Articles of Association

**TEMPO – Federation of Film Editors Associations e.V.**

**Preamble**

The “TEMPO - Federation of Film Editors Associations e.V.” sees itself as an international umbrella organization for professional film editors. Its goal is to represent the professional interests of film editors internationally.

**§ 1 Name and seat of the association**

1. The Association shall bear the name “TEMPO - Federation of Film Editor Associations e.V.”, hereinafter referred to as “TEMPO”.

2. The association has its seat in Berlin, Germany and is subject to German law.

**§ 2 The purpose of TEMPO is**

1. to protect, preserve and promote the artistic, economic, socio-political and legal interests of the member associations and their film editors,

2. to provide film editors at international level with a platform that promotes cooperation and the mutual exchange of information and experience. This will take place while respecting transnational fairness, equal treatment and solidarity and preserving cultural idiosyncrasies and identities.

3. to support member organizations in matters of organization, membership acquisition and financing.

4. to increase the public profile of film editors as creative co-authors of film works.

5. to represent the interests of the member associations and their members vis-à-vis television broadcasters, the film industry and national and international distributors, streaming portals, collecting societies and trade unions.

6. to pursue a common policy at the international level in accordance with TEMPO, while preserving the unrestricted national autonomy of the member associations.

**§ 3 Organization, profit-making intent, business year**

1 TEMPO may become a member of other organizations or cooperate with them.

2. TEMPO is a non-profit organization. Any profits are to be used exclusively for TEMPO's purposes.

3. The business year is the calendar year.

**§ 4 Membership**

1. Only organizations that represent the interests of film editors may become members of TEMPO.

2. Admission must be applied for in writing. The board decides on the admission.

3. Each member organization appoints one person and a substitute, who represents it, communicates its interests and participates in decisions (delegate).

4. Each member has one vote in the general assembly as well as the right to submit motions to the board.

5. Members have to pay regular membership fees, the amount of which is decided by the general assembly.

**§ 5 Termination of Membership**

1. Membership ends

a) by written notice of resignation to TEMPO with a notice period of three months effective 12/31 of any given year.

b) with exclusion, which may occur if a member acts grossly in breach of the reputation and/or purposes of TEMPO, or is in arrears with contributions and fails to make payment despite having received a reminder containing notification of exclusion. The board of directors decides on such exclusions.

**§ 6 Organs of TEMPO are**

1. the board of directors,

2. the general assembly.

**§ 7 The Board of Directors**

1. The board of directors consists of the 1st and 2nd chairperson as well as up to five other members of the board. The 1st and 2nd chairperson of the board form the board in the sense of § 26 BGB (German Civil Code). The 1st and 2nd chairperson jointly represent TEMPO. Only persons who are members of participating organizations can become members of the board.

2. The members of the board are elected by the general assembly on a regular basis for two years and remain in office until the general assembly has elected new members to the board. Re-election is permissible.

3. The board is responsible for all decisions and measures that are not assigned to the general assembly, in particular:

 a) Preparation and convening of the general assembly,

 b) Execution of the resolutions of the general assembly,

 c) Accounting and financial statements,

 d) Preparation of the annual financial statements,

 e) Conclusion and termination of employment contracts,

 f) Resolution on admission and exclusion of members,

 g) Administration of TEMPO's assets.

4. As a rule, the ordinary meetings of the board of directors take place once a year. Additional Skype sessions are possible. The acting director calls all meetings at least four weeks, in urgent cases one week, in advance by e-mail.

5. The board decides by majority vote. Written votes by e-mail are permitted.

6. The board by resolution may delegate some of its tasks to representatives of the members.

7. The decisions of the board are to be protocolled and sent to the members in writing within four weeks after the passing of resolutions.

8. If and when a member of the board leaves the member association represented by him before the end of their term of office or if their office on the board ends otherwise (e.g. resignation, death), the remaining board decides by resolution to appoint a delegate of an ordinary member of participating organization to succeed the resigning board member for the remainder of the term of office.

The board members are entitled to reimbursement of all expenditures incurred on behalf of TEMPO as well as all expenses incurred on behalf of TEMPO (travel expenses). Expenses will only be reimbursed within the limits permitted under German tax law.

**§ 8 The General Assembly**

1. The general assembly is responsible for the following matters:

a) Election and recall of the board,

b) Election of the treasurer,

c) Approval of annual accounts and acceptance of the annual report of the board of directors for the past financial year,

d) Ratification of the actions of the board of directors,

d) Release of the board of directors,

e) Passing the contribution statutes and determination of the annual contribution and potential additional costs,

f) Resolution on amendments to the Articles of Association and dissolution of TEMPO,

g) Resolution of recommendations to the board of directors.

2. At least one ordinary general assembly shall be held each year, as a rule at *Film+* in Cologne, for which the board of directors shall issue a written invitation at least four weeks in advance, stating the place, time and agenda. The invitation may be sent by e-mail.

3. In addition, extraordinary general assemblys shall be convened by the board of directors if the interests of TEMPO warrant it.

4. Each member may apply in writing to the board of directors at the latest two weeks before the general assembly for further matters to be placed on the agenda. The board of directors will include the matter on the agenda. The agenda may still be supplemented in the course of the general assembly by majority resolution, the general assembly may pass resolutions on these supplemented agenda items.

5. The general assembly will have a quorum with ¼ of the delegates of the members.

6. The representation of absent members by other delegates is only possible by written, signed mandate, whereby proof of the signature by fax or scan (pdf) is sufficient. Each delegate may represent up to three absent members. The mandates are to be communicated to the board of directors for registration before the beginning of the general assembly by presenting the corresponding documents.

7. At the general assembly, the chairman of the assembly and the secretary are to be elected.

8. The general assembly votes by show of hands. The general assembly decides with a simple majority of all valid votes cast. Each delegate has one vote; abstentions or invalid votes are not counted.

9. Amendments of the statutes or the purpose of TEMPO require a three-quarter majority (75%) of the valid votes. Resolutions on amendments to the statutes are only permissible if they have been notified on the agenda at the time of the invitation.

10. Minutes shall be taken of the resolutions passed at the general assembly and also of the election results, which shall be signed by the chairperson of the assembly and the minute-taker and made known to the members in an appropriate form.

**§ 9 The Treasurer**

1. Every two years, the general assembly shall elect a treasurer who shall not be a member of the board but who may be proposed by the board.

2. Once a year, the treasurer has to audit the finances of TEMPO, including the books and receipts. The treasurer submits an audit report to the ordinary general assembly and applies for the release of the board.

**§ 10 Dissolution of TEMPO**

1. The dissolution of TEMPO shall be effected by resolution of the general assembly with at least three quarters of the votes, with more than half of the members personally in attendance.

2. In the event of dissolution, the use of TEMPO's assets shall be resolved upon at the same time, and shall be allocated to a social project serving the purpose of TEMPO.

Cologne, 10/26/2019

AEA – Austrian Editors Association

Christoph Loidl

AMC Associazione Montaggio Cinematografico e Televisivio

Maria Grazia Pandolfo, Board Member

BE Montage – Association of Belgian Editors

Phillippe Ravoet

Alain Dessauvage, Board Member

BFS Bundesverband Filmschnitt Editor e.V.

Alexander Berner, 2. Chairperson

Danske Filmklipper Selskap

Guisy Naitana, Board member

EDA – Asociación de Editores Audiovisuales

Maria Mercedes Oliviera, Board Member

HSE – Hungarian Society of Film and Video Editors

Lásló Hargittai

LMA – Les Monteurs Associés

Baptiste Saint-Dizier, Board Member

NCF – Netherlandse Vereniging van Cinema-Editors

Job ter Burg 1 Chairperson

NFK – Norske Filmklippere

Are Syvertsen

SSFV - Schweitzer Syndikat Film & Video

Annette Brütsch

F.C.E – Finish Cinema Editors

Kimmo Kohtamäki