

BRITISH EQUITY COLLECTING SOCIETY LIMITED

Company No: 3547531

MINUTES

of the Twenty Seventh Annual General Meeting
of British Equity Collecting Society Limited ('the Society')
held on Tuesday 2nd December 2025 at 2.30pm
Balloon Room, 22 Tudor Street, London EC4Y 0AY

A. Welcoming remarks from the Chair

The Chair of the Board, Jean Rogers, opened the Annual General Meeting, welcomed the members to the 27th AGM and introduced the BECS board members. She spoke about Natasha Gerson, a dedicated BECS director who died recently and requested a minute's silence in her memory.

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 with voting attendees numbering 38 in person and 6 online.

Proxies: there were 115 proxies of which 114 were for the Chair.

D. Ordinary Business

1. To receive and approve the Minutes of the previous Annual General Meeting held on Tuesday 3 December 2024.

The Chair asked all present whether they wished to raise any comments or corrections to the Minutes of the 2024 AGM. There were none.

- The Ordinary Resolution to approve the minutes was proposed by Noel Butler, seconded by David Cann: passed with 0 against and 3 abstentions.

2 & 3. To receive the Directors' Report and the Financial Statements of the Company for the year ended 30th April 2025 and the Auditor's Report thereon and a report from the CEO on the activities of the Company.

Tayyiba Nasser (TN) presented a summary of the Financial Statements for the year ended 30 April 2025. Members had been given notice that copies of the full Financial Statements, the Annual Transparency Report for the year ending 30th April 2025 together with the Auditors' Report on these and the Directors' Report had been made available for all members through the BECS website since early November 2025.

TN showed a graph illustrating BECS' timeline, focusing on the collections made for members. She reported that BECS had collected a total of around £90 million for distribution to members since its inception in 1998. During the last financial year ending April 2025, approximately £9 million was allocated for distribution to our members. TN said that this trend will not continue because in the current financial year we will collect around £6 million. This is for reasons explained in previous years that since Brexit, CMOs in certain member states believe that their laws do not allow for distribution to most BECS members. We are continuing negotiations and taking legal advice.

TN ran through the financial highlights of BECS for the financial year ended April 2025 - in terms of assets, liabilities, expenses, and revenue. She explained how BECS' current assets exceed current liabilities, the latter being mainly monies BECS owes to its members. Reserves are £2.9 million. BECS

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made £1.2 million revenue with £856k from management fees taken on collections and £347k from bank and timed deposit interest income. The board decided that BECS would not take the full 10% management fee deduction from collections due to having the time deposits income.

TN talked through BECS expenses for the year. Significant variances to prior year were personnel costs which had increased by £58k, and legal and professional costs which had decreased by £52k.

TN invited questions on the accounts. Noël Butler asked whether BECS was still paying the CMOs which have ceased paying BECS members. TN advised that there were no remuneration rights in the UK that BECS could collect and pass on for foreign performers' work, so BECS does not pay anything to its sister societies.

TN then explained that the audit report and accounts had already been approved by the BECS board and would shortly be submitted to Companies House.

TN read a statement by Tim Hardy of the current auditors, Moore Kingston Smith LLP, giving BECS an unmodified, clean report.

4. To consider and, if thought fit, pass a resolution that the auditors of the Company, Moore Kingston Smith 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 Ordinary Resolution was passed with 0 against and 1 abstention.

5. To receive 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 30th April 2025. Also includes agenda item 2: Report from CEO on the activities of the Company supplemented by a report from Legal Counsel on the current legal landscape of Performers' Rights.

TN mentioned some highlights from the Annual Transparency Report which was published with the Notice of AGM:

- BECS membership currently stands at 31,941. We are continuing to remove people with whom BECS has not had any contact despite efforts and those who have been on the books but have not had any work credited to them.
- Deductions from collections was 10% maximum. BECS had £9.6 million collections for distribution, and 12,893 members received a payment in the year up to April 2025.
- Actors' Earnings Survey – BECS, along with the CREATE team at Glasgow University had carried a survey on actors' earnings which supported our claims about falling real earnings. We had published the full report, which is available on our website, and will be using this to help our lobbying campaigns.

BECS' Legal Counsel, Jess Winchester "JW", gave a presentation about current legal issues for performers and BECS campaigns.

Issues BECS has been focussing on are:

The loss of remuneration from some EU countries due to Brexit: CMOs in some EU countries have stopped paying UK performers since the UK left the EU, citing provisions in their national law. Some of which are citing a need for reciprocity, which is problematic because there is no statutory

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remuneration in respect of use of AV works for AV performers in the UK at present. She explained that the French CMO's position is that only performers in works made in the EU are eligible for remuneration and works made in the UK do not count, even if they were made before the UK left the EU.

JW explained that BECS had obtained a legal opinion from an expert in this field who is of the opinion that there should be national treatment when both countries are party to the Rome Convention (which is the case for the UK and all the relevant countries of the EU). This means they are obliged to grant the same rights to nationals of the other country as to their own nationals, irrespective of whether there is reciprocity in relation to those rights.

BECS shared the legal opinion with the relevant CMOs and has been in correspondence with them. The most important (in terms of value of remuneration lost) are ADAMI in France and PlayRight in Belgium.

Subsequent to the first opinion there were some judgements of the EU Court of Justice that were helpful to our arguments, so we got an addendum to the opinion covering these cases in April 2025 and shared this with the relevant CMOs. They took several months to respond. Both refuted our arguments and have not recommenced payments.

As diplomatic efforts have not yielded results, we now need to determine whether to proceed with litigation which would involve getting advice from specialist lawyers in the relevant countries – a very costly exercise.

The SmartFund: This private copying remuneration scheme for which BECS is campaigning, along with other creators' CMOs, would provide a much-needed additional revenue scheme for creators as well as establish reciprocity. The IPO has asked for evidence about what private copying is happening in the UK, so research needs to be commissioned by the campaign group. Evidence about what is happening in Europe was not considered sufficient by the IPO.

Beijing Treaty: The treaty was signed by numerous countries since 2012 and contains protections and rights for audiovisual performers but has not yet been put into law in the UK or the EU. This year the IPO have had to devote all their resources to analysing the responses to the AI consultation, so Beijing Treaty ratification has not been a priority.

Artificial Intelligence: AI remains at the top of the agenda at all the meetings BECS attends with other creators' organisations, the IPO and parliamentarians. It takes up a lot of our time keeping up with developments and responding to consultations. This week BECS input into a House of Lords Committee Inquiry into copyright and AI with a focus on ensuring creator remuneration.

There was a public consultation on AI and copyright which closed in February 2025. The government proposed putting in place an exception, similar to the one which exists in the EU, which would allow text and data mining of copyright work without permission or payment unless rightsholders reserve their rights (opt out). The creative industries were united in opposing this proposal as it would be impossible practically or technically for individual creators to exercise the opt out and in any event, they should not have to reserve their rights. The preferred option of the creative industries was requiring licensing. The government is still analysing the 11,500+ responses to the consultation and are formulating proposals. The creative industry submissions emphasised that urgent regulation is required to require transparency from AI developers about what works have been used to train their models. Without this, they cannot enforce their rights because they cannot prove that their work has been used or enter into effective licensing negotiations.

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BECS has also been calling for the introduction of image rights, which would give people control over the use of their face and voice. Such rights are going through the parliamentary process in Denmark currently and they are already in place in some states in the US.

6. To ratify the appointment of Equity's nominated Director to the Board of Management per Article 15.4 of the Articles

Sam Swann was the Equity nominee. The Ordinary Resolution was proposed by Ryan Early and seconded by Ian Barritt; passed unanimously.

7. To ratify the appointment of the CPMA's nominated Director, Peter Barnes with Robin Browne as his alternate, to the Board of Management per Article 15.6 of the Articles

The Ordinary Resolution was proposed by Ian Barritt and seconded by Sarah Ford; passed unanimously.

8. To ratify the appointment of the PMA's nominated Director, Kevin Francis with Andy Herrity as his alternate, to the Board of Management per Article 15.7 of the Articles

The Ordinary Resolution was proposed by Fiona Branson and seconded by Marie Kelly; passed with 1 abstention and none against.

SPECIAL BUSINESS

A document explaining the reasons for the proposed changes to the Articles and Membership Agreements had been published with the Notice of the AGM.

Explanation of Special Resolution 1:

Tayyiba Nasser explained that this amendment is suggested because BECS recently lost its director Natasha Gerson. The amendment gives the board the power to co-opt the person with the next highest number of votes in the previous election to the board, if they are willing and able. This avoids the need for holding additional elections between the usual election times or for the board to be short a director.

9. To consider and if thought fit, pass the following resolutions as Special Resolutions:

Special Resolution 1 – Amendment to Article 15.9 – Elected Directors

That the Articles of the Company be amended by adding the following wording at the end of Article 15.9:

In the event that a Director elected under Article 15.3(a) ceases to hold office before the end of their three-year term, the Supervisory Committee shall be entitled to co-opt to the Board the unelected nominee who received the next highest number of votes in the most recent election under this Article, provided that such nominee:

(a) remains eligible and willing to act as a Director; and

(b) meets the criteria for election as approved by the governance committee at the time of the original election.

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Any Director so co-opted shall hold office for the remainder of the term of the Director whose vacancy they are filling. The appointment shall be reported to the Members at the next General Meeting. If no such nominee is eligible, willing or available, the Board may proceed to fill the vacancy by inviting fresh nominations in accordance with the provisions of this Article.

Proposed by Sarah Ford; seconded by Fiona Branson: the Special Resolution was passed with 1 abstention.

Explanation of Special Resolution 2:

Tayyiba Nasser explained the need to modernise our Articles to allow remote participation. Currently they do not explicitly allow for the holding of hybrid or fully online AGMs; nor do they explicitly allow members attending the AGM online to be counted in the quorum. She explained that in the past we have received 100 responses from people saying they will attend the meeting in person but only 25 turn up which wastes BECS resources, so the board wishes to have the ability to limit in person attendance according to the size of the venue. These changes are to address these issues.

Members commented that the sound for online participants needs to be improved and Tayyiba Nasser agreed that it would be for the next meeting. Kevin Francis reassured members that BECS will always encourage members to participate in AGMs. Tayyiba Nasser said that a lot of members do not live in the UK so the ability to participate online will be useful for them.

Special Resolution 2 – Amendment to Article 32 – Decision making by Members and General Meetings and 34 – Proceedings at General Meetings:

that the Articles of Association of the Company be amended by deleting only the existing Article 32.2, adding the new Articles 32.2, 32.3 and 32.4 set out below and amending the numbering of the subsequent sub-Articles of Article 32 accordingly:

32.2 The Society may hold any General Meeting at a physical place, by electronic means, or as a hybrid meeting, partly at a physical place and partly by electronic means. "Electronic means" includes any technology that allows persons to attend, speak and vote at a meeting without being physically present in the same location.

32.3 The Directors may limit the number of Members who may attend any General Meeting in person, taking into account the capacity of the venue.

32.4 Members must register their intention to attend in person in accordance with procedures set out in the notice of the meeting. If the number of Members wishing to attend in person exceeds the available capacity, the Directors may allocate places on a fair and reasonable basis, for example, first-come-first-served registration. Failure to register may result in the Member being required to participate electronically.

and that Article 34.1 and 34.2 be amended by deleting the existing Article 34.1 and 34.2 and substituting the following new Article 34.1 and 34.2:

[New wording shown in red].

*34.1 All Members of the Society shall have the right to participate in, and the right to vote at, any General Meeting of the Society. **Members participating electronically shall have the same***

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rights as those attending in person, including the right to speak, submit questions, and vote.

34.2 No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Twenty-five persons, or one twentieth of the Members, whichever is the lesser entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member or a duly authorised representative of a corporation, shall be a quorum. *A person attending a General Meeting by electronic means is treated as present in person for all purposes, including quorum and voting.*

Proposed by Penelope Dudley; seconded by Peter Barnes; The Special Resolution was passed with 4 against and 1 abstention.

Presentation by Nick Yule, Head of Legal at Aepe Artis, on AI and Audiovisual Performers

Aepe Artis represents 42 European performers' CMOs, including BECS.

AI Risks and Context:

Nick explained that AI systems learn from vast quantities of online content and can permanently reproduce patterns from that data. Once material is ingested, it cannot be removed.

AI can now imitate an actor's voice, generate new dialogue within minutes, produce high-quality dubbing, and replicate background performers at scale.

Actors have an exclusive reproduction right, yet there has been no consultation, consent, or compensation for these uses.

Risks include loss of work, reputational harm through deepfakes, and pressure from producers to grant broad AI-related consents in contracts. Big tech profits from performers' work while undermining the film/TV ecosystem - developments already visible in the music industry.

Legal Framework and Opt-Outs

The EU's 2019 Copyright in the Digital Single Market Directive introduced a text and data mining exception, originally aimed at scientific research. Under the Directive, AI companies may train models on content unless the rightsholder issues an opt-out.

Actors generally transfer their exclusive rights to producers under production contracts, suggesting producers may be the parties able to issue valid opt-outs. This is contested, as contracts were signed before AI existed, creating uncertainty about whether producers, actors, or CMOs can exercise the opt-out. This remains an evolving area of law.

Role of CMOs and Sector Developments

A BECS-issued opt-out would at minimum send a strong political signal and help secure performers' involvement in future negotiations. Some CMOs in the music sector have already opted out on behalf of members.

Licensing deals with AI developers are already being concluded in music, with no guarantee that performers share in revenues. Actors may similarly receive nothing if audiovisual producers license performances for AI training. Legal reform is expected to take years.

A new unwaivable remuneration right, administered by CMOs, for any AI use of an actor's performance would help ensure payment. Several European countries already have comparable rights, and both the EU and UK are examining this possibility.

Statutory personality and likeness rights giving actors control over their image, voice and identity are also needed; Denmark has already introduced such protections.

Collective Action and Mandate

With an expanded mandate, CMOs may be able to issue collective opt-outs on behalf of members, though outcomes are uncertain. Producers have historically managed actors' rights,

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and the tech lobby is influential. Different membership agreements and national laws mean there is no single solution.

Aepo Artis stressed that doing nothing is not an option and recommends that all members take whatever steps are possible under national law to increase the chances of managing performers' rights and/or obtaining a right to unwaivable remuneration.

Discussion

The Chair asked about transparency and AI labelling. Nick noted there is currently no EU requirement to label AI-generated content, though the AI Act includes obligations for AI companies to disclose training data sources. Labelling has also been raised in the UK's AI consultation.

Rick Alancroft emphasised the importance of moral rights and highlighted the risk of fraud.

Jo Cameron Brown noted that Equity contracts increasingly include special clauses giving producers AI-related rights.

Ian Barritt observed that AI could reinforce harmful stereotypes.

BECS Governance and Proposed Changes

Jess Winchester reported that BECS consulted a specialist law firm, which recommended updates to the Membership Agreement and Articles to put BECS in the best possible position to manage and exercise rights relating to AI on members' behalf. This includes expressing an opt-out from text and data mining in the EU. Although existing documents may already allow this, the lawyers advised making the position explicit.

The BECS Board agrees that BECS, as a CMO, is well placed to exercise such rights collectively and has approved the proposed changes for member approval.

A detailed explanatory document was published on the BECS website alongside the AGM invitation.

Government and International Context

The government faces a balancing act between rightsholder control and AI companies' need for training data.

Various remuneration models are under discussion in the UK and EU. Many would require CMO involvement.

The government may introduce collectively managed remuneration rights before the next AGM. International developments also matter, as members' work may be used to train AI models anywhere. BECS therefore needs the appropriate mandate to collect remuneration via partner CMOs in countries where such remuneration solutions may be adopted

Explanation of Special Resolution 3:

Written explanations for the proposals had been published with the Notification of AGM. The membership form with changes was displayed on screen and members also had paper copies. Amended membership forms had been available for inspection on BECS' website since the Notice of AGM was issued.

Jess Winchester explained that the addition of the word "withhold" was a suggestion from BECS' external lawyers in connection with exercising the opt-out. She drew members attention to the new wording regarding AI rights and the carve out for agreements that a performer makes with a producer in connection with a particular production. She also drew members' attention to the wording specifically referring to the opt-out provisions under EU law and the wording regarding the possibility of assigning rights to producers in circumstances where a remuneration right for performers in relation to AI uses is introduced, which applies in circumstances where the performer has assigned the relevant right to producers.

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Explanation of Special Resolution 4:

Tayyiba Nasser and Jess Winchester explained that it was necessary to explain Special Resolution 3 which amends the membership agreement and Special Resolution 4, which amends the Articles, in tandem, since they are interconnected.

Written explanations of the proposed changes had been published with the Notification of AGM. Jess Winchester explained the proposed changes to Article 2, Article 3 and Article 12 which were displayed on screen and members had paper copies. These changes ensure that the revised membership forms and the Articles hang together and were recommended by BECS' external counsel.

She read out the proposed new Article 12.5 which gives members the right to opt-out of granting BECS rights to manage the rights mandated to it in relation to AI uses while still remaining a BECS member and allowing BECS to continue to manage its other rights as per the mandate.

Special Resolution 3 – Amendment to the Performer Registration Form and Performer Heir Registration Form and Membership Agreement:

that the revised Performer Registration Form and Performer Heir Registration Form and Membership Agreement considered and approved by the Supervisory Committee on 27 October 2025 and published for all Members on 5 November 2025 be adopted in the form published with this Notice.

Proposed by Jo Cameron Brown; seconded by Fiona Branson; the Special Resolution was passed unanimously.

Special Resolution 4 – Amendment to Article 2 – Objects and Functions, Article 3 – Powers and Article 12 – Exercise of Mandated Rights and other rights of the Society:

That Article 2.1 be amended by deleting the existing Article 2.1 and substituting the following new Article 2.1: [new wording in red]

*2.1 To operate with its main purpose as a Collective Management Organisation established to **manage, assert or withhold**, exercise and enforce Mandated Rights for the benefit of Members and Performers and Performer Heirs whether directly under Membership Agreements or through Representation Agreements with third party Collecting Societies and whether to assert and support claims for equitable remuneration or fair compensation **or other payments** in any circumstances where rights may not be assigned by Members or Performers or Performer Heirs under national laws **or for practical purposes** except to a Collecting Society **or exercised or asserted under national laws or for practical purposes except by a Collecting Society** for the purposes of enabling the Collecting Society to **exercise, assert and** enforce the right or rights on behalf of Members or Performers or Performer Heirs or to enable the collection and distribution of all and any Performers' Remuneration relating thereto.*

That Article 3.3 be amended by deleting the existing Article 3.3 and substituting the following new Article 3.3:

*3.3 To license, **manage, assert or withhold**, exercise and enforce on behalf of Members and Performers and Performer Heirs all their rights and remedies whether in the nature of Performer's rights or otherwise in respect of the exploitation or use in any way of performances of Performers recorded, broadcast or live."*

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That Article 12 be amended by adding the following new Article 12.5 to the end of Article 12:

12.5 After admission, a Member may request the Society by notice in writing to cease from carrying out its functions entrusted to it with respect to the Mandated Rights in relation to the use of performances for the purpose of training, developing or offering to the public any artificial intelligence system, tool, application or similar technology. If received within 30 days of the passing of the Special Resolution to include the aforementioned right within the Society's mandate, the Special Resolution shall not take effect in relation to the relevant Member's rights. If received after 30 days from the passing of the Special Resolution to include this right within the Society's mandate, the Society shall give effect to such notice and confirm that it has done so to the Member, within 6 months of receipt without prejudice to any licences entered into or other exercise of the Mandated Rights by the Society prior to the end of the notice period.

Proposed by Fiona Branson; seconded by Ryan Early; the resolution was passed unanimously.

Any other business

In response to a question about BECS' social media presence, Tayyiba Nasser said that BECS is on Instagram and X. BECS will post there about things like new consultations and lobbying we are working on and important news about copyright. We will also post notice of forthcoming distributions and when the AGM is approaching. Last year BECS put on a panel at the AGM with special guests to attract more attendees and improve member engagement. For members for whom we do not have email address, we send them paper invitations via the post. She encouraged members to follow BECS on Instagram and X and to reshare important posts.

Wabei Siyolwe (online) said that it was the first AGM she had attended and hearing about the amounts BECS collects was really eye opening. She said she is constantly battling with AI and this was a good opportunity to mobilise the membership. Paola Dionisotti commented that the sound from the floor needed to be improved for the next AGM. Tayyiba Nasser said BECS holding hybrid meetings is a learning curve and we would take the suggestions on board.

There was a question about French language lessons and Tayyiba Nasser said BECS was not planning to provide these since it had moved offices. The trainer has moved to France and is continuing lessons online.

TN thanked the members present for their trust in BECS.

Close of AGM and reception