

EFA vzw/asbl

Statutes

TITLE I: NAME – REGISTERED OFFICE - PURPOSE - TERM

Article 1: Name, registered office

The Association, created for an unlimited period of time, bears the name "European Festivals Association", abbreviated "EFA".

The Association has its main office in 1000 Bruxelles, Ravensteinstraat 60, judicial district of Brussels.

The main office can be moved to another location within the same judicial district by decision of the General Meeting. Such a decision is transmitted to the registry of the Commercial Court and published in the enclosures of the Moniteur Belge / Belgisch Staatsblad within 30 days.

All documents emanating from the Association should mention its name, immediately preceded or followed by the words "association sans but lucratif" or 'vereniging zonder winstogmerk" or by the abbreviation "asbl" or "vzw".

Article 2: Objectives

The Association pursues the following aims:

- a) to promote the global significance and reputation of arts festivals across the world, and in particular those in Europe;
- b) to encourage international co-operation among the festivals or other similar organisations;
- c) to represent the festivals in national and international organisations;
- d) to encourage and to be active in the exchange of knowledge, information and experience among the festivals;
- e) to develop a co-ordinated approach in relation to artists, audience and authorities;
- f) to take all initiatives which help making the purpose possible and support it.

TITLE II: MEMBERS

Article 3: Number of members

The Association has an unlimited number of members, but counts five members at least.

Article 4: Founders of the Association

The Association's founders are:

- a) le Festival de Flandres; a.s.b.l. (2800 Mechelen, Stadhuis) represented by Mark Eyskens, president, and by Dr Jan Briers, coordinator.

- b) le Festival de Wallonie; a.s.b.l. (5000 Namur, rue de l'Armée Grouchy 20) represented by Valmy Féaux, president, and by Baudouin Muylle, secretary general;
- c) l'Association Européenne des Festivals; a.s.b.l. selon l'article 60 de Code civil suisse (CH 1202 Genève, rue de Lausanne 120/B) represented by Frans de Ruiters, president, and by Tamàs Klenjãnszky, secretary general;
- d) le Festival d'Echternach, Luxfestival, a.s.b.l. selon la loi du 21 avril 1928 à Luxembourg (L-6401 Echternach, B.P. 30), represented by Adrien Meisch, president, and by Mariette Scholtes, director;
- e) le Dartington International Summer School and Festival (Dartington Hall Trust, Company limited by guarantee registered in England as Charity) (The Barn, Dartington Hall, Totnes, GB-Devon TQ9 6DE) represented by Gavin Henderson, artistic director, and by Lisa Warren, director;
- f) le Festival de Musique, Estoril, a.s.b.l. (P-2775 Parede, Casa dos Arcos, Estrada Marginal) represented by José Pineiro Nagy, director;
- g) le Festival de Helsinki, Fondation (FIN-00100 Helsinki, Lasipalatsi, Mannerheimintie 22-24) represented by Risto Nieminen, director;
- h) le Festival de Berlin, Gesellschaft mbH (D-10719 Berlin, Schaperstrasse 24) represented by Dr Joachim Sartorius, director;
- i) le Festival de Ljubljana, public institution set out by the City of Ljubljana (1000 Ljubljana, Trg Francoske revolucije 1) represented by Darko Brlek, director;
- j) le Festival de Musique de Rheingau, Konzertgesellschaft mbH (D-65375 Oestrich-Winkel, Rheinallee 1) represented by Michael Herrmann, director;
- k) le Festival International de Musique, Cheltenham Arts Festivals Ltd. (GB-GL50 1QA, Town Hall, Imperial Square, Gloucestershire) represented by Jeremy Tyndall, director and by Toby Smith, administrator.

Article 5: Membership categories

The Association consists of following categories of members.

1. Festivals whose activity concentrates on professional artistic creation in the field of music, theatre, opera, dance or multiple artistic disciplines, named *Ordinary Members*.
2. National festival associations, named *Collective Members*.
3. International cultural organisations as well as internationally known and renowned cultural institutions active in the field of the arts, named *Affiliate Members*.
4. Individuals who have been serving the development of the Association, named *Honorary Members*.

Article 6: Admission of new members

All membership applications are first presented to the Committee. It determines whether the application shall be submitted to the General Meeting.

New members are admitted, on the Committee's proposal, by a decision passed at the General Meeting with a simple majority of the scrutinised votes of the members present or represented. The applicant's membership takes immediate effect from when the proposition has been passed.

Article 7: Entry Fee and Annual Subscription

Each new Ordinary Member pays an entry fee not exceeding 3.000 EUR. Collective Members, Affiliate Members and Honorary Members are exempt from paying an entry fee.

Ordinary Members pay an annual subscription not exceeding 6.000 EUR. Members whose festivals are biennial or triennial pay only 50 % of the Ordinary Subscription in those years in which their festival does not take place. Subscriptions fall due for payment at the beginning of the financial year, within six months after receipt of the invoice.

Collective Members pay an annual subscription at the rate of 25 % of the Ordinary Subscription.

Affiliate Members pay an annual subscription at the rate of 50 % of the Ordinary Subscription.

Article 8: Resignation or Termination of Membership

Any member is entitled to resign its membership, provided it gives written notice to the Association of its intention at least three months before the end of the financial year.

When a member does not fulfil its financial obligation before the end of the financial year its membership is automatically terminated.

Members who resign or whose membership has been terminated lose all rights over the Association's assets and are not entitled to a refund of the entry fee or annual subscription. They continue to be liable to pay any outstanding amounts due up to the end of concerned financial year.

TITLE III: BODIES

Article 9: Bodies of the Association

The Association's bodies with decision-making powers or executive functions are:

- a) the General Meeting;
- b) the Committee;
- c) the Presidency.

The Association's bodies can be assisted by commissions or independent advisors, as may be established by the Committee.

TITLE IV: THE GENERAL MEETING

Article 10: Composition

The General Meeting consists of all the Ordinary, Collective and Affiliate Members.

Each of them is represented at the General Meeting by one or more official delegates who have only one vote between them.

Honorary Members may be admitted to the General Meeting without voting right.

Article 11: Powers

The General Meeting is the governing body of the Association, according to the law and the present Statutes. Belong especially to its power:

1. the amendment of the statutes;
2. the election and dismissal of
 - the President;
 - the two Vice-Presidents;
 - the members of the Committee;
 - the honorary members;
 - the auditor.
3. the approval of the budgets and the accounts;
4. the determination of the amount of the annual subscription and of the entry fee;
5. the admission of new members;
6. the granting of the discharge to the Committee Members and to the auditor;
7. the determination of the remuneration of the auditor;
8. the voluntary dissolution of the Association;
9. the change of the Association into an association with social scope.

Article 12: Annual and Extraordinary Meeting

The General Meeting, named Annual Meeting, takes place once every calendar year within six months after the end of the Association's financial year.

An Extraordinary Meeting shall be called when one fifth of the members request so or when the Committee deems it necessary.

Every meeting is held on the day, at the time and on the place mentioned in the summon.

Every member shall be invited to the General Meeting.

Article 13: Summons

The General Meeting is summoned by the Committee by means of an ordinary letter, signed by the President and the Secretary-General and sent at least three months before the Meeting to each member.

The agenda is sent to all members not later than twenty days before the Annual Meeting.

The Meeting can legitimately decide only on issues on the agenda. However, on request of four-fifths of the present or represented members, additional items can be put on the agenda.

For an Extraordinary General Meeting the summon as well as the agenda, signed by the President and the Secretary-General, shall be sent not later than twenty days before the Extraordinary General Meeting.

Article 14: Representation

A member unable to attend a General Meeting can be represented by another member, by written proxy to be handed over to Committee before the opening of the Meeting. Each member can only have one representation.

Article 15: The Chairman of the Meeting

Unless otherwise decided, the General Meeting is chaired by the President or, by absence, by one of the Vice-Presidents.

Article 16: Quorum

Resolutions cannot be passed unless one-third of the total of Ordinary, Collective and Affiliate Members is present or represented. Resolutions relating to the admission of new Members, cannot take place unless a quorum of 51% of the total of Ordinary, Collective and Affiliate Members is present or represented.

For resolutions relating to amendments to, or a general revision of the articles or to the dissolution of the Association, the quorum is two third of the total of Ordinary, Collective and Affiliate Members, present or represented. Should this quorum not be reached at the General Meeting, then a second General Meeting can be called, not earlier than 20 days after the first General Meeting. No quorum shall be required.

Article 17: Voting

At the General Meeting, all the Ordinary, Collective and Affiliate Members have equal voting right.

Unless otherwise provided by the present statutes or by the law, resolutions are passed by a simple majority vote of the scrutinised votes of the members present or represented. In the event of a tied vote, the President shall cast the deciding vote.

Resolutions pertaining to the amendment of the statutes of Association are passed by a majority of two third of the members present or represented; resolutions pertaining to the objectives of the Association are passed by a majority of four fifth of the members present or represented.

For the duration of his terms of office, the President is regarded as Ordinary Member of the Association. He enjoys the same voting rights without payment of a subscription. If the President is also representing a member, he holds the sole vote on behalf of that member, and not an additional vote.

Candidates for elections of the different bodies of the Association are elected by achieving a simple majority of the scrutinised votes of members present or represented. In the event of a tied vote, balloting is repeated until a majority is obtained.

Voting on

- the election and the dismissal of Committee members, as well as of the President and the Vice-Presidents;
- the admission of new members

takes place by secret ballot, unless the General Meeting decides otherwise. The voting in all other matters takes place in open ballot, unless the General Meeting decides otherwise.

If the calculation of the majority results in a fraction of a vote, the number of the votes is rounded up.

Article 18: Records

Resolutions of the General Meeting are laid down in the register of the minutes and are signed by the President and the Secretary-General. This register is held at the registered office of the Association where all members can access it.

All members or third parties, having a legitimate interest, can request an extract, which is signed by the President and by a Committee Member.

Every amendment of the articles of the Association is transmitted to the registry of the Commercial Court and published in the enclosures of the Moniteur Belge / Belgisch Staatsblad within 30 days. The same applies to every election, resignation or dismissal of a Committee member.

Article 19: Effect of the resolutions

As soon as the President announces the results of the vote all resolutions that are passed come into immediate effect, unless the resolution provides otherwise. Likewise, on the President's announcement of the results of elections, the elected candidates take up their posts immediately, unless the terms of the vote provide otherwise.

TITLE V: THE COMMITTEE

Article 20: Constitution

The Committee is composed of three members at least and eleven members as a maximum, to be elected by the General Meeting.

The General Meeting can always bring an end to their mandate.

Article 21

The General Meeting appoints the President and two Vice-Presidents.

Candidatures for election as member of the Committee must be sent in writing to the General Secretariat at least two weeks before the election. Should a candidature be presented by a member, other than the candidate, this candidate should confirm by writing that he is willing to stand for election.

The President is elected for a four-year term. The Vice-Presidents and the further members are elected for a three-year term, with one third renewal every year. When his terms expire, a member of the Committee is re-eligible. After serving two terms,

he must step down for a minimum of one year before being available for re-election, unless elected President or Vice-President, in which case his term is deemed to re-commence from that point.

Should the President be absent, he is replaced by the eldest of the present Vice-Presidents.

The Committee is called by the President or two members of the Committee. It can only decide when a majority of the members is present or represented.

A Committee member unable to attend the meeting can be represented by another Committee member, by written proxy to be handed over before the opening of the meeting. Each member can only have one representation.

Decisions are taken by simple majority of votes. By tied votes, the President, or the person replacing him, has the casting vote.

All decisions are laid down in minutes, signed by the President and the Secretary-General and registered in a special register. The extracts shall be signed by the President and the Secretary-General.

Article 22: Executive Powers

The Committee runs the business of the Association. It can perform legal and other actions considered useful for the accomplishment of the purpose of the Association, except the actions reserved for the General Meeting or those contrary to the law.

The Committee can, under its responsibility, partly transfer its authorities to one of its members as well as to a third party. For specific purposes, a Committee member or a third party can be entrusted with the authority of the Committee, under its responsibility.

Should the Committee proceed to such action, it will also determine the term, task and way of termination of this delegation.

Article 23: The Presidency

The Presidency consists of the President and the Vice-Presidents. If the agenda requires so, the Presidency invites other participants to the meeting.

The Presidency deals with the routine business. It prepares the Committee meetings.

Article 24: Treasurer

The Committee chooses a Treasurer between its members.

The Treasurer presents the financial report and the budget, based on the Secretary-General's proposals, to the Committee.

Article 25: Representation

The President and in case of his non-availability the Vice-Presidents, as well as the Secretary-General represent the Association vis-à-vis third parties, the media and the public in general.

Article 26: Exclusion of liability

Committee Members are not personally liable for obligations of the Association. Their liability is limited to the accomplishment of their task.

TITLE VI: THE SECRETARY-GENERAL

Article 27: Secretary-General

The Secretary-General is nominated by the Committee for a fixed term which can be renewed.

The Secretary-General is responsible for the day-to-day management of the Association. He leads the General Secretariat. He attends all meetings in a consultative capacity.

TITLE VII: BUDGETS AND ACCOUNTS

Article 28: Financial year

The financial year covers the period from January 1st until December 31st of the year.

At the end of every financial year the accounts of the expired year are being closed by the Committee as well as the budget for the coming year made up. These are submitted for approval to the Annual Meeting.

Members are informed about the Association's accounts and budget at least twenty days before the Annual Meeting. They are entitled to examine at the Association's registered office all records on which these accounts and budget are based.

Article 29

The credits balance of the Association can under no circumstances, by means of dividend or otherwise, be distributed to the members.

Article 30: Audit

The Association's financial statements shall be examined by one or more external professional auditors, who submit to the General Meeting a written report containing their recommendations.

The auditor is elected by the General Meeting for a two-year term. He is re-eligible.

TITLE VIII: DISSOLUTION - LIQUIDATION

Article 31: Liquidation

The Association can be dissolved by a decision of the General Meeting in accordance with article 20 of the Law of May 2, 2002.

In case of voluntary dissolution, the General Meeting or, failing its decision, the court appoints one or more liquidators and determines their authority as well as the way of settlement of debts and of the goods.

Article 32: Distribution of assets

In the event of dissolution, the net assets of the Association are either distributed to one or more artistic or cultural institutions with similar objects, or divided among the members in proportion to the duration of their membership and to the entry fees and subscriptions paid.

The decisions on those issues are taken with the same requirements concerning quorum and majority as for the amendment of the articles.

Article 33

For any issue that is not explicitly regulated in these statutes, only the law on non-profit making organisation of May 2, 2002 is applicable.