a) has a controlling interest in the body; or
- (b) (although not having such an interest in the body) is able, by virtue of the holding of shares or the possession of voting power in or in relation to the body or any other body corporate ("Other Corporate"), to secure that the affairs of the body are conducted in accordance with that person's wishes; or

(c) has the power, by virtue of any powers conferred by the articles of association or other document regulating the body or any Other Corporate, to secure that the affairs of the body are so conducted; and for this purpose a person has a controlling interest in a body corporate if such a person holds, or is beneficially entitled to, more than 50% of the shares in that body, or possesses more than 50% of the voting power in it.

(3) A person may be regarded as controlling a body corporate by virtue of article 37(7)(2)(b) despite the fact that such a person:

- (a) does not have a controlling interest in any such Other Corporate as is mentioned in that paragraph; or
- (b) any such Other Corporate does not have a controlling interest in the body in question; or
- (c) with any such Other Corporate together do not have a controlling interest in that body.

(4) For the purposes of any provision of this article 37(7) which refers to a body controlled by two or more persons or bodies taken together, the persons or bodies in question shall not be regarded as controlling the body unless they are acting together in concert.

(5) Any reference in 37(7)(2), 37(7)(3) or 37(7)(4) to a person:

- (a) holding or being entitled to shares, or any amount of the shares, in a body corporate; or
- (b) possessing voting power, or any amount of the voting power, in a body corporate ,

is a reference to that person doing so, or being so entitled, whether alone or jointly with one or more other persons and whether directly or through one or more nominees.

(6) For the purposes of 37(7)(2), 37(7)(3) and 37(7)(4) two bodies corporate shall be treated as members of the same group:

- (a) if one of them is a body corporate of which the other is a Subsidiary; or
- (b) if both of them are Subsidiaries of another body corporate.

### **38. Admission**

(1) Any Body (who meets the relevant eligibility requirements in article 37 and any relevant Admission Rules in force at the time) may apply to Council to become a Member of the Association.

(2) To be considered by Council, a membership application must be:

(1) in such form as Council may determine from time to time and completed in full identifying:

- (a) category of membership being applied for by applicant;
- (b) whether applicant's principal place of business is in England, Wales, Scotland or Northern Ireland;
- (c) the nature of the applicant's business and involvement in the Industry;
- (d) details of its place of incorporation;
- (e) where applicant is a Subsidiary (and, if so, details of its parent company);
- (f) whether applicant is, or is controlled by a Public Service Broadcaster; and
- (g) whether applicant consents to receiving communications from the Association via electronic communications (including the Website).

- (2) signed by the applicant; and
  - (3) accompanied by payment of appropriate Fee for the category of membership specified in the application.
- (3) Council may only refuse an application for membership if:
- (a) the application submitted does not comply with the requirements of article 38(2); or
  - (b) Council acting reasonably is not satisfied that the applicant meets eligibility requirements for membership applied for (including any relevant Admission Rule requirements); or
  - (c) Council considers (in its absolute discretion) that it would not be in the best interests of Association to approve the application.
- (4) Council shall designate as a National Member any applicant for Full Membership who is approved and who shows to the Council's satisfaction that its principal place of business is outside England (and shall, in addition, designate that Member either as a Welsh, Scottish or Irish Member as appropriate).
- (5) Council's decision in respect of any application for membership and category of membership shall be final and binding on the applicant. The applicant shall have no right of appeal.
- (6) Once Council has considered and made a decision in respect of a membership application, Council shall notify the applicant in writing of its decision.
- (7) Where the Council approves an application for membership the applicant shall be registered in the statutory books of the Association as a Member and the Member may request a copy of the Articles from the Secretary, which will also be made available on the website of the Association.

### **39. Register of members**

- (1) The Secretary shall keep and maintain a register of:
- (a) names and addresses of Members and details of the category of membership of each Member and any changes to their membership status and the date on which a Body became and ceased to be a Member; and
  - (b) name and address of Nominees appointed by each Member from time to time pursuant to article 53.
- (2) Where Council approves an application for membership (or membership conversion) the Secretary shall enter the applicant's name and address into the register of members and specify if Body is:
- (a) Voting (Full) Member or Non Voting Member.
  - (b) National Member and if so, whether it is a Welsh, Scottish or Irish Member.
  - (c) If a Non Voting Member whether it is a Group Member, Facilitator Member, Public Service Broadcaster Member or Affiliate Member.
  - (d) If a Group Member, the identity of the parent Full Member.
- (3) Any Member may at any time inspect the register of Members held at the Office.
- (4) Members shall immediately inform the Council upon the occurrence of any of the following events:
- (a) any Member ceases to be directly or indirectly involved in the Industry or ceases trading or providing services in the UK;
  - (b) if a Full Member's principal place of business changes;
  - (c) if a Full Member becomes, or becomes controlled by, a Public Service Broadcaster or otherwise ceases to fulfil the eligibility requirements of a Full Member;

(d) if a Non Voting Member ceases to fulfil the eligibility requirements of its particular category of non voting membership;

#### **40. Transfer**

A Member cannot transfer its membership to anyone else.

#### **41. Change of category or membership**

- (1) If Council is notified or becomes aware that a Full Member meets the eligibility criteria of article 37(7), that Body shall immediately (without notice) cease to be a Full Member and shall be re-designated as a Public Service Broadcaster Member.
- (2) If Council is notified or becomes aware that a Full Member has changed the nature of its business so as to meet the eligibility requirements set out in article 37(5), the Body shall immediately (without notice) cease to be a Full Member and shall be re-designated as a Facilitator Member.
- (3) A Full Member may at any time apply to become a Group Member by submitting to the Council a written application to convert its membership and confirming that it is or has become a Subsidiary of another Full Member. Council shall consider whether to approve the application and shall then promptly notify the Member in writing of its decision. Council shall only refuse the application if it is not satisfied that the Body is eligible to become a Group Member. Where Council refuses the Members' application for conversion, the Member shall remain as a Full Member provided it continues to be eligible to be a Full Member and has paid the appropriate Fee for its Membership.
- (4) No Member whose membership has been converted pursuant to articles 41(1) to 41(3) shall be entitled to recover all or any part of the Fee which they have paid as a Full Member in respect of the current financial year.
- (5) An Affiliate Member may at any time apply to become a Full Member by submitting to the Council a written application to convert its membership and making payment of the appropriate Fee.
- (6) Upon the third anniversary of the date on which an Affiliate Member became a Member, or as determined by Council from time to time, the Affiliate Member must:
  - (a) apply in writing to the Council requesting that its membership be converted to that of a Full Member;
  - (b) pay the appropriate Fee; and
  - (c) provide such other information as may be reasonably required by Council from time to time to verify that the Fee being paid by the Member is the correct fee.
- (7) If an Affiliate Member fails to apply to convert its membership in accordance with Article 41(6), Council shall immediately notify the Affiliate Member in writing that:
  - (a) it is required to apply to Council to convert its membership and to pay the appropriate Fee within 20 Clear Days of the date of the notice; and
  - (b) if it fails to do so within the time frame specified its membership will automatically terminate at the expiry of the 20 day period.
- (8) At the next Council meeting following receipt of a Member's application to convert its membership under articles 41(5) or 41(6), Council shall consider whether to approve the application and shall then promptly notify the Member in writing of its decision. Council may only refuse the application if:
  - (a) Council not satisfied that a Body is eligible to be a Full Member; or
  - (b) application is not accompanied by payment of the appropriate Fee; or
  - (c) the Member is in breach of its obligations under these Articles and acting

reasonably and properly, Council considers it to be in the best interests of Association to refuse the application.

(9) An Affiliate Member's membership (as an Affiliate Member) shall continue pending the determination by Council under article 41(8). Where Council approves the conversion of membership, the Affiliate Member shall become a Full Member from the date upon which Council approves the conversion.

(10) Where Council refuses an Affiliate Member's application for conversion pursuant to article 41(6), it must promptly give notice to that Member setting out the reasons for it doing so and that Member's membership shall be deemed to be terminated from the date of the notice. Where Council refuses an Affiliate Member's application for conversion pursuant to article 41(5), it must promptly give notice to that Member setting out the reasons for it doing so and that Member shall continue as an Affiliate Member provided it continues to be eligible to be an Affiliate Member and has paid the appropriate Fee for the Membership (otherwise its membership shall be deemed to be terminated from the date of the notice). The Council's decision in respect of a conversion application shall be final and binding on the applicant. Applicant shall have no right to appeal decision.

(11) Whenever Council is notified or becomes aware of the change of principal place of business of a Full Member to:

- (a) place within England, the Member shall automatically cease to be designated as a National Member; or
- (b) place in Wales, Scotland or Northern Ireland, the Council shall designate the Member as a National Member as from the date of the notice (and shall specify whether they are a Welsh, Scottish or Irish Member as the case may be).

(12) Secretary will promptly record any changes to a Member's category of membership or membership status in the register of Members and the Association shall send written confirmation of any such change to the Body in question.

#### **42. Termination of membership**

(1) A Member may resign by giving not less than two month's written notice to the Secretary.

(2) A Member's membership (irrespective of type) shall be terminated where:

- (a) Body ceases to meet the eligibility requirements in article 37(1);
- (b) Member ceases to exist;
- (c) Member goes into liquidation or otherwise becomes insolvent;
- (d) any Fee (or part thereof) due from the Member which has not been paid in full within 20 Clear Days of receipt by that member of Council's formal demand for payment of the arrears (such demand to state that failure to make payment within 20 Clear Days will result in membership being terminated);
- (e) a Member is in breach of these Articles or of any other obligation arising out of its membership which is either incapable of being remedied or if capable of remedy has not been so remedied within 5 Clear Days of a written request from the Council to remedy (or such longer period for remedy as Council may agree in writing),
- (f) a Member is removed from membership by a resolution of Council on the grounds that it is in the best interests of the Association that membership is terminated.

(3) Termination of membership pursuant to articles 42(a) – (e) may be made

immediately. However, where termination of membership is proposed under article 42(f) prior to making a decision to remove the Member, Council shall first:

(a) give written notice of proposal to terminate a Member's membership such notice setting out the grounds on which it is proposed to terminate its membership; and

(b) give the Member in question the reasonable opportunity to make representations to the Council (in such manner as Council may reasonably determine from time to time).

(4) In addition Council shall immediately terminate membership of an Affiliate Member by written notice where the Affiliate has ceased to fulfil eligibility requirements of Affiliate and either:

(a) Council has refused its application for Full Membership under article 41(8); or

(b) the Affiliate Member has failed to submit a conversion application in accordance with article 41(6)

(5) Council shall promptly notify a Body in writing of the termination of its membership and the grounds for termination.

(6) Upon the termination of a Member's membership of the Association:

(a) Council shall remove the Body's name from the register of Members.

(b) The Body shall not be entitled to recover all or any part of the Fee which they have paid in respect of the current financial year. Where prior to termination the Member had agreed to pay the Fee in instalments, then payment of the balance of the Fee for the current financial year shall become immediately due and payable immediately prior to termination and the Member shall be required to immediately pay to the Association the outstanding balance of their membership Fee in respect of that current financial year.

(c) Where any Member participates in any committee/group of the Association its membership of that committee/group shall automatically cease upon the date they ceased to be a Member.

(d) Where a Nominee of the Member is a serving Council Member, the Member shall procure that its Nominee shall immediately resign its position as Council Member.

## ORGANISATION OF GENERAL MEETINGS

### **43. Attendance and speaking at general meetings**

(1) A person is able to exercise the right to speak at a general meeting when that person is the Nominee of a Member and in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

(2) Council Members may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

(3) In determining attendance at a general meeting, it is immaterial whether any two or more Members attending it are in the same place as each other.

(4) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

#### **44. Annual General Meeting**

- (1) The Council shall call an AGM each calendar year at such time and place as Council may determine.
- (2) At each AGM, Council will present financials and progress of the Association for the preceding year and anticipated progress for the future year and deal with the retirement and appointment election of auditors.
- (3) All business that is transacted at a general meeting or annual general meeting (including Election AGM) shall be deemed special with the exception of the consideration of the income and expenditure account and balance sheet and the reports of the Council and of the Auditors, the election of Council Members and Chair in place of those retiring and the appointment of and fixing of the remuneration of the Auditors.

#### **45. General Meetings**

- (1) All meetings of the members other than an AGM (and Election AGM) shall be called general meetings.
- (2) Council may whenever it thinks fit convene a general meeting to transact other formal business of the Association and pass resolutions as required by Act.
- (3) Council Members shall convene a general meeting, on a requisition of Full Members having right to vote at the time of requisition in accordance with Act.

#### **46. Notice**

- (1) The notice period for the calling of meetings shall be as follows:
  - (a) meeting to pass resolution requiring special notice under the Act: at least 28 Clear Days; and
  - (b) AGMs and all other general meetings: at least 14 Clear Days.However, any meetings may be called on shorter notice with written consent of 90% of Full Members (having a right to attend and vote at the meeting).
- (2) The notice must specify time, date location of meeting and any resolutions to be agreed (including the type of resolution), general nature of business to be transacted and whether meeting is an AGM (and, if so, whether an Election AGM), general meeting or general meeting requiring special notice under Act.
- (3) Subject to a Member giving its express consent to do so, the Association may give notice in writing.
- (4) Notice of meeting shall be given to all Members, Council Members, the Chair, all Officers and the Auditors.
- (5) The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- (6) Notice of proposed date of an Election AGM and a list of Council Members due to retire at that Election AGM shall be published on the Website at least six weeks prior to the Election AGM Date.

#### **47. Quorum for general meetings**

- (1) No business other than the temporary appointment of the chair of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
- (2) A quorum is five percent of the total membership of Full Members eligible to vote, subject to article 50, at the time.

(3) A Full Member either present by its Nominee in person or by proxy shall be counted in the quorum.

(4) If:

(a) a quorum is not present within 30 minutes from the time appointed for the meeting; or

(b) a quorum ceases to be present during a meeting;

the meeting shall be adjourned to same day in the next week, at the same time and place or to such other day/time/place as Council shall determine (giving at least 5 Clear Days notice).

(5) If no quorum is present at the adjourned meeting within 30 minutes of the time specified for the start of the meeting, the Full Members present (in person or by proxy or by Nominee) at that time shall constitute the quorum for that meeting.

#### **48. Chairing general meetings**

(1) The Chair shall be the chairperson of meetings of the Members

(2) If the Chair is not present within fifteen minutes of the time at which a meeting was due to start—

(a) the Council Members present must chose one of their number; or

(b) (if no Council Members are present), the members present and entitled to vote must chose one of their number ,

(c) if only one Council Member is present and willing to act, he shall chair the meeting;

and the appointment of the chair of the meeting must be the first business of the meeting.

(3) For the avoidance of doubt, the deputy chair shall, whilst acting as chair, have the same rights and duties (including the right to a casting vote and to chair meetings) as if he had been elected chair at an Election AGM.

#### **49. Adjournment**

(1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Chair must adjourn it.

(2) The Chair may adjourn a general meeting at which a quorum is present if—

(a) the meeting consents to an adjournment, or

(b) it appears to the Chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

(3) The Chair must adjourn a general meeting if directed to do so by the meeting.

(4) When adjourning a general meeting, the Chair of the meeting must—

(a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by Council, and

(b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

(5) If the continuation of an adjourned meeting is to take place more than 10 days after it was adjourned, the Association must give at least 5 clear days' notice of it

(a) to the same persons to whom notice of the Associations' general meetings is required to be given, and

(b) containing the same information which such notice is required to contain.

(6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

## VOTING AT GENERAL MEETINGS

### **50. Voting: general**

- (1) Save as set out in these Articles only a Full Member (by its duly appointed Nominee or proxy) may vote at general meetings, but no Full Member shall be entitled to vote (either by proxy or Nominee) unless the Member has paid all Fees payable to the Association in respect of the current financial year.
- (2) Only National Members may vote in respect of the appointment of any National Representative as set out in article 27(1).
- (3) Except as otherwise provided by these Articles or the Act, any resolution proposed may be passed by a simple majority of votes of those Members entitled to vote on the resolution in question.
- (4) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered. Any objection shall be referred to the chair whose decision shall be final and conclusive. Every vote which is not disallowed by the chair at the meeting shall be valid.
- (5) Save as set out in article 35 every Full Member shall have one vote.
- (6) When voting on:
  - (a) a show of hands: one vote per Member whose Nominee is present in person; and
  - (b) a secret ballot: one vote per Member (by Nominee present in person or by proxy).
- (7) The Chair may vote at meetings of members and, if there is an equality of votes, the Chair shall have a second or casting vote.
- (8) A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on declaration of the result of the show of hands a secret ballot is demanded.
- (9) Unless a secret ballot has been demanded, a declaration that a resolution has been passed (unanimously/by a particular majority) or lost or not carried shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

### **51. Secret Ballots**

- (1) Subject to the provisions of the Act, a secret ballot may be demanded by:
  - (a) the Chair; or
  - (b) at least five Members (by way of their Nominees or proxies) having the right to vote on the resolution at the meeting.
  - (c) by Full Members representing not less than 10% of the total voting rights of all Full Members having the right to vote on the resolution
- (2) The demand for a secret ballot shall not prevent the continuance of the meeting for the transaction of any other business other than the question on which the ballot is demanded.
- (3) A secret ballot shall be taken either forthwith or at such time as the Chair directs (being not more than one calendar month after demand for secret ballot).
- (4) Where the Chair decides that the secret ballot shall not be taken immediately, then no notice need be given of a secret ballot if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least 5 Clear Days' notice shall be given.

- (5) The procedure for the taking of a secret ballot shall be as follows:
- (a) Chair may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the ballot.
  - (b) Chair shall announce to the meeting the resolution(s) which are the subject of the ballot
  - (c) Secretary shall provide ballot papers for voting on resolution(s) and these papers may contain such other information that Council may specify from time to time.
  - (d) ballot papers shall be folded by the person voting and collected by Secretary
  - (e) Secretary shall open and count the votes
  - (f) Chair shall announce the result of the ballot (and this shall be deemed to be the resolution(s) of the meeting at which the ballot was demanded).
  - (g) otherwise as the Chair directs.

### **52. Written resolution**

- (1) In this Regulation “Eligible Members” means those Members who would have been entitled to vote on the resolution on the circulation date of the resolution.
- (2) To the extent permitted by the Act a written resolution shall be effective as if it had been proposed at a general meeting if it is signed by the required majority of Eligible Members. The written resolution may comprise several copies each signed by or on behalf of one or more Eligible Members.
- (3) The Association must send or submit a copy of the resolution to every Eligible Member by sending:
- (a) copies of the resolution at the same time (so far as reasonably practicable) on the same date (being the circulation date) to all eligible members; and
  - (b) a statement informing the Member how to signify agreement to the resolution and the date by which the resolution must be passed if it is not to lapse.
- (4) An Eligible Member signifies his agreement to a proposed written resolution when the Association receives from him (or from someone acting on his behalf) the authenticated document:
- (a) identifying the resolution to which it relates, and
  - (b) indicating his agreement to the resolution.
- (5) An Eligible Member’s agreement to a written resolution, once signified, may not be revoked.
- (6) A proposed written resolution lapses if it is not passed before the end of the period of 45 days beginning with the circulation date. The agreement of an Eligible Member to a written resolution is ineffective if signified after the expiry of that period.

### **53. Member nominees and proxy votes**

#### **(1) Nominee**

- (a) Each Member must nominate (by way of written notice to the Secretary from time to time) a Nominee who shall act and be entitled to vote on behalf of that Member at any general meeting.
- (b) The Nominee(s) shall continue to represent the Member until written notice to the contrary is received by the Association.
- (c) Any notice given to the Association will be conclusive evidence that the Nominee is entitled to represent the Member or that his authority has been revoked.

(d) Section 323 of the Companies Act 2006 shall apply where a Member nominates more than one person as its Nominee.

## **(2) Proxies**

(a) Any Member may appoint another Member to act as their proxy to exercise all or any of their rights to attend and to speak and vote at any members meeting.

(b) A Member (“Appointor”) must make any such proxy appointment (or any change in an existing appointment) by giving notice of the appointment to the Secretary in writing or in such form as Council may from time to time decide not less than 24 hours before the time for holding the meeting or the adjourned meeting at which the person named in the appointment proposed to vote. (Weekends, Christmas Day, Good Friday and any bank holiday are excluded from the time counting towards the maximum 24 hour notice required to appoint proxies). An appointment of proxy which is not deposited, or received in this manner shall be invalid.

(c) Provided the Secretary has not received notice of revocation of the appointment of the proxy in writing from the Appointor before a meeting, the proxy can attend and vote at the meeting or on secret ballot or demand a secret ballot on behalf of the Appointor.

## **PART 4**

### **ADMINISTRATIVE ARRANGEMENTS**

#### **54. Means of communication to be used**

(1) Subject to the Articles, anything sent or supplied by or to the Association under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Association

(2) Subject to the Articles, any notice or document to be sent or supplied to a Council Member in connection with the taking of decisions by Council Members may also be sent or supplied by the means by which that Council Member has asked to be sent or supplied with such notices or documents for the time being.

(3) A Council Member may agree with the Association that notices or documents sent to that Council Member in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

#### **55. Company seals**

(1) Any common seal may only be used by the authority of the Council Members.

(2) The Council Members may decide by what means and in what form any common seal is to be used.

(3) Unless otherwise decided by the Council, if the Association has a common seal and it is affixed to a document, the document must also be signed by at least two authorised person in the presence of a witness who attests the signature.

(4) For the purposes of this article, an authorised person is—

(a) any Council Member;

(b) the Secretary (if any); or

(c) any persons authorised by Council for the purpose of signing documents to which the common seal is applied.

## **56. Auditors**

At each AGM:

- (a) the auditors of the Association shall retire; and
- (b) Full Members, eligible to vote, shall elect the auditors of the Association who shall hold office until the conclusion of the next following AGM.

## **57. Accounts**

- (1) The Council shall cause proper books of account to be kept for the Association at the Office or such other place as the Council think fit and such books shall always be open to inspection by Council Members or any committee delegated by the Council for this purpose.
- (2) Except as provided by law or authorised by Council or an Ordinary Resolution of the Association, no person is entitled to inspect any of the Association's accounting or other records or documents merely by virtue of being a Member.
- (3) Council shall from time to time cause to be prepared and to be laid before the Association at the AGM such profit and loss accounts, balance sheets and reports of the Association as are required by the Act ("Accounts").
- (4) Council shall also send a copy of the Accounts to each Member and any other person entitled to receive notice of a general meeting of the Association on the earlier of the following dates:
  - (a) the end of the period for filing the Accounts with the Registrar; or
  - (b) the actual date on which the Accounts are filed with the Registrar.
- (5) A Member may obtain a second copy of the last Accounts on application to the Secretary free of charge.

## **58. Provision for employees on cessation of business**

Council may decide to make provision for the benefit of persons employed or formerly employed by the Association or any of its subsidiaries (other than a Council Member) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Association or that subsidiary.

## **DIRECTORS' INDEMNITY AND INSURANCE**

### **59. Indemnity**

- (1) Subject to paragraph (2), a Council Member, Officer and Chair of the Association may be indemnified out of the Association's assets against—
  - (a) any liability incurred by him in connection with any negligence, default, breach of duty or breach of trust in relation to the Association ,
  - (b) any liability incurred by him in connection with the activities of the Association in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
  - (c) any other liability incurred by him as an officer of the Association..
- (2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

### **60. Insurance**

(1) Council may decide to purchase and maintain insurance, at the expense of the Association, for the benefit of any relevant Council Member in respect of any relevant loss.

(2) In this article—

(a) a “relevant Council Member” means any Council Member or former Council Member of the Association,

(b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant Council Member in connection with that Council Member’s duties or powers in relation to the Association or any pension fund or employees’ share scheme of the Association, and

(c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

## TRANSITIONAL PROVISIONS

### **61. Adoption of Articles**

(1) These Articles shall come into effect immediately upon adoption.

(2) As from the adoption of these Articles each Body whose name appears in the Associations’ register of Members who, at the date of adoption of the Articles, is a Broadcaster Member shall be deemed:

(a) a Full Member if it meets the criteria set out in article 37(2); or

(b) a Public Service Broadcaster Member if it meets the criteria set out in article 37(7).