

## **STATUTES of the Federation of Screenwriters in Europe aisbl n°0478454478**

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## **I. Name, registered office, aims and activities**

### **1) Name**

a) The name of the association is "**Federation of Screenwriters in Europe**", abbreviated to "**FSE**". In French the association is called "**Fédération des Scénaristes d'Europe**". The association is hereinafter referred to as "the FSE".

b) The FSE is an international non-profit association under Belgian law (AISBL). It is governed by the provisions of the "Code des Sociétés et des Associations" (CSA), and in particular by Book 10 of this Code.

c) The FSE has been established for an indefinite period.

### **2) Registered office**

a) The registered office of the FSE is located in Belgium, in the Brussels-Capital Region.

b) The registered office may be transferred to another location in the same Region by simple decision of the Executive Committee.

c) In the event of the transfer of the registered office to another Region entailing the amendment of the language of the Statutes, only the General Assembly has the power to take such a decision, subject to compliance with the rules laid down for the amendment of the Statutes.

d) The Executive Committee may decide at any time to establish branches of the FSE in other European countries.

### **3) Aims**

The FSE has a disinterested aim of international utility:

- a) The defence of freedom of expression and artistic creation, in particular within the audiovisual field.
- b) The defence and protection of cultural diversity and of equality and inclusion, in particular in the audiovisual field.
- c) The promotion of screenwriters' work.
- d) The defence and protection of the moral and pecuniary rights and interests of screenwriters, acting in all sectors of the audiovisual field.
- e) The harmonisation of Intellectual Property legislation at European level and within the member states of the European Union on the most favorable terms for screenwriters.
- f) The development of cooperative networks with natural or legal entities, of private or public nature, which develop similar activities in the audiovisual field.
- g) The support of its members' demands for the defence of their interests in their respective countries or regions.

#### **4) Activities**

In order to achieve its disinterested aim, the FSE develops the following activities, both in Belgium and abroad, on its own behalf or on behalf of its members, without this list being exhaustive:

- information, advice and support for its members and emerging screenwriters' organisations ;
- lobbying the European institutions and all other relevant European and international organisations;
- regular dialogue and collaboration with other organisations at European and international level;
- organising events (meetings, conferences, seminars, working groups, etc);
- drafting legal, policy and information documents;
- carrying out studies and producing publications and various communication media;
- promoting the exchange of information between its members.

In general, the FSE may develop any activity which directly or indirectly promotes its aims or the interests of its members.

## **II. The Members**

### **1) Categories of members**

Members are divided into three categories: Full Members, Candidate Members and Partner Members.

#### **a) Full Members**

Full Members are screenwriters' organisations which negotiate contractual terms or minimum remuneration on behalf of their members, or aspire to do so, and whose principal functions are not those of a Collective Management Organisation.

Full Members must be established in a European country and founded in accordance with the legislation of their country of origin and its implementing rules.

Full Members must accept and share the aims of the FSE and undertake to comply with these Statutes and the Internal Rules.

Full Members may take part in all FSE activities and General Assemblies. They have the right to vote and their members may stand as candidates for the seats to be filled on the Executive Committee.

#### **b) Candidate Members**

Candidate Members are screenwriters' organisations established in a European country which aspire to meet the criteria for full membership and submit an application for membership to that end.

Candidate Members have the same rights and duties as Full Members under these Statutes and may participate in all FSE activities and General Assemblies. However, they do not have the right to vote and their members may not stand as candidates for the seats to be filled on the Executive Committee.

Organisations may only be Candidate Members for a maximum of three years. After three years, they must withdraw or submit an application to become a Full Member at the next General Assembly.

### c) Partner Members

Partner Members are regional, national or international organisations which generally share the aims of the FSE and wish to be generally associated with the work of the FSE.

Organisations which, in the opinion of the Executive Committee, could be Full Members or Candidate Members, or organisations which would associate themselves with the FSE for small projects and not in a general way, may not become Partner Members.

Partner Members do not take part in the General Assembly, do not have voting rights and their members cannot stand as candidates for the seats to be filled on the Executive Committee. They may, however, be invited to take part in certain FSE activities by decision of the Executive Committee.

Members join the FSE for a renewable period of three years. However, this period of membership may be different, on a proposal from the Executive Committee and in accordance with the rules for new members.

### **2) Membership of new members**

a) All applications for Full membership must be addressed to the President of the FSE, who will bring the application to the attention of the next General Assembly. The applicant member becomes a Full Member as soon as the General Assembly accepts the application.

b) Any application for Candidate Membership must be addressed to the President of the FSE and may be accepted by the Executive Committee, which will then bring the application to the attention of the next General Assembly for confirmation or rejection.

c) If an application for membership comes from a country already represented by another Full Member organisation, the latter will have the opportunity to give its opinion in writing on the application to the Executive Committee before a decision is taken. However, this opinion is advisory only.

d) Any application for membership as a Partner Member must be addressed to the President of the FSE and may be accepted by the Executive Committee, which will then bring the application to the attention of the next General Assembly for confirmation or rejection.

### **3) Resignation or exclusion of members**

a) Members of any category are free to resign from the FSE at any time, provided they submit their resignation in writing by letter or email to the Executive Committee. Membership of the FSE shall cease upon receipt of the letter. They may not claim reimbursement of their annual membership fee.

b) A member who fails to pay the agreed annual subscription within three months of receipt of a written reminder, or within the first three months of the following financial year, shall be deemed to have resigned.

c) Members are required to comply with these Statutes, the law, the Internal Rules and the decisions of the General Assembly. Any member who infringes these rules and decisions or who, in general, commits a serious offence against the FSE, its members or the rights and interests it defends, may be expelled by the General Assembly on the proposal of the Executive Committee. The Executive Committee may decide to suspend the offending member's rights pending the decision of the General Assembly.

- d) The Executive Committee shall inform the member concerned of its intention in writing and the member shall have the right to defend himself before the General Assembly.
- e) A proposal for an exclusion of a member must be mentioned in the notice of meeting sent to members.
- f) Members who are deemed to have resigned or who have been expelled shall have no claim on the funds of the FSE and, unless otherwise decided by the General Assembly, may no longer use the services of the FSE. Resigning or expelled members may not claim any statement of account, escrow account or inventory, nor the reimbursement of fees paid, nor the return of their contribution.

#### **4) Membership fees**

- a) Full Members pay an annual membership fee, the exact amount of which is determined by the Executive Committee.
- b) The Executive Committee establishes the amount of the annual fees according to criteria approved by the General Assembly, upon a proposal from the Executive Committee.
- c) If several members are established in the same country, each member pays its own membership fee.
- d) Candidate Members pay an annual membership fee as defined by the Executive Committee.
- e) Partner Members shall pay an annual membership fee determined by agreement between the Executive Committee and the partner member, for a period of three years, unless the Executive Committee agrees to a different membership period.
- f) The FSE may freely receive any public or private donation or financial aid, provided that such donation or aid in no way influences the FSE or hinders its independence. The Executive Committee shall take the decision to accept or reject any such donation or financial aid.

### **III. The General Assembly**

#### **1) Composition of the General Assembly**

The General Assembly is made up of Full Members. Candidate Members are invited to attend under the conditions detailed in these Statutes.

#### **2) Powers of the General Assembly**

- a) The General Assembly has the powers expressly granted to it by law or by these Statutes.

In particular, it is responsible for :

- amending the Statutes
- the appointment and dismissal of members of the Executive Committee
- granting discharge to members of the Executive Committee
- approving budgets and accounts

- voluntary dissolution of the Association
- excluding a member
- the conversion of the association into another status
- all other cases where required by law or the Statutes.

b) In all cases, the agenda for an ordinary General Assembly must include at least the following items:

- the minutes of the previous meeting
- a report by the Executive Committee on its activities between ordinary General Assemblies,
- a financial report, incorporating budget and accounts.

c) Any proposal signed by 1/5 of the Full Members must be included on the agenda.

d) Extraordinary General Assemblies may only deal with items for which they have been convened.

e) Any powers not conferred on the General Assembly by the law and these Statutes shall be vested in the Executive Committee.

### **3) Convening and procedure**

a) The General Assembly must be convened at least once a year. No period of more than eighteen months may elapse between two General Assemblies.

b) The date, time, place and agenda of the General Assembly shall be determined by the Executive Committee.

c) The Ordinary General Assembly is convened by the President, acting with the consent of the Executive Committee. Notice of the General Assembly, including the agenda, must be sent to all Full Members and subscribers at least six weeks before the meeting in the case of a face-to-face General Assembly, and three weeks in the case of a virtual General Assembly.

d) The notice of meeting is sent by letter, e-mail or any other means of communication.

e) An Extraordinary General Assembly may be called by the President, with the agreement of the Executive Committee, under the same conditions as for a General Assembly.

f) An Extraordinary General Assembly shall be convened by the Executive Committee upon a request signed by at least one third of the Full Members.

g) The arrangements for an Extraordinary General Assembly, including voting procedures, shall be the same as those for an Ordinary General Assembly.

h) The FSE may hold a General Assembly or an Extraordinary General Assembly virtually by electronic means, under the conditions specified in the law.

i) With the exception of decisions concerning the amendment of the Statutes, all decisions falling within the powers of the General Assembly may be taken by the members, in writing and unanimously, under the conditions specified in the law.

j) All Ordinary and Extraordinary General Assemblies shall be chaired by the President of the FSE. If the President is unable to perform their duties, they will be replaced, in order of priority, by 1) the Vice-President, 2) the Secretary of the Executive Committee, 3) the Treasurer of the Executive Committee, 4) by a

representative of a Full Member present at the General Assembly and elected by the General Assembly to assume this function.

k) The officers of the General Assembly shall be the President of the FSE or their deputy. The President or their deputy may appoint a secretary for the meeting. The President may propose that the General Assembly appoint one or two scrutineers.

#### **4) Decisions**

a) All Full and Candidate Members of the FSE have the right to attend all Ordinary and Extraordinary General Assemblies, but only Full Members have the right to vote.

b) Full Members who are not up to date with payment of their annual subscription at the date of the General Assembly shall not be entitled to vote.

c) Save in the exceptional cases provided for in these Statutes, resolutions proposed at the General Assembly shall only be accepted if they obtain a simple majority of the votes of the Full Members present or represented, and provided that at least two thirds of the Full Members of the FSE are present or represented, with no account taken of abstentions in the numerator or denominator.

d) Full Members shall be represented by proxy in accordance with the rules laid down by the Full Member in question. A Full Member may be represented by the representative of another Full Member. A representative may not hold more than one proxy.

e) Each Full Member has two votes, except where several Full Members originate from the same country. If two Full Members are from the same country, they each have one vote. If more than two Full Members are from the same country, these members together have only two votes. In the event of disagreement between these members, they shall abstain from voting.

f) In the event of a tie, the vote of the President, or of any person replacing him in accordance with these Statutes, shall prevail.

g) The General Assembly may choose to vote by secret ballot.

#### **5) Amendment of the Statutes**

a) With regard to amendments to the Statutes, the General Assembly may only deliberate and decide on resolutions proposed to it if at least two-thirds of the Full Members are present or represented, and the decision is taken by a three-quarters majority.

b) If this quorum is not reached, the General Assembly must be reconvened at the earliest fifteen days later. In this case, the resolutions concerning the amendment of the Statutes are adopted by a simple majority of the members present or represented, regardless of the number of Full Members present or represented.

#### **6) Communication of decisions**

a) The Executive Committee keeps a register of the minutes of General Assemblies, in which the resolutions adopted by the General Assembly are recorded. The minutes of a General Assembly are submitted for approval at the next General Assembly.

b) Written resolutions passed at General Assemblies are communicated to Full Members by post or by electronic means, shortly after the General Assembly.

## **IV. The Executive Committee**

### **1) Powers**

The FSE is administered by a collegiate administrative body. The administrative body of the FSE is the Executive Committee. It has the broadest powers for the administration and day-to-day management of the association. The only acts excluded from its remit are those reserved by law or these Statutes for the General Assembly.

In particular, it is responsible for all matters relating to :

- hiring and managing staff;
- defining and applying the organisation chart and the duties performed by each member of staff ;
- organising the FSE's representation at any event related to its corporate purpose;
- preparing budgets and accounts;
- preparing agenda items and the work of the General Assembly;
- implementing decisions taken by the General Assembly.

### **2) Composition**

a) The Executive Committee consists of a minimum of 4 and a maximum of 8 members.

b) The members of the Executive Committee are natural persons elected from among the Full Members of different countries.

c) The members of the Executive Committee act in their own name: they do not represent a Full Member of the FSE and are in no way subject to the instructions of such a member.

d) The term of office of members of the Executive Committee is two years, renewable.

e) The newly elected Executive Committee shall appoint from among its members, at its first meeting, a Vice-President, a Treasurer and a Secretary. The President may not act as Treasurer or Secretary. The roles of Vice-President, Secretary and Treasurer may be defined in the Internal Rules.

f) If the President is unable to act, their duties shall be performed by the Vice-President or by a member of the Executive Committee appointed by the Executive Committee.

### **3) Election**

a) Members of the Executive Committee are appointed by the General Assembly or, in the event of co-option, by the Executive Committee. Voting at the General Assembly is divided into two ballots: a first ballot to elect the President of the FSE and a second ballot to elect the other members of the Executive

Committee. Candidates are elected by a simple majority of votes cast. The vote takes place by secret ballot, unless the general Assembly decides otherwise.

b) A person who stands for the position of President but is not elected may stand for election as a member of the Executive Committee.

c) If no candidate stands for the position of President, the newly elected Executive Committee shall appoint a President from among its members.

d) If two candidates are from the same country, the General Assembly shall first vote to decide between the two candidates; the candidate selected shall be the one who receives the most votes.

e) In the event of a tie, a second vote is held.

f) The internal rules may provide further details on the nomination of candidates for the position of members of the Executive Committee and the election procedure.

g) The President of the FSE and the newly elected members of the Executive Committee shall take office at the end of the General Assembly.

h) The President is elected by the General Assembly - or by the Executive Committee in the case referred to in Article 3 a) - as President of the FSE, President of the General Assembly and President of the Executive Committee.

i) The Executive Committee may co-opt members of the Executive Committee, either to replace a member during their term of office (in the event of resignation or exclusion), until the end of the current term of office, or to increase the total number of members to 8.

j) If the office of President becomes vacant, the Vice-President automatically assumes the duties of the President until the end of the term of office.

#### **4) Removal and termination of office of members of the Executive Committee**

a) Any member of the Executive Committee may resign by simple notification to the Executive Committee.

b) Each member of the Executive Committee must resign if, for any reason, they are unable to fulfill their responsibilities.

c) The General Assembly may terminate the term of office of any member of the Executive Committee at any time, with immediate effect and without cause.

d) A member of the Executive Committee may do whatever is necessary to make the end of their term of office effective against third parties.

#### **5) Meetings and decisions**

a) The Executive Committee holds meetings whenever necessary. In all cases, the Executive Committee shall meet at least three times a year at the initiative of the President or at least two members of the Executive Committee.

- b) The Executive Committee may meet in person or by various electronic means.
- c) The Executive Committee decides on resolutions by a simple majority of its members. A quorum is reached if four members are present. In the event of a tie, the President's vote prevails.
- d) The resolutions of the Executive Committee are recorded in the minutes of the meeting. Minutes of Executive Committee meetings are available to Full Members.

#### **6) Committees and working groups**

The Executive Committee may set up committees and working groups. The Executive Committee will define the role and objectives of these committees and working groups.

#### **7) External representation**

- a) The FSE is represented vis-à-vis third parties by the signature of the President, or by the person authorised to replace the President in accordance with the rules laid down in these Statutes.
- b) The FSE is represented within the limits of day-to-day management by the person(s) delegated for day-to-day management by the Executive Committee, acting individually.
- c) Legal proceedings, whether as defendant or plaintiff, are initiated by the President or a member of the Executive Committee on the proposal of the Executive Committee.
- d) The person representing the FSE must, in all acts binding on the FSE, immediately precede or follow any signature with an indication of the capacity in which they are acting.

#### **8) Publications**

Deeds relating to the appointment or termination of office of members of the Executive Committee, persons delegated to the day-to-day management and persons authorised to represent the FSE are filed with the clerk of the company court with a view to their publication by extract in the Annexes to the Moniteur belge.

### **V. Internal rules**

- 1) Internal rules may be presented by the Executive Committee to the General Assembly. Amendments to these rules may be proposed by the Full Members or the Executive Committee. Amendments shall be approved by the General Assembly in accordance with the normal voting procedures of the General Assembly.
- 2) The Internal Rules are complementary to and subordinate to the FSE Statutes.

## **VI. Financial year - Budget and accounts**

- 1) The financial year begins on 1 January and ends on 31 December.
- 2) The Executive Committee is required to submit a balance sheet for the previous year and the budget for the following year to the General Assembly.
- 3) The accounts shall be published in accordance with the statutory provisions.

## **VII. Dissolution - Liquidation**

- 1) The General Assembly may decide to voluntarily dissolve the FSE on a proposal from the Executive Committee or on a request signed by two-thirds of the Full Members and by a resolution passed by the General Assembly under the conditions required for an amendment to the Statutes. The General Assembly shall appoint the liquidator or liquidators and determine their powers in accordance with the provisions of Belgian law relating to the liquidation of AISBLs.
- 2) The assets remaining after payment of creditors shall be allocated to a non-profit organisation whose objectives are as close as possible to those of the FSE. In the event of compulsory liquidation, the liquidators appointed by the court shall allocate the assets remaining after payment of the creditors to a non-profit organisation whose objectives are as close as possible to those of the FSE.
- 3) These decisions, together with the surname, first name and domicile of the liquidator, or, in the case of a legal person, its name, legal form, company number and registered office, shall be published in the Annexes to the Moniteur Belge.

## **VIII. Applicable law**

All matters not expressly provided for in these Statutes are governed by the “Code des Sociétés et des Associations”.