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**RULES OF PROCEDURE OF THE BOARD OF MANAGEMENT
OF THE SUPPORT FUND FOR THE CO-PRODUCTION AND DISTRIBUTION OF
CREATIVE CINEMATOGRAPHIC AND AUDIOVISUAL WORKS
"EURIMAGES"**

*as amended by the Board of Management
at its 161st and 162nd meetings, on 11 December 2020 and 19 March 2021¹*

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¹ *These Rules are applicable as of 1 January 2022*

Article 1 Mandate

The Board of Management (hereinafter called "the Board") shall manage the Support Fund² for the co-production and distribution of cinematographic and audiovisual works "Eurimages" (hereinafter called "the Fund") by:

- a) adopting the budget of the Fund.
- b) defining the policy and strategy of the Fund.
- c) adopting the regulations of the support programmes of the Fund.
- d) adopting the rules of procedure of the Board and approving those of the Executive Committee³ (hereinafter called "the ExCo").
- e) reviewing the implementation and progress of the strategy of the Fund and the action plan of the ExCo.
- f) adopting the list of independent experts that the Fund shall call upon to assist in its decision-making process.
- g) ensuring the follow-up of the Council of Europe Convention on Cinematographic Co-production (revised) (CETS No. 220).
- h) taking decisions as regards the member States' review procedure (as defined in Article 14).

The Board oversees the most effective use of the resources of the Fund, in doing so, it endeavours, as far as possible, to reduce the environmental impact of its activities.

Article 2 Membership

1. The members of the Board shall be national representatives of the governments of member States of the Fund⁴.
2. The role of the national representatives is to:
 - a) represent the interests of their own country in the definition of the policy and strategy of the Fund;
 - b) contribute with their experience of public policy in the cinema and audiovisual field and provide high-level guidance to the activities of the Fund.
3. National representatives should:
 - a) be able to devote sufficient time to prepare thoroughly the meetings of the Fund;
 - b) be constantly in contact with the film and audiovisual professionals of their country;
 - c) possess a good knowledge of film and audiovisual business practices;
 - d) possess a good knowledge of English or French.

² See Article 2.2 of Resolution Res(88)15 as amended by Resolution CM/Res(2020)8 on 9 September 2020.

³ As defined in Article 2.2 and 2.5 of Resolution Res(88)15 as amended by Resolution CM/Res(2020)8 on 9 September 2020.

⁴ See Article 2.1 of Resolution Res(88)15 as amended by Resolution CM/Res(2020)8 on 9 September 2020.

4. Any appointment of a national representative must be communicated by means of an official letter from the competent national authorities. This letter should be addressed to the Executive Director of the Fund via the national Permanent Representation to the Council of Europe. Any national representative may be replaced by a person whose name, position and function have previously been notified to the Executive Director of the Fund by the competent authorities. The provisions laid down in Articles 2.6 and 2.7 shall also apply to anyone replacing a representative or substitute member. The names and professional contact details of the national representatives are published on the website of Eurimages and can also be published in other Eurimages publications.

The competent national authorities shall keep in mind the equal opportunities policy pursued by the Council of Europe which aims to achieve parity in the number of men and women in its various bodies.

5. Any national representative may be accompanied by advisers who, at the national representative's request and with the consent of the President of the Board, may speak at the meeting.
6. Any member of the Board (President, representatives or substitutes) shall be required to declare under the conditions defined hereafter any financial or personal interests which could distort his/her judgment during the award of financial support and hinder the impartial and objective performance of his/her duties.
 - a) With regard to Eurimages, the following shall be deemed to constitute financial or personal interests:
 - current paid employment in a private entity in the audiovisual sector,
 - previous employment or collaboration in a private entity in the audiovisual sector in the 12 months having preceded the appointment as representative or substitute⁵,
 - partner or shareholder status in a private company in the audiovisual sector,
 - family ties with a person having financial interests in a public or private entity in the audiovisual sector.

The national representatives of the Board shall be free to declare any other factors which might, in their own judgment, constitute a financial or personal interest going beyond the above definition (for example unpaid activity, non-family personal link, activity outside the audiovisual sector, etc.) which could hinder the impartial and objective performance of their duties.

- b) Any national representative with a financial or personal interest in an item on the agenda shall neither participate in the examination nor vote on the item in question during the plenary meeting or working groups. The national representative in question shall inform, preferably via the online platform, the President or the Executive Director once the first meeting agenda is issued, and preferably no later than four weeks prior to the plenary meeting or the working group at which the item is likely to be examined. The President shall rule whether or not such a conflict of interest exists and immediately notify the national representative concerned of his/her decision. If the conflict of interest is confirmed, the national representative concerned shall be replaced for the examination and vote on the item concerned in accordance with paragraph 3 above, provided that the item in question is on the agenda when the examination of projects or the meeting in question begins.

⁵ If a person has been involved in the development and/or production of a project included on the agenda, the conflict of interest remains, even after the 12-month rule has expired.

- c) At the beginning of each meeting of the Board and the working groups deciding on the award of financial support, the President of the meeting will ask the participating national representatives whether or not there are any conflicts of interests which have not been declared beforehand in conformity with point b) above. If a conflict of interest is declared on this occasion by a member of the Board of Management, the other national representatives of the Board participating in the meeting in question shall decide by majority vote how this conflict of interests should be dealt with. The declarations made by the participants and any decisions taken by the Board of Management shall be mentioned in the minutes of the meeting.
 - d) the President of the Board declares a financial or personal interest in a project or item on the agenda, the other members of the Bureau shall collectively rule whether or not such a conflict of interest exists and how this conflict of interests should be dealt with.
7. Further to the appointment and on an annual basis thereafter, each member of the Board of Management (representative and substitute) as well as the President, shall sign a declaration whereby she/he acknowledges that the proceedings of the Board, including all information exchanged during the plenary meetings and the meetings of working groups and of the ExCo, are subject to strict confidentiality and cannot be disclosed to third parties.

Article 3 President

1. The Board shall elect its President; only member States of the Fund may nominate candidates.

The President's term of office shall be four years renewable.

2. The President shall conduct proceedings and draw conclusions whenever he/she considers it necessary and may call to order any speaker who fails to keep to the subject under discussion or to abide by the Board's terms of reference.

The President shall represent the Fund in the context of general policy drawn up by the Board of Management in the sphere of cinematic and audiovisual works and shall report back to the Board of Management on these questions.

3. The President shall not vote in the Board meetings. If the President is absent or otherwise unable to take the Chair, one of the Vice-Presidents shall replace him/her. If both Vice-Presidents are absent, the President shall be replaced by a member of the ExCo appointed by the latter. If both Vice-Presidents and ExCo members are absent, the President shall be replaced by a member of the Board appointed by the Board. If a Vice-President, an ExCo member or a Board member chairs the meeting, he/she shall retain the right to vote on behalf of the member State he/she represents.
4. The election of the President shall require a two-thirds majority of the votes cast as defined in Article 9 paragraph 2 below, at the first ballot, and a simple majority at the second ballot, representing half the sum of the annual contributions of member States to the Fund for the current year.
5. Whenever possible, the President shall be appointed at the end of the meeting preceding expiry of the outgoing President's term of office. Otherwise, the President shall be appointed at the beginning of the meeting following expiry of the outgoing President's term of office, in which case the Executive Director of the Fund shall act as interim President.

6. The President's expenses (eg. official travels, representation expenses etc.) are covered by a sum annually decided by the Board and included in the budget of the Fund.
7. The two Vice-Presidents (of which one to be chosen from the major contributors) are appointed for a one-year non-renewable term by the Board amongst the members of the ExCo. They serve as Vice-Presidents for the Board and the ExCo. Whenever possible, gender balance will be ensured.

Article 4 Executive Director of the Fund

1. The Executive Director of the Fund shall be appointed for four years by the Secretary General of the Council of Europe, after consultation with the Board. The appointment shall be renewable.
2. Under the authority of the Secretary General, the Executive Director shall be responsible for proper operation of the Fund, carrying out the instructions and decisions of the Board and of the ExCo, reporting to the Board, the ExCo and the President.
3. The appointment of the Executive Director shall require a two-thirds majority of votes cast at the first ballot, as defined in Article 9 paragraph 2 of this Article and, at the second ballot, a simple majority representing half the annual contributions of member States to the Fund for the current year.

Article 5 Procedure of Accession

1. After having received a state's request for membership or associate membership from the Secretary General, in order to enable the Board to assess the situation of the film and audiovisual industry in the applicant country and for the latter to assess the obligations which membership entails, the following procedure ("preliminary dialogue") shall be applied before the Board informs the Secretary General and the State concerned of its opinion:
 - a) The President shall write to the applicant country to request a report describing the situation of the film industry in terms of the following legal, structural and material criteria. The Board shall decide whether the criteria are satisfied.
 - The applicant country should have legislation to protect copyright and intellectual property and regulate the audiovisual sector in the spirit of the Council of Europe Convention on Transfrontier Television (ETS No. 132, 171), the European Convention relating to questions on Copyright Law and Neighbouring Rights in the Framework of Transfrontier Broadcasting by Satellite (ETS No. 153), the European Convention on Cinematographic Co-production (ETS No. 147) and the Council of Europe Convention on Cinematographic Co-Production (revised) (CETS No. 220).
 - Internationally and in the framework of international trade negotiations, it should have protected itself in the cultural sphere against the most-favoured nation clause (WTO).
 - It should have a national production support system and an authority with responsibility for film.
 - It should have technical infrastructure for audiovisual production, and a structured distribution and exhibition network.

- b) For practical reasons relating to the calculation of the member States' contributions, the applicant country must supply statistical data on cinematographic production (national productions, majority and minority co-productions) for the ten years preceding the year of its accession. Furthermore, it must be able to supply to the European Audiovisual Observatory the number of admissions in theatres by all the films released in the national territory. To that end, the applicant country should have an independent technical infrastructure for collecting cinematographic data.
- c) The Board shall examine the report and ask the applicant country to send a delegation to a meeting of the Board to present its report. The Board may request any clarification it finds necessary on that occasion.
- d) For any new member State, the percentage of its annual financial contribution in relation to the total amount contributed by the states to the Fund is determined according to the scale adopted by the Board and described under Article 9 of the Financial Regulations of the Fund.

Article 6 Working Groups and Study Groups

1. The Board avails itself of working groups composed of a limited number of participants (independent experts and/or national representatives) chosen in such a manner as to ensure geographical diversity and gender balance, to prepare its decision-making. The Board shall decide the terms of reference of the working groups. The working groups work on the basis of documents (such as project summaries and analyses) provided by the Secretariat of the Fund (hereinafter called "the Secretariat").
2. Proposals or recommendations made by the working groups are submitted to the ExCo which takes decisions for matters which are not exclusive competence of the Board (as defined in Article 1). Their proposals shall be in line with the Gender and non-discrimination mainstreaming policy of the Council of Europe.
3. On the date of approval of the present rules of procedure, the working groups set up by the Board are the following:

- a) Co-production Working Group

The Co-production Working Group examines applications for co-production support. This working group shall be comprised of independent experts from the cultural field, such as film and audiovisual professionals. The composition and functioning of the co-production working group is approved by the Board and annexed to the rules of procedure of the ExCo.

- b) Promotion Working Group

The Promotion Working Group proposes actions to promote the Fund, makes proposals to ensure that projects are conceived as co-productions at the development stage and to explore new forms of international co-operation in filmmaking. This working group shall comprise a maximum of one-third of the member States. The working group shall elect a Chair for a renewable term of two years. The working group may invite other members to participate in its meetings. It shall present action proposals to the Board. It does so by launching regular calls for proposals which are evaluated by independent experts and adopted by the ExCo.

c) Gender Equality and Diversity Working Group

The Gender Equality and Diversity Working Group contributes to the elaboration of a gender and diversity policy for the Fund. This working group shall comprise a maximum of one-third of the member States. The working group shall elect a Chair for a renewable term of two years. The working group may invite other members to participate in its meetings. It shall present proposals to the Board. It may also propose actions to promote gender equality and diversity by launching regular calls for proposals which are evaluated by independent experts and adopted by the ExCo.

4. The Board may set up one or more ad hoc study groups comprising a limited number of Board members to examine specific questions. The Board shall decide on the terms of reference of the study groups, which shall report to the Board on their work.

Article 7 Physical, hybrid and remote meetings

1. The Board shall hold at least one meeting a year either physical, hybrid or remote. The President may call other meetings whenever considered necessary or when at least one third of the member States so request. It shall set the dates of its meetings on the basis of proposals from the Secretariat.
2. Meetings shall be convened by the Executive Director of the Fund, after consultation with the President, at least one month before the start of the meeting.
3. Unless it decides otherwise, the Board's meetings shall not be public.
4. To ensure the smooth running of the Fund, the President, the ExCo or the Executive Director may call for an online written procedure of the Board of Management using relevant information technologies.

Article 8 Agenda and documentation

1. The Executive Director shall draw up the draft agenda for the Board's meeting after consulting the President. The agenda shall be adopted by the Board at the beginning of its meeting.
2. Documents requiring a decision shall be published online on the Board of Management platform in the official languages at least three weeks before the start of the meeting at which the decision is to be taken. However, if no member objects, the Board may exceptionally consider a document submitted later, and only in one of the official languages. Information technology shall be used wherever possible.

Article 9 Voting

1. Each member of the Board shall have one vote. Where a national representative is accompanied by advisers, only the national representative may take part in the vote.
2. The Board decisions shall be taken by a two-thirds majority of the votes cast, each of the Fund's member States having one vote. Decisions thus taken shall be valid provided the above-mentioned majority represents half the Fund's capital, calculated on the basis of the contribution of each of the Fund's member States for the current year.

3. In the event that a member State fails to pay its annual contribution, the ExCo or a member of the Board may propose to the Board that the voting rights of the member in question be suspended.
4. Procedural matters shall be settled by a majority of the votes cast. Where the question arises as to whether or not a matter is procedural, it may not be so regarded unless the Board so decides by a majority of two-thirds of the votes cast, as defined in paragraph 2 above.
5. For the purposes of these Rules, "votes cast" shall mean the votes of members cast for or against. Members abstaining shall be deemed not to have cast a vote.
6. Written procedures shall be voted upon using the same voting procedure set out in Article 9.
7. Voting by proxy shall not be permitted.

Article 10 Proposals

Any proposal shall be submitted in writing if a member so requests. In that case it shall not be discussed until it has been circulated.

Article 11 Order of consideration of proposals or amendments

1. Where several proposals relate to the same subject, they shall be put to the vote in the order in which they were submitted. In cases of doubt as to precedence, the President shall decide.
2. Where a proposal is the subject of an amendment, the amendment shall be put to the vote first. Where two or more amendments to a proposal have been submitted, the Board shall vote first on whichever departs furthest in substance from the original proposal. It shall then vote on whichever departs next furthest from the original proposal, and so on until all the amendments have been put to the vote. However, where the adoption of an amendment necessarily entails the rejection of another, the latter shall not be put to the vote. The final vote shall then be taken on the proposal as amended or not amended. Where the order of precedence is in doubt, the President shall decide.
3. Parts of a proposal or of an amendment may be put to the vote separately.
4. In the case of proposals with financial implications, the most expensive shall be put to the vote first.

Article 12 Order of procedural motions

Procedural motions shall take precedence over all other proposals or motions except points of order. They shall be put to the vote in the following order:

- a. suspension of sitting;
- b. adjournment of discussion on the item in hand;
- c. postponement of a decision on the substance of a proposal until a specified date.

Article 13 Reconsideration of a question

When a decision has been taken, it shall be reconsidered only if a member of the Board so requests and if that request receives a two-thirds majority of the votes cast, as defined in Article 9, paragraph 2 above.

Article 14 Review procedure

1. A member State that has substantiated concerns that a project selected for co-production support does not comply with the principles and values of the Council of Europe may request a review procedure of the decision of the ExCo.

For this purpose, the script and the producer's and director's notes of intention for eligible co-production projects are made available to the member States of the Fund at the time of eligibility.

2. The review procedure includes the following steps:
 - a) Upon communication to the Board of the decisions of support by the ExCo, members shall, within two working days⁶, notify in writing the President of the Board, the Executive Director and the ExCo of their request for a review.
 - b) Reasons for the request for review must be addressed to the President of the Board, the Executive Director and the ExCo within three working days from the notification of the request. Failing this, the request for review shall not be considered by the Board.
 - c) After the expiry of the deadline set out in a) above, applicants whose projects are not subject to a review procedure are informed of the decisions of support which are considered to be final.
 - d) Within three working days from receipt of the reasoned request, the ExCo shall provide written comments on the project under review based on the report of the Observer to the Co-production Working Group.
 - e) The Secretariat communicates to the Board the reasoned request for review and the ExCo's comments. The decision on the outcome of the review procedure is taken by the Board using an online consultation in compliance with Article 7 paragraph 4 and opened for a maximum of three working days. The majority required to overturn the decision of the ExCo is the one set out in Article 9 paragraph 2.
 - f) The decision of the Board is communicated to the member State that initiated the procedure and the national representatives of the Fund.
 - g) The applicant of the project under review is informed of the support decision.

Article 15 Meeting reports

1. The Board's proceedings shall be the subject of a provisional report drawn up by the Executive Director of the Fund which shall be submitted to the Board at the start of the following meeting for adoption.
2. The list of independent experts having taken part in the decision-making process will be published on the Eurimages website at the end of each year.

⁶ Working days are those of the Secretariat of Eurimages.

Article 16 Annual activity report

An annual activity report, drawn up by the Executive Director of the Fund is submitted for adoption to the Board of Management.

Article 17 Official languages

The official languages of the Board shall be those of the Council of Europe.

Article 18 Financial Regulations of the Fund

The Board shall adopt the Financial Regulations of the Fund.

Article 19 Amendments

These rules of procedure may be amended by a two-thirds majority as defined in Article 9, paragraph 2 above.