

**ARTICLES OF ASSOCIATION**  
**(changed version: 21./22. November 2013)**

**§ 1**

**Name, Place of Business, Business Year**

1. The name of the Association is:

**EUROPEAN FILM PROMOTION E.V.**

2. The Association was entered in the Register of Associations under No. VR 15271 on June 16, 1997.  
The Association has its place of business in Hamburg.  
The business year is the calendar year.

**§ 2**

**Purpose and Aim**

1. The purpose of the Association is to assist and improve the competitive opportunities for European films as well as the opening of new markets for European film.
2. With a view to achieving the widest distribution possible, measures shall be developed in order to make European films accessible to the broadest possible audience worldwide. In particular, information and services, with respect to the different distribution structures in Europe are of greatest importance. In this respect, the exercise of interest of European films within the framework of cultural exchange across borders is of particular significance.
3. To achieve these aims, the Association will network European Promotion and Export institutions, work jointly on the development and organisation of promotion and marketing activities inside and outside Europe, through:
- Organisation of events in the framework of international film festivals and markets
  - Implementation of European film programs and festivals
  - Organisation of workshops and conferences within the context of film politics
  - Development of new distribution and promotion outlets

- Production and publication of information material, studies, reference books on European film
- Obtaining further means to achieve the aims of the Association

### **§ 3**

#### **Tax Exemption**

The Association is exempt from corporation income tax due to its status as a professional/trade association.

### **§ 4**

#### **Acquisition of Membership**

1. Members of the Association can be European individuals and corporations, providing they appear suitable for promoting the aims of the Association, i. e. in the field of the film business.

The applicant's country should be European (either as a member of the Council of Europe or located geographically within the outer borders of Europe as defined by the Council of Europe). The country should be able to provide evidence of an active film industry, either through membership of Eurimages, or it must furnish proof in another way to show that a film funding system carrying a high degree of responsibility is being operated by a corresponding institution for the domestic film industry. The applicant should have the mandate from its national producers to promote their films abroad.

2. Membership applications are to be submitted in writing to the Board of Directors of the Association. The General Assembly decides upon admission. The result of the decision will be made known to the applicant in writing. Reasons for refusal need not be given. The refusal of admission is incontestable.
3. Membership commences with the dispatch of the consent decision by the Board of Directors to the applicant.

## **§ 5**

### **Loss of Membership**

1. Membership expires in the event of the death of a member, as regards corporations, in the event of the loss of their legal status, in the event of voluntary resignation, or in the event of exclusion by the General Assembly.
2. Voluntary resignation is effected by written notification to the Board of Directors, observing a minimum notice period of three months from the end of the calendar year. Exclusion from the Association can be effected only on serious grounds. In particular, a serious ground is given when a member repeatedly contravenes the Articles of Association as well as decisions and orders of the executive organs of the Association. The matter of exclusion shall be decided by the General Assembly. The exclusion is to be communicated in writing to the Association member to be excluded and takes effect with the dispatch of the written notification by the Board of Directors.

## **§ 6**

### **Membership rights**

1. The Association has ordinary members and can also have extraordinary, contributing and honorary members. In the case of membership by a corporation, membership rights are to be exercised through its legal representative or through a third party authorised by its representative executive organ.
2. Every ordinary member is entitled to participate in forming the intentions of the Association in accordance with the requirements of the Law and of these Articles of Association through exercising the right to file motion, to debate and to vote at the General Assembly of the Association. Every ordinary member has one vote. Transfer of voting rights for the General Assembly is possible: every ordinary member present and eligible to vote is entitled to represent up to two ordinary voting members but not present on the basis of written power of the member that is not present.
3. The extraordinary, contributing and honorary members have no voting rights, as well as no passive right to be elected or active right to elect. They do, however, have the right of participation and floor debate during the General Assembly as well as the right to take part in submitting motions according to § 37 BGB (Civil Code of the Federal Republic of Germany).

## **§ 7**

### **Membership Contributions**

1. A membership fee fixed by the General Assembly is to be paid after a proposal by the Board of Directors. Honorary members are exempt from the obligation to pay this fee.
2. The membership fee is due for payment at the latest two months after admission, and thereafter every year on 1st January. Any member more than three months in default with the yearly payment will be notified in writing of the outstanding amount. If subsequently no payment is made within a given notice period, this represents a serious ground for an exclusion from the Association. The member can be removed from the membership list on 31<sup>st</sup> December of the current year.

## **§ 8**

### **Executive Organs of the Association**

The executive organs of the Association are the General Assembly of the Members and the Board of Directors.

## **§ 9**

### **Tasks and Resolutions of the General Assembly of the Members**

1. The following tasks shall be assigned to the General Assembly:
  - (a) to receive and approve the written business report of the Board of Directors and the financial accounts; to approve the Board of Director's acts and to endorse the entire Board of Directors.
  - (b) to pass resolutions with respect to the estimated administration costs;
  - (c) to appoint and dismiss the members of the Board of Directors;
  - (d) to pass resolutions with respect to changes in the Articles of Association and the voluntary dissolution of the Association;
  - (e) to advise and pass resolutions on other questions on the agenda, in particular with respect to the planned projects of the current business year;

- (f) admission of new members;
  - (g) fixing of membership fee.
2. The General Assembly constitutes a quorum when at least half of the voting members are personally present, or represented in due form, including the President or the Vice-President. Voting is effected by a simple show of hands. The General Assembly may decide to vote in a different manner. The General Assembly decides by a simple majority. Parity of votes shall be regarded as a rejection of the motion. Invalid votes or abstentions from voting shall not be counted.
  3. With respect to changes in the Articles of Association, in particular concerning the aims of the Association, as well as a resolution to dissolve the Association and the admission of new members, 51% of the voting members of the Association must be present, or represented in due form including the President or the Vice-President, and such votes require a majority of two-thirds of those voting members present or represented in due form in order to be passed whereas one voting member is only entitled to represent one voting member not present.
  4. If a General Assembly that has been called for the purpose of passing a resolution to make an alteration in the Articles of Association or to dissolve the Association does not constitute a quorum according to Paragraph 3, a further General Assembly with the same agenda is to be announced within four weeks after the day of the former Assembly. This further Assembly may take place at the earliest two months after the original Assembly, but, must in any, case be held at the latest four weeks after that date. The invitation to the further Assembly must contain a reference to the easing of the quorum restrictions (cf paragraph 5).
  5. The further Assembly constitutes a quorum regardless of the number of voting members present and requires a majority vote in accordance with Paragraph 3 in order to pass the resolution.
  6. Minutes of the proceedings and resolutions of the General Assembly are to be kept, and are to be signed by the Chairman of the Assembly.
  7. Following the approval of all voting members, decisions can be taken in written form by all voting members.

## **§ 10**

### **Ordinary General Assembly of the Members**

1. The Ordinary General Assembly shall be held at least once a year.
2. The General Assembly is to be convened by the Board of Directors through written notification including e-mails giving details of the agenda and place of meeting and allowing at least four weeks notice of the date and place of meeting. The period of notice commences on the first working day following the date of dispatch of written invitation. The Board of Directors formulates the agenda. The invitation is to be sent to each member at the address announced by the respective member.
3. Motions by members are to be submitted in writing with a short explanation at least seven days before the convention of the Ordinary General Assembly. The Board of Directors decides in the course of duty and at its own discretion whether motions submitted in accordance with the given time limit shall be placed on the agenda. Motions which have the support of least 1/3 of the members of the Association must be placed on the agenda.

## **§ 11**

### **Extraordinary General Assembly of the members**

1. The convening of the Extraordinary General Assembly is effected by the Board of Directors in the event that it is required by the interests of the Association or in the event it is requested by ½ of all voting members, through a written appeal giving the purpose and reason for the request.
2. An Extraordinary General Assembly called by the minority of the Association in accordance with the regulations must be held at the latest four weeks after the Board of Directors has received the request. The agenda shall be communicated to the individual Association members in writing giving a notice of two weeks prior to the convention. As for the rest, the regulations for the Ordinary General Assembly shall be effective for the Extraordinary General Assembly.

## **§ 12**

### **Composition and Election of the Board of Directors**

1. The Board of Directors shall be composed of seven members. The members of the Board of Directors must be individuals whereas these individuals must be representatives of those members which are corporations.
2. The term of office for members of the Board of Directors is two years. However, they continue to hold office until such a time as a successor has been elected. Re-election is possible. If a member of the Board of Directors leaves the Board during the respective term of office, the next Ordinary General Assembly has to elect a successor for the remaining term of office.
3. The candidates for the Board of Directors are to be elected individually. Those candidates shall be elected who receive the most votes, and at least a simple majority of all valid votes cast. From amongst themselves, the Board of Directors then elects the President and the Vice-President by simple majority.

## **§ 13**

### **Tasks of the Board of Directors**

1. The management of the Association is the duty of the Board of Directors. It is responsible for all the tasks not explicitly delegated to the General Assembly according to the Articles of Association. The President and the Vice-President are the Executive Committee according to § 26 BGB (Civil Code of the Federal Republic of Germany). The President represents the Association legally and generally in all affairs of the Association.
2. The President presides over the General Assembly and the Board of Directors. In matters of extreme urgency, even in matters within the sphere of activity of the General Assembly or the Board of Directors as a whole, the President is empowered to make arrangements and to enter into legal transactions on his own responsibility.
3. The President is represented by the Vice-President. In internal matters the Vice-President may only make use of his power of representation when the President is generally or legally unable to carry out his functions.

The President has exclusive power of representation; otherwise the principle of joint representation applies.

4. A Managing Director of the Association can be appointed to provide support in carrying out the Board of Director's administrative duties whereas the Managing Director shall be proposed by the President and appointed by the Board of Directors. Managing Director carries out functions on behalf of the Board of Directors. With respect to the German regulations for associations, the Managing Director is not a special representative in accordance with § 30 BGB.

## **§ 14**

### **Resolutions of the Board of Directors**

1. The Board of Directors constitutes a quorum if all its members have previously been sent a duly official invitation and at least two members are present. The invitation of its members is carried out by the President and in case of his inability by the Vice-President, either in writing, by telephone or telefax. There is no obligation to make known an agenda when a meeting of the Board of Directors is called.
2. The Board of Directors decides by simple majority. In the event of a parity of votes, the President or, in the event of his inability, the Vice-President, has the deciding vote. Abstentions from voting shall not be counted. Resolutions or proposals can also be passed in writing.
3. Minutes of meetings of the Board of Directors are to be kept and are to be signed by the President, or, in the event of his inability, by the Vice-President, as well as by the recording secretary. Minutes of meetings shall be submitted to all members.
4. The Board of Directors can draw up internal Standing Orders for better delegation of tasks in order to efficiently perform its duties. The individual members of the Board of Directors are bound by these Standing Orders.

## **§ 15**

### **Dissolution of the Association**

1. In case of dissolution of the Association, the currently officiating President of the Board of Directors is the Liquidator of the Association.

2. If the Association is dissolved or abolished or ceases to fulfil its present purpose, the property of the Association is to be handed over to the City of Hamburg with the explicit proviso that this property is to be placed directly and exclusively at the disposal of a public, nonprofit corporation involved with film sponsorship.

## **§ 16**

The General Assembly authorises the Board of Directors to carry out changes in the Articles of Association where they affect the registration or tax status of the Association.

## **§ 17**

### **German Version**

1. The German version of these Articles of Association is the sole version which has legal validity.
2. In addition, the legal regulations of the Federal Republic of Germany are valid.
3. The place of jurisdiction shall be Hamburg, Germany.