

## **Articles of Association**

### **Name and Seat**

#### **Article 1**

The name of the Association is: Groupement Européen des Ecoles de Cinéma et de Télévision, abbreviated as “GEECT”.

#### **Article 2**

The Association is established in Amsterdam. The Administration headquarters shall be designated by the Board, when the need arises.

### **Duration**

#### **Article 3**

The Association is established for an unlimited period.

### **Objects**

#### **Article 4**

The aim of the Association is to promote and foster co-operation among higher teaching and research institutions for film and television, as well as among members of teaching staff and students of these institutions, and among individuals possessing a thorough knowledge and long experience in teaching, practice and/or research of film and television.

The co-operation of members of the Association shall have as its main objective the raising of standards of teaching; the innovation and improvement of contents and methods in education of the future creative film and television program makers, and film scholars.

#### **Article 5**

The Association attempts to achieve this object by:

- a. association of GEECT members and other co-operating institutions with the purpose of achieving or promoting the aims and objects of GEECT;
- b. congresses, conferences, symposia and festivals, or displays of student films;
- c. research projects;
- d. bulletins, newsletters and other publications;
- e. all other means and instruments of action not enumerated above, and considered useful, necessary or advantageous by its governing bodies.

### **Membership**

#### **Article 6**

1. The Association has members and partners.
2. Members are legal entities, film and or television schools which are also members of the non-profit Association named: “Centre International de Liaison des Ecoles de Cinéma et de Télévision”, abbreviated as “CILECT” and are established in countries in Europe or in countries surrounding the Mediterranean Sea.

The General Assembly may grant exemption from these requirements to specific natural persons.

3. Partners are legal entities, film and or television schools which are not members of CILECT and are also established in countries in Europe or in countries surrounding the Mediterranean Sea. Partners do not have the right to vote. The rights and duties are established at the time of admission.
4. To be admitted as a partner of the Association a written application must be sent to the Board. the Board decides whether an applicant is admitted.
5. The Board shall maintain a register of members’ names and addresses.

#### **Article 7**

Membership is per person or legal entity and may not pass or be transferred to others.

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## Article 8

1. Membership shall cease:
  - a) when a legal-entity member is wound up;
  - b) when a member resigns;
  - c) when the Association terminates a membership; this may be if a member has ceased to conform to the membership requirements stated in the Articles of Association, if a member fails to fulfil membership duties, or if it would be unreasonable to insist that the Association allow such a membership to continue;
  - d) when a member is expelled; this can only be effected when a member acts counter to the Articles of Association, regulations or resolutions of the Association, or when a member does unreasonable damage to the Association.
1. Termination by the Association shall be effected through the Board.
2. Termination of membership by the Association or resignation by a member may be submitted at the end of the financial year in writing, with due regard for a period of notice of three (3) months.

However, immediate termination of membership by resignation is also possible, if it would be unreasonable to demand either from the Association or the member that membership continue.

3. Termination other than as outlined in the previous paragraph shall result in membership ending as soon as possible after the date of notification.
4. A member may resign with immediate effect within one month of hearing or of being informed of a resolution significantly limiting members' rights or significantly increasing members' duties; in which case the resolution shall not apply to the member concerned.
5. A member may resign with immediate effect within one month of hearing or of being informed of a resolution changing the legal form of the Association or announcing a merger.
6. Expulsion shall be effected through the Board.
7. Members may appeal to the General Assembly within one month of notification of a resolution by the Association to terminate membership because of a failure to fulfil membership duties or because it would be unreasonable to expect the Association to continue membership or following notification of expulsion.

Such a resolution shall be communicated to the member concerned as soon as possible, explaining the reasons.

During the period of appeal and while the appeal is pending, the member concerned shall be suspended, with due consideration for the fact that the suspended member has the right to appear at the General Assembly at which the appeal referred to in this paragraph is discussed in order to present an explanation.

8. If membership is terminated in mid-year, the member shall nevertheless pay the full annual membership fee.

## **Funds**

### Article 9

1. The Association's funds consist of contributions of the members and of subsidies, donations, bequests, legacies, gifts and other income received by the Association.
2. Fees or subscriptions may be decided upon by the General Assembly.

## **Governing Bodies**

### Article 10

The Governing Bodies of the Association shall be as follows:

- a) the General Assembly;

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b) the Board.

### Article 11

1. A General Assembly shall be held once a year within six (6) months of the end of the financial year. At this General Assembly the following shall be discussed:
  - a) approval of the Annual Report and accounts and statement as outlined in Article 18;
  - b) the filling of possible vacancies;
  - c) proposals by the Board or members of the Association announced at the time of the notification of the General Assembly;
  - d) to approve the program for the next two years, and to give necessary directives for the future activities of the Association;
  - e) to establish the budget for the following two years, and to fix the amounts of the annual membership subscriptions.

The Board shall decide where the meeting is held.

2. Further General Assemblies may be called by the Board as and when the Board wishes.
3. Furthermore, the Board is required to call a General Assembly within a period of no more than four weeks if so requested by members collectively representing at least one-tenth of the votes at a full General Assembly.  
If the Board does not respond within three (3) months, those requesting the meeting may call a General Assembly themselves as outlined in Article 15. In such cases, those requesting the meeting may appoint persons other than Board members to chair the meeting and keep minutes.

### **Admission to General Assemblies and Voting Rights**

#### Article 12

1. All members and partners of the Association, as well as Board members may be admitted to the General Assembly. Suspended members may not be admitted except as outlined in Article 8, paragraph 8, nor are suspended Board members admitted, except as outlined in Article 17, paragraph 2.
2. The Board shall decide regarding the admission of persons other than those outlined in paragraph 1.
3. Each member of the Association not suspended has one vote. Members may authorise other members in writing to cast their vote; no member shall vote on behalf of more than one absent member.

### **Chairperson, Minutes**

#### Article 13

1. The General Assembly is chaired by the Chairperson of the Board or the Deputy Chairperson. If neither the Chairperson nor the Deputy Chairperson are present, another Board member shall be appointed as Chairperson by the Board.
2. Minutes shall be kept of the business of the General Assembly by the Secretary or a person appointed by the Chairperson.  
These minutes shall be adopted and presented for approval by the Chairperson and Secretary at the next General Assembly.

### **Resolutions**

#### **General Assembly**

#### Article 14

1. The Chairperson's decision at a General Assembly regarding the results of a ballot is final.

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2. Resolutions of the General Assembly shall be passed by an absolute majority of valid votes cast, unless otherwise stated in the present Articles of Association or in Law, at a meeting in which at least half plus one of those entitled to vote are present or represented.
3. Blank votes are deemed to not to have been cast.
4. If no simple majority is achieved in an election of persons, a second vote shall be held, or in the case of a binding nomination, a second vote between the nominated candidates. If a simple majority is again not achieved, new ballots shall be held until such time as one person gains a simple majority, or unless there are only two candidates left and the votes are tied. At each such successive ballot (except the second ballot) the candidates shall be all the persons who stood at the previous ballot except the person who received the least number of votes.  
If, in the previous ballot more than one person received the least number of votes, the person for whom no votes may be cast in the next ballot shall be decided by lottery.  
If, in a ballot between two persons, the vote is tied the decision shall be by lottery.
5. In the case of a tied vote on a resolution not regarding the appointment of persons, the proposal shall be rejected.
6. All votes shall be viva voce, unless the Chairperson considers a written ballot desirable, or if one of the voters requests this before the ballot.  
Written ballots shall be cast with unsigned, closed ballots papers. Voting by acclamation is permitted unless one of the voters prefers a show of hands.
7. A unanimous decision by all the members of the Association has the same force in Law as a resolution of the General Assembly, on condition this is passed with the prior knowledge of the Board.
8. If all the members are present or represented valid resolutions may be passed unanimously by the General Assembly regarding all matters arising - including amendments to the Articles of Association or winding-up - even if no notification has been sent or if it has not been sent in the prescribed way, or if one or other provision regarding notification and the holding of meetings or any other related formality has not been carried out.

### **Notification of General Assemblies**

#### **Article 15**

1. General Assemblies shall be called by the Board. Notification shall be sent in writing to the addresses of members listed in the register of members referred to in Article 6, paragraph 4.  
Notification shall be given at least six (6) weeks in advance, excluding the date of notification.
2. Notification shall state the business of the meeting and the agenda, with due regard for the provisions of Article 22 and 23.
3. All members may apply to place proposals on the agenda at least one (1) month in advance. All members will be informed of such applications. The Board shall decide whether to accept such applications. The Board shall inform the General Assembly of its decision.
4. The provisions of paragraph 3 shall not apply with regard to decisions involving amendments to the Articles of Association or the winding-up of the Association.

### **Board**

#### **Article 16**

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1. The Board consists of at least five (5) natural persons with the following functions: a Chairperson, a Deputy-Chairperson, a Secretary and a Treasurer, and any other function that the Board may institute.
2. The General Assembly shall appoint members of the Board from among the representatives of members of the Association.

Firstly the General Assembly shall appoint the Chairperson.

Secondly the General Assembly shall appoint the other members of the Board; the Board itself shall allocate the functions of these other members.

### **Termination of Board Membership - Periodic Resignation**

#### **Article 17**

1. Board members resign according to a roster drawn up by themselves. Departing Board members may be reappointed once; persons filling an interim vacancy take their predecessor's place in the roster.
2. Each Board member, including those appointed for a specific period, may be suspended or dismissed by the General Assembly at any time in a resolution passed by the General Assembly with a majority of at least two-thirds of valid votes cast in a meeting at which at least two-thirds of the members able to vote are present or represented.

The Board member concerned has the right to appear at the General Assembly at which the decision referred to in this paragraph is discussed in order to present an explanation.

A suspension of a Board member lapses legally after six months if the member concerned is not dismissed by the General Assembly within such time

3. Membership of the Board end:
  - a) when a Board member dies;
  - b) when a Board member resigns;
  - c) if the membership of the Association of which the Board member concerned is representative is terminated;
  - d) if the Board member concerned loses the position of representative of the member concerned, if and inasmuch as this loss of position entails that the contact with the member concerned shall, in the opinion of that member, cease.

### **Board Functions**

#### **Decisions and Board Meetings**

#### **Article 18**

1. The Board meets whenever the Chairperson or three or more members of the Board consider this necessary, but in any case no less than twice a year.
2. Each Board member may cast one vote. Resolutions of the Board shall be passed by absolute majority of votes cast at a meeting in which at least half plus one of the Board members are present or represented and at least the Chairperson and/or the Deputy Chairperson are present.
3. Members of the Board may authorise other Board members in writing to cast their vote. A Board member may only act as proxy for one other Board member.
4. The Board may pass resolutions outside meetings if all the members of the Board have been given the opportunity to make their views known in writing or by telefax. All documents relating to the resolution shall be kept with the minutes.

### **Management functions**

#### **Article 19**

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1. The Board shall direct the business of the Association, shall carry out the decisions of the General Assembly and shall conduct the management of the Association, with due consideration for the limitations imposed in the Articles of Association, and shall be responsible for the day-to-day running of the Association.
2. If the number of Board members falls below five (5) the Board remains authorised to act. However, the Board is required to call a General Assembly as soon as possible in order to deal with the vacancy or vacancies.
3. The Board is authorised, with the approval of the General Assembly, to pass resolutions regarding agreements in which the Association acquires, alienates or encumbers registered property and agreements in which the Association acts as guarantor or as several joint debtor, provides support for a third party or guarantees the debt of a third party.  
Failure to obtain approval may result in appeals by and against third parties.

### **Representation**

#### Article 20

The Board shall represent the Association.

The Chairperson is individually authorised to represent the Association and also two Board members acting jointly are authorised to represent the Association.

### **Annual Report - Accounts and Statement**

#### Article 21

1. The financial year runs from the first of January to the thirty-first of December. The first financial year begins on the day of foundation and ends on the thirty-first of December nineteen hundred and ninety-six.
2. The Board is required to maintain a record of the assets of the Association and all matters relating to the activities of the Association pursuant to the requirements resulting from such activities and to maintain the accounts, documents and other data in such a way that the rights and duties of the Association may at all times be known.
3. The Board shall submit an Annual Report to the General Assembly each year within six months of the end of the financial year, unless the General Assembly grants an extension, giving account of and reporting on the policies of the previous financial year on the basis of the balance sheet and a profit and loss statement.  
These documents shall be signed by the members of the Board; if one or more signatures are omitted, the reason for that omission shall be recorded.  
At the end of this six (6) month period each member of the Association may hold the Board legally accountable for the aforementioned accounts and statement.
4. Each year, the General Assembly shall appoint a Committee of at least two persons from among members not on the Board. This Committee shall examine the accounts and statement and shall inform the General Assembly of its findings.
5. If the examination of the accounts and statement requires specialist knowledge of accounting, the Committee may, subject to the approval of the Board, appoint an expert to assist.  
The Board shall supply any information required by the Committee, indicating the cash balance, the assets as well as providing access to the accounts and documents of the Association.
6. The Committee's commission may be withdrawn by the General Assembly at any time by the appointment of a new committee.

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7. If a statement is made to the General Assembly by a Registered Accountant regarding the accuracy of the documents, as referred to in paragraph 3, a committee as outlined in paragraph 4 need not be appointed.
8. The Board is required to keep the accounts, documents and other data referred to in paragraph 2 and 3 for ten (10) years.
9. The unqualified approval of the Annual Report expressed at the General Assembly absolves the members of the Board from any liability for the management as carried out according to the Annual Report during the relevant financial year without prejudice to any restrictions in law.

### **Amendments to the Articles of Association**

#### **Article 22**

1. Amendments to the Articles of Association shall be by resolution of a General Assembly called for the purpose of proposing amendments to the Articles of Association. A copy of the proposal to amend the Articles of Association shall be sent to members at their address as given in the register of members referred to in Article 6, paragraph 4, and like mentioned in Article 15 paragraph 1.
2. Those calling a General Assembly to discuss proposed amendments to the Articles of Association shall ensure that an extract of the proposal, containing the complete amendment word for word, shall be made available for members to examine at an appropriate place from at least five days before the General Assembly until after the end of the day on which the meeting is held.
3. Resolutions by the General Assembly regarding amendments to the Articles of Association require a majority of at least two-thirds of valid votes cast in a meeting in which at least half plus one of the members are either present or represented.
4. Amendments to the Articles of Association shall take effect after having been drawn up in Notarial Deed. Each member of the Board is individually authorised to execute such a Notarial Deed.
5. The provisions of paragraph 1 and 2 of the present Article shall not apply if all members entitled to vote are present or are represented at the General Assembly and the resolution to amend the Articles of Association is passed unanimously.
6. Board members are required to submit a certified extract of the Deed of Amendment of the Articles of Association and the complete continuous text of the Articles of Association to the Association Register at the Chamber of Commerce and Industry.

### **Winding-Up and Liquidation**

#### **Article 23**

1. The provisions of Articles 22, paragraphs 1, 2, 3 and 5 shall apply equally to resolutions by the General Assembly regarding the winding up of the Association.
2. The remaining assets are to be distributed to CILECT or in the event the Board of CILECT can not or does not want to receive the remaining assets, to an international organization pursuing aims close to those of the Association.
3. Liquidation shall be by the Board.
4. The Association shall continue to exist after the winding-up as long as is necessary for the liquidation. During liquidation the provisions of the Articles of Association shall remain in force as far as possible. The words “under liquidation” shall be added to the name of the Association on any documents and correspondence.

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5. The Association shall cease to exist at such time as there are no more assets to the knowledge of the Association or the Liquidator(s). The Liquidator(s) shall register the termination of the Association at the registry referred to in Article 22, paragraph 6.
6. Following liquidation, the accounts and documents of the former Association shall be kept for a period of ten years. The custodian shall be appointed by the Liquidators.

### **Regulations**

#### Article 24

1. The General Assembly may establish and amend regulations concerning matters which are not dealt with or are dealt with insufficiently in the present Articles of Association.
2. Regulations may not contain provisions which are counter to Law or to the present Articles of Association.
3. The provisions of Articles 22, paragraphs 1, 2 and 5 shall apply equally to resolutions concerning the establishment or amendment of regulations.

### **Adhesion to other international organizations**

#### Article 25

The linking of the Association in membership to an other international organization or the withdrawal from such organization can only be decided by the General Assembly with a majority of two-thirds of the members participating therein.