

European Coordination of Independent Producers

Coordination Européenne des Producteurs Indépendants

Association declared under the Act of 1st July 1901;

Established in Cannes on 21st April 1990 and re-established by unanimous decision of the CEPI General Assembly in Brussels on 29th November 2002.

The modification of the registered seat of the Association and the creation of a centre of operations were approved by the General Assembly in Cannes on the 8th April 2014.

The statutes were updated and approved by the General Assembly in Dublin on the 8th November 2018.

Preamble:

The co-signatories of these statutes, and any other organisation requesting and being granted membership, agree to form an international association under French Law, declared under the Law of 1st July 1901 and the decree of 16th August 1901. The association will be known as the “Coordination of European Independent Producers” or by the acronym “CEPI” (hereafter referred to as “the Association”).

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Article 1: Name and location of the Association

- 1.1 The Association will be known as the “European Coordination of Independent Producers”, or by the acronym “CEPI”, and hereafter in these statutes as “the Association”.
- 1.2 The registered seat of the Association is in France, and the Association is subject to French law in all legal matters.
- 1.3 The registered seat of the Association is located at: 5, rue Cernuschi, 75017, Paris, France.
- 1.4 The Association has a centre of operations located at: Avenue des Arts 43, 1040, Brussels, Belgium.

Article 2: Objectives

- 2.1 The activities of the Association are not designed to achieve a profit.
- 2.2 The Association aims to bring together national groups of independent¹ producers of audio-visual works² regardless of their corporate form, (hereafter referred to as 'Producers') in order to:
 - a) Represent audio-visual production (hereafter referred to as 'production') at the European level, protect its interests and support its development;
 - b) Promote the development of production through information sharing and regular dialogue;
 - c) Develop common policies in the context of the EU legal framework;
 - d) Formulate the concerns of European audio-visual production especially when dealing with the European Commission;
 - e) Jointly examine and contribute to all issues related to the European Commission when the interests of the European audio-visual production profession are affected; and
 - f) Share information in order to face national challenges when the interests of the European audio-visual production profession are affected, whether these challenges are economic, legal or technical.

Article 3: Membership

- 3.1 The Association consists of full and associate members.
- 3.2 Full members shall be considered as national Associations from European countries that represent the interests of independent producers of audio-visual works as stated in the footnote to art. 2.2.

¹ Independent production is considered as not controlled, de facto or de jure, by a broadcaster and which can therefore maintain managerial independence and freedom to dispose of its production or which is recognised as an independent by the national Associations represented.

² Audiovisual works are cinematographic works, documentaries, television films, TV documentaries, TV entertainment programmes and formats. Commissioned films like image films, educational films, advertising films, commercials and the like are excluded from representation by the Association.

The full membership is strictly limited to three national Associations per country. Any further membership application in excess of three Members from the same country will automatically be considered for “associate membership” in accordance with art. 3.3 and 5.3.

The Board shall decide on the admission of full members with a two thirds majority. This decision can be subject to appeal by CEPI members within a time frame of 6 weeks after the decision is announced. In this case, the General Assembly decides on the membership.

3.3 Associate members are Associations or companies which do not fulfil the requirements of 2.2 and 3.2 but who do represent the interests of independent producers of audio-visual works. Regarding the procedure for admission, Art 3.2 shall apply.

Article 4: Expired Membership

4.1 Membership expires through withdrawal, the loss of legal identity of the member or expulsion by the Board.

4.2 Withdrawal may happen at any time, without any prior notice, but is subject to the payment of the membership fees for the current year and/or previous years that are outstanding.

4.3 Members who are behind with payments despite having received written reminders may be expelled by the Board if the member’s payments are at least one year overdue. The obligation to pay the due membership fees remains unaffected by this decision.

Article 5: Rights and obligations of members

5.1 Members are entitled to participate in all events of the Association – in particular the General Assembly - and to submit written requests.

5.2 Full members have active and passive voting rights as well as a seat and vote in the General Assembly. Every full member has the right to delegate one representative to attend the General Assembly.

5.3 Associate members have a seat in the General Assembly, but no active or passive voting rights. Every Associate member has the right to delegate one representative each with an advisory vote to attend the General Assembly.

5.4 Members have the obligation to support the aims of the Association to the best of their endeavours and to promote the interests of the Association.

5.5 At the General Assembly, every member shall be entitled to demand all information regarding the activity and the financial conduct of the Association.

5.6 All members have the obligation to pay the membership fees in a timely manner.

Article 6: Bodies

The bodies of the organisation are:

- a) General Assembly
- b) Board
- c) President
- d) Treasurer
- e) General Secretariat

Article 7: General Assembly

7.1 The General Assembly shall meet as required, however at least once a year upon convocation by the Board.

7.2 An extraordinary General Assembly shall be convened if it is requested by no fewer than two members stating the reason by written petition.

7.3 The invitation to the annual General Assembly shall be issued in a timely manner within a reasonable period prior to the meeting. The provisional agenda must be circulated at least one month before the scheduled date. The invitation shall be sent by written notice or by email.

7.4.4 The General Assembly constitutes a quorum if all members have been invited and if at least half of the members are present (personally or by transferred voting right). Each Full member is entitled to one vote at the General Assembly, except when more than one national association representing the same country are Full members of the Association. Voting rights per country must be strictly equal. Should more than one national association be present in a country as a Full member, that country will have been allotted more than one vote. To maintain equal voting, all other countries will gain the same amount of votes as that country where more than one vote is allotted. Voting rights may be transferred to another Full member by way of written authorisation. Where a vote is taken, a member of the Board may act on behalf of not more than one other Full member.

7.5 Resolutions by the General Assembly are passed with a simple majority of votes.

7.6 Resolutions to dissolve the Association, resolutions decided by email, the adoption of amendments of the statutes and significant changes to the structure of the membership fees require a two thirds majority.

7.7 In urgent matters the Board is authorised to initiate a resolution through email correspondence. Resolutions initiated in this way require a two thirds majority of votes.

7.8 Meetings shall be conducted in English.

Article 8: Responsibility of the General Assembly

The responsibilities of the General Assembly particularly include:

8.1 The election of the President and the Board.

- 8.2 The admission of members in accordance with Art. 3.2 and 3.3.
- 8.3 The approval of the annual accounts.
- 8.4 The adoption of the preliminary budget.
- 8.5 The determination of the membership fee.
- 8.6 The discharge of the Board and the General Secretariat.
- 8.7 The adoption of amendments concerning the statutes.
- 8.8 The dissolution of the Association and the disposal of the Association's assets following the dissolution.
- 8.9 The consulting and passing of resolutions regarding the strategic alignment of the Association.

Article 9: Board

- 9.1 The Board shall consist of a President and a minimum of four and a maximum of six Vice-presidents, each from different country.

In accordance with this, it should be noted that:

- i. Vice-presidents must be established in different countries and yet the President could come from the same country as a Vice-president; if the President and one of the Vice-presidents represent national associations from the same country, the President has no voting rights in the Board.
- ii. It is an aim of the Association that the composition of the Board represents diverse characteristics.

- 9.2 The Board can co-opt Members¹ in order to participate to Board meetings. Co-opted members have no voting rights. Members should be co-opted where their field of expertise and knowledge of specific policy and legislative dossiers of relevance at the national/European level are useful to the Board. Members have to be informed of co-opted members invited in Board meetings.

Co-opted Members have to respect confidentiality of Board debates. They are co-opted Board members, but they aren't Vice-Presidents.

- 9.3 The Board is elected for a term of two years by the General Assembly. The members are re-electable. All co-opted Board Members co-option will expire not later than the term of the Board which they have been co-opted.
- 9.4 The Board constitutes a quorum if all members of the Board have been invited and if at least half of its Vice-Presidents are present. The Board's decisions are taken with a simple majority vote.

³ Members are considered as Full and Associate Members, in accordance with art 3.1

Where a vote is tied, the vote cast by the President shall decide the issue, except if the President has no voting rights (article 9.1, i).

9.5 Voting rights may be transferred to another Board member by way of written authorisation. Where a vote is taken, a member of the Board may act on behalf of not more than one other Board member.

9.6 The function of the Board shall end with the end of the function period, the exclusion of individual members of the Board or the Board as a whole, or with the resignation of its members.

9.7 Board meetings shall be convened on behalf of the President by the Secretariat and shall be convened if the President or other Board members deem it to be appropriate and necessary.

Article 10: Responsibility of the Board

The Board is responsible for managing the Association. In particular, its responsibilities include the following:

10.1 Reviewing the annual financial statements and preparing the annual report for the decisions of the General Assembly.

10.2 Informing the members of the Association about activities and financial management.

10.3 The management of the Association in accordance with the strategic resolutions of the General Assembly.

10.4 The preparation and convocation of the General Assembly.

10.5 The preparation of the clearance of accounts and the estimated budget.

10.6 The admission and expulsion of members in accordance with Art. 3.2 , Art. 3.3. and Art. 4.3

10.7 The election of the Treasurer.

10.8 The management and supervision of the General Secretariat.

Article 11: President

11.1 The President of the Board chairs the meetings of the Board and the General Assembly.

11.2 The President of the Board is elected for two years by the General Assembly. This election takes place before the election of Vice-Presidents.

11.3 The President of the Board is the chief signatory and the main representative in the majority of most important events and policy debates.

11.4 If the President of the Board is unavailable for any reason he/she shall be represented by a Vice-President.

Article 12: Treasurer

- 12.1 The Treasurer is elected by the Board from among its members for a period of two years.
- 12.2 The Treasurer prepares and presents the accounts to the General Assembly.

Article 13: General Secretariat

- 13.1 The General Secretariat of the Association manages the affairs of the Association in accordance with the instructions of the Board.
- 13.2 A General Secretary shall be appointed for this management.
- 13.3 The General Secretary manages the operational affairs of the Association based on instructions from the Board and is accountable to the Board.
- 13.4 The General Secretariat has its centre of operations in Brussels.

Article 14: Dissolution

- 1. The dissolution of the Association shall require a General Assembly specifically convened for this purpose and a two thirds majority of the valid votes cast.
- 2. In the event that the General Assembly does not decide on a disposal of Association's assets in accordance with the purpose of the Association, the Association assets shall be reimbursed to the member organisations in proportion to the amount of the membership fees.