

**WOMEN IN FILM AND TELEVISION (UK) LIMITED**

**(the “Company” or “WFTV”)**

**Membership Rules (the “Rules”)**

**(Amended by resolutions passed on 19 June 1997, 24 June 1999, 5 September 2001, 3 July 2003, 26 May 2004, 27 April 2011 and 2014)**

The rules governing membership of this Company as provided for under the Articles of Association of the Company are as follows:

**1. ELIGIBILITY FOR MEMBERSHIP**

- 1.1 Membership of the Company is open to any woman with professional experience in production, broadcast or other dissemination of moving images including experience in television, film and/or the digital media industries (the “**Industry**”) and whether such experience has been gained in technical, creative, business or other fields connected with the Industry. A list of areas the Company considers appropriate is contained in the membership application form.
- 1.2 The board of directors of the Company (the “**Board**”) may at its discretion accept an application for membership where the above requirements are not fully met provided that such acceptance is agreed by the chief executive of the Company (the “**Chief Executive or CEO**”) or such other person(s) as shall be nominated by the Board for such purpose.
- 1.3 Notwithstanding the above, the Chief Executive, or such other person(s) as shall be nominated by the Board for such purpose shall in pursuance of the best interests of the Company exercise an absolute discretion in accepting or rejecting any application for membership of the Company. In the event that any application is not accepted, the Board may (but shall not be obliged to) provide the applicant with reasons for its rejection.
- 1.4 Membership shall not be transferable and shall cease on death.

**2. APPLICATION FOR MEMBERSHIP**

- 2.1 All applications for membership shall be made in writing or via the Company’s website ([www.wftv.org.uk](http://www.wftv.org.uk)) on the Company’s application form or in such other manner as the Board shall determine. All application forms must be accompanied by the applicant’s CV. Applications must be approved by the Chief Executive or such other person(s) as shall be nominated by the Board for such purpose.
- 2.2 By completing an application form for membership of the Company, the applicant is deemed to confirm that all information in the application form and the attached CV is true and accurate.
- 2.3 Members who wish to transfer from another branch of Women in Film will not automatically be granted membership of the Company. Such members of other branches of Women in Film must meet the eligibility requirements of the Company and be approved by the Chief Executive or such other person(s) as shall be nominated by the Board for such purpose before they will be accepted as members of the Company. Transferring applicants may be asked to provide a CV.

- 2.4 Overseas members of Women in Film may, at the discretion of the Chief Executive, be granted a period of free membership of up to 3 months.
- 2.5 The Board and the Chief Executive shall be entitled to invite any women with the relevant professional experience in the Industry, to be members of the Company, and such women shall not be required to apply for membership in the manner described in Rules 2.1 and 2.3 above.
- 2.6 By accepting membership of the Company each member agrees to her name being recorded on a register of members' names which will be printed in a membership directory and on the WFTV website.

### **3. SUBSCRIPTION**

- 3.1 The Board of the Company shall determine the categories of membership of the Company and the subscription rates for each category from time to time.
- 3.2 Notwithstanding the above Rule, the Chief Executive may at her sole discretion waive the requirement for any member to pay the whole or any part of the annual subscription where she deems the circumstances appropriate.

### **4. RENEWAL OF MEMBERSHIP**

- 4.1 Every member's membership of the Company shall be subject to renewal in each year following the first year of membership. The Chief Executive or such other person(s) as shall be nominated by the Board for such purpose shall be entitled at her discretion to grant a renewal of or refuse to renew any membership.

### **5. CONDUCT OF MEMBERS**

- 5.1 By accepting membership each member of the Company agrees that she will:
  - 5.1.1 support the Company's mission statement, aims and objects, copies of which are available on the WFTV website;
  - 5.1.2 allow the Company's staff to contact her to keep her informed about its activities and initiatives;
  - 5.1.3 (so far as practicable) share expertise with other members by attending events and participating in the Company's activities;
  - 5.1.4 not behave in any manner which could damage the reputation of WFTV or its day to day operations or bring WFTV into disrepute;
  - 5.1.5 treat with courtesy (whether in person, in writing or on the telephone) all fellow members and their guests and behave in an appropriate manner on the Company's premises and at events held elsewhere by the Company or on its behalf;
  - 5.1.6 be responsible for the behaviour of her guest(s) on the Company's premises and at any screening or event held elsewhere by WFTV or on WFTV's behalf;
  - 5.1.7 while networking is one of the aims of the Company, refrain from soliciting guest lecturers, participants in Q&A sessions, fellow members or other guests to accept scripts, or any other business materials;

- 5.1.8 treat with courtesy (whether in person, in writing or on the telephone) all members of staff and not make unreasonable demands on staff and resources;
- 5.1.9 provide reasonable assistance to the Company and its staff and management in relation to the administration of the membership.
- 5.2 Members are reminded that (except for Board members) they are not entitled (unless specifically authorised by the Board) to hold themselves out to any other person or party in any dealings whatsoever as representing the Company, to enter into any contracts regarding sponsorship, events or otherwise on behalf of or pledge the credit of, make any representations regarding or confer any obligations upon or commit the Company in any way whatsoever.
- 5.3 In addition to the right to refuse to renew any membership, the Chief Executive with the approval of the Board shall after making all reasonable attempts to resolve the issue be entitled at any time to rescind any membership if such member:
  - 5.3.1 acts contrary to the objects of the Company or these Rules or in such other way as to bring discredit upon the Company; or
  - 5.3.2 fails to pay any subscription payable pursuant to the Rules within 30 days of the due date.
- 5.4 In the event that the Board decides to rescind any membership:
  - 5.4.1 the relevant member shall be sent a written notice by the Board. This notice shall include details of the Board's reasons for wishing to rescind her membership and set out an account of the specific infringements or misconduct (so far as practicable);
  - 5.4.2 upon receipt of a notice the member will have the right within 30 days of the date of the notice to either resign her membership of the Company by giving written notice to the Company or to appeal to the Board in writing against its decision giving full details of the reasons for the appeal;
  - 5.4.3 if the member does not respond to the notice within the said 30 days she shall be deemed to have resigned as a member;
  - 5.4.4 If the member elects to appeal to the Board, the Board shall consider the grounds for appeal as soon as reasonably practicable and notify the member in writing of its decision. The decision of the Board is final.
- 5.5 Any member may terminate her membership of the Company by at least seven clear days' notice in writing served on the Company and she shall then be deemed to have resigned and her name shall be removed from the register of members of the Company.

## **6. NOMINATION AND ELECTION OF MEMBERS TO THE BOARD**

- 6.1 The Board may from time to time determine a minimum and/or maximum number of directors of the Company and the number of those directors who are to be appointed by members pursuant to Rule 6.4 (“**Member Directors**”). At the date of adoption of these articles the Board will comprise of 16 directors of which 2 will be Member Directors. All directors shall be members of the Company.
- 6.2 The Board shall appoint a nominations committee comprising of five members who shall be one of the vice chairs, the CEO and three other board members. The member who is a vice chair will chair the committee. The nominations committee shall be responsible for making recommendations for Board recruitment and ensuring that there is a balance of skills, diversity and industry representation on the Board. The nominations committee will carry out the selection process for the appointment and re-appointment of all directors of the Company (save for Member Directors) and will then make recommendations to the Board. The Board will formally approve any appointment provided that a director in respect of whom re-appointment is to be considered shall not be entitled to vote in respect of her own re-appointment. The terms of reference for the nominations committee will be drafted by the committee and approved by the Board.
- 6.3 If there is a vacancy for a Member Director, the Board will issue a Call for Nominations for candidates for election to the Board as Member Directors at a convenient time before a proposed election. Any member of the Company may put herself forward provided she has been a member in good standing for at least one year before the date on which the ballot is due to start and her subscriptions are not in arrears.
- 6.4 A minimum of three weeks from sending the Call for Nominations should be allowed for members to respond in writing (or such other form as required by the Board from time to time). All nominations shall be sent to the offices of the Company.
- 6.5 Anyone putting herself forward must have signatures of support from two other members of the Company in good standing whose subscriptions are not in arrears. It is a condition of standing that a candidate will provide an e mail address for all correspondence and that this email address may be shared with all other candidates and with the chair of the nominations committee.
- 6.6 Nominations received after the deadline or incomplete nominations (e.g. those without the correct number of qualified nominees) will be disqualified.
- 6.7 Candidates will provide a CV and statements in a form specified by the Board. Statements not received by the deadline will not be published. Statements will be published in the same form they are submitted including any spelling or grammatical errors, subject to (i) the chair of the nominations committee making such minor formatting changes as seem to her sensible; and (ii) the chair of the nominations committee referring any statements or parts of statements (publication of which would not in her view be in the interests of the Company or which would contravene legal or regulatory requirements) to the Chair of the Board for a decision as to whether those statements or parts of statements should be deleted. Only the maximum number of words specified will be published, and any statement longer than the specified maximum will be cut off at the exact maximum point (as determined by the chair of the nominations committee). Any publishing or distribution errors made by the Company or its agents which in aggregate are relatively minor will not invalidate the election process, and the chair of the nominations committee will decide whether or not any errors require electoral materials to be reprinted or another remedy undertaken (at her discretion).

- 6.8 If there are more proposed Member Directors than there are Board vacancies for Member Directors, a ballot paper containing the number of vacancies on the Board and the names of all the candidates nominated in accordance with Rule 6.5 above shall be sent to each member. The Board may utilize an electronic voting procedure, such as Survey Monkey in place of ballot papers or such other process as it shall decide. The electorate will consist of all those members who are members in good standing at 5pm on the date five days before the dispatch of the ballot papers. No one who subsequently becomes a member may vote in that election. Each member in good standing shall be entitled to one vote for each vacancy on the Board.

Completed ballot papers must be returned to the offices of the Company by the specified date which shall not be less than 20 days before the date of the Annual General Meeting (or such other date as the Board shall determine).

- 6.9 The failure of a small number of voters to receive the ballot papers shall not invalidate the election. Solely at the chair of the nominations committee's discretion, a replacement ballot may be issued (e.g. to a an elector who presents a signed statement that she has not received the original ballot) but she may at her discretion decline to issue a replacement ballot once the total number of replacement ballots issued is, in her judgment in danger of becoming significant in the context of the total number of ballots likely to be cast.
- 6.10 In the event that any candidates for Board membership receive an equal number of votes then the Chair of the nominations committee will draw lots to determine the result and the result of such drawing of lots shall be final. Where there is an unresolved dispute it may be referred, or candidates may appeal to the chair of the nominations committee, whose decision will be final.
- 6.11 In exceptional circumstances, where the chair of the nominations committee considers a candidate has behaved in a way which is wholly inappropriate or in a manner which appears to be designed to or is likely to damage WFTV or the election process, she may disqualify the candidate; her decision is final. Any votes for that candidate would then be lost and not declared, and no replacement ballots would be issued.
- 6.12 The Company will publish the results of the election on the WFTV website as soon as reasonably practicable after receiving them.
- 6.13 Where less than 10% of the total electorate has participated in the election ('participation' includes spoiled ballots) the election will be null and void and the post of Member Director will be filled by nominees of the nominations committee.
- 6.14 The nominees who are selected by members under the above procedure shall be proposed as directors at the Annual General Meeting. New members of the Board shall (if their appointment is approved at the Annual General Meeting) take up office immediately.
- 6.15 From time to time and at its discretion the Board may vary the requirements and procedure for the retirement by rotation, nomination and/or election of members to the Board.

## **7. RETIREMENT OF THE BOARD BY ROTATION AND OTHERWISE**

- 7.1 Each member of the Board will retire from office at the **third** Annual General Meeting after the Annual General Meeting when her appointment was last approved by members and shall be eligible for re-election provided she is nominated in accordance with Rule 6.2 above.
- 7.2 Rule **Error! Reference source not found.** will not apply to any member of the Board who is appointed as Chairman, Secretary or Treasurer as these roles are essential to the functioning of the Board. Any member of the Board who has not retired at the third Annual General Meeting after the Annual General Meeting when her appointment was last approved by members and who no longer acts as Chairman, Secretary or Treasurer will be required to retire from office at the next Annual General Meeting after she ceases to hold the relevant role and shall be eligible for re-election provided she is nominated in accordance with Rule 6.2 above.
- 7.3 In addition, at each Annual General Meeting in accordance with Article 44 of the Articles of Association of the Company, any director who was appointed to fill a vacancy or as an additional director by the Board or by members since the date of the last Annual General Meeting shall retire from office at the next Annual General Meeting after such appointment and may (provided she is nominated in accordance with Rule 6.2) stand for re-election.

**8. LAW AND JURISDICTION**

- 8.1 These Rules shall be governed by English Law. Any dispute connected with these Rules shall be subject to the jurisdiction of the English Courts.

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