

Statutes of "European Music Council e. V."

Preamble

The European Music Council e. V. (registered association under German law), the European regional group of the International Music Council (IMC), contributes to a better understanding between the nations and their diverse cultures above all in the field of music and supports the right of all those cultures to co-exist on an equal footing by cooperation and mutual exchange.

The EMC contributes together with the International Music Council to securing the following basic musical rights:

- the right for all children and adults to express themselves musically in all freedom
- the right for all children and adults to learn musical languages and skills
- the right for all children and adults to have access to musical involvement through participation, listening, creation, and information
- the right for musical artists to develop their artistry and communicate through all media, with proper facilities
- the right for musical artists to obtain just recognition and remuneration for their work.

§ 1 Name, Seat and Fiscal Year

- 1.1 The Association shall bear the name "European Music Council e. V."
- 1.2 The Association shall be entered in the Register of Associations.
- 1.3 The principal office of the Association shall be in Bonn, Germany
- 1.4 The fiscal year of the Association shall be the calendar year.

§ 2 Purpose

- 2.1 The purpose of the Association is the promotion of music in Europe. The Association's guiding motto is an international spirit and tolerance in all fields. A further purpose is the fostering of understanding between nations and peoples by international co-operation in the field of music.

- 2.2 The purpose of the Association shall in particular be realized by:
 - 2.2.1 Free publications about the European world of music and its individual fields on paper and electronic media
 - 2.2.2 Free publications or support of the translation of texts which are appropriate to further the objectives of the Association.
 - 2.2.3 Supporting or carrying out surveys, expert opinions and other studies dealing with musical issues and music-related policy.
 - 2.2.4 Supporting and organizing international conferences, symposiums and other workshops for members and the interested public on a non-profit basis.
 - 2.2.5 Supporting and organizing international music events of general interest, provided that they further the purposes of the Association, on a non-profit basis.
 - 2.2.6 Services which the EMC offers to its full members as an umbrella organization (cf. § 4):
 - 2.2.6.1 Actively supporting initiatives of European music organizations furthering one or more purposes of the Association.
 - 2.2.6.2 Co-operating with other organizations in solving issues concerning the field of music.
 - 2.2.7 Other charitable activities which do not pursue any commercial business and are consistent with the main purposes of the Association as set forth in the present Statutes.

§ 3 Charitable Nature

- 3.1 The Association shall exclusively and directly pursue charitable purposes within the meaning of the section "Tax-favored Purposes" of the German Tax Code (German Federal Act). The Association is a non-profit organization and shall not pursue any commercial purposes.
- 3.2 The funds of the Association shall only be used for the purposes set forth in the present Statutes. No person shall benefit from expenses that are not in line with the purposes of the Association or from disproportionately high remunerations.
- 3.3 The members shall not receive any allocations from the Association's funds.

§ 4 Membership

The Association shall have full (direct and indirect), and honorary members.

4.1 **Full** members of the Association shall acknowledge the Statutes of the EMC and should be active according to the principles relating to the charitable status. The following organizations may be admitted as full members:

4.1.1 **Full direct** members:

4.1.1.1 European* music organizations, i.e. organizations

- which are dedicated to a certain field of the world of music
- which have members or activities in at least 20% of European countries
- which do not have more than 3 full voting members outside Europe.

4.1.1.2 National and specialised music organizations in Europe, i.e. each legally constituted organization active in the field of arts and culture, having activities or members in the music field, and not fulfilling the conditions to be a European or International music organization or a national music council (cf. 4.1.2)

4.1.2 The following organizations may be admitted as **full indirect** members of the Association:

(Organizations which intend to become members of the European Music Council e.V., fall within this category and are not yet members of the International Music Council shall first apply for membership of the International Music Council.)

4.1.2.1 National music councils in all European countries which are members of the International Music Council.

4.1.2.2 International music organizations which are members of the International Music Council and are active in Europe.

* The corresponding list of UNESCO is binding for the definition of Europe.

- 4.2 The Association may confer **honorary membership** in recognition of exceptional contributions to the Association. The Annual Meeting of Members shall decide on the conferment of such honorary membership.
- 4.3 Direct membership shall be applied for with the European Music Council. The Board shall decide on the admission of a member.
- 4.4 Membership shall terminate by dissolution, withdrawal or expulsion.
- 4.5 Voting right
- 4.5.1 All full members have the right to vote and the right to stand for elections at the Annual Meeting of members.
- 4.5.1.1 European music organisations, international music organisations and national music councils have 3 votes.
- 4.5.1.2 National and specialized organizations have 1 vote.
- 4.5.2 Honorary members shall have neither a right to vote nor a right to stand for election at the Annual Meeting of Members.

§ 5 Finances

The work of the Association shall be financed through:

- 5.1 Subsidies by municipal institutions, national and international organizations and governments
- 5.2 Membership fees
- 5.3 Donations
- 5.4 Sponsored funds not serving commercial purposes
- 5.5 Other receipts and donations covering the Association's costs. The Association shall not engage in any commercial business activities.

§ 6 Bodies of the Association

The Association's bodies shall be the Annual Meeting of Members and the Association's Board.

§ 7 Annual Meeting of Members

- 7.1 The Annual Meeting of Members shall be composed of all members, all members of the Board. Members of the Board do not have voting right. It shall take place at least once a year. The Board's chairperson or, if the chairperson is prevented, his or her substitute shall convene such Annual Meeting of Members.
- 7.2 An extraordinary Annual Meeting of Members may be convened, if at least one third of the members applies for such extraordinary Annual Meeting in writing with the Association's Board stating the items of the agenda. The Association's Board may also convene a Annual Meeting of Members for good cause.
- 7.3 All members shall be informed of the convocation of the Annual Meeting of Members in writing (or electronically) at least two months prior to such Annual Meeting stating the items of the agenda.
- 7.4 The Board's chairperson or, if the chairperson is prevented, his or her substitute shall chair such Annual Meeting of Members. Otherwise the Annual Meeting of Members shall elect a chairperson for such assembly.

- 7.5 Organization of the Annual Meeting of Members:
- 7.5.1 The Annual Meeting of Members shall constitute a quorum if the Annual Meeting has been properly convened. Resolutions of the Annual Meeting of Members shall be adopted by a simple majority of the votes of those present. It shall be possible to vote by proxy. Each member may vote on behalf of **one** further member by proxy. Such voting by proxy shall be applied for in writing with the Board and shall be confirmed by both organizations. In the event of an equality of votes the chairperson of the Annual Meeting of Members shall have the casting vote. Any amendments of the present Statutes shall require a two-thirds majority of present votes.
- 7.5.2 Minutes shall be drawn up of the course of the Annual Meeting of Members and the minutes shall be signed by the keeper of the minutes as elected by the Annual Meeting of Members and by the chairperson.
- 7.5.3 The Association's Board shall prepare the agenda for the Annual Meeting of Members. Each full member shall be entitled to present motions on the agenda.
- 7.6 The Annual Meeting of Members shall have the following responsibilities:
- 7.6.1 Electing 7 members of the Board (cf. section 8). Vote to terminate membership of any Board member.
- 7.6.2 Election of a chairperson of the Board from among the candidates put forward by the Board.
- 7.6.3 Admission of honorary members
- 7.6.4 Approval of the annual report rendered by the Association's Board as regards the contents.
- 7.6.5 Approval of the annual report rendered by the Association's Board as regards financial matters.
- 7.6.6 Approval of the budgetary planning
- 7.6.7 Approval of the plan of the annual activities
- 7.6.8 Acceptance of the report rendered by the Association's Board.
- 7.6.9 Adoption of resolutions regarding any amendments of the Statutes and dissolution of the Association

- 7.6.10 Election of a cash auditor and his or her substitute who shall not be members of the Association's Board. The cash auditor and the substitute shall be elected for the term of office of the Association's Board. If the cash auditor or the substitute withdraws prematurely, the next Annual Meeting of Members shall elect a successor.
- 7.6.11 Resolution regarding the guidelines of the Association's work
- 7.6.12 Decisions on any material matters of the Association.

§ 8 The Association's Board

- 8.1 The voting Board of the Association shall be composed of 7 elected and up to 4 co-opted members of the Association's Board.
 - 8.1.1 Only full members of the Association may nominate candidates for the Association's Board.
 - 8.1.2 To guarantee a permanent representation of young people within the Association's Board and thus to encourage the participation of young people, the Board shall, after its election, co-opt one person under the age of 30 at the time of election who shall be put forward by the youth representatives of the member organisations. The co-opted youth representative shall not necessarily be required to represent a member of the association.
 - 8.1.3 The Board may co-opt up to 3 additional personalities to the Board, by virtue of their particular expertise. Co-opted members of the Board shall not be required to represent any member of the Association.
- 8.2 The voting members of the Board shall be elected for a term of two years. Any member of the Board shall be eligible for two consecutive reelections.
- 8.3 In the event of any unexpected withdrawal of members of the Association's Board, the Association's Board may complete itself by co-option until the next ordinary Annual Meeting of Members is held.
- 8.4 Additionally, the President and the Secretary General of the International Music Council (IMC) shall be ex officio members of the association's Board. They have no voting right.
- 8.5 The Executive Board within the meaning of Sec. 26 German Civil Code shall consist of the Board's chairperson, the deputy chairperson of the Board and the treasurer. Any of them shall have sole power of representation (cf. Section 8.11.1).
- 8.6 The Board's chairperson shall convene the meetings of the Association's Board whenever necessary. A meeting shall be convened within four weeks, if a member of

the Association's Board requests the Board's chairperson to do so in writing and submits a proposal for an agenda. Minutes shall be drawn up of the meetings held by the Association's Board which shall be signed by the chairperson. The Association's Board shall meet at least twice a year.

- 8.7 All members of the Board shall be informed of the convocation of the Board's meeting in writing (electronically) four weeks prior to such meeting, including a preliminary agenda. A meeting of the Board shall constitute a quorum if the meeting has been properly convened and at least 50 % of the members are present.
- 8.8 Resolutions of the Association's Board shall be adopted by simple majority; in the event of an equality of votes the Board's chairperson shall have the casting vote.
- 8.9 The Association's Board shall manage the affairs of the Association and shall administer the Association's property.
- 8.10 The Board's chairperson shall be the direct superior of the Secretary General. He / she may delegate this task to another member of the Association's Board.
- 8.11 The Association's Board shall have the following responsibilities:
 - 8.11.1 Electing a deputy chairperson and a treasurer immediately after the election of the Board from among its own members (Executive Board). Vote to terminate office of any member of the Executive Board. Put forward candidates for chairperson to be elected by the Annual Meeting of members (cf. section 7.6.2)
 - 8.11.2 Implementing the resolutions adopted by the Annual Meeting of Members
 - 8.11.3 Admission and expulsion of members
 - 8.11.4 Appointment of an "Secretary General"
 - 8.11.5 Supervision of the Secretary General
 - 8.11.6 General representation of the Association (legal representation only by the Executive Board, cf. Section 8.5)
 - 8.11.7 Handling of any business which is not assigned to the Annual Meeting of Members according to the present Statutes.
 - 8.11.8 Monitoring of the current handling of the financial affairs
 - 8.11.9 Calling of working groups and commissions on special issues, in which a member of the Board shall always be involved.

§ 9 Secretary General

The Association's Board may appoint a Secretary General for transacting the current business of the Association. The Association's Board and Annual Meeting of Members may delegate certain functions and responsibilities to the Secretary General. The Secretary General shall be a special representative within his/her official business according to Sec. 30 German Civil Code.

§ 10 Dissolution of the Association

Any resolutions relating to the dissolution of the Association shall require a three-fourths majority of the votes cast in a Annual Meeting of Members. At least 30 % of all voting members shall be present or represented. If an Annual Meeting does not have the quorum, another Annual Meeting may be convened without deadline for convocation and shall have the quorum in all events. In the event of a dissolution or termination of the Association or in the event that the tax-favored purposes cease to exist, the Association's property shall accrue to a legal person under public law in Germany or to any other tax-favored corporation in Germany for the purpose of promoting music.

§ 11 Reservation of right to amend the Statutes

If any amendment of the present Statutes due to any conditions imposed by the Registration Court or the tax authorities is required, the Association's Board shall be entitled to resolve to amend the present Statutes.