

## **EMF RULES**

The present rules govern the modus operandi of the EMF, a not-for-profit association established by the European Multimedia Forum Ltd.

### **CHAPTER I. INTERPRETATION**

1. In these Forum Rules -

"the Company" means the "European Multimedia Forum, a company limited by guarantee with mutual trading status";

"the Articles of association" means the Articles of the Company;

"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"the Forum" means together "the organisation and individuals who agree from time to time to be governed by the Rules";

"the Board of Directors" means "the Board of Directors of the Forum";

"the Company's Directors" means "the directors for the time being of the Company";

"office" means the registered office of the Company;

Unless the context otherwise requires, words or expressions contained in these Rules bear the same meaning as in the Companies Act 1985, but excluding any statutory modification thereof not in force when these Rules were adopted. Reference in these Rules to particular articles are to articles of these Rules;

### **CHAPTER II. MEMBERS**

2. The Forum's membership is divided into "Full Members", "Regular Members", "Associate Members" and "Executive Advisors".

As Forum participant can be any undertaking, organisation or individual involved in the digital economy. As a general rule, "Full & Regular Members" pay a membership fee and are solely entitled to exercise the powers reserved to "members" under the present Rules. "Associate Members" and "Advisors" may apply for membership and are appointed or registered by the Secretary General. Neither "Associate Members" nor "Advisors" have any decision making powers or entitlement to membership benefits.

Clusters, trade or industry organisations representing groups of undertakings can become Members and their members will in turn automatically be deemed Associate Members of the Forum.

The status of "Executive Advisor" can be acquired by individuals who have an in-depth knowledge of issues relevant to the digital economy. Executive Advisors are appointed by the Secretary General.

3. The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership under the present Rules shall be Full Members, Regular Members, Associate Members or Executive Advisors, as the

case may be, of the Forum. Every person who wishes to become a Full Member, Regular Member, Associate Member or Executive Advisor, as the case may be, shall deliver to the Forum an application for membership in such form and with such information as the Secretary General requires executed by him.

4. Full and Regular Membership, Associate Membership and the status of Executive Advisor ends upon expulsion by the Board of Directors, or withdrawal, or if the person ceases to exist.

A Full or Regular Member, an Associate Member or an Executive Advisor may withdraw from the Forum at any time by giving at least 7 clear days notice to the Company. However, withdrawal does not give right to reimbursement of part or whole of the annual contribution for the running budgetary year. Any Member ceasing to be a Member of the Forum shall, if applicable, at the same time cease to be a Member of the Company.

Membership is not transferable and ceases on death or, if the Member is an undertaking or an organisation or association, where such an undertaking, organisation or association liquidates.

### CHAPTER III. RIGHTS AND OBLIGATIONS OF MEMBERS

5. Full and Regular Members have the obligation to pay an annual contribution to the financial means of the Company (see Article 7).

6. Full and Regular Members are entitled to participate in all activities of the Forum and to attend the General Assembly and vote thereat provided they have met their obligation to pay the annual contribution for the year in which the General Assembly is being held. The Associated Members are entitled to participate in all the activities of the Forum except to vote at the General Assembly.

7. There are several classes of annual contributions, which are defined and reviewed from time to time by the Board of Directors of the Company. In exceptional cases, this contribution can be decreased or waived by decision of the Secretary General.

8. In order to further the interests of its members in the areas described in these Rules, the Forum is entitled to present reports and opinions adopted in accordance with Article 12. Membership does not preclude the autonomous representation by members to third parties of matters provided for in these Rules.

### CHAPTER IV. STRUCTURE OF THE FORUM

9. The Forum consists of the General Assembly of Full and Regular Members, a Chairman, a Board of Directors, a Board of Advisors and a Secretary General. The procedural rules for the General Assembly, the Board of Directors, and the Secretary General are set out below in these Rules.

The Forum may establish various Committees or working groups, which each deal with specific issues pertaining to the digital economy. General internal regulations setting out the procedural rules to be followed by the various Committees and working groups of the Forum will be determined amongst themselves.

### CHAPTER V. THE GENERAL ASSEMBLY

10. The General Assembly is composed of all Full and Regular Members having paid their membership fees for the year in question. Without derogating from the overall responsibility of the Company's Directors for the conduct of the Company's affairs, the General Assembly is competent to exercise all powers necessary in order to realise the object of the Forum and which are not explicitly assigned by the present rules to another body of the Forum. More specifically, within the limits set by its agenda, it will have the power to:

(i) amend the present Forum Rules;

(ii) dissolve the Forum;

(iii) appoint or elect the Chairman, the appointed Members of the Board of Directors, the Secretary General of the Forum;

(v) define the Forum's general policy;

(vi) approve all reports and opinions reflecting the views of the members of the Forum.

Decisions regarding point (vi) will be reached by consensus. This means that all reports and opinions will be deemed having received the support of all members, unless differing opinions are expressed within a period of 7 clear days counting from the date of transmission of the draft reports and opinions by the Secretary General. In all cases, best endeavours will be made to take into account such differing opinions. All differing opinions which cannot be reconciled must be published with the common position.

All other decisions shall be passed by simple majority of Members represented at the General Assembly.

11. The Chairman may call General Assemblies and, on the requisition of Members pursuant to the provisions of the Act, shall forthwith proceed to convene an Extraordinary General Assembly for a date not later than eight weeks after receipt of the requisition. If the Chairman is unable to call a General Assembly, the Secretary General may upon request from any member of the Board of Directors call a General Assembly.

#### NOTICE OF GENERAL ASSEMBLIES

12. An annual General Assembly and an Extraordinary General Assembly called for the passing of a decision appointing a person as a Director or Secretary General shall be called by at least twenty-one clear days' notice. All other Extraordinary General Assemblies shall be called by at least fourteen clear days' notice but a General Assembly may be called by shorter notice if it is so agreed

(a) in the case of an annual General Assembly by all the Members entitled to attend and vote thereat; and

(b) in the case of any other Assembly by a majority in number of the Members having right to attend and vote.

The notice shall specify the time and place of the Assembly and the general nature of the business to be transacted (i.e. the agenda) and, in case of an annual General Assembly shall specify the Assembly as such.

The notice shall be given to all the Members and to the Directors.

13. The accidental (i.e. non-intentional) omission to give notice of an Assembly to, or the non-receipt of notice of Assembly by, any person entitled to receive notice shall not invalidate the proceedings at that Assembly.

#### PROCEEDINGS AT GENERAL ASSEMBLIES

14. No business shall be transacted at any Assembly unless a quorum is present. Subject to the provisions of Article 12, the lesser of five Members or twenty percent of the Members entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member or a duly authorised representative of a corporation or an organisation, shall be a quorum.

15. If such a quorum is not present within half an hour from the time appointed for the Assembly, or if during an Assembly such a quorum ceases to be present, the Assembly shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Chairman may determine.

16. The Chairman, or in his absence, the Secretary General shall preside as chairman of the Assembly, but if neither the Chairman nor the Secretary General are present within fifteen minutes after the time appointed for holding the Assembly and willing to act, the members of the Board of Directors present shall elect one of their number to be chairman and, if there is only one Director present and willing to act, he shall be chairman.

17. If no Director is willing to act as chairman, or if no Director is present within fifteen minutes after the time appointed for holding the Assembly, the Members present and entitled to vote shall choose one of their number to be chairman.

18. A Director shall, notwithstanding that he is not a Member, be entitled to attend and speak at any General Assembly.

19. The chairman of the General Assembly may, with the consent of an Assembly at which a quorum is present (and shall if so directed by the Assembly) adjourn the Assembly from time to time and from place to place, but no business shall be transacted at an adjourned Assembly other than business which might properly have been transacted at the Assembly had the adjournment not taken place. When an Assembly is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned Assembly and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

20. A decision put to the vote of an Assembly shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded -

(a) by the chairman of the General Assembly; or

(b) by at least two Members having the right to vote at the Assembly; or

(c) by a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the Assembly.

A demand by a person as proxy for a Member shall be the same as a demand by the Member.

21. Unless a poll is duly demanded, the chairman will announce that a decision 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 minutes of the Assembly shall record the number or proportion of the votes in favour of or against the resolution.

22. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

23. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the Assembly at which the poll was demanded.

24. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the Assembly shall be entitled to a casting vote in addition to any other vote he may have.

25. A poll demanded on the election of a chairman of the Assembly or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of an Assembly for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the Assembly shall continue as if the demand had not been made.

26. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the Assembly at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

27. A decision in writing executed by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a General Assembly at which he was present shall be as effectual as if it had been passed at a General Assembly duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members.

28. On a show of hands, every Member present in person or by proxy and entitled to vote pursuant to Article 6 shall have one vote. On a poll, every Member present in person or by proxy and entitled to vote pursuant to Article 6 shall have one vote.

29. A Member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Board of Directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the Assembly or adjourned Assembly at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

30. No objection shall be raised to the qualification of any voter except at the Assembly or adjourned Assembly at which the vote objected to is tendered, and every vote not disallowed at the Assembly shall be valid. Any objection made in due time shall be referred to the chairman of the General Assembly whose decision shall be final and conclusive. See also Article 6.

31. Votes may be given either personally or by proxy. A Member may appoint more than one proxy to attend on the same occasion provided that only one proxy attending may vote on behalf of the Member.

An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer and shall be deposited at the office of the Chairman, or of the Secretary General, or at such other place within or beyond the United Kingdom as is specified in the notice convening the Assembly not less than 48 hours before the time for holding the Assembly or adjourned Assembly at which the person named in the instrument proposes to vote.

An instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

#### CHAPTER VI. THE CHAIRMAN

32. The Chairman of the Forum is elected by the Board of Directors for a period of two years in each of the cases. The Chairman chairs the meetings of the General Assembly and the Board of Directors.

#### CHAPTER VII. BOARD OF DIRECTORS

##### POWERS OF THE BOARD OF DIRECTORS

33. Subject to the provisions of the present Rules and to any directions given by special resolution, the business of the Forum shall be managed by the Board of Directors. The Board of Directors coordinates the work and puts forward the general policy of the Forum and its annual work programme. It also sets the agenda for the General Assembly.

34. The Board of Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Forum for such purposes and on such conditions as it determines.

##### DELEGATION OF DIRECTORS' POWERS

35. The Board of Directors may delegate to the Secretary General such of its powers as it considers desirable to be exercised by him. Any such delegation may be made subject to any conditions the Board of Directors may impose, and either collaterally with or to the exclusion of its own powers and may be revoked or altered.

##### APPOINTMENT AND RETIREMENT OF DIRECTORS

36. The Board of Directors has ex officio members and appointed members. The ex officio members are the Chairmen of all Committees and the Secretary General. They remain ex officio members for the duration of their mandate. The appointed members of the Board of Directors are elected by the General Assembly.

Unless otherwise determined by ordinary resolution, the number of Directors shall not be subject to any maximum but shall be not less than two.

37. The Board of Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of directors to exceed any number fixed as the maximum number of members of the Board of Directors. A Director so appointed shall hold office only until the next following Annual General Assembly. If not reappointed at such Annual General Assembly, he shall vacate office at the conclusion thereof.

#### DISQUALIFICATION AND REMOVAL OF DIRECTORS

38. The office of a Director shall be vacated if -

(a) he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director; or

(b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(c) he is, or may be, suffering from mental disorder and either -

(i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or similar legislation in any other country in which he is domiciled, or

(ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to property or affairs; or

(d) he resigns his office by notice to the Forum;

(e) he shall for more than six consecutive months have been absent without permission of the Board of Directors from meetings of Directors held during that period and the Directors resolve that his office be vacated; or

(f) he ceases to be a Director by decision of the General Assembly.

#### ALTERNATE DIRECTORS

39. Any Director (other than an alternate Director) may appoint any other Director, or any other person approved by resolution of the Directors and willing to act, to be an alternate Director and may remove from office an alternate Director so appointed by him.

40. An alternate Director shall be entitled to receive notice of all meetings of Directors and of all meetings of committees of Directors of which his appointor is a member, to attend and vote at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director in his absence.

41. An alternate Director shall cease to be an alternate Director if his appointor ceases to be a Director.

42. Any appointment or removal of an alternate Director shall be by notice to the company signed by the Director making or revoking the appointment or in any other manner approved by the Directors.

43. Save as otherwise provided in the Rules, an alternate Director shall be deemed for all purposes to be a Director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the Director appointing him.

#### DIRECTORS' EXPENSES AND REMUNERATION

44. The Directors shall not be entitled to remuneration unless otherwise decided by the General Assembly in which case, unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day. Decisions to remunerate Directors shall be adopted by qualified majority of 75% of the votes of the General Assembly.

45. The Directors shall not be reimbursed for their travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of the Board of Directors or committees of Directors or General Assemblies or otherwise in connection with the discharge of their duties.

#### DIRECTORS' APPOINTMENTS AND INTERESTS

46. Subject to the provisions of the Act, the Board of Directors may appoint one or more of their number to an executive office within the Forum. Any such appointment and agreement or arrangement resulting thereof may be made upon such terms as the General Assembly determines. Any appointment of a Director to an executive office shall terminate if he ceases to be a Director but without prejudice to any claim to damages for breach of the contract of service between the Director and the Forum.

47. Subject to the provisions of the Act, and provided that he has disclosed to the Board of Directors the nature and extent of any financial interest of his, a Director notwithstanding his office

(a) may be a party to, or otherwise interested in, any transaction or arrangement with the Forum or in which the Forum is otherwise interested;

(b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Forum or in which the Forum is otherwise interested; and

(c) shall not, by reason of his office, be accountable to the Forum for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

48. For the purposes of the previous Article:

(a) a general notice given to the Board of Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified; and

(b) an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

#### PROCEEDINGS OF THE BOARD OF DIRECTORS

49. The Board of Directors may regulate its proceedings as it thinks fit. A Director may, and the Secretary General at the request of a Director or the Chairman shall, call a meeting of the Board of Directors. Decisions shall be taken by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.

50. The quorum for the transaction of the business of the Board of Directors may be fixed by the Board of Directors and unless so fixed at any other number shall be two.

51. The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their number, but, in the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a General Assembly.

52. The Chairman of the Board of Directors is elected by the General Assembly. Unless he is unwilling to do so, the Chairman shall preside at every meeting of the Board of Directors at which he is present. But if the Chairman is unwilling to preside or is not present within five minutes after the time appointed for the meeting, one of the Vice-chairmen, in order of seniority, will preside. If they are also absent, the Directors present may appoint one of their number to be chairman of the meeting.

53. A resolution in writing signed by all the Directors entitled to receive notice of a meeting of the Board of Directors or of a committee of Directors (provided that any meeting has been duly authorised) shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a Committee of Directors duly convened and held and may consist of several documents in the like form each signed by one or more Directors.

54. Save as otherwise provided by the Articles, a Director shall not vote at a meeting of the Board of Directors or of a committee of Directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Forum.

55. A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

56. The Forum may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles and Rules prohibiting a Director from voting at a meeting of Directors or of a committee of Directors.

57. Where proposals are under consideration concerning the appointment of two or more Directors to offices or employments with the Forum or any body corporate in which the Forum is interested in the proposals may be divided and considered in relation to each Director separately and (provided he is not for another reason precluded from voting) each of the Directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.

58. If a question arises at a meeting of the Board of Directors or of a committee of Directors as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any Director other than himself shall be final and conclusive.

#### MINUTES

59. The Board of Directors shall cause minutes to be made:

(a) of all appointments made by the Board of Directors; and

(b) of all proceedings at meetings and Assemblies of the Forum, and of the Directors, and of committees of Directors, including the names of those present at each such meeting.

#### CHAPTER VIII. THE BOARD OF EXECUTIVE ADVISORS

60. The Board of Executive Advisors is composed of individuals who have an in depth knowledge of issues that are relevant to the digital economy. The Members of the Board of Executive Advisors are appointed by the Secretary General and repealed by the Board of Directors.

#### CHAPTER IX. THE SECRETARY GENERAL

61. Subject to the provisions of the Act, the Secretary General shall be appointed by the Company Directors at such remuneration and upon such conditions as they may think fit; and a Secretary General so appointed may be removed by them upon fair notice.

The Secretary General is responsible for the Forum's activities on a day-to-day basis under the control of the Board of Directors. Unless otherwise determined by the Board of Directors, the office of the Secretary General shall act as Secretariat for the Forum.

#### CHAPTER XI. NOTICES

62. Any notice to be given to or by any person pursuant to these Articles shall be in writing except that a notice calling a meeting of the Board of Directors need not be in writing.

63. The Forum may give any notice to a Member either personally or by sending it by e-mail.

64. A Member present, either in person or by proxy, at any meeting of the Forum shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

65. Proof that an e-mail containing a notice was properly addressed and sent shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the e-mail containing it was sent.