

Association des Cinémathèques Européennes (ACE) Statutes

Publication in "Moniteur Belge" (Belgian Law Gazette)

Association register entry number: 0475.110.354

Name: Association des Cinémathèques Européennes

Legal form: Non-profit organisation

Subject of entry – Transfer of registered office

On 4 July 2006 the General Assembly of ACE in Bologna has confirmed the transfer of the registered office to 1000 Brussels, rue Ravenstein 3 and the following changes of the statutes. The following members

La Cinémathèque Royale de Belgique, rue Ravenstein 3, 1000 Brussels, Belgium, Belgian public benefit association, represented by Gabrielle Claes, Conservator;

La Cinemateca Portuguesa – Museo do Cinema, rua Barata Salgueiro 39, 1269-059 Lisbon, Portugal, legal person under public law (of Portuguese nationality), represented by Joao Bénard da Costa, President;

La Cineteca del Comune di Bologna, Via Riva Reno 72, 20122 Bologna, Italy, communal institution of Italian nationality, represented by Gian Luca Farinelli, Director;

Det Danske Filminstitut, Gothersgade 55, 1123 Copenhagen, Denmark, governmental organisation of Danish nationality, represented by Dan Nissen, Director;

Deutsches Filminstitut – DIF e. V., Schaumainkai 41, 60596 Frankfurt am Main, Germany, association of German nationality, represented by Claudia Dillmann-Kühn, Director;

La Filmoteca Española, Carretera Dehesa de la Villa s/n, 28040 Madrid, Spain; governmental organisation of Spanish nationality, represented by José Maria Prado, Director;

Narodní Filmový Archiv, Malešická 12, 13000 Prague, Czech Republic, governmental organisation of Czech nationality, represented by Vladimír Opěla, Director

constitute a non-profit association which is subject to the following statutes and the law of 27 June 1921, which acknowledges non-profit associations and public benefit associations as legal persons (Moniteur Belge, 1 July 1921).

Part One – General Provisions

Art. 1 Name

The Association carries the name “Association des Cinémathèques Européennes”, abbreviated A.C.E. (“Association” in the following).

Art. 2 Registered Address

The registered address of the Association is Hôtel de Clèves, rue Ravenstein 3, 1000 Brussels, Belgium. The place of jurisdiction shall be Brussels.

Art. 3 Aims

The Association, which consists of various European film archives and is an associate member of FIAF (= Fédération Internationale des Archives du Film/ International Federation of Film Archives), aims at preserving and promoting European film heritage and enhancing cooperation between its members.

The following missions are incumbent on the Association:

- a) to support the general conservation and restoration of European film heritage;
- b) to search for missing films worldwide;
- c) to catalogue the film heritage of Europe;
- d) to enhance the knowledge of the respective holdings (archive catalogues) by establishing and developing databases for members;
- e) to support the public access to film heritage secured and restored, if necessary, by the members;
- f) to raise awareness of the different legal contexts which apply to the operations of film archives and to propose corresponding protective measures on the national and European level;
- g) to support education and training in all task areas of film archives;
- h) to support cooperation between members in all task areas;
- i) to support the art and culture of film;
- j) to support cooperation with other international institutions, in particular FIAF and any other institutions active in Europe.

The Association organises or takes part in the organisation of exhibitions, meetings, colloquia or conferences, publishes or takes part in the publication and distribution of information, taking into account any means which serve to improve the awareness of European film heritage.

The Association is entitled to form agreements with all European institutions, with all European

member states, with natural and legal persons, and any other non-profit organisation. It may also form a syndicate with other associations, organisations, groups, institutions, natural or legal persons, which pursue comparable or similar aims or pursue this aim by definition.

The Association is entitled to take all actions directly or indirectly concerned with its aims or supporting its aims.

PART TWO - Members

Art. 4 Becoming a member

The total number of members shall not be less than three.

All current and future film archives of a European country may apply for membership, under the precondition that they are members of FIAF (= Fédération Internationale des Archives du Film/ International Federation of Film Archives) before they are admitted to join the Association.

To receive membership status, potential members must be nominated by at least two other members and have received admission to join the Association by decision of the Executive Committee; they are furthermore required to have paid their annual membership fee.

Art. 5 Rights of members

Members have the right

a) to attend and participate in the General Assembly;

to take part in the activities of the Association;

to elect and be elected into the Executive Committee;

to request an exceptional General Assembly to be convened, according to the requirements regulated under Art. 12, Section 2.

Art. 6 Resignation

Members may leave the Association at any time, by informing the Executive Committee of their resignation in writing.

Art. 7 Expulsion

The expulsion of a member shall be decided exclusively by the General Assembly with a two-thirds majority of attending votes. The expelled member shall have no claims on the Social Fund and is not entitled to repayment of membership fees.

A member may be expelled under the following circumstances:

a) if the member fails to pay the annual membership fee;

- b)if the member brings the Association into discredit or threatens its normal operation;
- c)in case of a serious violation of the regulations of the Association.

Art. 8 Suspension

The Executive Committee may, on exception and in case of an emergency, suspend a member guilty of serious infringements against the statutes until the final decision of the General Assembly.

Art. 9 Fees

Members are required to pay an annual membership fee determined by the General Assembly.

The annual membership fee shall not exceed a sum of 2000 Euro.

PART THREE – General Assembly

Art. 10 Composition

The General Assembly is composed of all members.

Art. 11 Powers

The General Assembly is the highest organ of the Association. It holds powers which are granted specifically by law and the statutes at hand.

It is responsible for the following in particular:

- a)change of statutes;
- b)appointment and dismissal of members of the Executive Committee;
- c)approval of budget and annual financial statement;
- voluntary dissolution of the Association;
- dismissal of members.

Art 12. Meeting of the General Assembly

Each year at least one General Assembly shall be convened in the second quarter.

An extraordinary General Assembly may be convened at any time by decision of the Executive Committee or on request of one fifth of the members. The written request shall be submitted to the President.

Art. 13 Convocation

Members shall receive notice by the Executive Committee via letter 20 days prior to the meeting. The letter shall contain information on the agenda, the date, time and place of the General Assembly.

With the exception of the situations stated under Art. 8, 12, and 20 of the law of 27 June 1921, the General Assembly may form decisions with simple majority, even if these are not included in the agenda.

Art. 14 Attendance and representation

Each member has the right to attend the General Assembly.

Each member (legal person) is required to inform the President in advance via written notice about the identity of the natural person that will represent them.

The members have the right to be represented by other members. No member shall be authorised to hold more than two proxies.

Only if otherwise regulated by law, the General Assembly may only take place if at least half of the members of the Association are in attendance.

If this should not be the case, and subject to the situations stated in Art. 28 of the present statutes, the General Assembly may start an hour late, regardless of the number of members in attendance, under the condition that this possibility was clearly expressed in the written notice announcing the General Assembly.

Art. 15 Presidency

The President presides over the General Assembly. In case of the President being prevented from attending, the Secretary or a member of the Executive Committee, appointed for this purpose by the Executive Committee, will preside over the General Assembly.

Art. 16 Votes

Each member has one vote. Decisions are made by simple majority of attending or represented votes, with the exception of cases where law or the present statutes regulate otherwise.

In the case of an equal number of votes, the vote of the President, or, if applicable, of the Secretary or the member of the Executive Committee representing the President, shall decide.

Art. 17 Proceedings

Resolutions of the Executive Committee are recorded in writing and entered into a special register at the head office of the Association.

Each member or third parties with a legitimate interest may request extracts from the register.

PART FOUR – Administration, Daily Operations

Art. 18 Executive Committee

The Association is administered by an Executive Committee consisting of an odd number of between five to thirteen members.

The members of the Executive Committee are elected by the attendants of the General Assembly for a two year term and may be dismissed by the General Assembly at any time. Outgoing members of the Executive Committee may be re-elected.

The Executive Committee is elected by ballot.

President, Secretary and Treasurer are elected from the Executive Committee for a two year term and may be dismissed by the Executive Committee at any time. Outgoing office holders may be re-elected.

Elections are held by ballot.

If the position of President, Secretary or Treasurer should become vacant for whatever reason, their functions will be performed by a member of the Association appointed by the Executive Committee.

Art. 19 Positions

If the President is prevented from attending, the Secretary or some other member appointed by the Executive Committee shall take the position of the President.

The position of a member of the Executive Committee is voluntary, unless the General Assembly decides otherwise. The latter also decides on eventual representation allowances or travel expenses for members of the Executive Committee.

Art. 20 Powers

The Executive Committee has far reaching powers concerning the administration and management of the Association. Its powers are executed collectively.

Only those powers which are subject to the law, or which are reserved for the General Assembly by the statutes fall outside the responsibility of the Executive Committee. The Executive Committee may, without this being an exhaustive list, represent the Association in all legal and non-legal proceedings, present bylaws, take all actions and sign contracts and reach settlements, purchase, sell, mortgage, lend all movable and immovable assets, except bequests, subsidies, donations and transfers of any kind, relinquish all rights, transfer all powers to attorneys of their choice – members or not.

The Executive Committee may also receive funding and assets of all kinds, withdraw deposited funds and assets, open any kind of account with banks and postal banks, carry out any kind of transaction via these accounts, rent safe deposit boxes, pay any kind of moneys owed by the Association, relinquish all contractual rights and rights in rem as well as all valuable and personal guarantees,

cancel, transfer, distraint primarily land registrations and mortgages, have judgements enforced and reach settlements.

The Executive Committee appoints, by itself or via a representative, all actors, employees and staff members of the Association and also dismisses them. It specifies their tasks and payment.

The Association is represented by the Executive Committee in all legal proceedings.

Art. 21 Responsibilities of the Association

All activities of the Association with the exception of daily operations shall be signed by two members of the Executive Committee, one of whom shall be the President.

They do not need to justify themselves to third parties.

For all activities that are concerned with daily operations, the signature of a single member of the Executive Committee shall be sufficient.

Art. 22 Responsibilities of the Executive Committee

The members of the Executive Committee are not taking any personal responsibility based on their position and are only responsible for the execution of their mandate.

Art. 23 Meetings

The Executive Committee meets at least twice annually and whenever at least a third of its members request a meeting. A written request shall be submitted to the President. An Executive Committee meeting will take place eight days after the President has received said written request at the earliest. The Executive Committee meets if called by the President or the Secretary General.

Each member of the Executive Committee may authorise another member of the Executive Committee to represent them.

Each member shall not hold more than two proxies.

Art. 24 Votes

Votes require an absolute majority. In case of an equal number of votes, the vote of the President or, in case of the President being prevented from attending, the vote of the member of the Executive Committee representing the President, shall decide.

Art. 25 Proceedings

Resolutions of the Executive Committee are recorded in writing and entered into a special register at the head office of the Association.

PART FIVE – Various Regulations

Art. 26 Funding

The funding of the Association is mainly secured by the annual membership fees, as well as subsidies, gifts and donations.

On proposal of the Executive Committee and with its approval, a General Assembly convened for this particular purpose may decide that members are required to pay additional fees to cover additional expenses, required that the maximum sum stated in Article 9 is not exceeded.

Art. 27 Financial year

The financial year starts 1 January and ends 31 December.

Accounts of the last financial year and the budget of the coming year shall be submitted for the vote of the General Assembly.

Art. 28 Change of statutes and dissolution of the Association

According to Art. 8 and 20 of the law of 27 June 1921, the General Assembly shall only decide on the dissolution of the Association or a change of statutes if it constitutes a quorum. If less than two thirds of the members are in attendance, a second meeting shall be convened two weeks after the first meeting, according to Art. 8, Section 3 and Art. 20, Section 1 of the law of 27 June 1921. The second meeting shall constitute a quorum, regardless of the number of members in attendance, under the provision that this possibility was explicitly mentioned in the notice announcing the meeting.

Any change of statutes shall be published in the month of the decision in the “Moniteur belge”. This is also required for the appointment, dismissal or recall of a member of the Executive Committee.

In case of a dissolution of the Association the General Assembly will appoint the liquidator or liquidators and determine their powers, and, if necessary, specify their payment. The General Assembly decides for which purpose the net assets the Association will be used.

In any case the net assets will be transferred to a non-profit organisation or foundation pursuing similar goals.

Art. 29 Bylaws

The Executive Committee may propose bylaws to the General Assembly. The General Assembly may decide on the change of the bylaws with a simple majority of attending and represented members.