

TITLE I: FORM AND PURPOSE

Article 1: Form

An Association governed by the Act of 1 July 1901 and the Decree of 16 August 1901 exists as founded on 12 February 1991 in Paris and amended by the General Assemblies of 11th May 2011 and 19th May 2024.

Article 2 : Title

The Association is called “EUROPA CINEMAS”.

Article 3: Registered office

The registered office is set at 54, rue Beaubourg, 75003 Paris.
It may be transferred by an ordinary decision from the Board of Directors.

Article 4: Purpose

- 1) The purpose of this Association is to put in place and manage cinema exhibitor-oriented schemes encouraging the promotion, distribution and programming of European films or audiovisual productions from European countries or European partner countries and, more generally, to implement any initiatives which shall enable them to be more widely shown within the framework of theatrical exhibition. One of the Association’s objectives shall be to bring together companies operating in this sector and support their collaboration through concerted initiatives or international networks.
- 2) In respect of the initiatives which may be implemented by the Association, the following may be chosen, without this list being exhaustive:
 - a) Managing support funds for the circulation in cinemas of films produced in Europe or in partner countries according to guidelines and criteria established to this end.
 - b) Establishing and publishing studies or materials destined to provide filmgoers and professionals with better information.
 - c) Facilitating schemes leading to film education and literacy.
 - d) Invest in relevant collaborative initiatives and training programmes led by network cinemas
 - e) Organising or participating in events to promote films such as festivals, retrospectives and tributes.
 - f) Organising or participating in colloquiums, conferences or workshops attended by professionals.
 - g) Encouraging the use of new technologies facilitating the circulation of films.
 - h) Putting in place networking schemes facilitating the sharing of good practices.
- 3) The implementation of the Association’s objectives may be subject to action plans for which the Board of Directors shall set the guidelines and technical terms and conditions.
- 4) As a priority (but not exclusively) the Association’s work covers all European countries and countries which are partners with Europe, pursuant to concerted initiatives between several territories or carried out with the collaboration of one or several of them. The Association shall endeavour to benefit from national and international resources in order to implement and develop its initiatives.
- 5) To achieve its objectives, the Association may extend its work to include any country, institution or professional organisation outside Europe or the countries involved pursuant to partnerships enabling the circulation of European works and professionals and the strengthening of dialogue between different cultures.
- 6) In general, the actions of the association are based on the concepts of cultural diversity, inclusion, social responsibility, sustainability.

Article 5: General interest

- 1) The aims of the Association are exclusively and directly in the general interest. The Association’s funds, including subsidies, may only be used within the spirit of the Association’s objectives.

- 2) Individuals sitting on the Association's bodies do so in their capacities of physical persons. They do not receive any dividend, nor any other form of allocation, originating from the Association's funds as remuneration for their mandates.
- 3) Conflicts of interest:
All members of any Association body members should declare any personal, professional, financial, or other interests that might influence the outcome of decisions or undermine the reputation of Europa Cinemas. Those in leadership positions in third-party organisations should declare it to ensure there is no conflict of interest. Exclusion from voting in the case of conflict of interest will be decided by the members themselves, or by the Chair and a majority vote of members.
- 4) Breaches of the rules on disclosing conflicts of interest will be referred to the Chair of the Board. The Board will decide whether to take action, up to, and including temporary, or permanent exclusion from the Board.

TITLE II: COMPOSITION

Article 6: Terms and conditions for membership and admission

- 1) Exclusively Individuals (physical persons) working or having worked in the exhibition sector or in a significant capacity in another cinema or audiovisual linked sector in Europe may become members of the Association.
- 2) Should it see fit and serving its purpose, the Association may accept members linked to non-European structures of the sector. Applications shall be sent physically or electronically to the President who will put it on the agenda of the next board-meeting.
- 3) After taking into account the here applying Terms of Reference as defined in the Internal Rules, the Board of Directors decides to either accept or refuse this application. The applicant is informed of the decision by physical or electronic mail.
- 4) Membership takes effect on the date when the agreement is officially communicated by ordinary or digital mail by the Board of Directors to the applicant.

Article 7: Expiry of membership

- 1) Membership expires:
 - a) on the death of the individual member.
 - b) by voluntary resignation
 - c) by not confirming membership commitment as specified in article 8. 4
 - d) by exclusion decided by the General Assembly
- 2) Resignation is subject to physical or digital notice to President of the Board of Directors.
- 3) Exclusion may only be decided on justified grounds, in particular, should a member fail to comply with the Articles of Association, e.g. article 5.3 or with the resolutions and provisions adopted by its bodies or by any actions having harmed the association's reputation.
- 4) The General Assembly decides on the exclusion. The member in question shall be informed of the exclusion decision in physical or digital writing and it takes effect on the date when the notice is sent by the Board of Directors.

Article 8: Members

- 1) The Association is exclusively composed of active members.
- 2) Each member is authorised to be involved in the Association's statements of principle by exercising his/her/their rights to introduce motions, to take part in discussions and to vote at General Assembly Meetings, in accordance with legislation and with the Articles of Association. Each member has one vote and may assign it in physical or electronic writing to another member, who may not hold more than two proxies.
- 3) Should it see fit, the Board of Directors may request the members of the Association to pay a membership fee every year.
- 4) Each member must re-confirm membership commitment in physical or electronic writing together with his/her/their confirmation of attending or not attending the yearly ordinary General Assembly.

- 5) If applicable, in order to vote, members shall be up to date with payable membership fees.

Article 9: The Association's bodies

- 1) The Association's bodies are the General Assembly, the Board of Directors and the Steering Committee.
- 2) The Association's various bodies may invite external experts/consultants to its meetings.
- 3) The Board of Directors may form Special Purpose Committees and groups in order to enable the association to better accomplish the association's purposes.

TITLE III: GENERAL ASSEMBLY

Article 10: General Assembly's responsibilities

- 1) The following tasks are entrusted to the General Assembly:
 - approval of the minutes of the previous meeting
 - approval of the Board of Directors' activities and policy report
 - approval the financial report and the annual accounts
 - voting on the ratification of the discharge of the Board of Directors' and the auditor's duties for the closing financial year.
 - voting on the budget.
 - electing the candidate members to the Board of Directors.
 - discussions and resolutions on any other business on the agenda
 - modification of statutes
 - exclusion of a member
 - dissolution
- 2) General Assembly Meetings have quorum if at least one third of members are present or represented by proxy.
- 3) General Assembly Meetings are chaired by the Association's President or Vice-President. Voting is by a show of hands or by secret ballot or by any other procedure which complies with the legislation applicable to associations. Votes concerning persons are by secret ballot. Resolutions are adopted by absolute majority. Spoilt ballot papers and abstentions are not taken into account. Should the required quorum not be achieved, the President may convene a second General Assembly Meeting within fifteen days at which no quorum shall be required.
- 4) The deliberations and resolutions of the General Assembly are subject to minutes which shall be signed by the Chair of the Meeting.
- 5) Practical feasibility allowing, Members unable to physically attend, may do so by "videoconference". The technical means of this attendance must enable the member choosing to attend this way to fully participate in the meeting.

Article 11: Ordinary General Assembly Meeting

- 1) The Ordinary General Assembly Meeting is held at least once a year in the course of the first 6 months of the year.
- 2) It shall be convened by the President of the Board of Directors at least two weeks in advance, in physical or electronic writing, with the agenda and meeting place being specified. The convening notice shall be sent to the last address which each member had notified to the Association. The agenda is set by the Board of Directors. Only business appearing on the agenda shall be addressed by the Meeting. Exceptionally, the Meeting's Board (*Bureau*) may add one or more points to the agenda at the start of the Meeting.
- 3) Motions put forward by members shall be set forth in writing, with a brief justification, and be received by the President) at least seven days prior to the General Assembly Meeting. The President decides whether or not to add the motions received by it within the lead-time provided for to the agenda. It shall add any motion supported by at least a third of the Association's members to the agenda.

Article 12: Extraordinary General Assembly Meeting

- 1) The President of the Board of Directors convenes an Extraordinary General Assembly Meeting if such is dictated in the interests of the Association or if two-fifths of all members or the Managing Director/Chief

Executive Officer (CEO) make a written request in this respect to the Board of Directors, specifying the reasons and the aims of such a Meeting.

- 2) The General Assembly Meeting duly requested according to the above mentioned conditions (article 12.1) shall be convened four weeks at the latest following receipt of the request by the Board of Directors. All the Association's members shall receive a physically or digitally written convening notice, together with the agenda, at least two weeks prior to the Meeting date.
- 3) Resolutions concerning changes to the Articles of Association and the voluntary dissolution of the Association are adopted at an Extraordinary General Assembly Meeting convened specifically for this purpose by the President. The majority of members of the Association shall be present or represented. Resolutions shall be adopted by a majority of two thirds of members present or voting by proxy in proper and due form.
- 4) As regards the Association's dissolution, if quorum is not achieved in accordance with point 3, a new General Assembly Meeting with the same agenda shall be convened within four weeks as from the date of the previous Assembly Meeting. This new Assembly Meeting may only be held two months, at the earliest, and four months, as the latest, following the previous Assembly Meeting. The convening notice for this new Assembly Meeting shall mention the terms and conditions for resolutions. Regardless of the number of members present, the General Assembly Meeting shall have quorum ; with voting being at a two-thirds' majority.
- 5) Moreover, the provisions concerning Ordinary General Assembly Meetings are also applicable to Extraordinary General Assembly Meetings.

TITLE IV: BOARD OF DIRECTORS

Article 13: Duties and appointment of the Board of Directors

- 1) The Board of Directors decides on the Association's policy. It meets at least thrice a year according to convocation rules to be defined in the Internal Rules.
- 2) Members of the Board of Directors are appointed for a three-year term of office as from the date when they are appointed, or their co-option confirmed by the General Assembly. Each member can serve a maximum of three terms. A Director still in office at the date of approval of the present Articles of Association can only be re-elected twice, the running term of office being considered as the first of the three possible.
- 3) The Board of Directors has at least seven, and a maximum of fifteen members. No more than two members of the Board of Directors can come from the same country. If applying, country being defined by location of their main professional activity. Applications shall be sent in writing to the President at least one month prior to the General Assembly Meeting. Appointments are made by show of hands or, if requested by one member of the board, by secret ballot, with a single-round majority vote, by a majority of those present or represented.
- 4) A Director who is absent without reasonable explanation for three consecutive meetings may be removed from the Board by a majority vote of Board members.
- 5) According to terms of the Internal Rules, the Board of Directors, choosing amongst its members, appoints the President, one or two Vice-Presidents, a Secretary and a Treasurer. The CEO ("Directeur Général" in French!) has a consultative role on the Board of Directors.
- 6) Decisions of the Board of Directors are made by any means in accordance with legislation by the majority of members present or represented. Each Director has one vote and may assign it in writing to another Director, who may not hold more than one proxy. In the event of a hung vote, the President shall have the casting vote.
- 7) The President represents the Association for all civil matters. When instituting or defending proceedings, he may only act with the Board's authorisation, unless there is an emergency. The Chairman may grant written delegations of authority either to the CEO, or to members of the Steering Committee, or to other members of the Board of Directors. However, when he is representing the Association at legal proceedings, no delegation shall be allowed except to the Vice-President.

Article 14: Internal Rules and Terms of Reference

The Board of Directors draws up Internal Rules. The purpose of these regulations is to set forth the guidelines and technical terms and conditions enabling the Association's objectives to be achieved. They also define the terms of reference and the rules for diversity and inclusion for membership to the association and for its different bodies. The Internal Rules may evolve overtime.

TITLE V: STEERING COMMITTEE

Article 15:

- 1) The Steering Committee is appointed by the Board of Directors and may be composed of seven members, including the President, Vice-President(s), Secretary and Treasurer. At least five shall be members of the Board of Directors. The sixth member shall be the CEO who is also responsible for its coordination. The seventh member may be an external chosen as consultant by the Committee. There shall be a maximum of two members of the Steering Committee with the same nationality (defined by nationality of their main activity).
- 2) The Steering Committee submits policy and strategy proposals to the Board of Directors and is responsible for following and monitoring the implementation of the Association's policy as determined by the Board of Directors. It may also be empowered by the Board of Directors to carry out all work for which it is not expressly responsible.
- 3) Quorum for Steering Committee meetings is achieved when at least four of its members are present, at least two of whom are members of the Board of Directors, when all the members have been invited to attend in accordance with the Internal Regulations. Invitations to members are sent by any suitable means, at the initiative of the President, the CEO or at least two of its members.
- 4) The Steering Committee makes its decisions by a majority of present or represented members. In the event of a hung vote, the President shall have the casting vote.

TITLE VI: STAFF, RESOURCES AND MEANS

Article 16:

The Association may hire salaried staff, in particular, a Managing Director or Chief Executive Officer who shall be appointed by the President after consultation with the Board of Directors. The rules of recruitment, appointments and operation will be defined in the Internal Rules. Under a contract, the CEO may be entrusted with a comprehensive delegation of authority concerning the Association's functioning and its external representation.

Article 17:

The Association's resources are composed of:

- membership fees from association members.
- receivables from the association's services to third parties public or private subsidies.
- donations and legacies which may be made/bequeathed to it
- any other resource that may be received by the association, in accordance with the legal texts applicable to associations governed by the law of July 1, 1901.

Article 18:

Accounts shall be kept in accordance with the accounting plan in force. They shall be audited by a "commissaire aux comptes" appointed by the General Assembly.

Article 19: French version

Only the French version of the Articles of Association shall be deemed authentic. In addition, effective French legislation remains applicable.