



CONDITIONS OF MEMBERSHIP

TAKEN FROM GMAC FILM ARTICLES of ASSOCIATION 2018

Qualifications for membership

- 1 The members of the company shall consist of the persons or corporate bodies admitted to membership under articles 14 to 16.
- 2 Membership shall be open to
 - (a) anyone with an interest in the objects of the company
 - (b) any corporate body with an interest in the objects of the company
- 3 Employees of the company shall not be eligible for membership; a person who becomes an employee of the company after admission to membership shall automatically cease to be a member.

Application for membership

- 4 Any person or corporate body who/which wishes to become a member must sign, and lodge with the company, a written application for membership; in the case of a corporate body, the application must be signed by an appropriate officer of that body
- 5 The directors may, at their discretion, refuse to admit any person or corporate body to membership
- 6 The directors shall consider each application for membership at the first directors' meeting which is held after receipt of the application, and the directors shall, within a reasonable time after the meeting, notify the applicant of their decision on the application.

Register of members

- 7 The directors shall maintain a register of members, setting out the full name and address of each member, the date on which he/she/it was admitted to membership, and the date on which any person and corporate body ceased to be a member. The membership year shall run from 1st January to 31st December and no membership subscription shall be payable, and membership shall survive indefinitely unless terminated by an event detailed in clauses 19, 20 or 21.

Withdrawal from membership

- 8 Any person or corporate body who/which wishes to withdraw from membership shall sign (in the case of a corporate body, through an appropriate officer), and lodge with the company, a written notice to that effect; on receipt of the notice by the company; he/she/it shall cease to be a member.

Expulsion from membership

- 9 Any person or corporate body may be expelled from membership by special resolution (see article 33), providing the following procedures have been observed:-
- (a) at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion
 - (b) the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

Termination/transfer

- 10 Membership shall cease on death or (in the case of a corporate body) on receivership, liquidation, dissolution or striking-off of the body which constituted the member.
- 11 A member may not transfer his/her membership to any other person.

General meetings (meetings of members)

- 12 The directors shall convene an annual general meeting in each year.
- 13 Not more than 15 months shall elapse between one annual general meeting and the next.
- 14 The business of each annual general meeting shall include:-
- (a) a report by the chair on the activities of the company
 - (b) consideration of the annual accounts of the company
 - (c) the election/re-election of directors, as referred to in articles 51 to 53.
- 15 The directors may convene an extraordinary general meeting at any time.
- 16 The directors must convene an extraordinary general meeting if there is a valid requisition by members (under section 303 of the Act) or a requisition by a resigning auditor (under section 518 of the Act).
- (a) If a notice signed by 10% of the voting members (or 5% of the voting members if a meeting requested on this basis has been held previously, and more than 12 months have passed since then) requesting an extraordinary general meeting is received by the company, the directors must convene an extraordinary general meeting – and on the basis that it must be held within six weeks from the date on which the notice was

received; a notice under the preceding provisions must set out the business which is to be considered at the extraordinary general meeting.

Notice of general meetings

- 17 At least 14 clear days' notice must be given of an annual general meeting or extraordinary general meeting.
- 18 The reference to "clear days" in article 28 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, (or, in the case of a notice sent by electronic means, the day after it was sent) and also the day of the meeting, should be excluded.
- 19 A notice calling a meeting shall specify the time and place of the meeting; it shall (a) indicate the general nature of the business to be dealt with at the meeting and (b) if a special resolution (see article 33) (or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution.
- 20 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting; any other general meeting shall be called an extraordinary general meeting.
- 21 Notice of every general meeting shall be given
 - (a) in hard copy form
 - (b) in writing or, (where the individual to whom notice is given has notified the company of an address to be used for the purpose of electronic communication) in electronic form; or
 - (c) by means of a website (subject to the company notifying members of the presence of the notice on the website, and complying with the other requirements of section 309 of the Act).