

G

COMPANIES FORM No. 12

Statutory Declaration of compliance  
with requirements on application  
for registration of a company

12

Please do not  
write in  
this margin

Pursuant to section 12(3) of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold black lettering

To the Registrar of Companies  
(Address overleaf)

For official use

For official use

Name of company

\* Insert full  
name of Company

\* THE BRITISH FILM ACADEMY

I, ANDREW JOHN LUTLEY

of 22 BASING WAY, THAMES DITTON, SURREY KT7 ONX

† delete as  
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†  
(person named as director or secretary of the company in the statement delivered to the registrar  
under section 10(2))† and that all the requirements of the above Act in respect of the registration of the  
above company and of matters precedent and incidental to it have been complied with,

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the  
provisions of the Statutory Declarations Act 1835

Declared at 4, High St, Thames Ditton

Declarant to sign below

the 31<sup>st</sup> day of DECEMBER

One thousand nine hundred and ninety two

before me I. E. Ford.

A. Lutley

A Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths.

Presentor's name address and  
reference (if any):

A. J. LUTLEY  
22 BASING WAY  
THAMES DITTON  
SURREY KT7 ONX  
SOLICITOR

AJL/BAF.001

For official Use

New Companies Section

Post room

COMPANIES HOUSE

04 JAN 1993

M

88

# G

## Declaration on application for the registration of a company exempt from the requirement to use the word "limited" or its Welsh equivalent

# 30(5)(a)

Please do not  
write in  
this margin

Pursuant to section 30(5)(a) of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies  
(Address overleaf)

For official use

Company number

|  |  |  |  |
|--|--|--|--|
|  |  |  |  |
|--|--|--|--|

|  |
|--|
|  |
|--|

Name of company

|                            |
|----------------------------|
| * THE BRITISH FILM ACADEMY |
|----------------------------|

### Note

This declaration  
should accompany  
the application for  
the registration of  
the company

\* insert full name  
of company

I, ANDREW JOHN LUTLEY

of 22 BASING WAY, THAMES DITTON, SURREY, KT7 ONX

a [Solicitor engaged in the formation of the above-named company] ~~person named as director or secretary of the above company in the statement delivered under section 10 of the above Act~~ do solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the above Act.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declared at 41 High St, Thames Ditton  
Surrey

Declarant to sign below

the 31<sup>st</sup> day of DECEMBER

One thousand nine hundred and ninety two

before me I. R. Ford.

A. Lutley

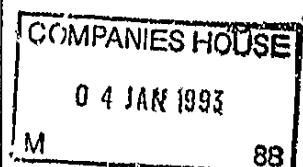
A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

Presentor's name address and  
reference (if any):

A. J. LUTLEY  
22 BASING WAY  
THAMES DITTON,  
SURREY KT7 ONX  
SOLICITOR  
AJL/BAF.001

For official Use  
New Companies Section

Post room





COMPANIES HOUSE

COMPANIES HOUSE

04 JAN 1993

RA

89

10

**Statement of first directors and  
secretary and intended situation  
of registered office**

This form should be completed in black.

Company name (in full)

CN

2780757

For official use



THE BRITISH FILM ACADEMY

Registered office of the company on  
incorporation.

RO

195 PICCADILLY

Post town LONDON

County/Region

Postcode W1V 9LG

If the memorandum is delivered by an  
agent for the subscribers of the  
memorandum mark 'X' in the box  
opposite and give the agent's name  
and address.



Name A J LUTLEY

RA

22 BASING WAY

Post town THAMES DITTON

County/Region SURREY

Postcode KT7 ONX

Number of continuation sheets attached

4

To whom should Companies House  
direct any enquiries about the  
information shown in this form?

A J LUTLEY

22 BASING WAY

THAMES DITTON, SURREY

Postcode KT7 ONX

Telephone 081 398 9293

Extension

Name  
\*Style/Title  
Forenames  
Surname  
\*Honours etc  
Previous forenames  
Previous surname

**Address**

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

**Consent signature**

**Directors** (See notes 1 - 5)  
Please list directors in alphabetical order.

Name  
\*Style/Title  
Forenames  
Surname  
\*Honours etc  
Previous forenames  
Previous surname

**Address**

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

Date of birth

Business occupation

Other directorships

\* Voluntary details

**Consent signature**

|  |                                   |         |
|--|-----------------------------------|---------|
| <b>CS</b>  |                                   |         |
|  | ANTHONY JOHN                      |         |
|  | BYRNE                             |         |
|  |                                   |         |
|  |                                   |         |
| <b>AD</b>  | 6 KENSINGTON PLACE                |         |
|  | CLIFTON                           |         |
|  | Post town                         | BRISTOL |
|  | County/Region                     | AVON    |
|  | Postcode                          | BS8 3AH |
|  | Country                           | ENGLAND |
| I consent to act as secretary of the company named on page 1 |                                   |         |
| Signed   | Anthony John Byrne. Date 31/12/92 |         |

|   |                               |             |
|---|-------------------------------|-------------|
| <b>CD</b>   | SIR                           |             |
|   | RICHARD SAMUEL                |             |
|   | ATTENBOROUGH                  |             |
|   | CBE                           |             |
|   |                               |             |
|   |                               |             |
| <b>AD</b>   | OLD FRIARS                    |             |
|   | RICHMOND GREEN                |             |
|   | Post town                     | RICHMOND    |
|   | County/Region                 | SURREY      |
|   | Postcode                      |             |
|   | Country                       | ENGLAND     |
| <b>DO</b>   | 290823                        | Nationality |
|   |                               | NA BRITISH  |
| <b>OC</b>   | FILM PRODUCER                 |             |
| <b>OD</b>   |                               |             |
| I consent to act as director of the company named on page 1 |                               |             |
| Signed  | Richard Samuel. Date 31/12/92 |             |

Name **\*Style/Title**  
 Forenames  
 Surname  
**\*Honours etc**  
 Previous forenames  
 Previous surname

**Address**

Usual residential address must be given.  
 In the case of a corporation, give the  
 registered or principal office address.

Date of birth  
 Business occupation  
 Other directorships

**\* Voluntary details**

**Consent signature**

**CD** LORD

BRABOURNE

**AD** 41 MONTPELIER WALK

Post town LONDON

County/Region

Postcode SW7 1TH

Country ENGLAND

**DO** 09 11 214

Nationality **NA** BRITISH

**OC** FILM PRODUCER

**OD**

I consent to act as director of the company named on page 1

Signed

*Brabourne*

Date 31/12/92

Delete if the form  
 is signed by the  
 subscribers.

*A. Lullay*

Signature of agent on behalf of all subscribers

Date 31/12/92

Delete if the form  
 is signed by an  
 agent on behalf of  
 all the subscribers.

All the subscribers  
 must sign either  
 personally or by a  
 person or persons  
 authorised to sign  
 for them.

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Name \*Style/Title

Forenames

Surname

\*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

Date of birth

Business occupation

Other directorships

\* Voluntary details

Consent signature

CD

ANN

CHEGWIDDEN

OBE

AD 7 HIGHGATE SPINNEY

CRESCENT ROAD

Post town LONDON

County/Region

Postcode N8 8AR

Country ENGLAND

DD 27 04 21

Nationality NA BRITISH

OC FILM EDITOR

OD B.A.F.T.A. MANAGEMENT LTD, HIGHGATE SPINNEY

MANAGEMENT LTD

I consent to act as director of the company named on page 1

Signed

*Ann Chegwidden*

Date 31/12/92

Delete if the form  
is signed by the  
subscribers.

Signature of agent on behalf of all subscribers Date

Delete if the form  
is signed by an  
agent on behalf of  
all the subscribers.

All the subscribers  
must sign either  
personally or by a  
person or persons  
authorised to sign  
for them.

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

\*Style/Title

**Forenames:**

## Surname

\*Honours etc

**Previous forenames**

Previous surname

**Address**

**Usual residential address must be given. In the case of a corporation, give the registered or principal office address.**

Date of birth

### Business occupation

## Other directorships

\* Voluntary details

### Consent signature

Delete if the form  
is signed by the  
subscribers.

Delete if the form  
is signed by an  
agent on behalf of  
all the subscribers.

**All the subscribers must sign either personally or by a person or persons authorised to sign for them.**

CD

JOHN

GOODMAN

AD 9 TUDOR WELL CLOSE

OLD CHURCH LANE

Post town STANMORE

County/Region MIDDLESEX

Postcode Country ENGLAND

DO 151027 Nationality NA BRITISH

OC FILM PRODUCTION EXECUTIVE

OD

I consent to act as director of the company named on page 1

Signed *John Goodman* Date 31/12/92

Signature of agent on behalf of all subscribers      Date

|        |      |
|--------|------|
| Signed | Date |
| Signed | Date |
| Signed | Date |
| Signed | Date |
| Signed | Date |
| Signed | Date |

**Directors** (continued)

(See notes 1 - 5)

Name **\*Style/Title**  
Forenames  
Surname  
**\*Honours etc**  
Previous forenames  
Previous surname

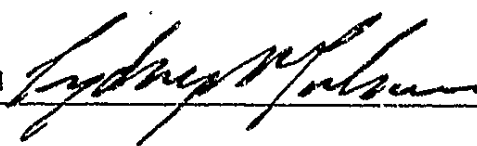
**Address**

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

Date of birth  
Business occupation  
Other directorships

\* Voluntary details

**Consent signature**

|           |  |                               |
|-----------|--|-------------------------------|
| <b>CD</b> |  |                               |
|           | SYDNEY WYLIE   |                               |
|           | SAMUELSON  |                               |
|           | CBE  |                               |
|           |  |                               |
|           |  |                               |
| <b>AD</b> | 31 WEST HEATH AVENUE   |                               |
|           |  |                               |
|           | Post town  | LONDON                        |
|           | County/Region  |                               |
|           | Postcode   | NW11 7QS                      |
|           | Country  | ENGLAND                       |
| <b>DO</b> | 07 11 215  | Nationality <b>NA</b> BRITISH |
| <b>OC</b> | DIRECTOR   |                               |
| <b>OD</b> |  |                               |
|           |  |                               |
|           | I consent to act as director of the company named on page 1  |                               |
| Signed    |  Date 31/12/92 |                               |

Delete if the form  
is signed by the  
subscribers.

Signature of agent on behalf of all subscribers Date

Delete if the form  
is signed by an  
agent on behalf of  
all the subscribers.

All the subscribers  
must sign either  
personally or by a  
person or persons  
authorised to sign  
for them.

|        |      |
|--------|------|
| Signed | Date |
| Signed | Date |
| Signed | Date |
| Signed | Date |
| Signed | Date |
| Signed | Date |

Name **\*Style/Title**  
Forenames  
Surname  
**\*Honours etc**  
Previous forenames  
Previous surname

Address

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

Date of birth  
Business occupation  
Other directorships

**\* Voluntary details**

**Consent signature**

|  |  |             |                   |
|--|--|-------------|-------------------|
| <b>CD</b>  |  |             |                   |
| MARTIN CROWTHER  |  |             |                   |
| SCHUTE   |  |             |                   |
|  |  |             |                   |
|  |  |             |                   |
| COLLOGGETT BARNES  |  |             |                   |
| <b>AD</b>  | LANDULPH,  |             |                   |
| Post town SALTASH  |  |             |                   |
| County/Region CORNWALL   |  |             |                   |
| Postcode PL12 6ND  |  |             |                   |
|  |  | Country     | ENGLAND           |
| <b>DO</b>  | 1  | 8           | 05 26             |
|  |  | Nationality | <b>NA</b> BRITISH |
| <b>OC</b>  | FILM PRODUCER  |             |                   |
| <b>OD</b>  | KINGS FIRE SERVICES L <sup>E</sup> RALEIGH FILM PRODUCTIONS L <sup>T</sup> D |             |                   |
| CAVENDISH LONDON SERVICES L <sup>E</sup> COPTHORNE SCHOOL TRUST L <sup>T</sup> D |  |             |                   |
| I consent to act as director of the company named on page 1                      |  |             |                   |
| Signed   | Martin C. Schute   |             | Date 31/12/92     |

Delete if the form  
is signed by the  
subscribers.

|   |  |      |
|---|--|------|
| Signature of agent on behalf of all subscribers |  | Date |
|---|--|------|

Delete if the form  
is signed by an  
agent on behalf of  
all the subscribers.

All the subscribers  
must sign either  
personally or by a  
person or persons  
authorised to sign  
for them.

|        |      |
|--------|------|
| Signed | Date |
| Signed | Date |
| Signed | Date |
| Signed | Date |
| Signed | Date |
| Signed | Date |

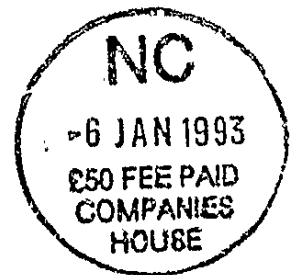
2780757

## THE COMPANIES ACT 1985

Company Limited by Guarantee  
and not having a Share Capital



**Memorandum of Association**  
**OF**  
**THE BRITISH FILM ACADEMY**



1. The name of the Company (hereinafter called "the Academy") is "THE BRITISH FILM ACADEMY".
2. The registered office of the Academy will be situate in England.
3. (1) The objects for which the Academy is established are-
  - (A) To advance the art and technique of motion pictures in every way and in particular by stimulating exceptional creative work and by encouraging experiment and research in every branch of the motion picture and film industry.
  - (B) To establish contact with and co-operate with organisations and groups concerned with the artistic and technical advancement of motion pictures both in England and elsewhere.
  - (C) In connection with and for the furtherance of the above objects or any of them to compile statistics and records of the motion-picture industry, to form a library of film literature, scripts, designs, films, musical scores, photographs and other material, to encourage and sponsor publications, promote exhibitions and lectures, and to organise and assist in the organisation of film festivals.
  - (D) To co-operate with educational authorities and organisations to procure the better appreciation and understanding of the cinema, to encourage in every way the educational aspect of motion pictures, and to encourage the foundation of University departments of film studies.
  - (E) To promote and assist research and experimental work in connection with motion pictures.
  - (F) To make awards for merit in respect of outstanding artistic technical and scientific achievements in connection with motion pictures.
  - (G) To print and publish gratuitously or otherwise such information in the form of books, papers, leaflets, tapes and other media as may from time to time be calculated to advance any of the objects of the Academy.
  - (H) To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, or any corporations, companies or persons that may seem conducive to the Academy's

517203

objects or any of them, and to obtain from any such government, authority, corporation, company or person any rights, privileges and concessions which the Academy may think it desirable to obtain, and to carry out, exercise, and comply with any such arrangements, rights, privileges or concessions.

- (I) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain and alter any buildings or erections.
- (J) To accept any gifts, subscriptions, donations, bequests or devises of real or personal property, securities, rights or privileges
- (K) Subject to such consents as may be required by law, to manage, mortgage, sell, dispose of or otherwise deal with the property of the Academy.
- (L) To take such lawful steps by personal or written appeals, public meetings or otherwise as may be deemed expedient for the purposes of procuring contributions to the funds of the Academy through donations, subscriptions or otherwise Provided that the Academy shall not undertake any permanent trading activities in raising funds for its charitable objects.
- (M) To engage and pay any agents or employees to supervise, organise and carry on the work of the Academy and to make reasonable provision for the payment of pensions and superannuation to or on behalf of employees, former employees and their widows and other dependants.
- (N) To purchase or otherwise acquire and undertake all or such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Academy of any one or more of the charitable organisations, institutions, societies or bodies with which the Academy is authorised to amalgamate.
- (O) To undertake, accept, execute and administer any trusts which may lawfully be undertaken by the Academy and may be conducive to its objects.
- (P) Subject to such consents as may be required by law, to borrow and raise money in such manner and on such security as the Academy may think fit.
- (Q) To invest the monies of the Academy not immediately required for its purposes in or upon such investments, securities or property as may be thought fit including, without limitation, the power to subscribe for or acquire shares in any company and to make loans on commercial terms to any such company.
- (R) To subscribe to, support, affiliate to, become a member of, amalgamate with or co-operate with any other charitable organisation, institution, society or body not formed for or established for purposes of profit (whether incorporated or not and whether in Great Britain or elsewhere) whose objects are wholly or in part similar to those of the Academy and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Academy.

- (S) To do all such other things as are incidental or the Academy may think conducive to the attainment of the above objects or any of them.

Provided that:-

(i) In case the Academy shall take or hold any property which may be subject to any trusts, the Academy shall only deal with the same in such manner as allowed by law, having regard to such trusts.

(ii) The Academy's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

(iii) In case the Academy shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Academy shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the governing body of the Academy shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such governing body have been if no incorporation had been effected, and the incorporation of the Academy shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court or the Charity Commissioners over such governing body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Academy were not incorporated.

4. The income and property of the Academy shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Academy and no member of its governing body shall be appointed to any office of the Academy paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Academy Provided that nothing herein shall prevent the payment or provision in good faith by the Academy of:-

(a) reasonable and proper remuneration to any member of the Academy, not being a member of its governing body, for any services rendered to the Academy;

(b) interest on money lent by any member of the Academy or of its governing body at a rate not exceeding the base lending rate of a clearing bank selected by the governing body;

(c) reasonable and proper rent for premises demised or let by any member of the Academy or of its governing body;

(d) fees, remuneration or other benefit in money or money's worth to a company of which a member of the Academy or of its governing body is a member holding not more than one hundredth part of the capital;

(e) out-of-pocket expenses by way of reimbursement to a member of the governing body.

5. The liability of the members is limited.

6. Every member of the Academy undertakes to contribute such amount as may be required (not exceeding One Pound) to the Academy's assets if it should be

wound up while he is a member or within one year after he ceases to be a member, for payment of the Academy's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

7. If on the winding up or dissolution of the Academy there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Academy but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Academy, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Academy under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Academy at or before the time of dissolution and in so far as effect cannot be given to such provision, then to some other charitable object.

WE, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum.

*Sydney W Samuelson*  
SYDNEY W SAMUELSON  
BRITISH FILM COMMISSIONER

31 WEST HEATH AVENUE  
LONDON N20 7QJ

*Brabony*  
Film & TV Producer

41 Montpelier Walk SW7 1SH

*John Goodman*  
T.V & FILM EXECUTIVE

9. Tudor Well Close.  
OLD church Lane. STANMORE MDDX.

*Clive Pogreben*  
FILM EDITOR.

7, HIGHGATE SPINNEY  
CRESCENT ROAD LONDON N18 8AR

*Martin C. Schute*  
FILM PRODUCER

COLLOGGETT FARNS  
LANDOLPA.  
SALTASH, CORNWALL.  
PL12 6ND

*Richard Littlejohn*  
Film Director

BEWER LODGE  
RICHMOND GREEN  
SURREY TW9 1NQ

DATED 31<sup>st</sup> December 1992

WITNESS to the above signatures:-

*D. Hizzacell*  
DAVID HIZZACELL  
CHARTERED ACCOUNTANT

66, WILLIAMS WAY  
RADLETT,  
HERTS  
WD7 7ALB

**THE COMPANIES ACT 1985**

**Company Limited by Guarantee  
and not having a Share Capital**

**Articles of Association**

**OF**

**THE BRITISH FILM ACADEMY**

**INTERPRETATION**

1. In these regulations -

"the Academy" means the above named company.

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment for the time being in force.

"the articles" means the articles of the Academy.

"clear days" in relation to the period of a 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.

"Council" means the Council of Management for the time being of the Academy.

"executed" includes any mode of execution.

"office" means the registered office of the Academy.

"the seal" means the common seal of the Academy.

"secretary" means the secretary of the Academy or any other person appointed to perform the duties of the secretary of the Academy, including a joint, assistant or deputy secretary.

"the United Kingdom" means Great Britain and Northern Ireland.

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification not in force when these regulations become binding on the Academy.

**MEMBERS**

2. The subscribers to the memorandum of association of the Academy and such other persons as are admitted to membership in accordance with the articles shall be members of the Academy. No paid employee, whether in full or part time employment of the Academy, shall be eligible for membership of the Academy or the Council.

3. The following shall be admitted to membership of the Academy:-
- (1) The President for the time being of the Academy.
  - (2) Such persons as shall make applications in writing supported by two members in such form as the Council may from time to time require to be elected Subscribing Members of the Academy and who shall be — so elected by the Council.
  - (3) Any persons who shall in the opinion of the Council have furthered the development of the film in the United Kingdom or have done exceptional creative work abroad and are elected as Honorary Members by the Council and who consent in writing to become members.
4. Unless and until the Academy in General Meeting shall otherwise determine, the following shall be the rules relating to Subscribing Membership:-
- (i) Any person elected as a Subscribing Member shall be bound within seven days after service on him of a notification that he has been elected as a Subscribing Member to pay to the Academy the appropriate entrance fee (if any) and first annual subscription.
  - (ii) Every Subscribing Member shall pay such entrance fee (if any) as the Council shall from time to time determine.
  - (iii) Every Subscribing Member shall pay an annual subscription of £1 or such other sum as the Academy in General Meeting may from time to time determine.
  - (iv) Subscriptions (except a first subscription) shall be due and payable on the 1st January in every year, and the benefit of all subscriptions (including a first subscription) shall expire on the 31st December in the year in which they become due and payable. The first annual subscription of any person admitted to Subscribing Membership after the 30th June in any year shall be half the annual subscription which would have been payable by such person had he been so admitted on or before the 30th June in such year.
5. The privileges of membership shall not be transferable and shall cease on death.
6. Every member shall be bound to further to the best of his ability the objects, interests and influence of the Academy and shall observe all byelaws and regulations of the Academy made pursuant to the powers in that behalf hereinafter contained.
7. If the members of the Council present at a meeting so resolve, the Council shall have the right to terminate the membership of any member of the Academy provided that such member shall have the right to be heard by the Council before any final decision is made.
8. The membership of any member shall cease:-
- (A) If, being liable to pay a subscription, he shall in any year (other than his first year or part of a year of membership) fail to pay his annual subscription on or before such date in that year as the Council may decide.

- (B) If by six months' notice in writing he resigns his membership, but so that any member so resigning shall remain liable to pay to the Academy all subscriptions (if any) down to the date when the resignation takes effect.

### ASSOCIATES

9. (A) The Council may from time to time elect as an associate of the Academy any person who by reason of his experience, activities, qualifications, interests or otherwise is in the opinion of the Council able to contribute to the advancement or development of the film industry or who otherwise appears to the Council to be able to assist in the furtherance of the objects of the Academy.
- (B) An associate shall pay an enrolment fee and an annual subscription fee of such amounts as the Council shall from time to time determine. The enrolment fee and first annual subscription shall be due and payable by an associate within seven days after service on him of notification of his election and every subsequent annual subscription on the 1st January in every year. The first annual subscription of an associate elected after the 30th June in any year shall in respect of the period to the end of that year be half the amount of the annual subscription of associates for the time being in force.
- (C) No associate shall be a member of the Academy or entitled to receive notice of or attend or vote at any General Meeting of the Academy but the provisions of Articles 6 to 8 inclusive shall apply in relation to an associate and his position as an associate as they apply in relation to a member and his membership. Subject as aforesaid the rights and privileges of associates shall be from time to time prescribed by the Council.

### AFFILIATED BODIES

10. Any institution or organisation connected with or interested in the film industry may with the approval of the Council and on payment of such fee as shall be determined by the Council become affiliated to the Academy. The rights and privileges of affiliated bodies shall be from time to time prescribed by the Council.

### FELLOWS

11. (A) The Academy in General Meeting may elect any member to be a Fellow of the Academy but no member shall be so elected unless he shall be recommended by the Council for such election as being a member who in the opinion of the Council is specially qualified for election and likely to enhance the status or advance the interests of the Academy or has achieved distinction in the film industry. A Fellow shall be entitled to use after his name the letters "F.B.F.A." or such other letters as the Council may from time to time determine.
- (B) The Council may from time to time appoint a committee to make recommendations to the Council in regard to members eligible for fellowships.

## PRESIDENT

12. Unless and until the Council shall otherwise resolve, the Academy shall have a President, who shall be elected by the Council from time to time, for such period as the Council shall think fit. The President shall be eligible for re-election on the expiration of the period for which he shall have been appointed.

## GENERAL MEETINGS

13. All general meetings other than annual general meetings shall be called extraordinary general meetings.
14. The Council may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall immediately proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Council members to call a general meeting, any Council member or any member of the Academy may call a general meeting.

## NOTICE OF GENERAL MEETINGS

15. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a Council member shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed -
  - (a) in the case of an annual general meeting, by all the members entitled to attend and vote at the meeting; and
  - (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all the members of the Academy and to the Council members and auditors.

16. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

## PROCEEDINGS AT GENERAL MEETINGS

17. No business shall be transacted at any meeting unless a quorum is present. Three persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.
18. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the

same time and place or to such time and place as the Council may determine.

19. The chairperson, if any, of the Council or in the chairperson's absence some other Council member nominated by the Council shall preside as chairperson of the meeting, but if neither the chairperson nor such other Council member (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Council members present shall elect one of their number to be chairperson and, if there is only one Council member present and willing to act, such Council member shall be chairperson.
20. If no Council member is willing to act as chairperson, or if no Council member is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairperson.
21. The chairperson may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
22. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded -

- (a) by the chairperson; or
- (b) by at least three members having the right to vote at the meeting; or
- (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting;

and a demand by a person as proxy for a member shall be the same as a demand by the member.

23. Unless a poll is duly demanded a declaration by the chairperson that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
24. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairperson and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
25. A poll shall be taken as the chairperson directs and the chairperson may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

26. In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson shall be entitled to a second or casting vote.
27. A poll demanded on the election of a chairperson or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairperson directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
28. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
29. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which such member was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

#### VOTES OF MEMBERS

30. On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote. Save as provided in the following regulation, a proxy must be a member of the Academy.
31. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by the member's receiver, curator bonis or other person authorised for that purpose appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Council of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
32. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairperson whose decision shall be final and conclusive.
33. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near as circumstances allow or in any other form which is usual or which the Council may approve) -

"[Name of company]  
I/We, \_\_\_\_\_, of \_\_\_\_\_,

being a member/members of the above-named company, hereby appoint  
of , or failing such person,  
of , as my/our proxy to vote in my/our  
name[s] and  
on my/our behalf at the annual/extraordinary general meeting of the  
company to be held on 19 , and at any  
adjournment.

Signed on 19 ."

34. Where it is desired to afford members an opportunity of instructing the proxy how to act the instrument appointing a proxy shall be in the following form (or in a form as near as circumstances allow or in any other form which is usual or which the Council may approve) -

"[Name of company]

I/We, , of

being a member/members of the above-named company, hereby appoint  
of , or failing such person,  
of , as my/our proxy to vote in my/our  
name[s] and  
on my/our behalf at the annual/extraordinary general meeting of the  
company, to  
be held on 19 , and at any adjournment.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 \*for \*against  
Resolution No. 2 \*for \*against.

\*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as the proxy thinks fit or abstain from voting.

Signed this day of 19 ."

35. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Council may -
- (a) be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Academy in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
  - (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as provided above after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
  - (c) where the poll is not taken immediately but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairperson or to the secretary or to any Council member;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

36. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Academy at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

#### NUMBER OF MEMBERS OF THE COUNCIL

37. Unless otherwise determined by ordinary resolution, the number of Council members shall not be subject to any maximum but shall be not less than three.

#### POWERS OF THE COUNCIL

38. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Academy shall be managed by the Council who may exercise all the powers of the Academy. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the Council which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the Council by the articles and a meeting of the Council at which a quorum is present may exercise all powers exercisable by the Council.

#### DELEGATION OF COUNCIL POWERS

39. The Council may delegate any of their powers to any committee consisting of one or more Council members or other persons provided that Council members shall be in the majority on any such committee and no meeting of any such committee shall be quorate unless a majority of those present are Council members. Any such delegation may be made subject to any conditions the Council may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of the Council so far as they are capable of applying. All acts and proceedings of any such committee shall be reported to the Council as soon as reasonably practicable and no such committee shall incur any expenditure other than in accordance with a budget approved by the Council or with specific prior approval of the Council.
40. The Council may from time to time make such regulations as it may consider appropriate for the proper conduct and management of the Academy, the admission of members, honorary members and associates and generally for the management of the property and affairs of the Academy and the advancement of its interests. No such regulation shall be inconsistent with any provision of the Academy's memorandum or articles. The Council shall take reasonable steps to bring any such regulations to the notice of members. The Academy in general meeting shall have power to alter or repeal any such regulations.

## APPOINTMENT AND RETIREMENT OF COUNCIL MEMBERS

41. No person shall be eligible for appointment as a member of the Council unless such person is a member of the Academy.
42. No person shall be appointed or reappointed a Council member at any general meeting unless -
  - (a) recommended by the Council; or
  - (b) not less than thirty nor more than sixty clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Academy of the intention to propose that person for appointment or reappointment stating the particulars which would, on appointment or reappointment, be required to be included in the Academy's register of Council members together with an executed notice of such person's willingness to be appointed or reappointed.
43. Not less than twenty-one clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person who is recommended by the Council for appointment or reappointment as a Council member at the meeting or in respect of whom notice has been duly given to the Academy of the intention to propose such person at the meeting for appointment or reappointment as a Council member. The notice shall give the particulars of that person which would, on appointment or reappointment, be required to be included in the Academy's register of Council members.
44. Subject as provided above, the Academy may by ordinary resolution appoint a person who is willing to act to be a Council member either to fill a vacancy or as an additional Council member.
45. The Council may appoint any member of the Academy who is willing to act to be a Council member, either to fill a vacancy or as an additional Council member, provided that the appointment does not cause the number of Council members to exceed any number fixed by or in accordance with the articles as the maximum number of Council members. A Council member so appointed shall hold office only until the next following annual general meeting. If not reappointed at such annual general meeting, such Council member shall vacate office at its conclusion.
46. Subject as provided above, a Council member who retires at an annual general meeting may, if willing to act, be reappointed. If not reappointed, such Council member shall retain office until the meeting appoints a replacement, or if it does not do so, until the end of the meeting.

## DISQUALIFICATION AND REMOVAL OF COUNCIL MEMBERS

47. The office of a Council member shall be vacated if the Council member -
  - (a) ceases to be a Council member by virtue of any provision of the Act or becomes prohibited by law from being a Council member; or
  - (b) becomes bankrupt or makes any arrangement or composition with creditors generally; or
  - (c) is, or may be, suffering from mental disorder and either -

- (i) is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
- (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for the Council member's detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to the Council member's property or affairs; or
- (d) resigns office by notice to the Academy; or
- (e) shall for more than six consecutive months have been absent without permission of the Council from meetings of the Council held during that period and the Council resolve that the Council member's office be vacated;
- (f) ceases to be a member of the Academy.

#### COUNCIL MEMBERS' EXPENSES

48. Council members may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of the Council or committees of the Council or general meetings or otherwise in connection with the discharge of their duties.

#### INTERESTS OF MEMBERS OF THE COUNCIL COMMITTEE

49. Subject to the provisions of the Act, and provided that he has disclosed to the Council the nature and extent of any material interest of his, a member of the Council notwithstanding his office -

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Academy or in which the Academy is otherwise interested which is authorised by Clause 4 of the Academy's Memorandum of Association; and
- (b) shall not, by reason of his office, be accountable to the Academy for any benefit which he derives from any such transaction or arrangement and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

50. For the purposes of the preceding regulation -

- (a) a general notice given to the Council that a member of the Council is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the member of the Council has an interest in any such transaction of the nature and extent so specified; and
- (b) an interest of which a member of the Council has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

#### PROCEEDINGS OF THE COUNCIL

51. Subject to the provisions of the articles, the Council may regulate their proceedings as they think fit. A Council member may, and the secretary at the request of a Council member shall, call a meeting of the Council. It shall not be necessary to give notice of a meeting to a Council member who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairperson shall have a second or casting vote.
52. The quorum for the transaction of the business of the Council may be fixed by the Council and unless so fixed at any other number shall be three.
53. The continuing Council members or a sole continuing Council member may act notwithstanding any vacancies in their number, but, if the number of Council members is less than the number fixed as the quorum, the continuing Council member(s) may act only for the purpose of filling vacancies or of calling a general meeting.
54. The Council may appoint one of their number to be the chairperson of the Council and may at any time remove the chairperson from office. Unless unwilling to do so, the Council member so appointed shall preside at every meeting of the Council at which the Council member is present. But if there is no Council member holding that office, or if the Council member holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Council members present may appoint one of their number to be chairperson of the meeting.
55. All acts done by a meeting of the Council, or of a committee of the Council, or by a person acting as a Council member shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Council member or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Council member and had been entitled to vote.
56. A resolution in writing signed by all the Council members entitled to receive notice of a meeting of the Council or of a committee of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council or (as the case may be) a committee of the Council duly convened and held and may consist of several documents in the like form each signed by one or more Council members.
57. A Council member shall not vote at a meeting of the Council or of a committee of the Council on any resolution concerning a matter in which the Council member has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Academy. For the purposes of this regulation, an interest of a person who is, for any purpose of the Act (excluding any statutory modification not in force when this regulation becomes binding on the Academy), connected with a Council member shall be treated as an interest of the Council member.
58. A Council member shall not be counted in the quorum present at a meeting in relation to a resolution on which the Council member is not entitled to vote.
59. If a question arises at a meeting of the Council or of a committee of the Council as to the right of a Council member to vote, the question may, before the conclusion of the meeting, be referred to the chairperson of the

meeting and the chairperson's ruling in relation to any Council member other than the chairperson shall be final and conclusive.

#### HONORARY OFFICERS

60. The Council shall have power to appoint and remove such person or persons (whether or not a member or members of the Academy) as it shall think fit as honorary officers of the Academy.

#### SECRETARY

61. Subject to the provisions of the Act, the secretary shall be appointed by the Council for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

#### DIRECTOR

62. The Council shall have power to appoint and remove a Director for such term, at such remuneration and upon such conditions as they may think fit. The Director shall not be a member of the Council and shall not be a director of the company for the purposes of the Act.

#### MINUTES

63. The Council shall cause minutes to be made in books kept for the purpose -
- (a) of all appointments of officers made by the Council; and
  - (b) of all proceedings at meetings of the Academy and of the Council, and of committees of the Council, including the names of the Council members present at each such meeting.

#### THE SEAL

64. The seal shall only be used by the authority of the Council or of a committee of the Council authorised by the Council. The Council may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Council member and by the secretary or by a second Council member.

#### ACCOUNTS

65. No member shall (as such) have any right of inspecting any accounting records or other book or document of the Academy except as conferred by statute or authorised by the Council or by ordinary resolution of the Academy.

#### NOTICES

66. Any notice to be given to or by any person under the articles shall be in writing except that a notice calling a meeting of the Council need not be in writing.
67. The Academy may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at the member's registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Academy an address within the United Kingdom at which notices may be

given shall be entitled to have notices given at that address, but otherwise no such member shall be entitled to receive any notice from the Academy.

68. A member present, either in person or by proxy, at any meeting of the Academy shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
69. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

#### INDEMNITY

70. Subject to the provisions of the Act but without prejudice to any indemnity to which a Council member may otherwise be entitled, every member of the Council or any committee or other officer or auditor of the Academy shall be indemnified out of the assets of the Academy against any liability incurred by such person in defending any proceedings, whether civil or criminal, in which judgment is given in such person's favour or in which such person is acquitted or in connection with any application in which relief is granted to such person by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Academy.

NAMES AND ADDRESSES OF SUBSCRIBERS

*Sydney W Samuelson*  
 SYDNEY W SAMUELSON 31 WEST HEATH AVENUE  
 BRITISH FILM COMMISSIONER LONDON NW11 7PT

*Arabman*  
 Film & TV Producer 41 Malpelia Vale PO7 1JH

*John Goodman.*  
 T.V. & Film Executive. 9. Tudor well close,  
 OLD CHURCH Lane. STANMORE  
 MIDDLESEX.

*Rich. H. Reginald.*  
 FILM EDITOR. 7. HIGHGATE SPINNEY  
 CRESENT ROAD LONDON N.88AR

*Nathan C. Schute*  
 FILM PRODUCER COLLOGGETT BARNES.  
 LANDULPH;  
 SALTASH, CORNWALL.  
 PL12 6ND

*Richard Littlemore*  
 BEAVER LODGE  
 RICHMOND GREEN  
 SURREY TW9 1NQ

DATED 31<sup>ST</sup> December 1992

WITNESS to the above signatures:-

*D. Mitchell*  
 DAVID MITCHELL  
 CHARTERED ACCOUNTANT

66. WILLIAMS WAY  
 RADWELL,  
 HERTS  
 WD7 7HS

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

No. 2780757

I hereby certify that

THE BRITISH FILM ACADEMY

is this day incorporated under the Companies Act 1985 as  
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,  
Cardiff the 18 JANUARY 1993

*F. A. Jones*  
F. A. Jones

an authorised officer