

# BRITISH EQUITY COLLECTING SOCIETY LIMITED

Company No: 3547531

**MINUTES** of the Twenty First Annual General Meeting  
of British Equity Collecting Society Limited ('the Society')  
held on Friday 6th December 2019 at 1.30pm  
at etc.venues Conference Centre, 51-53 Hatton Garden, London, EC1N 8HN

## A. Welcoming remarks from the Chairman

The Chairman of the Board, Jean Rogers, opened the Annual General Meeting by welcoming all present and thanking everyone in attendance. A quorum of members (being the lesser of 25 members or one twentieth of the members entitled to attend and vote at the meeting) was present for the meeting. Around 96 members had accepted the invitation to attend the AGM and 386 Proxy forms had been completed and returned before the published deadline for receipt.

The Chair explained that not as many board members were available due to illness, holidays etc and introduced the BECS staff - Andy Prodger, Tayyiba Nasser, Katie Stretton and Sarah Phipps. Members were encouraged to ask questions and BECS' legal consultant Andrew Yeates was introduced.

## B. Guest Speaker 1

The Chair introduced the first guest speaker, Dugald Bruce-Lockhart explaining how he conducted a master class in Spain with AISGE and recently at BECS for Spanish actors.

Dugald started by giving a brief history of his time as an actor. He graduated from RADA and began his career as a stage actor and then worked on a number of films and TV Productions, moving on to directing and has now also written a novel. He explained that money from television and film work has thinned because of the internet but because of the brilliance of BECS he still receives payments from work he did over 20 years ago. He remembers his first cheque he received from BECS and how he wasn't sure what it was for but feels reassured that having mandated BECS to manage his rights, BECS is collecting for him wherever possible. Dugald expressed his gratitude to BECS for looking after performer interests.

He went on to speak in support of the training courses BECS was now offering through the collaboration with AISGE and its Foundation as a fantastic members' benefit. Dugald ended by saying how even though the government seem to be putting up barriers, BECS is working to develop relationships with the European entities that would hold the members in good stead.

## C. Guest Speaker 2

The Chair introduced BECS Member Lord Michael Cashman, CBE.

Lord Cashman spoke about the necessity of having good working relationships between BECS and Equity and how important it was for BECS to continue to enforce performers' rights. He spoke about Brexit and his belief in solidarity with Europe with rights established from EU agreements e.g. non-discrimination and equality.

William Derrick asked if the incoming education minister would implore that 4 languages be taught at the age of 9.

Lord Cashman agreed that this would be beneficial but that it wouldn't take well as fewer languages are being taught in schools. He described how he had French lessons every day when he was a MEP and that the working language in the European parliament is English.

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## D. Ordinary Business

### 1. To receive and approve the Minutes of the Twentieth Annual General Meeting of the Society held on Friday 7th December 2018.

The Chair asked all present whether they wished to raise any comments or corrections to the Minutes of the 2018 AGM or if there were any matters arising to put forward.

There being no comments, the Chair therefore asked the members present to approve the Minutes of the 2018 AGM held on Friday 7<sup>th</sup> December as previously circulated to the membership.

- The resolution to approve the Minutes was proposed by Jonathan Courage.
- The proposal was seconded by Lionel Guyett.
- The Minutes were approved unanimously by all members present.

### 2. To receive and consider the Directors' Report and the Financial Statements of the Company for the year ended 30th April 2019 and the Auditor's Report thereon.

The Chair introduced Tayyiba Nasser, Chief Operating Officer.

Tayyiba Nasser presented a summary of the Financial Statements included in the 2019 Annual Review which had been made available to all members. Members had also been given notice that copies of the full Financial Statements, the Annual Transparency Report for the year ending 30th April 2019 together with the Auditors' Report on these and the Directors' Report had been made available for all members through the BECS website since 6th November 2019.

To give members an idea of the processes BECS staff go through to collect and distribute payments on their behalf, Tayyiba explained the distribution workflows. She outlined the mass of data received from sister collecting societies and how the staff needed to work through different formats and collate them into a single workable format for imports into the database. Following this Tayyiba gave information relating to the main distribution which took place in June 2019 in which £4.5 million was sent out to 8,887 people and £1.1 million sent via agents. Tayyiba gave thanks to the BECS staff (Katie Stretton and Sarah Phipps) for their hard work.

Tayyiba then presented a table of countries and their payments to BECS to illustrate that there is no pattern as to how much money is received so BECS cannot forecast how much it will receive, making financial management tougher with the increased need for prudence.

Financial highlights presented were:

- revenue had increased by £100,000 due to increased collections; and £25,000 due to timing differences related to the commencement of the collaboration agreement with Fundación AISGE.
- Expenses had gone up due to the legal fees in relation to BECS' application to ERA.
- Fixed assets were showing a 50% reduction as the leasehold improvements made at Guild House were no longer relevant as BECS had moved to Plouviez House.

Questions on the Financial Statements were then invited. There were none.

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Matthew Vosper from BDO was then invited to provide a brief auditor review. He confirmed that the 2018-2019 audit had been carried out successfully and a clean audit report provided. He was happy to report that testing was complete and satisfactory and there was an unmodified audit report. This was due to the efficiency of Tayyiba Nasser to whom he gave thanks.

Doremy Vernon asked the question, "What does BDO stand for?"

Matthew explained that they are the initials of the owners who are Dutch so he didn't want to attempt to pronounce their names.

The Chair spoke of how important it is that BECS' books are spotless in conjunction with the requirement for all CMO's to be transparent in our operations and dealings.

The Chair then asked for a proposer and seconder for the resolution to approve the Financial Statements and the Annual Report of the Society for the year ended 30th April 2019:

Proposed by Doremy Vernon, seconded by Alan Thompson and approved by all members present.

- 3. To consider and, if thought fit, pass a resolution that the auditors of the Company, BDO LLP, be reappointed as auditors of the Company to hold office from the conclusion of the meeting until the Annual Report and Financial Statements are next laid before the Members, and that their remuneration be determined by the Directors.**

The Chair then asked for a proposer and seconder for the resolution:

Proposed by Sarah Sharman, seconded by Juliette Dandy and approved by all members present with one abstention.

- 4. To receive a report from the Chief Executive on the activities of the Company.**
- 5. To receive and consider the Annual Transparency Report for the Members prepared and presented by the non-executive Directors of the Company following audit in respect of the year ended 30 April 2019.**

The Chair introduced the CEO of BECS, Andy Prodger to cover both these points.

Andy expressed his thanks to Jean Rogers, the BECS staff and the Board. Andy then presented the Annual Transparency Report of BECS on behalf of the Directors and the Supervisory Committee. He explained that many regulations don't apply to BECS because we did not currently collect from within the UK.

He detailed the membership statistics explaining that levels had been static since BECS and Equity separated as they were no longer handing our BECS registration forms and were actively advising people not to join BECS. He detailed the measures BECS had adopted to counter this, for example by producing information leaflets which he encouraged members to take and hand out so other performers know how important it is to join BECS.

He then explained the allocation of board members as set out in the Articles of Association with there being 9 directors; 5 elected, 1 from the CPMA, 1 from the PMA, 1 from Equity and the Chief Executive. He then gave information about the training courses run by BECS from which BECS makes no profit with the payments covering the tutors' fees.

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He then spoke about the directors, advising that Equity had previously declined to nominate someone to the BECS Board. This had now changed, and he was pleased to announce Sally Treble as the newest member of the BECS board for ratification by the membership.

Describing the activities of BECS over the previous year Andy explained how all the work relating to the transferring of Equity distributions back to Equity had been completed; and the dispute in relation to the claim for compensation for the work BECS had carried out on behalf of the Union had been settled. The board had acted in the best interest of performers and felt it was better to accept the offer by settling and moving on.

Andy then advised the members on BECS' application to join ERA and the result of the Dispute Resolution Procedure. He detailed how BECS wanted to join ERA for the benefit of British and foreign performers and it was wrong of Equity and ERA to claim that this money was not distributable as there was data available to enable distribution to performers. He explained that to have reciprocity with our sister collecting societies we needed to represent their members and he gave the example of a dispute BECS had with the Belgian collecting society Playright, who had previously withheld money from BECS as they had not received any money from BECS. This was resolved when BECS sent them £3,000 resulting in a payment from PlayRight of £1 million.

The CEO then stated the Brexit remained a concern and if the UK left the EU without a deal, income streams would be in danger. He then mentioned how the Beijing Treaty now had 29 signatures with only 1 more signature required for the international treaty to come into force.

Andy concluded by thanking the board and BECS staff.

Bryn Evans pointed out what he believed to be an incomplete statement in the Annual Transparency Report on page 19 where it detailed other CMO's distributing money collected from ERA but did not mention which entities did not distribute the same.

Andy Prodger responded by informing Bryn that the musicians union received a smaller amount of money which would not be economically viable to distribute. He advised that organisations that collect for creatives (e.g. authors and directors) do in fact distribute the money collected from ERA and that in the ATR BECS had chosen examples of CMOs relevant to audio visual fixations.

Nicky Goldie then explained that she was applying for a German passport so would she get money after Brexit even if others didn't?

Andy replied to say he didn't know. He said she would be protected under German Law but the difficulty would be with who would collect the payments as each society focused on their own country, although with the use of IPD and VRDB, two central databases that BECS was party to, this would be easier.

Nicky then asked how this works in relation to Netflix as a lot of these productions are dubbed?

Andy said it depends on the rights in each country and that most European countries have the Making Available Right which is an exclusive right where performers have the right to refuse to transfer their rights to the producer. However, in reality, performers rarely exercise this right and it is signed away in their contract. He then explained that BECS will be collecting some payments for Netflix productions in Spain and some of this will have deductions made for the dubbers.

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Maureen Beattie then gave her thanks to BECS and expressed her disappointment at hearing performers were being told by Equity not to join BECS. She requested some BECS registration forms so she could hand them out. She then went back to the point made by Bryn Evans regarding page 19 of the ATR and said she believed Bryn was right and that the technology was not in place to distribute any money collected from ERA. She asked that if BECS did join ERA who would pay for the technology to distribute the payments and who decides how it is distributed fairly?

Jean Rogers replied by saying that it was important for the members to understand that the board struggled with the decision to go to dispute resolution and that the aim was to collect the money mainly for non-Equity members and foreign members but to give that option to Equity members too as we are obliged to do so by the regulations that govern collecting societies.

Andy also answered Maureen's question by explaining how emails had been received from performers who had been advised not to join BECS and that there had been no requests for BECS registration forms since the separation. In response to the technology needed to distribute money from ERA he answered that there would be no need to pay for any new technology as the BECS system and data from ERA are already available. BECS doesn't currently have access to the ERA data but there would be no cost to BECS as the software is already in place. With regards to the fair distribution, BECS would formulate a policy and the membership would be asked to approve if they saw fit – in the same way as other distribution policies had been made.

Rosemary Smith asked what happens if an agent passes away?

Andy explained that BECS only makes payments to who the performer tells us to and that it is very important to keep all details up to date.

Jean Rogers thanked Andy and asked for a proposer and seconder for the resolution:

Proposed by Seb Craig, seconded by Diana Brooks and approved with 4 against and 0 abstentions.

## E. Special Business

- 6. To consider and, if thought fit, pass a special resolution that the Articles of Association of the Company (the 2017 Articles) be replaced by Articles of Association of the Company in the form published with this Notice (the 2019 Articles) with immediate effect of the special resolution being passed and that the Company Secretary send to the registrar at Companies House a copy of the 2019 Articles within 15 days of the special resolution being passed.**

Jean Rogers told everyone how important it is to be a member of BECS and to please hand out leaflets making sure to let people know that it is free to join. She then introduced Andrew Yeates to cover the special business.

Andrew explained that the Articles of Association needed to be made fit for purpose by changing the resolutions. Although BECS was set up to collect money for members, the focus had changed over the years. BECS needed to put more power into the Articles in order to work more clearly with overseas collecting societies. This included updating the Performer Registration Form and Membership Agreement to say, "BECS is now my representative". The key thing was to ensure flexibility in the Articles to allow BECS to collect any money not available through contract.

Maureen Beattie expressed her worry at signing rights over to BECS.

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Andrew Yeates answered her by explaining these rights that were to be mandated to BECS were only can enforceable by a collecting society; so these rights wouldn't exist without BECS and the new forms enabled BECS to collect statutory money for the performer – rights which can't be exercised individually.

Jean Rogers then asked for the members to vote on the adoption of the Revised Articles. Proposed by Lionel Guyett and seconded by Michael McClare, with 7 abstentions.

- 7. To pass a special resolution that the revised Performer Registration Form and Membership Agreement considered and approved by the Supervisory Committee on 17th October 2019 and published for all Members on 13th November 2019 be adopted in the form published with this Notice.**
- 8. To pass a special resolution that the revised Performer Heir Registration Form and Membership Agreement considered and approved by the Supervisory Committee on 11th November 2019 and published for all Members on 13th November 2019 be adopted in the form published with this Notice.**

Andrew then gave details of the new Registration Form saying a performer is a member as long they would like to be and must have worked on an audio-visual production to qualify for membership. Performer Heir registration forms are available for beneficiaries when a performer passes away.

Heather Emmanuel asked why BECS broke away from Equity?

Andrew Yeates answered that they are and always have been 2 separate organisations.

Jean added that the union was not allowed to collect the statutory payments that BECS could.

Marlene Sidaway asked about wills and who BECS sends money to when a performer dies?

Andrew Yeates responded that when a performer dies, the estate contacts BECS and money is then sent to them once all the relevant forms have been completed.

Diana Brooks asked when Performer Heir registration forms should be completed?

Jean Rogers answered that this form is to be completed by the beneficiary when the performer has passed away.

Jane Bird asked what would happen if the beneficiary didn't want to sign the form?

Andrew explained that they would not receive any payments from BECS if they did not complete the form.

The Chair asked for a proposer and seconder for the resolution to adopt the revised Performer Registration form and Membership Agreement:

Proposed by Lionel Guyett, Seconded by Jonathan Courage, no abstentions.

The Chair asked for a proposer and seconder for the resolution to adopt the revised Performer Heir Registration form and Membership Agreement:

Proposed by Penelope Dudley, seconded by Diana Brooks, no abstentions.

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## 9. To pass a special resolution to approve the following motion:

This Annual General Meeting of BECS agrees that the settlement monies of £101,861.30 received from Equity in relation to outstanding fees due to BECS will not be treated as “BECS income”. Instead the monies will be treated as collective receipts following a legal settlement, for distribution to overseas performers in accordance with approved distribution rules.

This meeting agrees that overseas performers who are members of Collective Management Organisations with which BECS has bilateral agreements in place, whose rights BECS seeks to represent within the UK, will be beneficiaries of this temporary distribution policy.

Bryn asked why BECS would give away the money they received from Equity as it is a one-off payment and there is no legal requirement to distribute it?

Andrew Yeates explained that BECS is a not-for-profit organisation and the budget is approved by the members. The money is an additional source of income and will mean BECS can reciprocate with the other societies.

Jenny Goodall asked why it is being given to overseas organisations?

Andrew said that in the past BECS had an agreement with Equity to get a very small portion of ERA money and to allocate these to overseas organisations. This had now stopped, and it was extremely important, as stated previously by Andy Prodger, that reciprocal payments continue.

Jenny said she didn't understand, and it seems like gambling.

Andrew Yeates said it would be the members' decision to distribute it to other CMOs or not.

Rhubarb then asked how BECS would distribute it to other CMOs and how they will then distribute it to their members?

Andy Prodger responded by saying it will be based on numbers, past payments and the number of foreign programmes.

Jean Rogers had to interrupt to introduce the new member of the BECS board Sally Treble who had to leave the meeting at this point.

Andy continued by explaining that the money would be distributed over a 2-year period and it's the only money we have to reciprocate the bi-lateral agreements at present.

The Chair asked for a proposer and seconder for the resolution:

Proposed by Doremy Vernon, Seconded by Seb Craig. 2 against and 8 abstentions.

## F. Ordinary Business

### 10. To ratify the election of the nominated Director to the Board of Management pursuant to Article 15.4 of the Articles. (Equity)

The Chair asked for a proposer and seconder for the resolution to ratify Sally Treble's appointment to the board: Proposed by Maureen Beattie and seconded by Rhubarb. Unanimous approval.

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## **11. To ratify the election of the nominated Director to the Board of Management pursuant to Article 15.6 of the Articles. (CPMA)**

The Chair asked for a proposer and seconder for the resolution to ratify Peter Barnes' appointment to the board: Proposed by Lionel Guyett and seconded by Jonathan Courage. Unanimous approval.

## **12. To ratify the election of the nominated Director to the Board of Management pursuant to Article 15.7 of the Articles. (PMA)**

The Chair asked for a proposer and seconder for the resolution to ratify Steve Kenis' appointment to the board: Proposed by Noel Butler and seconded by Lionel Guyett. Unanimous approval.

## **13. To pass a special resolution that the non-executive Directors of the Company shall provide the supervisory function for continuously monitoring the activities and the performance of the duties of the persons who manage the business of the Company as provided by the Articles of the Company.**

The Chair asked for a proposer and seconder for the resolution:  
Proposed by Sarah Finch and seconded by Michael McClare. Unanimous approval.

Lionel Guyett proposed thanks to board members for looking after performers' best interests.

## **G. Strategic Report**

Jean Rogers asked Andy Prodger to advise on the future Strategy.

Andy gave a very brief outline advising that the board's on-going key concern was to secure a national income which would enable BECS to meet some of the reciprocity requirements in BECS' bilateral agreements with other Collecting Societies. This would be required to ensure BECS is able to collect international revenues for its members.

Andy then advised that due to ill health, he had taken the decision not to renew his contract as CEO of BECS which would expire on 30<sup>th</sup> April 2020. The Board had been given sufficient notice to appoint a suitable replacement. He advised that he was pleased to announce that Tayyiba Nasser would be taking over as CEO from 1<sup>st</sup> May 2020. He congratulated her and advised the members that he believed that they were being left in very capable hands.

Jean Rogers thanked Andy Prodger for his service and loyalty to performers.

## **H. Any other Business**

Maureen Beattie asked everyone to contact Equity to make sure all details held are up to date for the Equity distributions.

There being no further matters raised, the Chair thanked the members for their attendance and participation and declared the meeting closed.