

**MALAYALAM FILM AND TELEVISION CHAMBER OF COMMERCE**  
**BYE LAWS**  
**INTERPRETATION**

Subject as hereinafter provided, the Regulations in Table 'F' in Schedule I to the Companies Act of 2013, as amended up-to-date (hereinafter called "the Act") shall apply to this Company and constitute its regulations, except in so far as they are hereinafter expressly or impliedly excluded, modified, or varied.

Regulation 5, 6, 7, 8, 9(ii), 27, 37, 48, 76, 80, 81, 82, 83, 84, 85, 86, 87, 88 of Table F shall not apply to the Company.

(1) In these regulations-

(a) "the Act" means the Companies Act, 2013

(b) "the seal" means the common seal of the company

(c) "the Company" means "**MALAYALAM FILM AND TELEVISION CHAMBER OF COMMERCE**", a Non-Profit Organization registered with the Ministry of Corporate Affairs as per Indian Companies Act, 2013 under section 8. The Registration Number is U85100MH2020NPL340905 and Non-Profit Organization Licence Number is 118934. The Registered Office is in Maharashtra at 104, Suryodaya Vihar CHS Ltd., Kalyan Jimmybaug Road, Kalyan East-421306 and the Operational Office is in Kerala at Kuthirasseri House, TC 49/629, Near Attukal Temple and Mosque, Manacaud Post, Thiruvananthapuram-695009.

(d) The Malayalam Film and Television Chamber of Commerce is formed in the framework of a Limited Company as a Private Company that means a Company within the meaning of Section 2(68) of the Companies Act, 2013 having a minimum paid-up share capital as may be prescribed and which by its articles,—

(i) restricts the right to transfer its shares;

(ii) limits the number of its shareholders;

(e) "**Member**" means a member as defined under section 2(55) of the Companies Act, 2013 and does not mean the Member of Chamber as defined in clause 1(f) of these articles. A member is entitled to become a Board member and office bearer in the Managing Committee simultaneously.

(f) "**Member of Chamber**" shall not mean a Member of Company under Clause 1(e) of these articles, and shall include the following:

- i. Producer Member
- ii. Director Member
- iii. Writer Member
- iv. Music Director Member
- v. Singer Member
- vi. Actor Member
- vii. Cinematography Member
- viii. Editor Member
- ix. Presenter Member
- x. Dubbing Artist Member

- xi. Sounder Designer or Sound Recording Member
- xii. Art Director Member
- xiii. Other Technician Member
- xiv. Producer Member
- xv. Distributor Member
- xvi. Exhibitor Member
- xvii. Studios / Infrastructure Member
- xviii. Short Film Producer Member
- xix. Web Series Producer Member
- xx. Ad Film Maker Member
- xxi. Associate Organization Member
- xxii. Any other type member from a different sector may be added or deleted from the existing sector as the case may be from time to time as decided by the Managing Committee in consultation with the Board of Directors.

(g) **Privileges of a Producer Member:** The Producer Member comes under the category of Benefactor Member. The Malayalam Film and Television Chamber of Commerce gives a bouquet of privileges and concessions to its Producer Member Including a free training to become a successful Producer, free Title Registration, free Script or Story or One line of Story Registration with the endorsement of the particular writer, free Banner Registration, free Publicity Designs Clearance and / or any benefits that may be included by the Managing Committee after the approval of the Board of Directors.

(h) **Benefactor Member:** The Producer, Distributor, Exhibitor, Studio / Infrastructure Provider, Web Series Producer, Ad Film Maker, Associate Organizations, Companies, Firms, Dubbing Studios, Special Effects Providers, Extra Artist Suppliers, Individuals other than artists and technicians and any other establishments or people decided by the Managing Committee are coming under the category of Benefactor Member.

**(i) Voting Rights and other Explanations:**

- (i) All artist and technician members have voting rights and can contest or be nominated for any Post/s in the Managing Committee.
- (ii) Similarly all artist and technician members can be nominated or elected to any Sub Committee(s).  
An artist or technician member can hold posts in maximum four Sub Committees.
- (iii) Except the artist and technician members, all other members coming under the Benefactor Life Member who have no voting rights.
- (iv) A producer is a Benefactor Life Member and can enjoy all privileges and rights as mentioned in clause (g).
- (v) The Benefactor Life Members have no general voting rights. However, for sector specific Managing Committees they have the voting rights and can be nominated or elected for President or Vice President/s. Example Producer Managing Committee, Distributor Managing Committee, Exhibitor Managing Committee and so on.
- (vi) For Sector specific Managing Committee, there is no need of minimum number of persons

required to form such a Managing Committee. Even with more than one person can form a Producer Managing Committee, Distributor Managing Committee, Exhibitor Managing Committee and so on.

(vii) Since the Malayalam Film and Television Chamber of Commerce is an umbrella organization, the General Secretary and Treasurer shall be the same of the General Managing Committee for each sector specific Managing Committees. Only the President and the Vice President/s of a particular sector specific Managing Committee shall be different.

(viii) If a producer is also an artist or technician, besides the Benefactor Life Membership he/she can

apply for the artist or technician membership as the case may be by paying additional membership fee as decided by the Managing Committee and approved by the Board of Directors. In such a case he/she is entitled to full voting rights in the General Managing Committee after the approval of additional membership and he/she can contest for the post/s in the General Managing Committee. In that case all designations in the Membership Card

will

be mentioned at free of cost. Example Producer, Actor, Director, Writer, and Singer etc.

(ix) An applicant for any membership should have completed the age of 18. If the applicant is less than 18 years old, the parent or guardian shall sign and submit the application. The Managing Committee shall consider such application and admit according to the constitution and bye-laws of the Malayalam Film and Television Chamber of Commerce. Such member, till his/her attaining the age of 18 or his/her guardian or his/her parent will have no voting right.

(j) **“Managing Committee”** shall mean a body of individuals/persons elected or nominated as explained in detail in Managing Committee Constitution section.

(k) **“Sub-committee/s”** shall mean the Committee/s appointed by the “Managing Committee” in consultation with the Board of Directors

(l) **“Office Bearers”** means an individual who has not attained the age of more than 70 years and is elected amongst the members of the governing body by the Affiliate Members of Association. However where the Board of Directors are of the opinion considering a person’s knowledge, experience and contribution to film and/or television industry, an individual with sound mental and physical health who has not attained the age of more than 90 years may be nominated by the Board of Directors for Office Bearer in the following capacities:

i. **President**

The duties and functions of the President towards Managing Committee and/or subcommittees :

(1)The President shall preside over the meeting of the Managing Committee.

(2) The President will cast his/her deciding vote in case of equal number of votes in any meeting of the Managing Committee.

(3) The President will be responsible for overall functioning of the Managing Committee.

(4) In emergencies like accidents, sickness or due to any other reasons if the President has difficulties to discharge his/her responsibilities, the Board of Directors can designate his/her

responsibilities to a Vice President or General Secretary till such period or till the next election of the Managing Committee.

ii. **Vice President**

The duties and functions of the Vice President towards Managing Committee and/or subcommittees :

- (1) The Vice President shall assist the President in all office functions.
- (2) The Vice President shall preside meeting of the Managing Committee in the absence of the President.
- (3) The Vice President shall discharge all such duties and responsibilities assigned to him by the Managing Committee or Board of Directors.

iii. **General Secretary**

The duties and functions in respect of the Managing Committee and or other sub committees of the General Secretary are:

- (1) To look after the welfare and manage the same in accordance with the guidelines of the Managing Committee or Sub-committee/s and the directions of the Managing Committee or sub-committees;
- (2) To carry on correspondence on behalf of the Managing Committee or Sub-committee/s and;
- (3) To call meetings and prepare a complete agenda for the Managing Committee or sub-committees.
- (4) To keep on record the proceedings of all the meetings of the Managing Committee or sub-committees.
- (5) To have authority to spend an amount not exceeding Rs.5,00,000/- (Rupees Five Lakhs only) in an emergency. The Treasurer shall furnish him/her with the said sum of money on requisition.
- (6) In emergencies like accidents, sickness or due to any other reasons if the General Secretary has difficulties to discharge his/her responsibilities, the President or any of the Directors can designate his/her responsibilities to Joint Secretary till such period or till the next election of the Managing Committee.

iv. **Joint Secretary**

The duties and functions of the President towards Managing Committee and/or subcommittees :

- (1) The Joint Secretary shall assist the General Secretary in all office functions of the Chamber,
- (2) To share responsibilities and act independently under the guidelines and directions of the Managing Committee.
- (3) The Joint Secretary shall do all such duties and functions of the General Secretary in

his/her

absence due to leave, sickness or any other reason till such period or till the next election of Managing Committee as designated by the President or any of the Directors.

v. **Treasurer**

The duties and functions in respect of the Managing Committee and or other sub committees of the General Secretary are:

- (1) To be responsible for the collection and safety of funds.
- (2) To receive all collections and maintain proper account of the funds.
- (3) To make all payments from time to time sanctioned by the Board of Directors.
- (4) To sign all cheques of Managing Committee bank account or any designated bank account/s by the Board of Directors, jointly with either President or General Secretary for the payments sanctioned and/or as per such sanctioning powers designated with limit by the Managing Committee or Board of Directors.
- (5) To keep true and correct statements of all such receipts and expenditures in proper books of accounts.
- (6) To bring to the notice of the Managing Committee or the Board of Directors about any irregularity in receipt or the expenditure of the funds of the Chamber.
- (7) To help the Auditor in all possible ways in auditing the accounts of the Fund and to explain him/her such items, entries or mode of accounting adopted for which explanations may be called for.
- (8) In emergencies like accidents, sickness or due to any other reasons if the Treasurer has difficulties to discharge his/her responsibilities, the President or any of the Directors can designate his/her responsibilities to another office bear or to a Managing Committee member till such period or till the next election of the Managing Committee.

**MAIN OBJECTIVES**

**(A) THE OBJECTS FOR WHICH MALAYALAM FILM AND TELEVISION CHAMBER OF COMMERCE IS ESTABLISHED ARE:**

To set up a Chamber of Commerce to promote, develop, encourage, create, provide, manage, protect rights, and maintain fellowship and welfare of the members and associates of the Malayalam Film and Television Industry.

**(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE (A) ARE:**

1. To insist, maintain and develop decorum, self-discipline, cultivate higher level of work culture and uphold professional and social ethics in Malayalam Film and Television Industry, especially among Members of the Chamber (as defined in Articles of Association);
2. To encourage and develop and spread necessary knowledge in the Malayalam Film and Television Industry and as far as possible to work in conjunction with other similar Associations;
3. To act as a Clearing House for information on all matters pertaining to the Production,

Distribution and Exhibition including streaming and/or telecasting of Films and Television programmes through digital media and;

4. To gather useful information, edit and compile statistics regarding different activities and wings of the Film and Television Industry and Trade for the benefit of the general public and for members of the Chamber (as defined in Articles of Association) and by undertaking study tours to different parts of the country and if necessary to other countries;
5. To publish books, journals, newsletters, magazines etc. either in print or digital form for developing art, culture, general knowledge etc.;
6. To exchange artists, scholars, or students of our country from Malayalam Film and Television Industry with other countries;
7. To protect the members (as defined in Articles of Association) from unemployment with all possible assistance and if found necessary Chamber will help the eligible and needy members with financial help on the conditions and rules laid down by the Chamber from the fund separately maintained for this purpose as a gift;
8. To make, amend, add, delete and practice rules and regulations and bye-laws for different types of membership and schemes for the welfare of the Members of the Chamber (as defined in Articles of Association) and others;
9. To enlighten, the public regarding the utility of the Film and Television Industry from a social, cultural, industrial and educational point of view;
10. To maintain a Library for the benefit of the members of the Chamber (as defined in Articles of Association);
11. To establish and run Institutions for the development of Film and Television techniques, styles, practices and to institute Awards or other forms of recognition which are considered by the members of the Chamber (as defined in Articles of Association) to be conducive to the development of Film and Television techniques
12. To establish and run various professional and academic educational institutions anywhere in India or elsewhere independently, jointly or in association with any other existing such institutions in India or abroad for the benefits of members of the Chamber (as defined in Articles of Association), all artists from any sections speaking Malayalam language and for general public;

#### **MANAGING COMMITTEE CONSTITUTION**

The Managing Committee shall constitute of minimum Four (4) or more individuals/persons in such a way that one half shall be nominated and elected by the Members of the Chamber and the remaining one half shall be nominated by the Board of Directors. In addition to Members of

Chamber, the Managing Committee shall consist the Office Bearers as defined in Article 1(e) of the Articles.

Further two or more Directors shall be ex-officio members in the Managing Committee and if necessary in all Sub Committees as decided by the Board of Directors. The Directors and Managing Committee shall examine whether proper representation consisting of different sections is there in the Managing Committee and/or Sub-Committee/s and shall take appropriate measures for fair and proper representation in a comprehensive manner from all sectors of film and television industry from the existing Members of Chamber.

Further, as and when the Board of Directors or the Managing Committee think it is absolutely necessary to constitute sector specific Sub Committees, such Sub Committees shall be formed under the Managing Committee.

### **POWERS AND DUTIES OF MANAGING COMMITTEE**

The Managing Committee shall exercise the following powers and duties in consultation and prior approval of the Directors and Promoters of the Company:

- a. Framing guidelines and bye-laws for different classes of Chamber membership and the functioning of the Managing Committee including guidelines for conducting meetings of the Managing Committee, Voting powers in such meetings and rotation of the Office Bearers.
- b. The Managing Committee has the power to add, amend, modify and delete any clause or clauses from the guidelines and bye-laws of Chamber membership and functioning from time to time.
- c. Appointing Office Bearers of the Managing Committee.
- d. Appointing Sub committees to assist the Managing Committee.
- e. Appointing staff for the Managing Committee or other Sub committees.
- f. Reporting to the Board of Directors in the prescribed format based on Monthly, Quarterly and Yearly basis as may be decided by the Directors.
- g. Maintenance of Accounts and managing the funds allotted to the Managing Committee towards the main objects of the Company.
- h. The Board shall have power to provide for additional powers and responsibilities to the Managing Committee.

### **TERM**

Two years is the term of the Managing Committee. If anybody is nominated or co-opted to the Managing Committee while starting the term or in between, his/her term will end when the Managing Committee completes its term. The President, the Vice-Presidents, General Secretary, Joint Secretary or Treasurer shall hold office for a period of TWO years from the date on which he/she is chosen but so as not to extend beyond his/her term of office as a member of the Managing Committee at the relevant time, and he/she shall be eligible for re-election.

### **MEMBERSHIP**

- a. All artists and technicians from the Malayalam film and television field can become a member.
- b. Further any person from anywhere in the world who wants to work in the Malayalam film and television industry in any capacity such as Writer, Actor, Director, Cinematographer, Editor, Make up person, Singer, Lyricist, Music Director, Choreographer, Fight Master or any other technical person can also apply now for artist category membership without any restrictions.
- c. Though there is no restrictions now for existing artists or newcomer artists, later MFTC will introduce some restrictions to the newcomer members and they cannot enjoy the full membership rights including the voting right. However, after successfully completing a project, a newcomer member can apply for considering his membership as a regular member with a simple letter to the Managing Committee giving the proof of the project completed. This is applicable as and when such amendments are made in the Bye-Laws by the Managing Committee and approved by the Board of Directors.
- d. Producers, distributors and exhibitors can apply for only Benefactor Life Members.
- e. If required, additional fees as approved by the Managing Committee shall be charged for Identity Card.
- f. Presently membership in four categories are given viz. Annual Membership for Artist and Technician, Life Membership for Artist and Technician, Benefactor Life Member for Individual and Benefactor Life Membership for Producers, Distributors, Exhibitors, Studio Owners, Shooting facility providers, Production Houses, Business Houses, Organizations, Film and Television Academies, Film Societies, Companies or firms, and all service providers in film and television industry. All Benefactor Memberships are accepted subject to the terms and conditions laid down by the Managing Committee from time to time.

### **Membership Categories**

Annual Membership for Artist and Technician	:	Rs. 1,000*
Life Membership for Artist and Technician	:	Rs. 10,000
Benefactor Life Membership – Individual	:	Rs. 15,000
Benefactor Life Membership – Producer and Others	:	Rs. 15,000

- A special discount of 50% will be allowed only for Annual Membership till 31.03.2022, i.e. only Rs. 500/- to be paid now.

- g. The Managing Committee has the absolute right to accept or reject a membership application. In exceptional cases the Board of Directors has the authority and right to accept a rejected membership application by the Managing Committee or cancel the membership already accepted by the Managing Committee, as per the discretionary powers vested with them, at any time. In the case of cancellation of a membership by the Board of Directors before one year of admittance, the entire membership amount collected will be refunded immediately.
- h. The membership fee once paid shall not be refunded or adjusted.
- i. An applicant for membership should have completed the age of 18. If the applicant is less than 18 years old, the parent or guardian shall apply and submit the application. The Managing Committee shall consider such application and admit according to the constitution and bye-laws of the Malayalam Film and Television Chamber of Commerce. Such member, till his/her attaining the age of 18 or his/her guardian or his/her parent will have no voting right.



- j. The Malayalam Film and Television Chamber of Commerce encourages paperless transactions and instantly one can become a member through online membership application. After reviewing and verifying the application later if found any serious discrepancy or wrong representation or hiding any vital information wilfully in the application, the Managing Committee or the Board of Directors can cancel the membership at any time. In that case the membership fee will not be refunded.
- k. The Malayalam Film and Television Chamber of Commerce is authorised to start a Micro Finance Institution (MFI) for its members. If MFTC starts the Micro Finance in future, it will provide financial support to members in the form of loan without any securities and the Sub Committee assigned to Micro Finance functions will manage the activities under the supervision of the Managing Committee and the approval of the Board of Directors.

**MANAGEMENT, POWERS AND RIGHTS OF MALAYALAM FILM AND TELEVISION CHAMBER OF COMMERCE**

- a. Based on the terms and conditions in the Articles of Association and Memorandum of Association registered with Ministry of Corporate Affairs as a Non-Profit Organization as per the Indian Companies Act, 2013 under Section 8 Company under Registration Number U85100MH2020NPL340905 and Non-Profit Organization Licence Number 118934 issued on 22<sup>nd</sup> June, 2020, the Board of Directors is the supreme and final authority to take any decisions or actions, sanction any approvals to the Managing Committee, make policies in connection with the Malayalam Film and Television Chamber of Commerce.
- b. The Managing Committee is either elected from members or nominated by the Board of Directors. The Managing Committee is generally looking after membership, managing day-to-day affairs of the Malayalam Film and Television Chamber of Commerce, recommending the decisions and suggestions taken to the Board of Directors, executing the policy decisions of Board of Directors.
  - c. Any alterations, additions, modifications or amendments in the bye-laws can be taken by the Managing Committee with majority approvals and the same can be submitted to the Board of Directors for final approval. After receiving the approval from the Board of Directors only the changes can be communicated to members or amended bye-laws published by the Managing Committee.

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