THE COMPANIES ACT, 1948 to 1989

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM
AND
ARTICLES OF ASSOCIATION*
OF
THE BRITISH ACADEMY OF FILM AND TELEVISION ARTS

Incorporated on 31 December 1958

*As amended by special resolutions passed on 29 June 1960,
11 November 1975, 5 January 1976, 26 June 1990, 24 June
THE COMPANIES ACT, 1948 to 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

THE BRITISH ACADEMY OF FILM AND TELEVISION ARTS LIMITED

1. The name of the Company (hereinafter called “the Academy”) is “THE BRITISH ACADEMY OF FILM AND TELEVISION ARTS LIMITED”.2

2. The registered office of the Academy will be situate in England.

3. The main object for which the Academy is established is to promote and advance education and3 cultivate and improve public taste in the visual arts in particular by stimulating original and creative production work in the field of film and television and other education, entertainment and information media and by encouraging a high standard of arts and technique in persons engaged in such production and by encouraging and promoting the results of experiment and research in the improvement of the standard of the art, sciences and techniques of producing in film, television and other education, entertainment and information media.4

4. The ancillary objects for which the Academy is established are the following but only in so far as they may be achieved by a body of persons established for charitable purposes only and not otherwise:-

   (1)5 To maintain contact and promote co-operation with persons or organisations concerned with the artistic, scientific and technical advancement of films and television production whether in the United Kingdom or elsewhere.

   (2) In connection with and for the furtherance of the above object to compile and maintain statistics and records of films and of television production in any country of the world, to form a library of film and

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1 By a special resolution passed on 4 July 2005, the words “to 1989” were added to the reference to “The Companies Act, 1948” in the headings to the Memorandum and Articles of Association
2 The Company was previously named “The Society of Film and Television Arts Limited”. A special resolution of 11 November 1975 resolved that the name of the Company be changed to “The British Academy of Film and Television Arts”, subject to the consent of the Department of Trade and such amendments to the Memorandum and Articles of Association as required. A licence authorising a change of name including or consisting of the omission of the word “Limited” was granted by the Department of Trade on 3 February 1976. The word “Society” was deleted and the word “Academy” inserted in its place throughout the Memorandum by special resolution of 24 June 1991, resolution 1(1). The word “Limited” continued to be used in resolutions of the Company until 30 June 1997
3 The word “the” was deleted by special resolution of 1 July 2002
4 An older version of this Article was deleted and replaced in its entirety by special resolution of 30 June 1997
5 Numbering of paragraphs changed from Roman to Standard numerals by special resolution of 1 July 2002
television literature, scripts, records, films, musical scores, photographs, and other material, and to encourage and sponsor publications and promote exhibitions and lectures and generally to disseminate knowledge of the art and technique of films and television production, by means of the reading of papers, delivery of lectures, giving of advice or otherwise, and to organise and assist in the organisation of film and television festivals.

(3) To co-operate with educational authorities and organisations to procure the better appreciation and understanding of films and television, to encourage in every way the educational aspect of films and television and to encourage the foundation of University departments of film and television studies.

(4) To promote and assist research and experimental work in connection with film and television production.

(5) To make awards for merit in respect of outstanding artistic, technical or scientific achievements in connection with films or television production.

(6) To print and publish and to distribute gratuitously or otherwise such books, papers, pamphlets, and periodicals as may from time to time be calculated to advance knowledge and appreciation of the arts, sciences and techniques of film and television production.

(7) In the United Kingdom and elsewhere, to establish, support and dissolve non-autonomous branches of the Academy (and to determine the constitution, rights and obligations of such branches) and to confer the status of a branch of the Academy (on such terms as may be considered appropriate) upon independent organisations having objects which include the support of the Academy.6

(8) To apply to the Government, public bodies, local authorities, corporations, companies or persons for, and to accept grants of money and of land, donations, gifts, subscriptions and other assistance with a view to promoting the objects of the Academy and to discuss and negotiate with Government departments, public and other bodies, corporations, companies or persons, schemes of research and training and other work and matters within the objects of the Academy and to conform to any proper conditions upon which such grants and other payments may be made.7

(9) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Academy may think necessary or convenient for the promotion of its

6 An older version of this sub-clause was deleted and replaced in its entirety by special resolution of 7 April 1999
7 The words "subject to section 14 of the Companies Act 1948" deleted by special resolution of 5 January 1976
objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Academy.8

(10) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Academy as may be thought expedient with a view to the promotion of its objects.

(11) To undertake and execute any trusts which may lawfully be undertaken by the Academy and may be conducive to its objects.

(12) To borrow or raise money for the purposes of the Academy on such terms and on such security as may be thought fit.

(13) To invest the moneys of the Academy not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, but so that moneys subject or representing property subject to the jurisdiction of the Charity Commissioners for England and Wales shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.

(14) To establish and support or aid in the establishment and support of any charitable associations or charitable institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Academy or calculated to further its objects.

(15) To amalgamate with, acquire the assets of or in any other way to merge with any organisation which is charitable at law and has objects altogether or mainly similar to those of the Academy provided that any such amalgamation, acquisition or merger shall first have been approved by the members of the Academy at a general meeting.9

(16) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bonds, debentures, and other negotiable or transferable instruments.10

(17) To do all such other lawful things as are, in the opinion of the Council (as defined in the Articles of Association of the Academy) necessary or desirable for the achievement of the objects of the Academy.11

Provided that the objects of the Academy shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.12

Provided also that in case the Academy shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the

8 The words "subject to section 14 of the Companies Act 1948" deleted by special resolution of 5 January 1976
9 Sub-clause added by special resolution of 1 July 2002 and amended by a further special resolution of 30 June 2003
10 Sub-clause added by special resolution of 1 July 2002
11 Sub-clause added by special resolution of 1 July 2002
12 An older version of the first proviso was deleted and replaced by special resolution of 5 January 1976
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 Managers or Trustees 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 Managers or Trustees 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 or the Charity Commissioners over such Managers or Trustees, 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. 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.13

5. 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 by way of profit, to members of the Academy and no member of its Board of Trustees 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 any payment in good faith by the Academy:

(a) of reasonable and proper remuneration to any member, officer or servant of the Academy (not being a member of its Board of Trustees) for any services rendered to the Academy;

(b) of interest on money lent by any member of the Academy or of its Board of Trustees at a rate per annum not exceeding two per cent less than minimum lending rate prescribed for the time being by the Bank of England, or three per cent whichever is the greater;

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

(d) of fees, remuneration or other benefit in money or money’s worth to a company of which a member of the Board of Trustees may be a member holding not more than 1/100th part of the capital of that company; and

(e) to any member of its Board of Trustees of out-of-pocket expenses.14 15

6. The liability of the members is limited.

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13 The words "or Ministry of Education" and "or the Ministry of Education" were deleted from the second proviso by special resolution of 5 January 1976
14 An older version of this Article was deleted and replaced in its entirety by special resolution of 5 January 1976
15 The words "Council of Management or Governing Body" were deleted and replaced with the words "Board of Trustees" throughout this Clause 5 by special resolution of 30 November 2010
7. Every member of the Academy undertakes to contribute to the assets of the Academy, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Academy 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, such amount as may be required not exceeding One pound.

8. If, upon 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 5 hereof, such charitable institution or institutions to be determined by the members of the Academy at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some [other] charitable object.

9. True accounts shall be kept of the sums of money received and expended by the Academy, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Academy; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Academy for the time being, such accounts shall be open to the inspection of the members. Once at least in every year, after the examination of the first accounts and the ascertainment of the correctness of the first income and expenditure account and balance sheet, the accounts of the Academy shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

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16 Word in brackets inserted by special resolution of 5 January 1976
<table>
<thead>
<tr>
<th>Names</th>
<th>Address</th>
<th>Profession</th>
</tr>
</thead>
<tbody>
<tr>
<td>Michael Balcon</td>
<td>Upper Parrock, Hartfield, Sussex</td>
<td>Film Producer</td>
</tr>
<tr>
<td>Ian Robert Atkins</td>
<td>115, Laleham Road, Shepperton, Middlesex</td>
<td>Television Producer</td>
</tr>
<tr>
<td>Frank George Gunn</td>
<td>Devonshire Lodge, Eastcote-Pinner</td>
<td>Executive of Technicolor Ltd.</td>
</tr>
<tr>
<td>Robert Barr</td>
<td>88, Albert Road, Caversham, Berks</td>
<td>Television Producer</td>
</tr>
<tr>
<td>Stephen McCormack</td>
<td>42, Collingwood Ave London N.10</td>
<td>Television Producer</td>
</tr>
<tr>
<td>Anthony James Allen</td>
<td>Flat 12, 20, Lowndes Sq. S.W.1</td>
<td>Film Producer</td>
</tr>
<tr>
<td>Havelock-Allan</td>
<td></td>
<td></td>
</tr>
<tr>
<td>John Patrick Lynch</td>
<td>51, Lonsdale Road, Barnes, S.W.13</td>
<td>Television Producer</td>
</tr>
<tr>
<td>Furness</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Andrew Miller Jones</td>
<td>27, Carlton Vale, N.W.6</td>
<td>Television Producer</td>
</tr>
<tr>
<td>Desmond Davis</td>
<td>18, Lloyd Square, W.C.1</td>
<td>Television Producer</td>
</tr>
<tr>
<td>Peter Marcel Charles</td>
<td>47, Grove Ct. London, N.W.8</td>
<td>Film Producer</td>
</tr>
<tr>
<td>De Sarigny</td>
<td></td>
<td></td>
</tr>
<tr>
<td>John Halas</td>
<td>6, Holford Road, London, N.W.3</td>
<td>Film Producer</td>
</tr>
<tr>
<td>James Haldane Lawrie</td>
<td>9a, Bathurst St. London, W.2</td>
<td>Film Producer</td>
</tr>
<tr>
<td>Mervyn Ian Guy Hamilton</td>
<td>4, Douro Place, W.8</td>
<td>Film Director</td>
</tr>
</tbody>
</table>
IVOR WILLIAM WARD 37, Godstone Road, Productions
Purley, Surrey Controller, T.V.

Dated this 17th day of December 1958

WITNESS to the above Signatures

MARTIN A. ELLIS
52 Bedford Row W.C.1
Solicitor
GENERAL

1. In these presents the words standing in the first column of the Table below shall bear the meaning set opposite to them respectively in the second column below, if not inconsistent with the subject or context:

<table>
<thead>
<tr>
<th>Words</th>
<th>Meanings</th>
</tr>
</thead>
<tbody>
<tr>
<td>the Act</td>
<td>the Companies Act 1985;</td>
</tr>
<tr>
<td>the Academy</td>
<td>the above-named Academy;</td>
</tr>
<tr>
<td>the Auditors</td>
<td>the auditors of the Academy;</td>
</tr>
<tr>
<td>the Board of Trustees</td>
<td>the board of directors of the Academy whose members are also its charity trustees (and the expression “the Board” shall have the same meaning);</td>
</tr>
<tr>
<td>the Council</td>
<td>the body established pursuant to Article 36 to advise the Board of Trustees;</td>
</tr>
<tr>
<td>the Chairman</td>
<td>the Chairman of the Board of Trustees who shall also be the Chairman of the Academy;</td>
</tr>
<tr>
<td>the Chairman of Children’s</td>
<td>the individual elected in accordance with Article 34 who shall be the Chairman of the Children’s Awards Committee;</td>
</tr>
<tr>
<td>the Deputy Chairman</td>
<td>the Deputy Chairman of the Board of Trustees who shall also be the Deputy Chairman of the Academy,</td>
</tr>
</tbody>
</table>

17 By a special resolution passed on 15 May 2006 a new set of articles of association were adopted.
the Elected Members of the Council the members of the Council referred to in Article 36 and elected in accordance with Article 32 (1);

the Elected Members of the Sector Committees the members of the Sector Committees referred to in Articles 68 (1) and 69 (1) elected in accordance with Article 32 (2);

the Honorary Officers the following officers of the Academy:

- the President
- the Vice Presidents
- the Chairman
- the Deputy Chairman
- the Chairman of the Film Committee
- the Deputy Chairman of the Film Committee
- the Chairman of the Television Committee
- the Deputy Chairman of the Television Committee
- the Chairman of the Video Games Committee
- the Chairman of the Education and Events Committee;

the Office the registered office of the Academy;

the Seal the common seal of the Academy;

the Secretary the company secretary of the Academy;

Membership Year 1 July to 30 June or such other period as the Board of Trustees may from time to time determine;

month calendar month;

in writing written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form;

Renews Committee a committee established by the Board of Trustees to consider the renewal, non-renewal or termination of a member’s membership of the Academy pursuant to paragraphs (5) or (6) of Article 11;

Sector Committees the Film Committee, the Television Committee and the Video Games Committee;

year the period between the conclusion of one Annual General Meeting of the Academy and the conclusion of the next Annual General Meeting of the Academy
and words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The Academy is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP

3. The number of members with which the Academy proposes to be registered is unlimited.

4. The members of the Academy shall consist of the subscribers to the Memorandum of Association and such other individuals as the Board of Trustees shall from time to time determine to admit to membership.

5. The Board of Trustees may from time to time by resolution constitute different classes of members (with or without voting rights) and prescribe the qualifications for membership and rights of members of each such class and the Board of Trustees may also from time to time by resolution constitute different sections for carrying on the work of the Academy with separate committees to manage the affairs of such sections. Any resolution of the Board of Trustees under this Article may be altered or revoked by subsequent resolution of the Board of Trustees.

6. Members shall pay such membership subscriptions (if any) as shall be determined by the Board of Trustees from time to time. The Board of Trustees shall also have discretion to charge:

   (1) a joining fee to persons (which may be set at different rates) on becoming members,

   (2) entrance or other fees for events or services run by the Academy for the benefit of members or otherwise.

7. The following provisions shall apply to the subscriptions payable by members (other than life members or honorary members):

   (1) The first subscription (and joining fee, if any) shall be due and payable by a member at the expiration of seven days after service on the member of a notification of admission to membership.
(2) The Membership Year and the date on which subscriptions shall be payable shall be determined by the Board of Trustees from time to time.

(3) When the date from which subscriptions shall become due is changed by the Board of Trustees, the Board of Trustees may, at its discretion, rebate or surcharge the subscription according to the number of months lost or gained by such change.

(4) In the event of a member joining or leaving other than at the start or end of a Membership Year, the subscription payable (if any) may be pro-rated according to the portion of the Membership Year remaining or elapsed, at the discretion of the Board of Trustees.

8. The Board of Trustees may at its absolute discretion admit individuals as life members on such terms as the Board of Trustees shall agree and on payment of a single subscription, the level of which shall be determined from time to time by the Board of Trustees. Such persons will remain members of the Academy for the remainder of their lives, subject to the provisions of Articles 9 to 11 below.

9. The Board of Trustees shall have discretion to introduce such membership rules and/or codes of conduct for members of the Academy as it shall from time to time determine to be in the best interests of the Academy provided that members shall be notified of the introduction of any such rules or codes not less than one calendar month prior to their introduction.

10. Where an allegation or complaint of gross misconduct or conduct likely to bring the Academy into disrepute has been made against a member of the Academy then the rights and privileges of membership of the Academy may be suspended by the Chairman and a Vice President for a period not exceeding three months in order to investigate the allegation/complaint. All of the members of the Board of Trustees shall be notified within seven days of any such suspension. The Board of Trustees shall put in place such regulations for the investigation of allegations and complaints as it considers fit provided that such regulations shall comply with the rules of natural justice.

11. Membership shall not be transferable and a member shall cease to be a member (and thus shall cease to be entitled to the rights and privileges of membership):

   (1) if, by notice in writing to the Company Secretary, the member resigns. The member is deemed to have resigned when the letter of resignation is received at the Office;

   (2) in the case of an individual, on death or in the event of his becoming incapable of managing his affairs;

   (3) in the case of a corporation, if the corporation becomes insolvent or ceases to exist;
(4) if any subscription or other sum payable by the member is not paid within two months of the due date and remains unpaid fourteen days after notice served on the member on behalf of the Board of Trustees informing him that he will be removed from the membership if it is not paid. The Board of Trustees may re-admit to membership of the Academy any person removed on this ground on his paying such part of the sum due as the Board of Trustees may determine;

(5) in the case of members, other than honorary and life members, if the Renewals Committee resolves not to renew the member’s membership at the end of a subscription year on the ground that, in its reasonable opinion, the member’s continued membership is not in the best interests of the Academy;

(6) by a resolution of the Renewals Committee passed on the ground that, in its reasonable opinion, the member’s continued membership is not in the best interests of the Academy

PROVIDED that a resolution under paragraphs (5) and (6) of this Article shall be valid only if:

(i) the intention to propose the resolution was approved by the Board of Trustees and the Board of Trustees constituted a Renewals Committee to consider and, if thought fit, to make such a resolution,

(ii) notice of the intention to propose such resolution shall have been sent to (a) the member whose non-renewal or removal is in question, (b) to all the members of the Renewals Committee convened by the Board of Trustees to consider the issue and (c) to all members of the Board of Trustees not less than 21 days before the date of the meeting of the Renewals Committee at which the matter is to be considered,

(iii) the notice of the meeting of the Renewals Committee at which the matter is to be considered shall (a) state the general nature of the grounds on which the resolution is to be proposed, (b) state the names of the members of the Renewals Committee and (c) shall inform the member in question that he may either (a) be heard in person (with or without a representative present) by the Renewals Committee at the meeting or (b) submit written representations to Renewals Committee not less than seven days prior to the date of the meeting of the Renewals Committee, and

(iv) after having heard the member whose non-renewal or removal is in question or considered his written representations, the resolution is passed by a majority of at least three-quarters of the members present and voting at the meeting of the Renewals Committee at which not less than one-half of the total members of the Renewals Committee are present.
12. There shall be a President and up to three Vice Presidents of the Academy who shall:

(1) be chosen by the Board of Trustees having regard to their interests in the arts and techniques of production in the fields of film, television and other education and information media;

(2) in the case of the President, hold office for a fixed or an indeterminate period;

(3) in the case of the Vice Presidents, hold office for a fixed term of office determined by Board of Trustees (but which shall not exceed six years) provided that Vice Presidents may be reappointed for an unlimited number of terms;

(4) be entitled to receive (on request) notices of and attend but not vote at any meeting of the Board of Trustees or the Academy or any section of the Academy, unless such a person shall have been a member of the Academy prior to appointment as President or Vice President, in which case he shall be entitled to vote in any such meetings to which he is entitled disregarding his position as President or Vice President.

GENERAL MEETINGS

13. The Academy shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board of Trustees, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding meeting, and that so long as the Academy holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

14. All General Meetings, other than Annual General Meetings, shall be called Extraordinary Meetings.

15. The Board of Trustees may convene an Extraordinary Meeting whenever they think fit and shall convene an Extraordinary Meeting on the requisition of at least one-tenth of the members entitled to vote at General Meetings of the Academy.

16. Notice of General Meetings specifying the place, the day and time of the meeting, and in the case of special business the general nature of that business, shall be given to all members entitled to vote at General Meetings, the
President and Vice Presidents and the Auditors as follows:

Notice  
Meeting

At least 21 days  
Annual General Meetings and General Meetings convened to pass a Special Resolution,

At least 14 days  
another General Meetings.

PROCEEDINGS AT GENERAL MEETINGS

17. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Twenty one members (or such other number of members of the Academy as shall from time to time be determined by the Board of Trustees) personally present and entitled to vote at the meeting shall be a quorum.

18. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the chairman of the meeting shall appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present and entitled to vote shall be a quorum.

19. The Chairman (if any) and failing him the Deputy Chairman shall preside as Chairman at every General Meeting, but if there be no such Chairman or Deputy Chairman, or if at any meeting neither the Chairman nor Deputy Chairman of the Board of Trustees shall be present within 15 minutes after the time appointed for holding the same, and willing to preside, the members present and entitled to vote shall choose some member of the Board of Trustees, or if no such member be present, or if all the members of the Board of Trustees present decline to take the chair, they shall choose some member of the Academy who shall be present and entitled to vote to preside.

20. The chairman of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn a meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as for the original meeting. Save as set out above, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

21. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the members of the Academy present in person and entitled to vote, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the chairman of
the meeting or by at least three members of the Academy present in person or by proxy, or by a member or members of the Academy present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the chairman of the meeting 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 minute book of the Academy shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

22. If a poll is demanded in accordance with Article 21, it shall be taken at such time and place, and in such manner, as the chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

23. No poll shall be demanded on the election of a chairman of a meeting, or on any question of adjournment.

24. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall not be entitled to a second or casting vote.

25. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

26. Subject to all rights and restrictions from time to time conferred or imposed on any classes of member constituted by the Board of Trustees under Article 5 every member (other than a member as to whom it shall for the time being be the case that the whole or any part of any subscription or other sum (if any) which shall be due and payable by him to the Academy in respect of his membership shall be in arrear for more than two months) shall have one vote.

27. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote. A proxy must be a member of the Academy.

28. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing.

29. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notorially certified or office copy thereof shall be deposited at the office not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution.
30. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

31. An instrument appointing a proxy shall be in such form as the Board of Trustees shall determine.

**ELECTION AND APPOINTMENT OF OFFICE HOLDERS**

32. The members of the Academy shall elect the following:

   (1) the Elected Members of the Council referred to in Article 36; and
   
   (2) the Elected Members of the Sector Committees referred to in Articles 68 (1) and 69 (1) and in such election up to two of the posts for each Sector Committee shall be designated by reference to children and/or family.

33. The members of the Board of Trustees (other than co-opted members appointed by the Board of Trustees pursuant to Article 53) and the Elected Members of the Sector Committees shall together elect from their number for a two year term of office the Honorary Officers other than:

   (1) the President and the Vice Presidents, who shall be appointed in accordance with Article 12; and
   
   (2) the Chairman and the Deputy Chairman, who shall be elected in accordance with Article 49 to 52.

34. The Elected Members of the Sector Committees designated by reference to children and/or family shall, every two years, elect from amongst their number the Chairman of Children’s.

35. The elections referred to in Articles 32 to 34 shall be conducted by ballot held in accordance with procedures (for the nomination of candidates and the timing and conduct of the ballot) laid down by the Board of Trustees from time to time.

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18 The words “The members of the Board of Trustees (other than the co-opted members appointed by the Board of Trustees pursuant to Article 53) and” at the beginning of Article 33 were inserted by a special resolution of 7 July 2008
36. The Council shall comprise:-
   - the Honorary Officers;

   and, insofar as they are not Honorary Officers, the following:
   - the Elected Members of the Sector Committees;
   - the chairmen of BAFTA in Scotland and BAFTA in Wales;
   - the chairman and deputy chairman of BAFTA in Los Angeles;
   - the chairman of BAFTA in New York;
   - six Elected Members of the Council;
   - up to 10 members of the Academy co-opted by the Council for their specialist skills or for some other reason.

37. The Elected Members of the Council shall be elected for a term of two years and may serve a maximum of three such terms.19

38. Co-options to the Council may be made for a fixed or indeterminate period and may be withdrawn at any time at the discretion of the Council.

MEETINGS AND ROLE OF THE COUNCIL

39. It shall be the role of the Council to advise the Board of Trustees.

40. The Council shall meet at least twice in every year. At the first meeting of the Council in each year the Board of Trustees shall present to the Council, for its views, the Board’s proposals for the forthcoming year and at the final meeting of the Council in each year the Board of Trustees shall report to the Council on the progress (or otherwise) made on the proposals presented at the first Council meeting of the year and on other business conducted by the Board of Trustees during the year.

41. Meetings of the Council shall be convened and held at such time and place as shall be determined by the Board of Trustees. The Board of Trustees shall convene a meeting of the Council on the requisition of at least one-quarter of the members of the Council.

42. At least fourteen days’ notice of meeting of the Council (exclusive both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of the meeting and the

19 This Article was deleted and replaced in its entirety by a special resolution of 30 November 2010
general nature of that business, shall be given to all of the members of the
Council in such manner as the Board of Trustees shall determine.

43. No business shall be transacted at any meeting of the Council unless a quorum
is present when the meeting proceeds to business. One-third of the members
of the Council shall constitute a quorum.

44. Meetings of the Council shall be chaired by one of the Vice Presidents
nominated for the purpose by the Board of Trustees. In the event of the
absence of the nominated Vice President, meetings of the Council shall be
chaired by the most long serving Vice President present but if no Vice
President shall be present at the meeting the members of the Council present
shall elect a chairman for the meeting from amongst their number.

45. Every member of the Council shall have one vote at meetings of the Council.
Voting shall take place by a show of hands and no member of the Council
shall be entitled to appoint a proxy to vote in his place. In the case of an
equality of votes, the chairman of the meeting shall not be entitled to a second
or casting vote.

46. The Council shall cause proper minutes to be made of proceedings of its
proceedings and any such minutes, if signed by the chairman of the meeting or
the chairman of the next succeeding meeting, shall be sufficient evidence
without any further proof of the facts stated in them.

BOARD OF TRUSTEES

Composition

47. The Board of Trustees shall comprise:-

- the Chairman and Deputy Chairman appointed in accordance with
  Article 49 to 50;

- the Chairman and Deputy Chairman of the Film Committee appointed
  in accordance with Article 33;

- the Chairman and Deputy Chairman of the Television Committee
  appointed in accordance with Article 33;

- the Chairman of the Video Games Committee appointed in accordance with
  Article 33;

- the Chairman of the Education and Events Committee appointed in
  accordance with Article 33;

- up to four co-opted members appointed by the Board of Trustees
  pursuant to Article 53.
48. No person who is not a member of the Academy shall be eligible to hold office as a member of the Board of Trustees.

**Chairman and Deputy Chairman**

49. Subject to the detailed provisions of Article 50, it is intended that in normal circumstances an individual shall be appointed to serve as Deputy Chairman for one year, followed by a two year term as Chairman and then a fourth year as Deputy Chairman.

50. The following provisions shall apply to the election of the Chairman and Deputy Chairman of the Academy:

(1) Subject to paragraph (4) below the term of office:

(a) of the Chairman shall be two years; and

(b) of the Deputy Chairman shall be two, one year periods which, if the Deputy Chairman serves as Chairman, will fall one before and one after his term as Chairman.

(2) In the first Membership Year of the then current Chairman’s term of office, the Board of Trustees and the Elected Members of the Sector Committees shall elect (voting by secret ballot) one of their number to be the next Deputy Chairman.

(3) In the second Membership Year of the then current Chairman’s term of office, the Board of Trustees and the Elected Members of the Sector Committees shall elect (voting by secret ballot) the person then currently Deputy Chairman to be the next Chairman of the Academy provided that, if the Board of Trustees and the Elected Members of the Sector Committees are unable or unwilling to elect the person who is then the Deputy Chairman to be the next Chairman then they may elect another of their number to be the next Chairman.

(4) The term of office of the Chairman may be extended for a third year and the term of office of the Deputy Chairman extended for a further year if 75% of the members of the Board of Trustees and the Elected Members of the Sector Committees combined (voting by secret ballot) decide that there are exceptional circumstances which make it necessary or desirable to do so.

51. In the event that the office of Chairman becomes prematurely vacant (for whatever reason), the Deputy Chairman shall be appointed to serve as Chairman and the Board of Trustees shall make such arrangements as it appears to it to be appropriate in relation to his term of office and the arrangements for the appointment of the next Chairman having regard to the intentions of Article 50.
52. In the event that the office of Deputy Chairman becomes prematurely vacant (for whatever reason), the Board of Trustees shall appoint from amongst their number a new Deputy Chairman who shall hold office for the remainder of the Deputy Chairman’s term of office.

Co-opted members

53. The Board of Trustees may from time to time appoint any member of the Academy to be a co-opted member of the Board of Trustees for a one year term of office (and may re-appoint the member for up to five further one year terms of office) provided that the total number of co-opted members of the Board of Trustees shall not exceed four (or such other number as determined by the Academy in General Meeting).

54. The Academy may from time to time in General Meeting by ordinary resolution and with good cause remove any member of the Board of Trustees from office before the expiration of his period of office and appoint another member of the Academy to be a member of the Board of Trustees in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same office if he had not been removed.

POWERS OF THE BOARD OF TRUSTEES

55. The business of the Academy shall be managed by the Board of Trustees, who may pay all such expenses of and preliminary and incidental to the promotion, formation, establishment and registration of the Academy as they think fit, and may exercise all such powers of the Academy, and do on behalf of the Academy all such acts as may be exercised and done by the Academy, and as are not by statute or by these presents required to be exercised or done by the Academy in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Academy, and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Academy in General Meeting, but no regulation made by the Academy in General Meeting shall invalidate any prior act of the Board of Trustees which would have been valid if such regulation had not been made.

56. The members for the time being of the Board of Trustees may act notwithstanding any vacancy in their body; provided always that in case the members of the Board of Trustees shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Board of Trustees for the purpose of admitting persons to membership of the Academy, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.
DISQUALIFICATION OF MEMBERS
OF THE BOARD OF TRUSTEES

57. The office of a member of the Board of Trustees shall be vacated:-

   (1) if a receiving order is made against him or he makes any arrangement or composition with his creditors and the Board of Trustees so determines;

   (2) if he becomes of unsound mind;

   (3) if he ceases to be a member of the Academy;

   (4) if by notice in writing to the Academy he resigns his office;

   (5) if he ceases to hold office by reason of any order made under the Company Directors’ Disqualification Act 1986;

   (6) if he is removed from office by a resolution duly passed pursuant to Sections 303 and 304 of the Act.

PROCEEDINGS OF THE BOARD OF TRUSTEES

58. The Board of Trustees shall meet together at least four times a year for the despatch of business. A meeting of the Board of Trustees at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Academy for the time being vested in the Board of Trustees generally.

59. The Board of Trustees shall regulate their meetings as they think fit and determine the quorum necessary for the transaction of business. Unless otherwise determined, one-half of the total number of members of the Board of Trustees shall be a quorum.

60. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chairman of the meeting shall not have a second or casting vote.

61. Three members of the Board of Trustees may summon a meeting of the Board by notice served upon its members.

62. The Chairman and failing him the Deputy Chairman shall preside at all meetings of the Board of Trustees at which he shall be present, but if at any meeting neither the Chairman nor the Deputy Chairman shall be present within fifteen minutes after the time appointed for holding the meeting and willing to preside, the members of the Board of Trustees present shall choose one of their number to be chairman of the meeting.

63. Subject to the provisions of Articles 67 to 74 (relating to the Sector Committees), the Board of Trustees may delegate any of their powers to
committees consisting of such member or members of the Academy as they think fit, and any committee so formed shall, in the execution of the powers so delegated, conform to any regulations imposed on it by the Board of Trustees. Any such committee may appoint sub-committees for carrying out the business delegated to it. The meetings and proceedings of any such committee or sub-committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Board of Trustees so far as applicable and so far as the same shall not be superseded by any regulations made by the Board of Trustees as aforesaid. The membership of each committee and sub-committee shall be approved annually. Provided that in the case of the Renewals Committee:

(1) it is recognised that the Committee will be convened only as and when it is needed and that its composition may vary from occasion to occasion; and

(2) there shall be no sub-committees.

64. All acts bona fide done by any meeting of the Board of Trustees or of any committee or sub-committee of the Board of Trustees, or by any person acting as a member of the Board of Trustees, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board of Trustees.

65. The Board of Trustees shall cause proper minutes to be made of all appointments of officers made by the Board of Trustees and of the proceedings of all meetings of the Academy and of the Board of Trustees and of committees or sub-committees of the Board of Trustees, and all business transacted at such meetings, and any such minutes of any meeting, if signed by the chairman of such meeting, or by the chairman of the next meeting, shall be sufficient evidence without any further proof of the facts stated in them.

66. A resolution in writing signed by all the members for the time being of the Board of Trustees or of any committee or sub-committee of the Board of Trustees who are duly entitled to receive notice of a meeting of the Board of Trustees or of such committee or sub-committee shall be as valid and effectual as if it had been passed at a meeting of the Board of Trustees or of such committee or sub-committee duly convened and constituted.

SECTOR COMMITTEES

67. The primary role of the Sector Committees shall be to recommend to the Board of Trustees how best to carry out the Academy’s mission in their respective industry sectors (including, in each case, matters with particular reference to children and/or families). The Board of Trustees shall prescribe terms of reference for each of the Sector Committees.
68. The Film Committee and Television Committee shall each comprise:

(1) up to ten Elected Members elected in accordance with Article 32 (2); and
(2) up to five co-opted members.

69. The Video Games Committee shall comprise:

(1) up to ten Elected Members elected in accordance with Article 32 (2); and
(2) up to eight co-opted members

provided that the maximum number of members of the Video Games Committee shall be 15.

70. At the conclusion of each Annual General Meeting of the Academy one-half (or, if their number is not a multiple of two, one-half less one) of the number of the Elected Members of each of the Sector Committees shall retire from office (but may, subject to Articles 72 and 73, stand for re-election). The Elected Members to retire by rotation shall be those who have been longest in office since their last election or re-election, but as between persons who became or were last elected on the same day those to retire shall (unless otherwise agreed) be determined by lot.

71. The co-opted members of each Sector Committee shall be appointed for a one year term of office (and may be re-appointed for up to five further one year terms of office) by the Elected Members of the relevant Sector Committee.

72. No person having been an Elected Member of a Sector Committee for six years shall be eligible to stand for re-election as an Elected Member or be appointed as a co-opted member of a Sector Committee until six years have elapsed since the expiration of his last term of office as either an Elected Member or a co-opted member provided that any period of office as an Honorary Officer shall be ignored for the purposes of this Article.

73. No person having served as the Chairman or Deputy Chairman of a Sector Committee for two successive terms of office shall be eligible to stand for re-election to that office until at least six years shall have elapsed since the expiration of the previous term of office.

74. In the event that the office of Chairman of a Sector Committee or Deputy Chairman of the Film Committee or Television Committee becomes prematurely vacant (for whatever reason) the Board of Trustees shall hold a ballot of the Elected Members of the Sector Committees to appoint a replacement.

75. The provisions of Articles 63 to 66 above shall apply to the Sector Committees.
OTHER COMMITTEES

76. At the date of the adoption of the Articles it is anticipated that the Board of Trustees will constitute the following committees in accordance with the provisions of Articles 63 to 66, namely:

- Children’s Awards Committee;
- Commercial Committee;
- Education and Events Committee;
- Finance and Audit Committee; and
- Foundation Committee.

SECRETARY

77. The Secretary shall be appointed by the Board of Trustees as Company Secretary for the Academy for such time and (subject to the provisions of Clause 4 of the Memorandum,) at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The Board of Trustees may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

CHIEF EXECUTIVE

78. The Board of Trustees may from time to time appoint any person, whether a member of the Academy or not, but not being a member of the Board of Trustees to act as Chief Executive of the Academy. The Board of Trustees may appoint such person to be the Chief Executive for such period and at such reasonable and proper remuneration for the services to be rendered by him and upon such terms as to the duties to be performed the powers to be exercised and all other matters as they think fit, but so that the Chief Executive shall not be vested with any powers or entrusted with any duties which the Board of Trustees could not itself have exercised or performed and shall at all times be subject to the overriding control and authority of the Board of Trustees. In particular it shall be the duty of the Chief Executive to attend all meetings of the Academy, the Council and of the Board of Trustees and of any committee of the Board of Trustees.

79. The Board of Trustees may from time to time, subject to the provisions of any contracts between him and the Academy, remove or dismiss the Chief
Executive from office and appoint any other person to act jointly with him or in his place.

80. The Board of Trustees may from time to time and at any time appoint any person temporarily to act in the place of the Chief Executive during any absence by him from his duties.

THE SEAL

81. The Seal of the Academy shall not be affixed to any instrument except by the authority of a resolution of the Board of Trustees, and in the presence of at least two members of the Board of Trustees and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Academy such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

ACCOUNTS

82. The Board of Trustees shall cause proper books of account to be kept with respect to –

(1) all sums of money received and expended by the Academy and the matters in respect of which such receipts and expenditure take place; and

(2) the assets and liabilities of the Academy.

83. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Academy and to explain its transactions.

84. The books of account shall be kept at the Office, or at such other place or places as the Board of Trustees shall think fit, and shall always be open to the inspection of the members of the Board of Trustees.

85. The Academy in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the members of the accounts and books of the Academy, or any of them, and subject to such conditions and regulations the accounts and books of the Academy shall be open to the inspection of members at all reasonable times during business hours.

86. At a General Meeting in every year the Board of Trustees shall lay before the Academy a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Academy) made up to a date before such meeting, together with a proper balance sheet made up at the same date. Every such balance sheet shall be accompanied by proper reports of the Board of Trustees and the Auditors, and copies of such account, balance sheet and reports (all of
which shall be framed in accordance with any statutory requirements for the
time being in force) and of any other documents required by law to be annexed
or attached thereto or to accompany the same, shall not less than twenty-one
clear days before the date of the meeting be sent to the Auditors and to all
other persons entitled to receive notice of General Meetings in the manner in
which notices are hereinafter directed to be served. The Auditors’ report shall
be open to inspection and be read before the meeting.

AUDIT

87. Once at least in every year the accounts of the Academy shall be examined and
the correctness of the income and expenditure account and balance sheet
ascertained by one or more properly qualified auditor or auditors.

88. The Auditors shall be appointed and their duties regulated in accordance with
the Companies Acts the members of the Board of Trustees being treated as the
Directors mentioned in those Sections.

NOTICES

89. A notice may be served by the Academy upon any member:

(1) by handing it to him personally, or

(2) by sending it through the post in a prepaid letter, addressed to such
member at his registered address as appearing in the register of
members; or

(3) by transmission to an electronic mail address or facsimile number
notified to the Academy by the member for that purpose.

90. Proof that an envelope containing a notice was properly addressed, prepaid
and posted shall be conclusive evidence that the notice was given. Notice of a
meeting shall be deemed to have been given:-

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<tr>
<th>Method of delivery</th>
<th>Date of deemed receipt</th>
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<tr>
<td>Personal delivery</td>
<td>Date of delivery</td>
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<tr>
<td>Post</td>
<td>Forty-eight hours after the envelope containing the notice was posted.</td>
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<tr>
<td>Hand delivery to Member's notified address</td>
<td>Date of delivery</td>
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<tr>
<td>Facsimile transmission</td>
<td>Date of transmission</td>
</tr>
<tr>
<td>Electronic mail message</td>
<td>Date of transmission</td>
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91. The accidental omission to give notice of a meeting to or the non-receipt of a notice of a meeting by a person entitled to receive a notice shall not invalidate the proceedings of that meeting.

DISSOLUTION

92. **Clause 8** of the Memorandum of Association of the Academy relating to the winding-up and dissolution of the Academy shall have effect as if the provisions thereof were repeated in these Articles.