

## **EFWMF STATUTES**

Revised per 2006-01-10

### I. Registered name, Office and objective

#### Article 1.

The association is an international association for artistic and educational purposes and is called "European Forum of Worldwide Music Festivals", hereafter simply referred to as EFWMF.

This EFWMF is regulated by the Belgian law concerning VZW, IVZW & Stichtingen.

#### Article 2.

EFWMF has its seat at the Sfinks Animatie office in Belgium, Jan Frans Willemsstraat 10a - B-2530 Boechout. The Board has the right to decide to move the official seat to any other part of Belgium. This decision is to be published in the Belgian Statute Book (the "Moniteur Belge" - "Belgisch Staatsblad").

#### Article 3.

The EFWMF, a network of worldwide music festivals has a non-profit purpose. Its objective is:

- To share information, experiences and contacts between all members with regard to artistic activities
- To create a shared basis to promote all members artistic activities and projects both inside and outside Europe
- To initiate and support various projects of co-operation between members regarding artists, artistic projects and other matters of shared concern
- To initiate or organise various projects that benefits the members

### II. Members

#### Article 4.

The EFWMF consists of festival organisers producing regular events that fulfil a specific artistic and quality profile. Since the primary concerns of the EFWMF are artistic and artistically related issues members should generally be represented by their "artistic director" or corresponding functionaries.

Membership is determined by the Board upon application.

The specific and quality profile criteria can be defined, interpreted and revised by the Board.

#### Article 5.

There are two categories of members, being full members and associated members.

The admission of new members is subject to the following conditions:

##### a) Full members:

The juridical person of festival organisers can be admitted as full member when they

- Meet specific artistic and quality criteria and organise events regularly
- Support the EFWMF by means of their financial contribution
- Agree to the use of their brand names by the EFWMF
- Agree to include the logotype of the EFWMF on their promotional materials
- Play an active roll in supporting the aims and projects of the EFWMF

The Board decides on full membership applications after giving members an opportunity to comment the application.

b) Associated members:

Natural persons can be admitted as associated members when they are individuals deemed to benefit from and contribute to the activities of the EFWMF

The Board decides on associated membership applications.

Exclusion of members can be proposed by the Board after having heard all parties. Exclusion can be based on a member no longer fulfilling the artistic or quality criteria, no longer producing a regular event, or no longer fulfilling membership obligations. If a member fails to fulfil its financial obligations to the EFWMF for twelve consecutive months the member will be considered to be no longer fulfilling his membership obligations.

Exclusion of members will be decided at the Annual General Meeting (further referred to as "AGM") requiring a two-third majority vote amongst the members who are present or represented.

Members can resign from the EFWMF by sending a registered letter of resignation to the Board.

### III. Annual General Meeting (AGM)

Article 6.

All members must pay a financial contribution, the amount of which is to be determined each year by the AGM based on a proposal from the Board.

The financial contribution will be no more than 50.000 (fifty thousand) euro.

Article 7

The AGM has all powers attributed to her by the law or the statutes, in order to achieve the objectives of the EFWMF.

The AGM is open to all full and associated members. All members have one vote.

The AGM has the exclusive competence for:

- Approval of budgets and annual accounts
- Election and discharge of the members of the Board; and in occurring cases, the election and nomination of a chartered account (commissaris)
- Modification of the statutes
- Dissolution of the EFWMF
- Exclusion of members

The AGM may pass a set of internal rules that are binding to the members.

Article 8.

The AGM assembles once a year at the official seat or at any other place mentioned in the convocation letter and constitutes itself with a Chair and a Secretary.

The convocation takes place by sending a letter to every member at least 21 days before the assembly, which mentions all agenda items.

Article 9.

A member may choose to be represented by another member at the AGM. A mandate of representation must be presented to the Board prior to the opening of the AGM.

No member may be granted more than one mandate of representation.

Article 10.

The AGM can only validly decide when at least half of her members is present or represented.

A resolution must be adopted by a simple majority of all present members, with the exception of cases for which other procedures are explicitly mentioned in the present statutes.

The AGM may not adopt resolutions on matters that are not mentioned in the agenda of the AGM.

All resolutions of the AGM are to be written down in a register, signed by the constituted Chair and Secretary of the AGM in question. The register is to be kept at the official seat of the association, where it remains at the disposition of its members.

#### IV. Modification of the statutes - dissolution

Article 11.

Without prejudice to the provisions of articles 50.3, 55 and 56 of the law concerning VZW, IVZW & Stichtingen, each proposal aimed at modifying the statutes of the EFWMF or dissolving the EFWMF, must originate from the Board, or from at least a two-thirds majority of the members of the EFWMF.

The date of the AGM that will decide upon the aforementioned proposals, as well as the content of the proposed modifications, must be communicated by the Board to all members of the EFWMF at least three months before the AGM.

The deliberations of an AGM convened for the purposes of modifying the statutes of the EFWMF or dissolving the EFWMF are valid only if at least two thirds of the members of the EFWMF are present or represented.

However, if an AGM convened for such purposes does not reach the required quorum, a new AGM can be summoned under the same conditions.

This second AGM has the authority to make valid and irrevocable decisions on the aforementioned proposals, regardless of the number of present or represented members.

Any resolution by the AGM concerning modifying the statutes of the association or dissolving the EFWMF must be adopted by at least two thirds of the present or represented members.

The decision of dissolving the EFWMF has to be accepted by the Minister of Justice and has to be published in the "Belgian Statute Book" ("Moniteur Belge" – "Belgisch Staatsblad") in conformity with articles 50 and 51 of the law concerning VZW, IVZW & Stichtingen.

The AGM is to decide how the dissolution and liquidation of the EFWMF should take place.

Modifications in the goal or the objectives or in the activities in order to obtain this goal or these objectives will only be valid after approval by the King.

## V. Administration

### Article 12.

The EFWMF is managed by a Board composed of five members. At least one member must have Belgian nationality. In case no Belgian Board member is elected by AGM, the Board shall have the power to appoint a sixth Belgian member until the next Board election.

All members are eligible to serve on the Board.

Board members are being elected by the AGM for a two year period.

The mandate of each Board member can be renewed.

The AGM may vote to discharge a Board member by a two-third majority amongst the present or represented members.

### Article 13.

The Board elects its own Office ("Bureau") consisting of a Chair and a Secretary.

### Article 14.

The Board is to meet at least twice a year.

The deliberations of the Board are valid only if at least one third of the serving members of the Board are present or represented. A serving board member can choose to be represented at a board meeting by a proxy holder.

### Article 15.

The Board has full executive powers with exception for matters explicitly mentioned in the present articles of the EFWMF as being within the competence of the AGM.

The Board may delegate, under its responsibility, authority to the Office. The Board may also delegate, under its responsibility, powers to conduct the daily affairs of the EFWMF to one of her members, which will be called Director ("Gedelegeerd bestuurder"). Furthermore, the Board may assign, under its responsibility, a number of specific and well-defined authorities to one or more persons.

### Article 16.

Resolutions of the Board are to be adopted by the majority of the present members.

All resolutions of the Board are to be written down in a register, signed by the Chair and the Secretary or their replacements at the meeting in question. The register is to be kept at the official seat of the association, where it remains at the disposition of its members.

### Article 17.

All acts that are legally binding on the EFWMF are to be signed by the Chair of the Board in person or by a Board member specifically appointed to do so by a Board decision. In case a Director ("Gedelegeerd bestuurder") is appointed, all acts concerning the daily affairs of the EFWMF can be signed by the director.

Article 18.

All judicial actions, as plaintiff or defendant, are undertaken by the Board who is represented by the Chair or a Board member specifically appointed by a Board decision for this purpose.

VI. Budgets and Expenses

Article 19.

Each year the fiscal year ends on the 31st December.

In order to get the approval of the AGM, the Board must submit a financial report of the past financial year as well as a budget for the following financial year.

The accounting of the EFWMF is kept in accordance with the dispositions of article 52 §2 and §3 of the law of June 27th 1921 as modified by the law of May 2nd 2002.

VII. General provisions

All matters that might have been left unmentioned in the present articles of the EFWMF, and more specifically the publications that have to be made in the Supplements of the Belgian Statute Book (the "Moniteur Belge" - "Belgisch Staatsblad"), will be regulated in accordance with all legal stipulations.