

Welcome to the Directors UK Code of Conduct

We are committed to providing first-class service to all our members and right holders, and this Code sets out our key commitments to you. It sets out important information about Directors UK, what you can expect from us, and how you can help us to help you. It also incorporates our Comments, Feedback and Complaints procedure.

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1. INTRODUCTION

- 1.1 This Code of Practice relates to the collection and distribution activities of DIRECTORS UK covering the use of directors' copyright throughout the world. This code sets out details about Directors UK and what you can expect from our service to you. It also explains what to do if things go wrong and how to complain about any matter covered in this Code.
- 1.2 DIRECTORS UK is a member of the British Copyright Council (BCC), a not-for-profit organisation which represents the copyright community across the creative industries. This Code complies with the BCC's Principles for Collective Rights Management Organisations' (CMOs) Codes of Conduct (the "BCC Principles"), a common set of principles of good practice as the basis for codes of conduct. The BCC Principles can be found on the BCC website.
- 1.3 In its role as a CMO Directors UK must comply with the relevant UK and EU competition rules and regulations including the Collective Management of Copyright (EU Directive) Regulations 2016 and the Copyright, Designs & Patents Act 1988.

2. ABOUT DIRECTORS UK

2.1 What type of legal organisation is Directors UK

DIRECTORS UK is a private company, limited by guarantee, run on a not for profit basis. It was launched in June 2008 and is the professional association which represents British film and television directors. It performs both the role of a collective management organisation and of a representative body and currently has over 6,000 members. It evolved from the Directors and Producers Rights Society (DPRS), a CMO that administered payments for film and TV directors for the secondary use of their works.

- 2.2 DPRS was initially established in 1987 by the Directors Guild of Great Britain (DGGB) for the purpose of collecting payments due to directors under other European legislation. In 1992 DPRS became a separate organisation.
- 2.3 The aim of DIRECTOR'S UK is to distribute the money we collect on behalf of our members and right holders as efficiently as possible, at a reasonable cost. DIRECTORS UK deducts an administration charge that is set by our Board to cover the costs of our distribution operations. DIRECTORS UK makes no other deductions from royalties paid to members and right holders.
- 2.4 DIRECTORS UK is constantly working to improve the accuracy of royalty payments and to ensure the fairest possible distribution of royalties to members and right holders.

In addition to the distribution services we offer a range of services to members including legal advice, events, workshops and training and we support and encourage our membership by campaigning and negotiating to protect and enhance

creative, contractual and employment rights of film and television directors. These member services are funded by the annual member subscription fee paid by full and associate members.

3. KNOW YOUR RIGHTS

Under the Collective Management of Copyright Regulations 2016 as a rights holder and member you have certain rights which Directors UK is required to make you aware of.

You have the right:

- 3.1 to freely choose and authorise Directors UK to manage your rights and subject matter in relation to your rights including, categories of rights, types of work ("Your Rights") in a territory irrespective of your country of nationality or residence.
- 3.2 to have Directors UK manage your rights, unless the management of your rights falls outside the scope of Directors UK activity or there is an objectively justified reason why Directors UK may refuse to manage your rights.
- 3.3 to have the authorisation and consent to manage your rights evidenced in writing. Directors UK shall document your rights authorisation and consents in the Directors UK Collection Agreement.
- 3.4 to terminate or withdraw authorisation of Directors UK to manage your rights partially or as a whole, by serving reasonable notice not exceeding six months, unless Directors UK decides that such termination or withdrawal may happen before the end of its financial year.
- 3.5 that termination or withdrawal from Directors UK managing your rights will not affect (if applicable) any monies due to you at or before termination or withdrawal, your right to request information or to have your complaints handled.
- 3.6 on termination of management of your rights with Directors UK you have the right to choose another Collective Management Organisation to manage your rights with no restriction from Directors UK.

4. GOVERNANCE- How we make decisions

Members, Management, Boards and Committees

- 4.1 DIRECTORS UK is governed by an elected Board of Directors drawn from its membership. All DIRECTORS UK Board directors owe legal duties to DIRECTORS UK, including a duty to act in such a way as to promote the best interests of DIRECTORS UK and its members as a whole. This duty applies to all decisions taken by the directors, including in relation to any changes to DIRECTORS UK's royalty collection or distribution activities.

- 4.2 Information about DIRECTORS UK management, boards and committees is published on our website [<https://www.directors.uk.com/about/governance>] this includes details of:
- Who is on the DIRECTORS UK Board
 - The composition and remit of all DIRECTORS UK Board committees
 - DIRECTORS UK Annual General Meeting (AGM)
- 4.3 Elections are held every two years, to appoint directors to the DIRECTORS UK Board. The nomination and election procedures and criteria (including members' voting rights) are set out in DIRECTORS UK Articles of Association and summarised at our website [<https://www.directors.uk.com/about/governance>]. All members have voting rights in all categories, except for voting for representatives of Successor and Associate members, where voting is only permitted by members in those membership categories.
- 4.4 The conduct of the Board, its members and committees is governed by the Articles of Association and the DIRECTORS UK Corporate Governance Guide [<https://www.directors.uk.com/about/governance>]. This also includes procedures to enable DIRECTORS UK to function efficiently and transparently on behalf of the members it represents.
- 4.5 Regular reviews of DIRECTORS UK policies are conducted to ensure they remain effective for members
- 4.6 DIRECTORS UK has an Audit Committee responsible for ensuring compliance and best practice in the financial management of the company, particularly connected with the handling and distribution of members' and right holders' funds and the assessment and management of risks.

The Annual General Meeting (AGM) of members considers and approves a number of key policies and reports relating to our activities, as follows:

- a. the AGM decides on amendments to the statute and the membership terms of DIRECTORS UK where those terms are not regulated by law;
- b. the AGM decides on the appointment and dismissal of the Members of the Board , reviews their general performance and approves their remuneration and other benefits such as:
 - i. monetary and non-monetary benefits;
 - ii. pension awards and entitlements;
 - iii. rights to other awards; and
 - iv. rights to severance pay
- c. the AGM will decide on
 - i. the general policy on the distribution of amounts due to right holders;
 - ii. the general policy on the use of non-distributable amounts;
 - iii. the general investment policy with regards to rights revenue and to any income arising from the investment of rights revenue;

- iv. the general policy on deductions from rights revenue and from any income arising from the investment of rights revenue;
- v. the use of non-distributable amounts
- vi. the risk management policy;
- vii. the approval of any acquisition, sale or hypothecation of immovable property;
- viii. the approval of
 - 1. mergers and alliances;
 - 2. the setting-up of subsidiaries;
 - 3. the acquisition of other entities or shares or rights in other entities;
- ix. the approval of taking out loans, granting loans or providing security for loans
- d. the AGM controls the activities of DIRECTORS UK by at least:
 - i. deciding on the appointment and removal of the auditor; and
 - ii. approving the annual transparency report

All members of DIRECTORS UK have the right to participate in, and the right to vote at, the AGM;

Every member of DIRECTORS UK has a right to appoint another person as a proxy to participate in, and vote at, the AGM on the member's behalf provided that the appointment does not result in a conflict of interest;

Formal documents

4.7 Copies of the following DIRECTORS UK documents can be found in the About section of our website [<https://www.directors.uk.com/about/about-directors-uk>]:

- Annual Reports and Financial Statements (including the Annual Transparency Report);
- Articles of Association;
- Our membership terms including your rights to terminate your authorisation to manage your rights;
- A list of our Board members and staff;
- Our general policy on the use of non-distributable amounts

And the following documents can be found in the Distribution section of our website [<https://www.directors.uk.com/distribution/distribution>]:

- Our Distribution Rules, including our general policy on management fees;
- A list of representation agreements we have entered into with foreign societies on your behalf

Applicable laws and regulations

4.8 In the course of its operations, DIRECTORS UK is committed to acting in accordance with all applicable laws and regulations, including where relevant the following:

- The Collective Management of Copyright (EU Directive) Regulations 2016
- Bribery Act 2010
- Companies Act 2006
- Copyright, Designs and Patents Act 1988
- Data Protection Act 1998

5. OUR OBLIGATIONS TO YOU

5.1 In all your dealings with DIRECTORS UK you can expect that:

- our staff are courteous and professional: we have trained our staff to ensure that they know and understand the contents of this Code
- we will always aim to explain all aspects of the terms of your membership clearly, including:
 - how to join DIRECTORS UK
 - your rights and obligations as a Member of DIRECTORS UK
 - the options you have in terms of the optional membership services we provide
- we respond to your queries straight away if possible and, in any event, within 2 working days
- if you leave a voicemail we aim, wherever possible, to reply within 24 hours
- we will treat you fairly in relation to other members in similar circumstances
- take reasonable account of circumstances relating to language, disability or other such matters that might affect you
- we will correct any agreed errors as quickly as possible
- any complaints are dealt with according to our Complaints procedure

6. MEMBERSHIP

Categories of Membership

6.1 DIRECTORS UK offers several categories of membership- Full, Associate, Student, Distribution Only and Successor members.

- **Full Member:** open to principal directors of a screened feature film (commercially exploited film or DVD release) or a UK TV programme broadcast in the UK or Europe. A Full Member has access to all DIRECTORS UK's events and services
- **Associate Member:** open to directors who have directed a music video, commercial, video game, or had a film screened at a festival but do not qualify as a Full member. An Associate Member has access to limited services
- **Student Member:** open to students in their final year of study on a full-time course
- **Distribution Only-** a member who only uses DIRECTORS UK's collection and distribution services
- **Successor or Estate Member:** open to executors or beneficiaries of a deceased director

6.2 To join or upgrade your membership you can request a registration pack from our membership officer. Please email membership@directors.uk.com or phone +44 (0) 20 7845 9700. When you join you will be asked to sign a Collection Agreement which sets out the terms of your membership and grants us the authority to collect payments on your behalf. This agreement can be viewed here [<https://www.directors.uk.com/about/governance#documentation>]

Right to cancel membership

6.3 You can change your membership to distribution only at any time by cancelling your Direct Debit by simply contacting your bank or building society. Written confirmation may be required. Please also send a copy of this to DIRECTORS UK at info@directors.uk.com or by post. We will then no longer debit payments from your account effective immediately.

6.4 If you cancel your Direct Debit but have already paid a year's subscription, you will continue to receive the benefits and services until your subscription runs out at the end of February. From 1st March your status will then change to Distribution-only where you will continue to receive payments but not the benefits and services we offer.

6.5 However, if you then wish to cancel your membership entirely from DIRECTORS UK there is a notice period of 6 months or the end of our financial year. The reason for this is that reports and payments from broadcasters and foreign collecting societies are sent in on an annual basis, and are then processed by us so the 6 month notice allows time to transfer rights for works over to another society, if applicable and process and issue the final payments to the leaving member.

7. DIRECTORS UK'S DISTRIBUTION SCHEME

7.1 DIRECTORS UK collects and distributes money due to the principal director of a film or television programme for the exploitation of their work. Payments are collected from UK broadcasters and from other collecting societies in Europe.

- 7.2 DIRECTORS UK Distribution Rules (as reviewed, updated and approved by the DIRECTORS UK Distribution Committee from time to time) are published on DIRECTORS UK's website. Amongst other things, these set out the basis on which we make payments.

UK distribution scheme

- 7.3 Under the terms of its UK Rights Agreement with broadcasters and producers, DIRECTORS UK receives an annual payment to compensate for rights assigned by directors under individual contract.
- 7.4 Payments are allocated under the terms of the UK Distribution Scheme. The Rules of our UK Distribution Scheme can be found here [<https://www.directors.uk.com/distribution/uk#rules-of-distribution-uk>]. The rules set out the formula we use to allocate payments determined on the type of work, transmission length and form of secondary exploitation (e.g. Repeat transmissions, sales, DVD releases etc.)
- 7.5 This scheme applies to all programmes made by, for or in association with the signatory companies (BBC, ITV, Channel 4, Channel Five, BSkyB, S4C) and for which the director was engaged on or after 1st July 2001 under a freelance contract.

Foreign collections

- 7.6 DIRECTORS UK has agreements with collecting societies throughout Europe and receives payments due under national legislations for the re-use of work. This most commonly consists of private copying, cable retransmissions and educational recording. The Rules of our Foreign Distribution Scheme can be found here [<https://www.directors.uk.com/distribution/foreign#rules-of-distribution>]. As part of our foreign distribution scheme Directors UK also registers its members and their works on international databases which allow for the exchange of more accurate reporting between societies.

Educational recording

- 7.7 DIRECTORS UK is a member of the Educational Recording Agency and receives payments for the recording of broadcasts in UK educational establishments.

BBC residuals

- 7.8 In 2006 DIRECTORS UK took over the administration of BBC Residuals payments due to directors and producers for programmes made under the 1976 and 1984 union agreements. DIRECTORS UK administers payments for sales under this scheme.

Monitoring

7.9 DIRECTORS UK monitors transmissions in the UK and Europe daily to assist in the distribution of payments under its UK Distribution Scheme and to substantiate the claims it submits to the foreign collection societies.

Timetable

7.10 The timetable of annual distributions to our members can be found here [<https://www.directors.uk.com/distribution/timetable-of-distributions>]

8 OUR SERVICES

8.1 You may wish to contact us about our services. You can amongst other things:

- raise an enquiry on your distribution statement or any outstanding payments that may be due to you
- update your personal bank or address details
- request information on our procedures or policies
- request information on our membership services. This includes the following:
 - Legal Advice
 - Events
 - Training
 - Discounts and Benefits
 - Digital Services
 - Campaigning
- update the information on your works on our database
- Update your information on our Find A Director service
- request assistance with our online services
- make a complaint
- inform us of the death of a member and register the Estate

For all enquiries you should contact our Office team on Tel: +44 (0)20 7240 0009

Acting in accordance with this Code

8.3 Our service standards are routinely subject to review and any changes will be updated through the DIRECTORS UK website and other member communication channels.

9. YOUR OBLIGATIONS

9.1 It is your responsibility to ensure you act in accordance with the terms and conditions set out in your membership agreements and you agree not to do anything likely to damage operations of DIRECTORS UK including:

- providing false or misleading information in relation to your works
- behaving in a rude or unpleasant way to our staff
- making unreasonable demands upon DIRECTORS UK's time and resources
- acting in a way likely to limit or prejudice the success of DIRECTORS UK and the interests of its members
- not providing reasonable assistance to DIRECTORS UK and co-operating with our staff and management in relation to the administration of your membership

9.2 In the rare cases where members do not comply with these, management will make every attempt to resolve the matter with the member but at its discretion Directors UK may reserve the right to take appropriate action.

10. DATA PROTECTION

10.1 We take your privacy very seriously, and we are committed to complying with the Data Protection Act 1998 and related laws and regulations where these apply to DIRECTORS UK activities. Our staff receive training on data protection and privacy law and good practice.

10.2 This includes using your information fairly and taking appropriate steps to keep it safe. Generally, DIRECTORS UK may use the information you provide to us (including any personal data such as names and contact and bank details) in order to provide membership services to you, including for such purposes as:

- dealing with any membership queries submitted by you or on your behalf
- registering you at your request, as a member

10.3 DIRECTORS UK shall process all information in accordance with its Privacy and Data Protection Policy which can be found here: <https://www.directors.uk.com/privacy>

11. COMPLAINTS

11.1 If we are unable to resolve a complaint to your satisfaction, DIRECTORS UK operates a complaints procedure. The procedure also provides for an independent review of your complaint.

11.2 If you are not satisfied with the service you have received from us or if you feel that we have not complied with our commitments under this Code, we want to hear from you. Please follow the complaints procedure set out below and which is available on our website [<https://directors.uk.com/about/disputes-and-complaints>]

Complaints Procedure

11.3 Step 1

We take all complaints very seriously; if you are dissatisfied with the service you have received from us, or with the response we give to any enquiry from you, you should follow our complaints procedure. The procedure should be used if you believe that DIRECTORS UK:

- has not complied with its stated service standards
- has not applied any of its stated policies
- has not applied a provision of the Code of Practice and/or our Complaints Procedure
- has not followed due process in setting a policy and this has adversely affected the administration of your rights
- has not complied with a provision of your membership agreement

We aim to rectify errors and resolve confusion as soon as possible. If you think there has been an error or we have dealt with things incorrectly please contact us by post or email. Address your communication to info@directors.uk.com or write to the **Complaints Officer** at DIRECTORS UK LIMITED, 22 Stukeley Street, London, WC2B 5LR.

We will acknowledge your complaint on receipt. We will investigate and send you a full written response within **ten** working days of receiving your complaint.

11.4 Step 2

If you remain dissatisfied with our response to your complaint, you should write to the **Chief Executive** at the same address stating your reasons. The Chief Executive will write to you within **ten** working days of receiving your reasons, and will:

- Confirm or vary the earlier decision
- Advise you of any further actions being taken regarding your complaint and the associated timescales

11.5 Step 3

In the event that you are still dissatisfied with our response to your complaint, you can refer the matter to either our Distribution Committee - in the event that a complaint is regarding our distribution scheme - or to our Board of Directors for any other matter. They will investigate the matter further, and respond to you within **thirty** working days of receiving your complaint. Contact details are as follows:

Please email complaints@directors.uk.com or please write to us at; the **Complaints Officer** at DIRECTORS UK, 22 Stukeley Street, London, WC2B 5LR.

Independent Complaints Review service

11.6 Directors UK belongs to the Ombudsmen Services scheme for Copyright Licensing which is a free independent dispute resolution service. This service covers complaints about the service Directors UK has provided, for example, customer service, quality or accuracy of the information provided to you or an incorrect charge or other error in dealing with your DIRECTORS UK membership.

For more information visit: <https://www.ombudsman-services.org/>

11.7 This service does not cover complaints relating to DIRECTORS UK's constitution, rules or policies, or its membership terms. The service is also unable to deal with complaints regarding legal issues or commercial disputes.

Disputes Between members

11.8 In the case of any dispute between members of DIRECTORS UK, we will endeavour to maintain an impartial position and provide assistance if necessary for the satisfactory settlement of the dispute.

11.9 In cases where two or more directors are listed as having directed a work, payment due for that work is divided equally between the directors concerned unless an individual director is able to supply written documentation confirming that they were engaged as the principal director. Identification of a principal director is provided in our rules of distribution.

11.10 Where no director is listed in information supplied by producers and where DIRECTORS UK is unable to identify the director, no payment will be due for the work unless a member is able to supply written documentation confirming that they were engaged as principal director of the work.

11.11 During a dispute DIRECTORS UK shall be entitled to suspend any payment of any fees due to the Members concerned and no payments will be issued until the Members concerned have resolved the dispute and advised DIRECTORS UK in writing how payments should be divided.

- 11.12 If an overpayment is made to the Member by Directors UK for whatever reason Directors UK may at its absolute discretion set-off all or part of such overpayments against future payments due to the Member or request the Member to refund such overpayment

12. GETTING MORE INFORMATION

- 12.1 If you wish to know more about DIRECTORS UK and our policies we have a comprehensive website which is designed to provide answers to most questions about membership, distribution of payments and a list of all our members. Alternatively if you can't find the information you need you can contact us by post, email or telephone

13. CONTACTING US

- 13.1 We have a list of membership and general FAQs here: <https://www.directors.uk.com/about/faqs>, but if you have any other questions, or you would like to speak to us about distribution or membership please contact us at:

DIRECTORS UK
22 Stukeley Street, London, WC2B 5LR

Email: info@directors.uk.com Tel: +44 (0)20 7240 0009

Our office hours are 9.30 to 5.30pm on all normal business days.

14 ABOUT THE DIRECTORS UK LIMITED CODE OF PRACTICE

- 14.1 This Code of Practice relates to membership and collection activities of DIRECTORS UK. The purpose of code is to raise standards of conduct of our dealings with members and right holders.

Status of this Code

- 14.2 This Code is a voluntary code of conduct and does not form part of our membership agreement or contract between you and DIRECTORS UK. However, our Complaints procedures provide details of steps you can take, and how we will respond, if you feel that we have not complied with this Code in our dealings with you as a prospective, new or existing member of DIRECTORS UK

- 14.3 The service standards and other services that are referred to in the Code may from time to time be varied by DIRECTORS UK LIMITED in accordance with the terms of our membership agreement.

Availability of this Code

- 14.4 The current version of DIRECTORS UK Code of Conduct will always be published on our website at directors.uk.com and will be accessible from every page. We are happy to provide a paper copy of the Code on request. If you have any special

reading or access requirements relating to accessing this Code please let us know and we will try to assist.