



# THE ASSOCIATION OF MOTION PICTURE SOUND

## CONSTITUTION

as amended 10<sup>th</sup> February 2002, 9<sup>th</sup> February 2003, 6<sup>th</sup> February 2005

### 1. NAME

The name of the body shall be The Association of Motion Picture Sound (hereinafter referred to as the "Association"). "Motion Picture Sound" shall for the purposes of this Constitution be defined as "sound and image technology".

### 2. AIMS AND OBJECTS

The aims and objects of the Association shall be to promote and encourage the science, technology and creative application of all aspects of sound and image recording, reproduction and associated processes for motion pictures, television and allied media, also to promote and enhance the status and recognition of the contribution of those therein engaged.

Without prejudice to the generality of the foregoing it shall be lawful for the Association to do all or any of the following:

- a) To promote, encourage, carry out or assist in the carrying out of research;
- b) To make or assist in the making of representations, recommendations or proposals for and generally to assist in the maintenance of technical standards;
- c) To hold, promote, or assist in the holding or promoting of conferences, meetings, demonstrations, discussions, exhibitions, competitions and awards and to afford further and other opportunities for the advancement of education and the exchange of knowledge, information and opinions;
- d) To publish in any manner and distribute, whether by way of sale or otherwise, written, pictorial, recorded or multi-media matter relating to the interests of the Association;
- e) To maintain a library and a collection of scientific instruments and other equipment;
- f) To apply for and receive for the purposes of the Association subscriptions, donations, bequests, loans, gifts of all kinds, whether absolute or conditional.

Provided that the Association shall not support with its funds or endeavour to impose on or procure to be observed by its Members and others any regulation or restriction which, if an object of the Association, would make it a Trade Union.

### 3. APPLICATION OF INCOME

The income and property of the Association from whatever source shall be applied solely towards the promotion of the objects of the Association and no portion thereof shall be paid or transferred directly or indirectly howsoever by way of profit to the Members of the Association.

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration or expenses to any officer or servant of the Association in return for services actually rendered to the Association, or prevent payment of interest at a reasonable and proper rate on money lent or reasonable and proper rent for premises demised or let by any Member of the Association.

Provided that nothing herein shall be deemed to exclude any Member from the receipt of any medal or award, or prevent the gratuitous distribution among or sale at discount to Members of any books, periodicals, papers, leaflets, sound recordings in any form, technical sound equipment components or any other literary or technical matter, whether published by the Association or otherwise.

Provided also that nothing herein shall be deemed to exclude any Member from the benefit of any grant made in furtherance of any of the objects of the Association.

In the event of the dissolution of the Association any funds remaining after all outstanding payments have been made shall be devoted to some other body having objects similar or analogous to those of the Association, or some other purpose or charity approved by Members of the Association at such time.

#### **4. JURISDICTION**

The principal direction and control of the affairs of the Association shall be exercised in the United Kingdom. but regional or local centres of activity may be established anywhere in the World.

#### **5. MEMBERSHIP**

**(a) Application for membership** in one of the following categories shall be open to those persons normally engaged professionally in sound or image generation, recording, manipulation or reproduction for motion pictures, television and allied media, also to persons and organisations having professional connections thereto.

**(i) FULL MEMBER.** Open to individuals with six or more years' experience in a skill or skills recognised by the Council under clause **(a)**. They have normal voting rights, are eligible for nomination for election to Council and to so nominate others. They may use the initials A.M.P.S. after their name. Sponsorship by four full Members, at least two of whom are from the same occupational category as the applicant, is normally required.

**(ii) ASSOCIATE MEMBER.** Open to individuals with between three and six years' experience in a skill or skills recognised by the Council under clause **(a)**. They have normal voting rights including nominating others for election to Council, but cannot themselves become Council Members. Sponsorship by four full Members, at least two of whom are from the same occupational category as the applicant, is normally required.

**(iii) SUPPLEMENTARY MEMBER.** Open to individuals with less than three years' experience in a skill or skills recognised by the Council under clause **(a)**. They have no voting rights. In the case of trainees, a supporting letter from their employer or trainer may be necessary. Sponsorship by two full Members from the same occupational category as the applicant is normally required.

**(iv) STUDENT MEMBER.** Open to individuals for the period of their enrolment in a training course specialising in a skill or skills recognised by the Council under clause **(a)**. Applicants must declare in writing that work in a field covered in clause **(a)** is to be their chosen profession and must supply suitable supporting documentation from their training establishment. Any subsequent promotion to Supplementary membership will require sponsorship as stated in clause **(a)(iii)** above. Direct promotion from Student to Associate membership will not normally be allowed. Student Members possess no voting rights and attendance at AMPS' functions may be limited to one place.

**(v) AFFILIATE MEMBER** Open to individuals whose work, research and interests are closely allied to the occupations involved under clause **(a)**. They have no voting rights. Sponsorship by four full Members is normally required.

**(vi) SUSTAINING MEMBER** This category is open to organisations that are willing to support the Association in its Aims and Objects. They have no voting rights.

**(vii) RETIRED MEMBER** Open to Members who retire completely from gainful employment in the Full, Associate, Supplementary or Affiliate categories. They may continue to enjoy their former privileges of membership (including voting rights for Full and Associate categories).

**(viii) HONORARY MEMBER** Open to Members and non-Members who the Council consider have made a considerable contribution to the Association and/or to the techniques involved under clause 5(a). Existing Members of the Association transferred to Honorary Membership shall enjoy all the privileges of membership afforded by their previous membership category, but those appointed from outside the Membership shall neither have nomination and voting rights nor be able to stand for office.

**(ix) FELLOW** The Council shall have power to grant the honour of Fellowship of the Association on such terms and subject to such conditions as the Council shall determine from time to time.

**(b) Submission of applications** will be via the Membership Secretary to the Council which will approve or reject such applications in its absolute discretion without being required to assign any reason therefor. No person or organisation whose application is accepted by the Council shall be entitled to any of the privileges of membership until their first annual subscription and any applicable entrance fee shall have been paid.

## 6. FEES AND SUBSCRIPTIONS

The amount of entrance fees and subscriptions shall be fixed by resolution of the Council from time to time but subject as aforesaid all subscriptions shall be due and payable annually.

## 7. TERMINATION OF MEMBERSHIP

**a)** Any Member wishing to resign from the Association shall address a letter of resignation to the Secretary, accompanied by any arrears of subscription or other moneys then owing to the Association, and shall promptly return any property of the Association which may at any time have been lent to him or otherwise placed in his custody or control.

Acceptance of his resignation shall not relieve a Member from any liability, financial or other, accruing prior to such acceptance.

**b)** If the subscription of any Member be in arrears and unpaid for **one month**, the Secretary shall give notice thereof to the Member. If such arrears shall not have been paid within a further **month** after the giving of such notice, the Council shall have power to direct the removal from the register of the name of the Member and he shall thereupon cease to be a Member. Provided that notwithstanding such removal he shall remain liable to the Association for any moneys then owing by him and for any property lent to him or placed in his custody or control.

**c)** If it shall appear to the Council or be represented to the Council by notice in writing signed by not less than three Members of the Association that there is reason to believe that the conduct of any Member has been such that it would not be in the interests of the Association to permit such Member to continue to enjoy the privileges of membership, the Council shall send to such Member a statement in writing of the allegations made and shall afford him an opportunity to reply to them in person or in writing. The Council shall give due regard to all representations made by him, but if it shall be of the opinion after due consideration that his membership should be suspended for a period or that his name should be removed from the register and that he should cease to be a Member, it shall have the power so to resolve. Provided that at least nine Members of Council must be present at any meeting at which the suspension or expulsion of a Member is resolved upon and not less than five of such Members of Council must consent thereto. Any Member who is expelled from the Association shall remain liable to the Association for any moneys then owing by him and for any property lent to him or placed in his custody or control.

**d)** Any Member who has resigned from the Association or whose name has been removed from the register may be re-admitted to membership at the discretion of the Council.

## 8. COUNCIL

(a) Subject to the provisions of the Constitution the sole control and management of the income, property and affairs of the Association shall be vested in its Council.

(b) The Council shall consist of the Chairperson, Vice-Chairperson, Secretary, Treasurer, Membership Secretary and thirteen other Members. Council shall have the right to co-opt additional Members if it deems necessary at any time, who shall have equal voting rights. Such co-opted Members shall retire not later than the next Annual General Meeting, but may be co-opted again if the Council sees fit. Councillors shall be drawn equally, as far as possible, from the occupational skill-categories represented by the Association's membership from time to time. At each Annual General Meeting, when the make-up of the Council may change as a result of elections, every effort should be made to maintain a broadly representative balance of these occupational skills, with the permissible exception of those in which the Association has few Members. However, no actual or perceived imbalance of occupational representation on the Council shall invalidate the Council's authority in any matter. The Council shall also include, if any, ex officio the Chairpersons and Secretaries of all regional and local centres established in accordance with Clause 4 hereof (**Jurisdiction**).

(c) One-third of the Members of Council shall retire annually by rotation at the Annual General Meeting, but shall be eligible for re-election thereat.

(d) The posts of Chairperson, Vice-Chairperson and Secretary will be subject to annual election by Members of the Council. Any prospective Chairperson, Vice-Chairperson or Secretary must have served at least the preceding ten months on the Council to be eligible. They may serve for a maximum of three consecutive years then at least ten months must elapse before re-nomination.

(e) The posts of Treasurer and Membership Secretary will only be subject to election in the event of there being more than one person willing to fill them, otherwise volunteers will be sought from the Council and the result duly minuted. The only limit to their length of service will be their membership of the Council.

(f) Nomination forms for Councillors' use in elections under clause (d), and (e) if necessary, shall be sent to Councillors with the notice of the penultimate Council meeting before the A.G.M. and must be returned to the Administration Secretary by the closure of that Council meeting, when the results will be declared. Nominations should be in writing, bearing the signatures of a proposer and seconder (both of whom must be current members of the Council) for each nominee, whose willingness must have been sought and given. In the event of there being more than one nomination for any post, voting papers will be distributed with the notice of the last Council meeting before the A.G.M., and must be returned by the closure of the A.G.M. to the Administration Secretary who will act as the returning officer and declare the results at the start of the first Council meeting after the A.G.M. Those elected will take office forthwith. Non-receipt of any nomination or voting forms shall not invalidate the results.

(g) No member of Council shall be appointed to any salaried office of the Association or become its employee, but **Clause 3 paragraph 2** of this Constitution shall take precedence in interpretation.

(h) Without prejudice to the general powers hereby conferred, the Council may appoint such sub-committees as it shall deem expedient and may co-opt members for special purposes and may appoint paid servants to carry out the administrative work of the Association upon such terms as it shall think fit and may make by-laws.

(i) Meetings of the Council shall be held at least nine times in every calendar year and shall be summoned by the Secretary on the direction of the Chairperson. A quorum shall consist of six, drawn in any proportion from the occupational skills represented on the Council, but the Chairperson may use discretion about deferring to a later meeting any business that particularly concerns a skill under-represented at a given meeting.

## 9. ACCOUNTS

- a) Proper books of account shall be kept with respect to all receipts and expenditure and the assets and liabilities of the Association and shall be balanced at the 31st of December each year.
- b) The accounts of the Association shall be audited annually by a properly qualified auditor who shall not be a member of the Association.
- c) Copies of the duly audited accounts shall be available at the Annual General Meeting and the originals shall be presented at such meeting.

## 10. MEETINGS

- a) Annual General Meetings

There shall be an Annual General Meeting of the Association to be held not later than the second week in February each year. Elections for the six Council seats which become vacant annually shall take place at this meeting. One month's notice of every Annual General Meeting shall be given to the Members.

- b) Extraordinary General Meetings

Extraordinary General Meetings may be called at such times as the Council deem necessary or may be requisitioned at any time by notice in writing to the Secretary signed by not less than twenty Members of the Association provided that the requisitionists must be prepared to defray the cost of such meeting if called upon to do so and provided also that such notice shall have been given not less than six clear weeks before the proposed date of the requisitioned meeting and provided that the notice shall specify the business to be transacted thereat. One month's notice of every Extraordinary General Meeting shall be given to the Members.

- c) Ordinary Meetings

Ordinary Meetings shall be held for any of the purposes set out in Clause 2(c) hereof at such times and places as the Council may appoint. No question shall be discussed or motion made at such meetings relating to the direction and management of the Association.

- d) Admission to Ordinary Meetings

All Members shall produce their valid current membership cards or sign a book kept for the purpose on seeking admission to Ordinary Meetings. Any Member may introduce two visitors at an Ordinary Meeting.

## 11 QUORUMS and PROXIES

(a) The quorum at General Meetings shall be twenty and at Extraordinary General Meetings thirty Members. The non-receipt by any Member of a notice of a General or Extraordinary General Meeting shall not invalidate the business transacted thereat, nor shall the non-receipt by or from any Member of any voting paper invalidate any election or decision. Each entitled Member shall have one vote on each matter at a General or Extraordinary General Meeting which may be given in person or by a proxy physically present thereat.

(b) A proxy, who need not be a Member of the Association, shall be appointed by a notice in writing delivered to the Secretary before the commencement of the meeting at which the proxy proposes to vote. The notice shall be in the following form:

*"I, (full names) of (full address), being a Member of the Association of Motion Picture Sound, hereby appoint (full names) of (full address) as my proxy to vote for me at the Annual/Extraordinary/General Meeting to be held on the – day of – 2— and at any adjournment thereof."*

*(Signature and date)*

## **12. ELECTION OF COUNCIL MEMBERS BY POSTAL BALLOT**

### **a) Nominations**

Not later than the thirtieth day of November in each year the Council shall send to each Member entitled to vote a Nominations form by means of which names may be put forward for new Council Members. Included will be the names of those of the six existing Council Members who are due to retire and who wish to offer themselves for re-election. An indication will be given of the number of vacancies in each broad occupational category, and of any guidance this may entail in the nominations. Attention should be drawn on the forms as to the eligibility of Members both to propose and be proposed. All proposals must be duly seconded and the authority of the nominee must be sought and acknowledged. Completed forms must be returned to the Secretary no later than the thirty-first day of December.

### **b) Voting**

With the notice of the Annual General Meeting, voting forms will be sent to all Members entitled to vote containing the names of those offering themselves for election who have been properly nominated and seconded, indicating the occupational category of each candidate. The form may be divided into such sections and offer such guidance as the Council considers may achieve the broadly representative balance of the occupational categories of membership referred to in Clause **8(b)**. To record a vote, an "X" should be placed against the name of the person to be voted for. All voting papers must be returned to the Secretary or brought to the Meeting. No voting papers will be accepted after the Chairperson has called the meeting to order. The Chairperson or failing him any Vice-Chairperson shall appoint some person having no interest in the result of the ballot to open the voting papers, count the votes and report the result in writing in a sealed envelope to the Chairperson of the Meeting. In the event of a tie the Chairperson shall have the casting vote.

### **c) Retirement**

Should a Council Member retire during his term of office, the Council may at its discretion request the unelected candidate who polled the highest number of votes at the most recent election to replace him for the unexpired period. However, if the retirement causes the number of Council Members to drop below the minimum required in the relevant craft category, preference shall be given to the replacement who polled the highest number of votes in the same category.

## **13. INTERPRETATION**

In this Constitution, where the context so admits:

The singular shall include the plural and vice versa;

The masculine shall include the feminine;

"Month" shall mean calendar month;

Reference to writing shall include printing, typewriting and other modes of representing words in a visible form.

## **14. AMENDMENTS TO THE CONSTITUTION**

No deletion from or addition or amendment to this constitution shall be made except at an Extraordinary General Meeting called expressly for that purpose.

*Revised version approved at EGM on 6<sup>th</sup> February 2005*