



## STATUTES

(as modified FERA GA in London September 2013)

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### I. REGISTERED NAME - HEAD OFFICE - AIMS

#### Article 1 – Registered Name

An international non-profit making association to be named Federation of European Film Directors / Fédération européenne des Réalisateur de l'Audiovisuel (FERA) with artistic, scientific, political and educational aims is hereby founded.

#### Article 2 – Head Office

The registered office is located at 60 C, Avenue de la Toison d'Or, 1060 Brussels, Belgium.

The registered office may be relocated within Belgium by means of a decision of the General Assembly, which is to be published in the Moniteur Belge within one month.

#### Article 3 – Aims of the Association

##### 3.1. Aims

The association, which is strictly non profit making, has the following aim:

- to advance and defend the interests of Film and Audiovisual Directors (directors) by all and any lawful means.

These interests include but are not limited to:

- Defend and promote the authorial rights of directors (“droits d’auteur”), both economic and moral;

- Promote European cultural identity by encouraging the improvement of quality, circulation and exposure of the films and audiovisual works of each country throughout Europe;

- Organising and supporting the interaction and personal contact of directors including but not limited to: meetings, seminars, workshops and publications, both print and electronic;

- Defend freedom of expression, creation, diffusion, and the free movement of films and audiovisual works;

- Encourage and assist in the conservation of cinematographic and other audiovisual works, as part of our common heritage and as a resource to stimulate creativity;
- Promote the aesthetic, scientific, legal and economic study of the cinema and all audio-visual media in Europe.
- Develop education and communication by means of film and all audio-visual media.
- Keep records and all documents relating to the association's aims and activities.

### 3.2. Means

All of the above aims will be pursued by all lawful means including but not limited to:

- Meetings, conferences, events, screenings, publications both print and electronic, and the production of audiovisual works;
- The lobbying of and cooperation with national and international organisations, administrative authorities, government at local, national and European levels and any individual or group public or private which in the view of FERA will benefit the stated aims.

## II. MEMBERS

### Article 4 – Membership

The original signatories and those subsequently admitted shall constitute FERA.

The original signatories are:

Belgium: ABAFT (Association belge des auteurs de films et de télévision);  
 Spain: ADIRCE (Asamblea de Directores Realizadores Cinematograficos Espanoles);  
 France: SRF (Société des réalisateurs de films);  
 Greece: Greek Directors Guild;  
 Hungary: Hungarian Directors Association;  
 Italy: ANAC (Associazione nazionale de autori cinematografici);  
 Netherlands: Dutch Directors Guild.

The association shall be composed of full members with voting rights, associate members and honorary members.

### Article 5 – Full Membership

All organisations that in the view of FERA represent film and/or audiovisual directors from any European country (as defined by the Council of Europe) are eligible to be full members of FERA.

In the case that there are several such organisations in any country, unless decided otherwise, the three (3) organisations that in the view of the General Assembly best represent directors are eligible.

In its choice, FERA will always take into account freedom of expression and the rights of national, ethnic and linguistic minorities.

Full members shall have the right to one vote in the General Assembly. Full members who are the sole representatives of their country's film directors within FERA have the right to two votes. No country shall have more than two votes.

## **Article 6 – Special cases**

In the case that in any country there is no organisation that solely represents directors, then FERA may admit as full member any organisation which represents other trades, professions and authors within the film and audiovisual sector, as long as the representative to FERA is a director or a paid official.

## **Article 7 – Associate Membership**

Following a proposal by the Executive Committee, the General Assembly may admit associate members who in the view of FERA support its aims and actions.

Associate membership may be conferred on organisations both public and private, including but not limited to organisations representing directors not eligible for full membership, collective management societies, trades unions, governmental and non-governmental film aid organisations, universities and other educational facilities and charitable foundations.

This support may take the form of the provision of services, of material or financial help, or of assistance in kind.

Associate members have no voting rights.

## **Article 8 – Honorary Members**

FERA may confer honorary membership on any individual to whom it wants to pay tribute and who in the opinion of the General Assembly has fulfilled an exceptional role within FERA or has been exceptionally supportive externally.

Nominations may be made at the General Assembly by two (2) full members and ratified by a simple majority.

## **Article 9 – Admission procedures**

### *9.1. Full Membership*

Applications for full membership shall be addressed to the Chief Executive Officer (Délégué(e) général(e)) in writing together with any documents required by the Executive Committee.

Admission will be decided by the General Assembly by a simple majority.

The Executive Committee may decide to admit a member provisionally, with formal ratification taking place at the next General Assembly.

### *9.2. Associate Membership*

Applications for associate membership shall be addressed to the Chief Executive Officer (Délégué(e) général(e)) in writing.

The Executive Committee will consider the application and if accepted the application will go to the next General Assembly for ratification by a simple majority.

The Executive Committee may decide to admit an associate member provisionally with formal ratification taking place at the next General Assembly.

## **Article 10 – Obligations, resignation, exclusion**

### *10.1. Obligations*

Full members on joining are committed to abide by the statutes of FERA (the articles of association), the rules of procedure, and all decisions taken by the General Assembly.

#### *10.2. Resignation*

All full, associate or honorary members may resign at any time by means of a registered letter by the organisation or, when applicable, by the individual, addressed to the Chief Executive Officer (Délégué(e) général(e)). Such resignation will have immediate effect.

#### *10.3. Exclusion*

Any full, associate or honorary member may be excluded with immediate effect if in the opinion of the Executive Committee they act against the agreed and stated aims of FERA or in any way bring FERA into disrepute. A simple majority must ratify any such exclusion at the next General Assembly.

No resigning, or excluded member, nor their heirs or successors or beneficiaries, shall have any claim whatsoever on the assets of FERA, or for reimbursement for membership fees paid.

### **III. FINANCING**

#### **Article 11 – Membership Fees**

By virtue of their membership, full members agree to pay the annual fee, the amount and due date of which are decided at each ordinary General Assembly.

Members who resign, are excluded or whose provisional membership has not been confirmed by the General Assembly, remain obliged to pay the fee for the year during which the exclusion, resignation or decision by the General Assembly has taken place.

Members whose fees remain unpaid six months after the due date will be suspended. This suspension will deprive full members of their voting rights.

The suspended member will be given notice to pay by registered letter. If payment is not received within six months of the date of that letter, then the suspended member will be considered to have resigned.

#### **Article 12 – Other Financing**

In addition to membership fees, FERA may receive and seek to acquire subsidies or donations or any other financial assistance or assistance in kind from any individual or any national or international body or foundation.

FERA has the right to refuse any such subsidies or donations if in the view of the Executive Committee it would not be in the best interests of the association to accept them.

### **IV. GENERAL ASSEMBLY**

#### **Article 13 – General Assembly Participation**

Unless decided otherwise all members of FERA, full, associate and honorary are entitled to attend and participate in the debates. Only full members may vote or, with the exception of the honorary President, be eligible for office.

Whenever possible, the General Assembly will meet every year.

## **Article 14 – General Assembly Representation**

Each national organisation may decide by whatever means it thinks fit who shall represent them at the General Assembly.

That person must be a director or a paid official of that organisation.

In the case that there is only one organisation representing directors in a country, this organisation is entitled to send two delegates.

Each delegate may be replaced by a substitute.

In the event that only one full member is present representing any country it shall have two votes.

Each full member may mandate another full member to represent it at the General Assembly.

## **Article 15 – General Assembly Authority**

### *15.1. Status*

The General Assembly is the supreme governing body of the association. Its decisions are final.

The General Assembly will decide policy, and sanction action in accordance with the aims of the association.

The General Assembly will scrutinise and approve the annual accounts, and the forecast annual budget as prepared by the Executive Committee.

### *15.2. Elections*

The General Assembly will elect by a simple majority an Honorary President, for two (2) years, renewable by Assembly vote for two further terms of two years.

The General Assembly will elect from amongst the full members, by a simple majority, seven (7) members of the Executive Committee, to serve for a term of two (2) years, renewable for two further terms of two years, up to a maximum of six (6) consecutive years.

The overall service of any member of the Executive Committee shall in no circumstances exceed six (6) consecutive years, including time spent holding office.

The General Assembly will ratify the appointment of a Chief Executive Officer (Délégué(e) Général(e)).

## **Article 16 – General Assembly Quorum**

A quorum of an absolute majority of all full members of FERA represented by individuals, who are physically present, is required to constitute a General Assembly.

Unless decided otherwise by these statutes, all decisions will be voted by a simple majority of those attending and entitled to vote.

## **Article 17 – Modification of the Statutes**

Any motions to change, add to, or modify the statutes of FERA in any way, must be proposed by the Executive Committee or be proposed by no less than one-fifth (1/5) of all full members.

The Executive Committee shall notify all full members at least twelve (12) weeks before the General Assembly at which any such motions are to be put.

At least two-thirds (2/3) of the full membership must be present at any General Assembly which deliberates on any changes to the statutes.

An absolute majority of all full members attending the General Assembly shall decide any such changes or additions to the statutes.

Any modification to the statutes will only become effective after approval by Royal decree or registration by a certified act if necessary and publication, as required by article 50§3, 51 and 52 of the Belgian Law of 27th June 1921 (modified on 2d May 2002).

A change to the statutes can only be invoked against a third party after it has been published in the appendices of the Moniteur Belge, unless the association can prove that the third party had prior knowledge of it.

## **Article 18 – Notification and Minutes of the General Assembly**

### *18.1. Notification*

The Chief Executive Officer (Délégué(e) général(e)) will call the ordinary General Assembly. He or she will also call an extraordinary General Assembly if so requested by the Executive Committee or by a proposal submitted by at least one-fifth (1/5) of all full members.

An ordinary General Assembly must be called within three (3) months. Any extraordinary General Assembly must be called within six (6) weeks.

The agenda and the location of any General Assembly must be notified to all members no less than twenty (20) days before the date of that meeting.

### *18.2. Minutes*

The Chief Executive Officer (Délégué(e) général(e)) shall circulate to all members the minutes of the General Assembly together with the result of any votes within thirty (30) days of the date of the General Assembly.

This circulation may be by means of the FERA website or by any other method agreed by the General Assembly.

Records of General Assembly minutes will be kept at the association's registered office.

All full and associate members may request from the Chief Executive Officer (Délégué(e) général(e)) permission to consult these records.

## **V. EXECUTIVE COMMITTEE**

### **Article 19 – Executive Committee Formation**

#### *19.1. Composition*

The Association is administered by an Executive Committee of seven members elected by the Assembly, with collective responsibility, plus a Chief Executive Officer (Délégué(e) général(e)), who shall have no voting rights.

The seven elected Executive Committee members shall immediately elect by a simple majority:

- One Vice President/Chairman (or Chairwoman), to serve for a term of two (2) years renewable for two further terms of two years,

- An Honorary Treasurer, to serve for a term of two (2) years, renewable for two further terms of two years).

The Executive Committee shall further be permitted to co-opt up to three (3) further temporary members for one year each, renewable for one year. Co-opted members shall have no vote.

#### *19.2. Tenure*

The members of the Executive Committee are elected by the General Assembly for a period of two (2) years, renewable only twice consecutively, whatever office is held.

The tenure of a member of the Executive Committee may cease at expiry of the term, resignation or removal by the General Assembly, and death.

#### *19.3. Application*

Full members who wish to become members of the Executive Committee must apply to the Chief Executive Officer (Délégué(e) général(e)) before the General Assembly at which elections are to be taking place.

### **Article 20 – Executive Committee Competence**

#### *20.1 General Competence*

The Executive Committee exercises all management and administrative powers, except for the competence reserved by the law or by these statutes for the General Assembly.

The Executive Committee exercises all and any powers that are devolved to it by the General Assembly.

The Executive Committee will elect from among its members a chairperson for the term.

#### *20.2. Appointment of a Chief Executive Officer (Délégué(e) général(e))*

The Executive Committee may appoint a Chief Executive Officer (Délégué(e) général(e)) to whom full powers to manage the affairs of FERA are devolved.

The Chief Executive Officer (Délégué(e) général(e)) may be a paid employee of FERA.

The Executive Committee, under its collective responsibility, will define the powers of the Chief Executive Officer (Délégué(e) général(e)).

#### *20.3. Special Circumstances*

The Executive Committee may delegate its power to one or more individual members of the Executive Committee.

### **Article 21 – Executive Committee Meetings**

#### *21.1. Notification and Rules of procedure*

The Executive Committee will convene as often as the interests of the association require.

The Chief Executive Officer (Délégué(e) général(e)), the Vice President/Chairman or Chairwoman or two (2) members of the Executive Committee may convene meetings in writing, at least two (2) weeks before any scheduled date.

The quorum for the Executive Committee meetings shall be four (4), including the CEO.

Only full members may vote at the Executive Committee. The CEO and co-opted members have no vote.

Decisions of the Executive Committee shall be by simple majority of members present or represented, with the Chairperson having a casting vote. Voting may also be conducted via email under the above rules.

#### *21.2. Reimbursement of expenses and fees*

All members of the Executive Committee may claim for reimbursement of expenses in respect of their duties as members of the Executive Committee.

Moreover members of the Executive Committee may receive fees, for any work done for, or on behalf of FERA that extends beyond their duties as members of the Executive Committee. The Executive Committee will establish guidelines to this respect.

#### **Article 22 – Executive Committee Authorisation**

Unless otherwise authorised, all documents legally binding on FERA must be signed by two (2) members of the Executive Committee or the Chief Executive Officer (Délégué(e) général(e)) according to article 20.2 of the statutes.

#### **Article 23 – Executive Committee Legal Action**

Where FERA instigates any legal action against a third (3rd) party, or defends itself against any such action, the Executive Committee will appoint a member or the Chief Executive Officer (Délégué(e) général(e)) to supervise any such action.

### **VI. HONORARY PRESIDENCY**

#### **Article 24 – Presidency**

##### *24.1. Election and tenure*

Any European director is eligible for election as honorary President of FERA.

The President is elected by the General Assembly by simple majority. Tenure is for two (2) years, renewable for two further terms of two years.

The President is invited to attend meetings of the Executive Committee and the General Assembly. He/she has no voting rights.

##### *24.2. Representation*

The President shall, whenever possible, represent FERA and its aims if called upon to do so by the Executive Committee.

The President is fully committed to promote the aims of the association.

The President may not commit the association to legally binding action, except within the limits of any special powers accorded to him/her by the Executive Committee.

The Executive Committee may appoint a Creative Council to assist the Honorary President and substitute for him/her if required.



## **VII. BUDGET AND ACCOUNTS**

### **Article 25 – Budget and Accounts**

The financial year of FERA ends on the 31st December.

The Executive Committee through the honorary Treasurer will present draft accounts to the General Assembly in accordance with Belgian law.

The Executive Committee will submit a budget forecast for the following year for approval by the General Assembly.

## **VIII. FINAL PROVISIONS**

### **Article 26 – Dissolution and liquidation**

#### *26.1. Dissolution*

The General Assembly, convened under the same rules as for modifications to the statutes, may, in the presence of two-thirds (2/3) of the Full Members, announce the dissolution of the association and appoint a responsible person to disburse the association's assets.

If this quorum of two-thirds (2/3) is not achieved, an extraordinary General Assembly has to be reconvened within one (1) month, and will be able to deliberate validly regardless of the number of members present.

The dissolution must be agreed by at least two-thirds (2/3) of the members present.

#### *26.2. Liquidation*

The General Assembly will appoint one or more liquidators, with collective responsibility. If no appointment is made, the liquidation will be conducted by the sitting Executive Committee at the time of the dissolution.

The General Assembly will vote on what is to be done with the association's assets, which must be allocated to a non-profit organization whose activities are compatible with the aims of FERA.

### **Article 27 – Belgian Law**

Any matter not referred to in the statutes of FERA in particular regarding their acceptance by Belgian Governmental authorities and required publication in « Moniteur belge » will be ruled according to Belgian law.

### **Article 28 – Registration of the Statutes**

The Chief Executive Officer (Délégué(e) général(e)) is empowered to undertake any required action for the registration of the present Articles of Association approved by the General Assembly. ♦