

**ARTICLES OF ASSOCIATION (“BY LAWS”) – CICAÉ**  
**as amended by the Extraordinary Meeting convened on 15 May 2014, 18 May 2017 in Cannes and on 10 September 2020 in Paris (online meeting)**

## **I. Purposes and membership of the non-profit association**

### **Article 1 – Purposes**

The Association is called “CONFEDERATION INTERNATIONALE DES CINEMAS D’ART ET ESSAI” and shall be known under the abbreviation C.I.C.A.E., hereinafter “the Association”. It was founded in 1956 and is governed by the French Law of 1 July 1901 on non-profit associations. The following are the purposes for which this Association has been organized:

1. To bring together federations or associations of arthouse cinema theatres under an international association, with a view to fostering cooperation among members;
2. To ensure that national and international authorities recognize and support the arthouse film industry, via its representative bodies;
3. To support the identification and circulation of old or recent high-quality cinematographic works for inclusion in arthouse cinemas’ schedules;
4. To promote, through appropriate cultural initiatives, the distribution of quality cinematographic works with the aim of increasing audience interest and fostering production.

The duration of C.I.C.A.E. shall be unlimited.

The Association’s Registered Office shall be in Paris.

### **Article 2 – Ways and means**

The Association shall use the following ways and means to achieve its objectives:

- by encouraging authorities and institutions to strengthen regulatory, legal and material support measures designed to foster diversity in the areas of production and distribution;
- by providing theatres with training and information with a view to bolstering their screening efforts;
- by organizing industry-specific or public activities and events, such as festivals, exhibitions, debates, publications, etc.

### **Article 3 – Membership**

The Confederation’s membership includes founding members, active members, special members, associate members, supporting members and honorary members. Members are represented by a duly appointed natural person.

Preamble :

Arthouse cinema theatres are those cinemas recognized as such by relevant national institutions; where there is no nationally-recognized “arthouse cinema” category, this denomination shall apply to those theatres which screen arthouse films and consistently strive to raise the quality of the cinematographic experience (from both the technical and artistic perspectives), thus engaging larger audiences.

#### **Founding members are:**

- **Association Française des Cinémas d’Art et d’Essai**
- **Association Suisse des Cinémas d’Art**
- **Gilde Deutscher Filmkunsttheater (former name, now Arbeitsgemeinschaft Kino – Gilde deutscher Filmkunsttheater eV)**

Having been the initiators of the C.I.C.A.E., founding members enjoy permanent membership.

### Active members, categories A and B:

1. Category A active membership status can be granted to arthouse cinema federations or associations formed as non-profit bodies, where members' resources are not mainly made up of government subsidies. Several federations or associations from the country may be admitted, barring exceptions, provided there is only minimal overlap between their respective memberships.

2. Category B active membership status can be granted to arthouse cinema that do not yet belong to a national association or federation, provided they meet qualifying conditions.

Applications for active membership shall be submitted to the C.I.C.A.E. Board of Directors for approval.

### Special members (category C) :

Category C special membership can be granted to natural persons or legal entities, associations or governments bodies that support the goals of the C.I.C.A.E. Applications for special membership shall be submitted to the C.I.C.A.E. Board of Directors for approval by an active member acting on behalf of the requesting party.

### Associate members

In countries significantly equipped with movie theatres can an associate member status be granted to natural persons or legal entities undertaking a specific action of cultural diffusion through film, without representing a cinema or a festival.

Applications for associate membership shall be submitted to the C.I.C.A.E. Board of Directors for approval by an active member acting on behalf of the requesting party.

### Supporting members:

Supporting membership status can be granted by the Board of Directors to natural persons or legal entities, associations or governments bodies involved in promoting and protecting arthouse cinema.

### Honorary members:

The title of honorary member or president can be granted by the Board of Directors to any person deemed to have rendered signal services to the Association. The title gives the holder the right to participate in the General Meeting while being released of any obligation to pay membership dues.

### **Admission decisions can be challenged before the C.I.C.A.E. Ordinary General Meeting.**

Yearly membership dues for active members, special members and associate members are set by the General Meeting.

### **Article 4 – Expulsion**

Membership status shall cease through:

1. resignation;
2. expulsion on the grounds of failure to pay membership dues or of serious misconduct.

The decision to expel a member shall be carried by a majority of two thirds of the members of the Board of Directors. Members who find themselves under an expulsion decision can appeal to the President within a period of thirty days from the date of the acknowledgement of receipt of the notification letter. The Appeal shall be examined at the following Ordinary General Meeting. A two-thirds majority of members present is required to overturn the expulsion decision.

## **II. Governance and day-to-day management**

### **Article 5 – Governing bodies**

The Association is governed by a Board of Directors; the number of its members is set by the General Meeting. Its composition is as follows:

- any Honorary Presidents
- the President
- representatives designated by each of the founding members (one representative for founding members comprising fewer than 300 members, two for those comprising more than 300),
- members elected for a term of 2 years by the General Meeting according to the following provisions:
  1. - Active members belonging to category A shall be represented by three persons from different countries
  2. - Active members belonging to category B shall be represented by three persons from different countries
  3. - Special members (C) shall be represented by three persons from different countries.

However, the number of elected members representing category A and B members may be increased in one specific case: if a national association represents more than 300 screens, it shall be entitled to two candidates for two seats in the Board of Directors (both requiring renewal, together, after two years). In this case, Category B may elect a fourth member (whose term shall be renewed after three years, at the same time as one of the other three elected members). Associate members have no representatives in the Board of Directors.

All members of the board are re-eligible.

Executive Committee (“Bureau”):

Every two years, following the Ordinary General Meeting, the Board of Directors elects an Executive Committee which comprises the following officers:

- any Honorary Presidents,
- the President,
- one, two, three or four Vice-Presidents,
- a Secretary-General,
- a Treasurer.

The Executive Committee is elected for a term of two years. The President may be a distinguished person selected by the Board of Directors from outside the Associations’ membership.

**Article 6 – Meetings**

The Board meets at least once a year, as well as any time it may be convened by its President or Secretary-General, or at the request of the majority of its members.

An Executive Committee meeting can be convened by its President, its Secretary-General, or the majority of its members.

The Board of Directors and the Executive Committee / Bureau both require a quorum of two thirds of their members to be deemed to be properly constituted. Each member of the Board of Directors may hold no more than three proxies. In the event of an equality of votes, the President shall have a casting vote.

Both the Board and the Executive Committee / Bureau may, as necessary, invite any person whose guidance is deemed useful to attend all or part of a meeting, in an advisory capacity only.

The meetings can take place through video conferences and conference calls. Votes can be cast by email or by voice vote during conference call or video conference.

Minutes are taken at all meetings.

**Article 7 – Remuneration**

No member of the Board of Directors shall for reason of their office receive any salary or compensation for their duties. Only expense claims shall be admissible.

**Article 8 – General Meeting**

The General Meeting consists of all honorary, active, special and supporting members. Associate members are also invited to participate nevertheless with an only advisory role.

The General Meeting is held annually and any time it is called by the Board of Directors or at the request of no less than one quarter of the Members of the Association. Notices of meetings shall be sent out by the Board of Directors to each Member of the Association at least one month before the scheduled date.

The Agenda of the meetings is set by the Board of Directors. A Chairperson and meeting Secretary are designated;

they may be selected from amongst the membership of the Board of Directors. The General Meeting reviews the management reports submitted by the Board of Directors as well as reports on the financial and corporate situation of the Association. It approves the accounts of the latest financial year and the budget for the next year, discusses the items on the agenda and, where applicable, renews the terms of the members of the Board of Directors.

If necessary, the General Assembly can take place through video conferences and conference calls. Votes can be cast by email or by voice vote during conference call or video conference.

Minutes are taken at all meetings.

Annual reports and accounts are sent out to the members of the Association on a yearly basis.

#### Rules of Procedure:

Rules of Procedure shall be drawn up by the Executive Committee for situations not covered by these Articles of Association and shall be approved by the Ordinary General Meeting.

#### Voting:

Only members whose dues are fully paid shall attend Meetings and be eligible to vote. Each Category A active member shall have two votes per country, each Category B active member one vote per country, each special member one vote per country, and each honorary member one vote per country.

Supporting members have no voting rights and sit in an advisory capacity.

Decisions are taken by the majority of voting members. In the event of an equality of votes, the President shall have a casting vote.

### **Article 9 – Representation**

The President represents the Association in day-to-day matters. He certifies expenses and may delegate power according to provisions set out in the Rules of Procedure. Where the Associations needs to be legally represented, the President may only delegate his responsibilities to an agent holding a special proxy.

Representatives of the Association must enjoy full civil rights.

### **III. Financial resources**

#### **Article 10 – Resources**

The financial resources of the Association consist of:

1. annual membership fees,
2. public grants and subsidies which it may receive,
3. income from its assets,
4. income received in return for services rendered by the Association,
5. any other resources which laws and regulations allow.

Grants and subsidies shall be accepted by the Board of Directors only with the proviso that they do not include any clause undermining the independence of the Association or modifying its purposes.

#### **Article 11 – Management and accounts**

Administrative costs for the financial year shall be estimated annually. Yearly accounts shall include an income statement, a balance sheet and an annex.

### **IV. Amendments to the Articles of Association and dissolution**

#### **Article 12 – Amendments to the Articles of Association / Extraordinary General Meeting**

These Articles of Associations may be amended by the General Meeting, acting on a proposal of the Board of Directors or one tenth of members of the General Meeting.

In either case, suggested amendments are put on the agenda of the following General Meeting, to be sent out to all members at least one month ahead of the scheduled date.

The presence of no less than one quarter of serving members shall constitute a quorum. A lesser percentage may

adjourn the meeting to a date no less than two weeks later; the adjourned meeting shall be legally competent to conduct business regardless of the number of members present or represented.

In all cases, these Articles of Association may be amended by an affirmative vote of no less than two thirds of members present or represented.

#### **Article 13 – Dissolution**

A General Meeting specially convened to vote on the dissolution of the Association in accordance with the provisions set out in the previous article shall include no less than half its serving members plus one. A lesser percentage may adjourn the meeting to a date no less than two weeks later; the adjourned meeting shall be legally competent to conduct business regardless of the number of members present or represented. In all cases, the decision to dissolve the Association shall be taken by no less than two thirds of members present or represented.

#### **Article 14 – Liquidation**

In the event of dissolution, the General Meeting shall appoint one or more liquidators who will see to the liquidation of the Association's assets. Net assets shall be distributed to one or more similar public or non-profit organizations, or to any of the organizations listed under Article 6, paragraph 2 of the amended Law of 1 July, 1901.