

EUROMAX - STATUTES

(version approved by the General Assembly, June 15, 2009)

GENERAL

Article 1 - In accordance with the Belgian law of 25 October 1919, modified by the law of 6 December 1954, an international association with educational, scientific and artistic aims by the name of "Euromax" was founded.

Article 2 - The administrative base for the organisation may be established in any city agreed by the membership. The organisation's headquarters are established in Brussels, viz. at Avenue Van Becelaere 12, 1170 Brussels.

OBJECT

Article 3 - The main aim of Euromax is to encourage and develop European co-operation in the educational, scientific, technical and artistic fields and in all other matters related to immersive theatrical giant screen experiences presented in 15/70, 10/70 or 8/70 film format or similar digital format through co-operation between all partners in the giant screen industry. Euromax co-ordinates, organises or contributes to the organisation of congresses, conferences, study programmes, research, partnership etc. If and when necessary Euromax will act as the representative of its members towards international bodies and European public authorities. If and when necessary Euromax will negotiate on behalf of its member organisations with film distributors, producers etc.

MEMBERS

Article 4 - The following can be members of Euromax upon payment of the subscription: private or public bodies, firms and foundations dealing with the large format film industry which have an administrative base in the European landmass.

The above mentioned firms and associations can only become voting members of Euromax if they are legally incorporated in accordance with their own national laws and customs.

Full membership is available to all members. Associate membership is available to all members, except distributors and theatres, with the exception of those theatres outlined in Article 5. Developing membership is only available to optional future associate members and is only valid for one year.

Article 4a - Membership applications from outside Europe will be considered by the Executive Committee on individual merit, if their affiliation will contribute to the aims of Euromax as set out in Article 3.

Article 5 - *Full membership* is available upon payment of the full annual subscription. *Associate membership* is available upon payment of 50% of the full annual subscription. *Developing membership* is available upon payment of the special discount of the full annual subscription. The first or sole application for membership by an organisation operating a large format theatre shall obligatorily be for full membership. Applications for membership for subsequent theatres operated by the same organisation shall be for associate membership.

Article 6 - Applications for membership should be submitted in writing, accompanied by payment for the year's membership, to the General Administrator of Euromax. Admission of members is recommended and ratified by the Executive Committee.

Article 7 - All members of Euromax can send their resignation for the end of a business year with a minimum previous notice of six months. Resignation must be submitted by registered letter to the General Administrator. In such a case, Euromax can only claim subscriptions due and the subscription for the current year. No fees will be reimbursed upon cancellation of membership.

Article 8 - A member can be expelled, namely:

- for infringing the articles or regulations;
- for prejudicing the interests or reputation of Euromax;
- for a delay of at least one year in the payment of his subscription (the General Assembly can however cancel his expulsion if he can justify his delay in payment);

Expulsion is recommended by the Executive Committee, but has to be ratified by the General Assembly.

Article 9 - A member who, for any reason whatsoever, ceases to be a member of Euromax has no claim on the assets.

GENERAL ASSEMBLY

Article 10 - The General Assembly is formed of all the members. It has full powers to implement the objectives of Euromax, its prerogatives being:

- the drafting of the Euromax activity programme;
- the drafting of the budget and fixing of subscriptions, on a proposal from the Executive Committee;
- the approval of the accounts and the Annual Report of the Executive Committee;
- ratification of the expulsion of members;
- election of the President and the other members of the Executive Committee;
- drafting of all regulations considered to be useful;
- alterations and interpretations of the articles and regulations;
- the possible winding up of Euromax and the appropriation of its assets;
- the studies and decisions concerning all questions relating to the objectives of Euromax.

Article 11 - The General Assembly can set up Study commissions and Work Groups for specific purposes.

Article 12 - The General Assembly can carry out any measures necessary to pursue the aims of Euromax.

Article 13 - The General Administrator is appointed by the General Assembly on a proposal of the Executive Committee and can be dismissed by the General Assembly.

Article 14 - the General Assembly meets as often as necessary and at least once a year. It will also meet at the request of at least one third of the members. General Assembly meetings are called by the General Administrator on the instruction of the Executive Committee. The convocation is dispatched to the members at least one month in advance with an indication of the agenda.

Article 15 - Each member organisation appoints a delegate who will duly represent it at the General Assembly. Any delegate prevented from attending can empower another delegate in writing with a proxy vote. A delegate cannot hold more than one proxy vote, unless it be for other theatres within the same organisation. One vote is available to theatre members upon payment of the full annual subscription. One quarter vote is available to associate members. A developing member is not eligible to vote.

Article 16 - The General Assembly can only take valid decisions when the equivalent of one half of the Association's total number of votes is present or represented. The consensus of the General Assembly on specific issues or for elections may also be sought, outside the General Assembly meeting, through a vote by e-mail. Official ballot papers are to be sent to all members at least one month in advance of the polling date. Ballot papers returned by email must be followed up by the administrator by sending out a confirmation, also by e-mail.

In case of dispute, all received votes with a date stamped on or before the polling date will be considered valid.

Resolutions are voted on as follows:

- in principle by a simple majority of the votes present or represented either by show of hands, or by a secret ballot if so requested by one of the members present;
- during elections, obligatorily by secret ballot, by the equivalent of at least three quarters of the votes present or represented;
- when expelling members, obligatorily by secret ballot, by the equivalent of at least three quarters of the votes present or represented;
- when altering the articles or winding up Euromax, obligatorily by secret ballot, by the equivalent of at least three quarters of the votes present or represented.

A vote by e-mail can only be considered valid when voting papers are returned by the equivalent of at least two thirds of the association's total number of votes. Resolutions are voted on as follows during a vote by e-mail:

- in principle by a simple majority of the votes represented;
- during elections, or when expelling members, by the equivalent of at least three quarters of the votes represented.

No decision can be made on items not on the agenda.

EXECUTIVE COMMITTEE

Article 17 - The General Assembly elects obligatorily by secret ballot for three years from amongst the representatives of its full voting members (or its full membership, including representatives of Associate Members, in the case of the Vice President - Production) by at least three quarters of the votes present or represented, a President, a Vice President - Theatres, a Vice President - Production and a Treasurer. These persons form the Executive Committee. The post of Treasurer may be combined with one of the other roles on the Executive Committee.

The post of Vice President - Production shall carry with it full voting rights for the elected representative. In the case of that person's ceasing to hold office for whatever reason, voting rights will be revoked *ipso facto*.

Membership of the Executive Committee can only be revoked by the General Assembly. Nevertheless, in the event of a person ceasing to be the representative of a full voting member organisation of Euromax, his functions within the Executive Committee would come to an end *ipso facto*. He would be replaced for the duration of his remaining term of office by the new delegate nominated by the said organisation.

Article 18 - The Executive Committee meets as often as necessary. It is called by the General Administrator at the request of the President or any other member of the Executive Committee. The calling notice and the agenda are sent at least one month in advance.

Any person prevented from attending can give a written proxy vote to another member of the Executive Committee. A delegate cannot hold more than one proxy.

Article 19 - The Executive Committee's decisions are taken by a majority of its members present or represented, voting by show of hands or by secret ballot if so requested by one of the members present.

Each member of the Executive Committee has one vote.

Article 20 - The Executive Committee:

- deals with the administration of Euromax;
- drafts the accounts and prepares the draft budget;
- recommends subscription levels and decides on expenses in anticipation of the approval of the General Assembly;
- prepares the General Assembly meetings;
- admits and expels members;
- drafts an annual activity report;
- any other action assigned to it.

Article 21 - Legal actions, either as plaintiff or defendant, are followed up and proceeded with at the diligence of the Executive Committee represented by the General Administrator or a member of the Executive Committee appointed to this purpose.

Article 22 - The President can, in agreement with the Executive Committee, entrust special management tasks to one or several persons appointed for this purpose.

SUBSCRIPTIONS - ACCOUNTING

Article 23 - The members of Euromax have to pay a subscription, the amount of which is fixed each year by the General Assembly in accordance with Article 19.

Article 24 - The organisation's business year runs from 1 January to 31 December. Membership invoices are to be sent out to member organisations no later than 31 March of the current business year. Payment against invoice is to be made within 60 days of receipt by the member organisation. Non payment will result in cancellation of membership forthwith. Members defaulting on subscriptions will be disqualified from reapplying for membership for two years, unless all sums outstanding are paid in full.

LANGUAGES

Article 25 - The official languages of Euromax are: English and French. Languages can be added or deleted by a decision of the General Assembly.

ALTERATIONS TO THE ARTICLES AND WINDING UP

Article 26 - Any proposal for changing the statutes or winding up Euromax has to be submitted to the Executive Committee.

The Executive Committee has to inform members of Euromax of the date of the General Assembly meeting on the said proposal, at least two months in advance.

Decisions in these matters are only valid if they are approved, if necessary by secret ballot, by the equivalent of three quarters of the votes if no objections are present or have been represented by the General Assembly present or represented. Members unable to attend the General Assembly shall be entitled to a vote per email. Official papers to be sent out to members at least one month in advance.

Alterations to the statutes can only come into effect if approved by royal decree and if the conditions of publicity, as required by Article 3 of the Belgian law of 25 October 1919, have been fulfilled.

The General Assembly decides on the means of winding up and liquidating the association.

GENERAL PROVISIONS

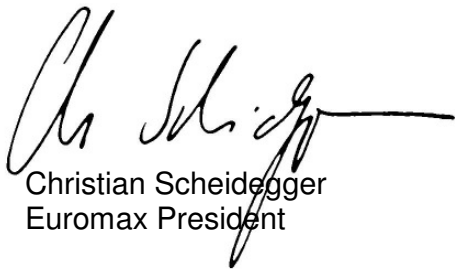
Article 27 - When required to do so by its members, Euromax shall act as the representative of the group in leading negotiations for film hire with distributors. In the case of such negotiations, all member theatres shall be asked whether they wish to hire the film in question under the terms negotiated. Members shall be under no obligation to participate in joint negotiations, but having agreed to do so they shall abide by the terms negotiated. Members shall not be prevented from negotiating independently with distributors where their particular situation demands it.

Article 28 - Euromax is against the notion of exclusivity. No member shall negotiate with a distributor to obtain a film in exclusivity. An exception to the above may be granted where a member theatre is a co-investor or co-producer of the film in question. In such a case, the period of exclusivity shall be clearly stated in all contracts. Where Euromax-led negotiations for a film involve the exclusion of one or more members of the group by a distributor, Euromax shall withdraw from the negotiations forthwith.

Article 29 - Member theatres should keep one another informed of their future programming plans. Euromax shall make its services available to further programming plans. In the case of neighbouring theatres wishing to screen a Euromax-negotiated film concurrently, those theatres should agree between themselves on the programming of that film before entering into the negotiations.

Article 30 - Everything not scheduled in these articles will be governed in accordance with the provisions of the Belgian law of 25 October 1919, modified by the law of 6 December 1954.

Article 31 - The English text of the statutes is the only authentic one.



Christian Scheidegger
Euromax President

June 15th, 2009