

**COMPANY NUMBER 07393345**

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY GUARANTEE**

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**ARTICLES OF ASSOCIATION OF**

**THE BRITISH CINEMA AND TELEVISION VETERANS LIMITED**

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**Incorporated on 30 September 2010**

**Articles amended 10 September 2026**

## **PART 1 : INTRODUCTION**

### **1. Preliminary**

- 1.1. The model articles of association for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008 No. 3229) shall not apply to the Company.
- 1.2. The articles set out below shall be the Articles of Association of the Company (the “Articles”).
- 1.3. In these Articles, any reference to a provision of the Companies Act 2006 shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
- 1.4. The headings in these Articles are included for the sake of convenience only and shall be ignored in construing the language or meaning of these Articles.
- 1.5. In these Articles, unless the context otherwise requires, reference to nouns in the plural form shall be deemed to include the singular and vice versa and references to a gender shall be deemed to include all genders.

### **2. Defined Terms**

- 2.1. In these Articles, unless the context otherwise requires, the following terms shall have the following meanings:-
  - 2.1.1 “bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy.
  - 2.1.2 “clear days” in relation to the period of 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.
  - 2.1.3 “director” means a director of the Company and includes any person occupying the position of director, by whatever name called.
  - 2.1.4 “document” includes, unless otherwise specified, any documents sent or supplied in electronic form.
  - 2.1.5 “electronic form” has the meaning given in Section 1168 of the Companies Act 2006.
  - 2.1.6 “Executive Committee” means the management committee which has the powers and responsibilities given to it in Article 11.
  - 2.1.7 “member” has the meaning given in Section 112 of the Companies Act 2006.
  - 2.1.8 “Ordinary Resolution” has the meaning given in Section 282 of the Companies Act 2006.

- 2.1.9 “President’s Council” means the council which is appointed by the President under Article 13.
- 2.1.10 “Secretary” means the secretary of the Company, if any, appointed in accordance with Article 12 or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary.
- 2.1.11 “Special Resolution” has the meaning given in Section 283 of the Companies Act 2006.
- 2.1.12 “working day” means a day that is not a Saturday or Sunday, Christmas Day, Good Friday or any day that is a Bank Holiday under the Banking & Financial Dealings Act 1971 in the part of the United Kingdom where the company is registered.
- 2.1.13 “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.
- 2.2. Unless the context otherwise requires, the words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 and the Model Articles as are in force on the date when these Articles become binding on the Company.

### **3. Liability of Members**

The liability of each member is limited to £1 being the amount that each member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year after he ceases to be a member for:

- 3.1. payment of the Company’s debts and liabilities contracted before he ceased to be a member,
- 3.2. payment of the costs, charges and expenses of winding up, and
- 3.3. adjustment of the rights of the contributories amongst themselves.

### **4. Objects of the Company**

- 4.1 In accordance with Section 31(1) of the Companies Act 2006, the objects of the Company are restricted to those set out in the following provisions of this Article.
- 4.2 The Company is established for the following objects:
  - 4.2.1 to promote contact, friendship and good fellowship between members through social occasions, reunions, visits, meetings and the publication at regular intervals of a members’ magazine.
  - 4.2.2 to act in the case of need or hardship by any member as a link between the member and the Film & Television Charity; and

- 4.2.3 to further the future wellbeing of the cinema, broadcast, television and/or allied industries by making such awards, grants or donations as shall be agreed by the Company towards the education and development of young people entering this industry where such assistance is of benefit to this industry.
- 4.3 In furtherance of the principal objects but not otherwise, the Company has the power:-
  - 4.3.1 to purchase, take on lease or hire or otherwise acquire any real and personal estate which may appear convenient
  - 4.3.2 to accept any gift of property, whether subject to any special trust or not, for any purpose within the principal objects.
  - 4.3.3 to take such steps by personal or written appeals, public meetings or otherwise as may seem expedient for the purpose of procuring contributions to the funds of the Company.
  - 4.3.4 to borrow and raise money and secure its repayment in any manner.
  - 4.3.5 to subscribe to any local or other charities or to grant donations for any public purpose.
  - 4.3.6 to print and publish any newspapers, periodicals, books or leaflets.
  - 4.3.7 to invest the funds of the Company in or upon such investments, securities or property as may be thought fit.
  - 4.3.8 to organise and hold events and social gatherings for any purpose within the principal objects upon such terms and subject to such conditions as may be thought fit.
  - 4.3.9 to grant donations and support and aid the Film & Television Charity as may be thought fit.
  - 4.3.10 to do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of the principal objects.
- 4.4 The following apply in relation to the income, capital and assets of the Company:
  - 4.4.1 all of the income of the Company must be applied in promoting its objects;
  - 4.4.2 no dividends may be paid, or capital returned, to the members of the Company;
  - 4.4.3 on the winding up of the Company all the assets that would otherwise be available to its members generally must be transferred to the Film & Television Charity or, if the same has ceased to exist, to a body with objects which are either similar to those of the Film & Television Charity or which consist of the promotion of charity and anything incidental or conducive to this.

## **PART 2 : MEMBERS**

### **5. Qualification of members**

- 5.1 For the purpose of this Article and Article 8.6, the following words or expressions bear the following meaning:-
- 5.1.1 “cinema exhibition” means film distributors and all other suppliers to cinemas including services such as the provision of screen advertising or equipment.
  - 5.1.2 “film and television productions” means cinema feature films, short films, advertisements, pop promos or any material of a fictional or documentary nature that receives a theatrical exhibition, is transmitted on terrestrial, satellite, or cable television or released as copyrighted material on associated media such as video discs and video on demand and appropriately sponsored films.
  - 5.1.3 “related production services” means services such as film laboratories, films stock shot libraries and special effects and facilities houses.
- 5.2 Any person (being a natural person but excluding any corporate body) who is or has been employed in any capacity (other than as an artiste) in cinema exhibition, film and television productions or in related production services for an aggregate period of more than 25 years’ service may apply to be a member of the Company. Any person who is or has been employed (other than as an artiste) in more than one of the industries defined in Article 5.1 may apply to become a member of the Company where such person has worked in these industries for an aggregate period exceeding 25 years.
- 5.3 For the avoidance of any doubt, any employment in the production of amateur films of any description, audio visual material for internet use, video games or short films produced as modern or experimental art shall not qualify a person to become a member of the Company.
- 5.4 By a resolution of not less than two thirds of the Executive Committee Members, the Executive Committee may appoint as honorary members a person or persons who have rendered distinguished service either to the Company or to the cinema exhibition, film and television productions and related production services.

### **6 Applications for membership**

No person shall become a member of the Company unless:

- 6.1 that person has completed and signed an application for membership of the Company in a form approved by the Executive Committee;
- 6.2 the Membership committee has approved the application.
- 6.3 in the event of any dispute about the appointment of any person to become a member of the Company the Executive Committee’s decision on the matter is final and binding on all parties.

## **7 Termination of membership**

- 7.1 A member may withdraw or retire from membership of the Company by giving not less than 7 clear days notice in writing to the Company.
- 7.2 The Executive Committee may terminate the membership of any member who acts in a way or manner that is detrimental to the interests of the Company and/or who brings the Company, its members and/or officers into disrepute or discredit or for any other reason is in the opinion of the Executive Committee not a fit and proper person who should be entitled to continue as a member of the Company provided that the member concerned shall have a right to be heard before a meeting of the Executive Committee before a final decision is made.
- 7.3 Subject to the provisions of Article 7.1 and 7.2, any person's membership will terminate automatically on death.
- 7.4 Membership of the Company is not transferable.

## **PART 3 : EXECUTIVE COMMITTEE MEMBERS**

### **8. Appointment of Executive Committee Members**

- 8.1 The members of the Company may elect Members of the Executive Committee (who are honorary) (called "Executive Committee Members") at each Annual General Meeting:
  - 8.1.1 no more than 6 Executive Committee Members may be elected in any one year;
  - 8.1.2 there may not be more than 18 persons holding the position of Executive Committee Members at any one time;
  - 8.1.3 any nomination for election to the Executive Committee must be proposed and seconded by two members of the Company who must have delivered to the Secretary the nominee's consent in writing at least 14 days before the date of the Annual General Meeting at which the nomination will be put to the vote. The votes of the two members who propose and second the nomination will be counted whether or not the proposer and seconder attend the Annual General Meeting;
  - 8.1.4 upon appointment to the office of Executive Committee Member, such persons shall become the directors of the Company whose powers, duties, rights and responsibilities shall be regulated under the Companies Act 2006.
- 8.2 Subject to Article 8.3, every person who is elected as an Executive Committee Member shall hold office for a period of 3 years beginning with the date of the Annual General Meeting at which that person is so elected.
- 8.3 At each Annual General Meeting one third of the Executive Committee Members shall retire from the Executive Committee and, if their number is not three or a multiple of three, the number nearest to one third shall retire from office. Those Members who shall be required to retire shall be those who have been longest in office since their last appointment or re-appointment.

- 8.4 Those Executive Committee Members who are required to retire pursuant to Article 8.3 may offer themselves for re-election to the Executive Committee at the Annual General Meeting at which they shall retire.
- 8.5 By a resolution of two thirds or more of the Executive Committee Members, the Executive Committee may appoint any person to be a co-opted member of the Executive Committee either to fill a casual vacancy or for some particular purpose or objective of the Executive Committee provided that any such co-opted member of the Executive Committee shall hold office only until the next following Annual General Meeting of the Company when such person shall be proposed to the Annual General Meeting for election to the Executive Committee.
- 8.6 By a resolution of two thirds or more of the Executive Committee Members, the Executive Committee may appoint those persons holding office as Chief Executive of Film & Television Charity, the Cinema Exhibitors' Association Limited and the Film Distributors' Association Limited to be ex officio members of the Executive Committee after such persons have consented to be so appointed. Such persons may attend at meetings of the Executive Committee for the purpose of giving advice and counsel to the Executive Committee but they shall not have any right to vote on any proposals put before the Executive Committee.

## **9. Termination of appointment of Executive Committee Members**

A person ceases to be a Member of the Executive Committee as soon as:

- 9.1 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;
- 9.2 a bankruptcy order is made against that person;
- 9.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;
- 9.4 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 3 months;
- 9.5 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
- 9.6 notification is received by the Company from the Member of the Executive Committee that he is resigning from office, and such resignation has taken effect in accordance with its terms;
- 9.7 that person is, or may be suffering from mental disorder and either;
- (a) he is admitted to hospital in pursuance of an application for admission for treatment under Mental Health Legislation for the time being in force in any part of the United Kingdom; or
  - (b) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or which wholly or partly prevents that person from personally

exercising any powers or rights which that person otherwise would have;  
or

- 9.8 that person has for more than 6 consecutive months been absent without permission of the Members of the Executive Committee from meetings of the Executive Committee held during that period and the Executive Committee Members make a decision to vacate that person's office.

#### **10. The Executive Committee Members' expenses**

- 10.1 The Company shall pay the reasonable travelling expenses and other out of pocket expenses which are properly incurred by the President and the Honorary Treasurer in the course of carrying out their duties and obligations as officers of the Company.
- 10.2 Subject to the express approval of the Executive Committee, the Company may pay any reasonable expenses:
- 10.2.1 which the Executive Committee Members properly incur in connection with their attendance at:
- 10.2.1.1 meetings of the Executive Committee or sub-committees of the Executive Committee Members; or
- 10.2.1.2 general meetings of the Company; or
- 10.2.1.3 otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.
- 10.2.2 which any members who are authorised to conduct business on behalf of the Company properly incur in carrying out such business on behalf of the Company.

### **PART 4 : MANAGEMENT OF THE COMPANY**

#### **11. Executive Committee**

- 11.1 The Executive Committee is responsible for the management of the affairs and property of the Company, for which purpose it may exercise all the powers of the Company, subject to the provisions of the Articles.
- 11.2 Until the first Annual General Meeting, the Executive Committee Members shall consist of the subscribers of the Memorandum of Association of the Company.
- 11.3 The first President of the Company is [ ] and the first Vice-President of the Company is [ ] who have each consented to fill these offices.
- 11.4 As from the first Annual General Meeting, the Executive Committee consists of the President, the Vice-President and 16 Executive Committee Members.
- 11.5 The President shall hold office for 3 years from the date of his appointment to office and his successor (who must be a member of the Company) shall be

elected by the Executive Committee on a vote at its next meeting after the previous incumbent has ceased to be President.

- 11.6 The Vice-President (who must be a member of the Company), the Honorary Treasurer and the Honorary Independent Examiner ("the Independent Examiner") (who need not be members of the Company) shall be elected annually by the Executive Committee who shall meet for this purpose immediately after the Company's Annual General Meeting.
- 11.7 The Executive Committee Members shall be elected in accordance with Article 8 and any casual vacancy may be filled in accordance with Article 8.5.
- 11.8 The Executive Committee may:
  - 11.8.1 engage whatever officers and employees it may consider necessary;
  - 11.8.2 regulate their duties and fix their salaries;
  - 11.8.3 permit any honorary members to attend meetings of the Executive Committee but they shall have no right to vote for or against any resolutions proposed at meetings of the Executive Committee.
- 11.9 The Executive Committee may appoint sub-committees for the purpose of exercising its responsibilities and powers in relation to the affairs of the Company, subject to the directions of the Executive Committee.
- 11.10 The Executive Committee may continue to act even though the number of the Executive Committee Members is reduced below the number of 8 (whether by death, retirement or otherwise) but if the number is at any time reduced below 5 the continuing Executive Committee Members may only act for the purpose of filling vacancies until there are at least 8 Executive Committee Members.

## **12. Secretary**

- 12.1 The Executive Committee must appoint a Secretary of the Company for such term and upon such conditions (as to remuneration and otherwise) as it thinks fit and any Secretary so appointed may be removed by the Executive Committee.
- 12.2 Where the office of Secretary is vacant, or there is for any reason no Secretary capable of acting, anything required or authorised to be done by or to the Secretary may be done:
  - 12.2.1 by or to an assistant or deputy secretary (if any); or
  - 12.2.2 if there is no assistant or deputy secretary or none capable of acting, by or to any officer of the Company authorised generally or specially in that behalf by the Executive Committee.

## **13. The President's Council**

- 13.1 The President's Council shall consist of persons who are pre-eminent in the cinema exhibition and film and television productions industry and who have consented to act as patrons of the Company and to endorse its objects and purposes.
- 13.2 The President may appoint persons to be members of the President's Council after such persons have consented to be so appointed.
- 13.3 The members of the President's Council may attend at meetings of the Executive Committee for the purpose of giving advice and counsel to the Executive Committee but they shall not have any right to vote on any proposals put before the Executive Committee.

## **PART 5 : GENERAL MEETINGS OF THE COMPANY**

### **14. Notice required of general meeting**

- 14.1 The Company must hold a general meeting as its Annual General Meeting in each calendar year in the period between June to October
  - 14.1.1 the Executive Committee will appoint the time and place at which the Annual General Meeting is held;
  - 14.1.2 notice of the Annual General Meeting must state that the meeting is an Annual General Meeting;
  - 14.1.3 the Executive Committee shall give not less than 21 clear days' notice of the time and place for the Annual General Meeting.
- 14.2 In addition to the Annual General Meeting, the Executive Committee may convene a general meeting whenever it thinks fit.
- 14.3 In addition, on a written requisition by any 4 or more Executive Committee Members or by any 20 or more members of the Company, the Executive Committee must call a general meeting:
  - 14.3.1 within 21 days from the date of the requisition; and
  - 14.3.2 to be held on a date not more than 28 clear days after the date of the notice convening the meeting.
- 14.4 Any requisition under Article 14.3 must:
  - 14.4.1 state the object of the meeting and the terms of any ordinary or special resolution to be proposed;
  - 14.4.2 be left at the registered office of the Company; and
  - 14.4.3 contain an undertaking given to the Company by all those persons making the requisition to pay on demand the Company's proper costs incurred in calling a general meeting.
- 14.5 If the Executive Committee fails to call a general meeting under Article 14.3 within the time limit specified in Article 14.3.1, the Executive Committee Members or members who requested the meeting, or a majority of them, may

themselves convene a meeting in accordance with the provisions of Section 305 of the Companies Act 2006.

- 14.6 Any general meeting must be called by the Executive Committee giving to the Executive Committee Members and members notice of at least 14 clear days in accordance with Article 22 or in any other manner prescribed by the Company in general meeting.
- 14.7 Any accidental failure to give notice of a general meeting to, or the non-receipt of notice of a general meeting by, one or more persons entitled to receive it shall be disregarded for the purpose of determining whether notice of the meeting or resolution (as the case may be) is duly given.

## **15. Proceedings at general meetings**

- 15.1 The President, or in his absence the Vice-President, must preside as chairman at every general meeting of the Company and, if neither is present at the time of holding the meeting, the Executive Committee Members and members present must choose one of their number to be chairman of the meeting.
- 15.2 No business shall be transacted at any general meeting unless a quorum of no fewer than 10 members is present at the commencement of that business.
- 15.3 If a quorum is not present within half an hour from the time appointed for a general meeting:
  - 15.3.1 in the case of a meeting convened upon the requisition of Executive Committee Members or members, the meeting shall be dissolved;
  - 15.3.2 in any other case:
    - 15.3.2.1 the meeting shall stand adjourned to the same day in the following week at the same time and place; and
    - 15.3.2.2 if a quorum is not present at the adjourned meeting, the meeting shall be dissolved.
- 15.4 The ordinary business transacted at an Annual General Meeting shall be:
  - 15.4.1 the consideration of the accounts (including any documents annexed to the accounts) and the reports of the Executive Committee and the Independent Examiner; and
  - 15.4.2 the election of the Executive Committee Members in place of those retiring.
- 15.5 Any business to be transacted at a general meeting of the Company other than the business specified in Article 15.4 shall be “special business”.
- 15.6 Every member of the Company shall have one vote and no more:
  - 15.6.1 all votes should be given personally;
  - 15.6.2 no member is entitled to vote at any general meeting if any money owing from him on any account to the Company is overdue.

15.7 The Executive Committee Members (including any ex officio members and members of the Presidents' Council who have been invited to sit on the Executive Committee) and the Honorary Treasurer and the Honorary Independent Examiner may attend and speak at general meetings.

15.8 At any general meeting:

15.8.1 resolutions shall be passed on a majority vote and in the event of an equal number of votes for and against a proposed resolution the chairman shall have a second and casting vote;

15.8.2 a declaration by the chairman that a resolution has been carried or lost and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact.

## **PART 6 : EXECUTIVE COMMITTEE MEETINGS**

### **16. Quorum for Executive Committee Meetings**

16.1 At a meeting of the Executive Committee, unless a quorum is participating no proposal is to be voted on, except a proposal to call another meeting.

16.2 The quorum for a meeting of the Executive Committee shall be 5.

### **17. Chairing of meetings of the Executive Committee**

17.1 The President shall chair the meetings of the Executive Committee and in his absence the Vice-President shall chair such meetings.

17.2 In the absence of both the President and the Vice-President, the Executive Committee Members shall appoint one of their number to chair the meeting.

### **18. Casting Vote**

If the number of votes for and against a proposal are equal, the President or (in his absence) the chairman of the meeting shall have a casting vote.

### **19. Conflicts of interest**

19.1 Subject to Article 19.2, notwithstanding the fact that a proposed decision of the Executive Committee concerns or relates to any matter in which an Executive Committee Member has, or may have, directly or indirectly, any kind of interest whatsoever, that Executive Committee Member may participate in the decision making process for both quorum and voting purposes.

19.2 If the Executive Committee Members propose to exercise their power under Section 175(4)(b) of the Companies Act 2006 to authorise an Executive Committee Member's conflict of interest, the Executive Committee Member facing the conflict is not to be counted as participating in the decision to authorise the conflict for quorum or voting purposes.

19.3 Subject to the provisions of the Companies Act 2006 and provided that (if required to do so by the said Act) he has declared to the Executive

Committee Members the nature and extent of any direct or indirect interest of his, an Executive Committee Member, notwithstanding his office;

19.3.1 may be a party or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;

19.3.2 may be a director or other officer or an employee of, or a party to any transaction or arrangement with, or otherwise interested in, any subsidiary of the Company or body corporate in which the Company is interested; and

19.3.3 is not accountable to the Company for any remuneration or other benefits which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no transaction or arrangement is liable to be avoided on the ground of any such remuneration, benefit or interest.

## **20. Frequency of meetings**

A meeting of the Executive Committee shall take place at least 4 times in each calendar year and any Executive Committee Member may call an Executive Committee Meeting by giving notice of the meeting to each of the Executive Committee Members or by authorising the Secretary to give such notice.

## **PART 7 : RULES**

### **21. Rules**

21.1 The Executive Committee may make such rules as it considers necessary or convenient for the proper conduct and management of the Company and for the purposes of prescribing the classes of and conditions of membership. In particular, and without prejudice to the generality of the foregoing, the Executive Committee may make rules regulating:

21.1.1 the admission and classification of members of the Company and the rights and privileges of such members, the conditions of membership and the terms upon which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;

21.1.2 the admission in their own right as honorary members of the Company those persons who upon the death of a member of the Company are the widows, widowers of civil partners of the deceased;

21.1.3 the conduct of members of the Company in relation to one another and to the Company's officers and employees;

21.1.4 the setting aside of the whole or any part or parts of the Company's premises or facilities at any particular time or times for any particular purpose or purposes;

- 21.1.5 the procedure at general meetings and meetings of the Executive Committee and sub-committees of the Executive Committee (insofar as such procedure is not governed by these Articles); and
- 21.1.6 any and all other matters as are commonly the subject of the Company's rules.
- 21.2 The Executive Committee must adopt such means as it considers sufficient to bring to the notice of members of the Company all rules made under this Article.
- 21.3 Any rules made by the Executive Committee under this Article will be valid and binding as against all members of the Company for so long as such rules are in force.
- 21.4 The Company may upon passing a special resolution in general meeting alter or repeal any rules made by the Executive Committee in accordance with this Article.
- 21.5 Nothing in this Article permits the Executive Committee to make any rules which are inconsistent with or affect or repeal anything in these Articles or in any special resolution passed by members of the Company.

## **PART 8 : MISCELLANEOUS MATTERS**

### **22. Notices**

- 22.1 A notice may be served by the Company on any Executive Committee Member or member of the Company either:
  - 22.1.1 personally; or
  - 22.1.2 by sending it through the post in a prepaid first class letter addressed to the Executive Committee Member or member of the company at his registered place of residence.
- 22.2 Any notice served by post is deemed to have been served 24 hours after it is posted, and in proving that service it is sufficient to prove that the letter containing the notice was properly addressed, stamped and posted.

### **23. Winding Up**

The Company shall be wound up voluntarily whenever a special resolution is passed that the Company be wound up.

**Amended 10 September 2026**