

BYLAWS AMENDMENT

At the General Assembly of the present body in Wroclaw a series of amendments have been agreed by a two third majority of the members therefore henceforth the bylaws are the following, replacing any old ones.

BYLAWS

SECTION I: name – LEGAL STATUS - registered office – purpose

ARTICLE 1 - NAME

1.1 The official name of the Association is:

International Association of Music Information Centres, abbreviated to IAMIC+

1.2 The body which is now known as IAMIC+ was formed in 1958 as a grouping of 'National Music Centre Representatives' under the aegis of the International Music Council. In 1962, the member- organisations became a constituent branch of the International Association of Music Libraries (IAML). In 1986, growing activity and membership led to the setting up of the International Association of Music Information Centres (IAMIC) functioning under its own bylaws and Board. The affiliation with IAML ended in 1991 when IAMIC, by then with some forty member- organisations, became a fully-independent Association. In 2014 the General Assembly agreed to change the abbreviation of the name to the IAMIC+ to reflect the changing nature and broadening of its membership.

ARTICLE 2 – LEGAL STATUS- DURATION – REGISTERED OFFICE

2.1 The Association is a non-profit Association under Belgian law, as established in the Belgian Act of 27 June 1921 regarding non-profit organisations, foundations and international non-profit organisations, and its subsequent amendments.

2.2 The present legal entity as recognised under Belgian law in 2009 continues without interruption all activities, functions and intentions of this body since its inception in 1958.

2.3 The Association is established for an indefinite period but may be dissolved at any time.

2.4 The registered office of the Association is currently established in rue Steenstraat 25, B-1000, Brussels, Belgium. A change of address must be approved by the General Assembly, and only if at least 2/3 of the members are present, and 2/3 of members present agree to the change.

ARTICLE 3 - PURPOSE

3.1. The Association seeks to increase international cooperation, the mobility of artists and circulation of works as well as the increased international visibility and dissemination of diverse music of all genres.

3.2 The Association is a cooperation network that unites organisations worldwide who are active in the field of music promotion, development, documentation, export, information and content management, research and the support of creation and production.

3.3 The objectives of the Association are:

- to catalyse exchanges, collaborations and development initiatives between the members, and with other cultural partners;
- to support and facilitate the promotion and export of music worldwide, beyond the boundaries of its origin;
- to provide an international context and profile for the members and their activities;
- to encourage and facilitate international access to information, materials and products provided by the members;
- to function as a network for the exchange of ideas, expertise and skills;
- to be an active conduit for communication and cooperation with other relevant international, national or regional organisations;
- to support the functioning of the members as well as to encourage and assist in the establishment of new potential members especially in countries and regions where they do not exist;
- to organise, on an international level, conferences, exchange programmes, publications, research, and fundraising activities.

SECTION II: MEMBERS

ARTICLE 4 – NUMBER AND CATEGORIES OF MEMBERS

4.1 The Association's activities and interests involve Ordinary, Associate and Honorary Members, and Partners.

4.2 Ordinary Members alone have full membership including the exclusive right to vote at the general assembly. The term 'Member' in these articles of Association refers expressly to ordinary Members and the legal provisions apply only to them. The number of Ordinary Members is unlimited, but must be at least five.

4.3 Associate and Honorary members can join the Association, but do not have legal or voting rights.

ARTICLE 5 – CRITERIA FOR ORDINARY MEMBERS

5.1 To be able to join the Association as an Ordinary Member, organisations must be established as legal entities in the non-profit sector that must:

- be informed, involved and networked with music and musical life in their home country or

region;

- promote music both nationally and internationally ;
- have access to extensive physical and/or digital music collections, information and content;
- have a physical and digital profile and public presence;
- subscribe to the purposes of the present body;
- have been established as a legal entity for at least two years. if the organisation is more recently established through a merger then at least one of its founding organisations have been established as such

ARTICLE 6 – CRITERIA FOR ASSOCIATE AND HONORARY MEMBERS, AND PARTNERS

6.1 Other organisations that wish to be affiliated with the Association may join the Association as Associate Members. . Associate Members are entitled to take part in the activities undertaken by the Association.

6.2 Honorary Members are individuals elected as such by the general assembly at the proposal of the Board in recognition of their long-standing and exemplary support for the Association.

6.3 Associate and Honorary members have the right to attend, but not to vote, at any General Assembly of the Association.

6.4 Partners are organisations working collaboratively with the Association on areas of mutual interest, including other network organisations, and have no member status.

ARTICLE 7 – MEMBERSHIP FEES

7.1 The annual membership fee is established annually by the general assembly on the proposal of the Board, and may not exceed the maximum amount of €1,000

7.2 Honorary Members shall not pay a membership fee.

ARTICLE 8 – JOINING THE ASSOCIATION

8.1 Applications from potential Ordinary or Associate members for admission to the Association must be submitted in writing to the Board. The general assembly decides on whether or not to admit a new member. It may decide to admit or reject the applicant, or invite the applicant to apply again at a subsequent general assembly.

8.2 Honorary Members may be proposed by Ordinary Members at any time in writing to the Board, who will review and decide whether to recommend the new Honorary Member to the General Assembly.

ARTICLE 9 – TERMINATION OF MEMBERSHIP

9.1 The membership is terminated by one of the following:

- (i) by the Member's resignation;
- (ii) by dissolution of its legal entity;
- (iii) by the expulsion of the Member.

9.2 Any Member may give notice of withdrawal from the Association at any time, in writing addressed to the Board. The resignation must indicate the reasons for the resignation. The resignation takes effect at the end of the calendar year.

9.3 The following may be expelled: Members who fail to fulfil their obligations as defined in the articles of Association and bylaws, or whose behaviour or actions are damaging to the Association.

9.4 If a Member is to be expelled, this item must be included on the agenda of the upcoming General Assembly and the Member must be invited to present a defence. A majority of two-thirds of the votes is required to expel a Member.

9.5 Members who fail to pay their membership fee for three successive years may be expelled.

9.6 Withdrawing or expelled Members and their legal successors have no share in the assets of the Association, and cannot therefore claim a refund or compensation for any fees paid or contributions made.

SECTION III: GENERAL ASSEMBLY

ARTICLE 10 - COMPOSITION OF THE GENERAL ASSEMBLY

10.1 The general assembly is composed of Ordinary Members. Associate and Honorary Members may also attend the General Assembly. It is chaired by the President of the Board and in their absence by the Vice-President. If the Vice-President is also absent, then the general assembly appoints a Board member who is present to chair the meeting.

10.2 Each Member is represented by one individual representative at meetings of the general assembly.

10.3 A Member may arrange to be represented by another Member at the general assembly by granting power of attorney in writing (proxy). No Member shall have more than one proxy.

10.4 Associate and Honorary Members may attend and participate in the general assembly but do not have a vote or proxy.

ARTICLE 11 – AUTHORITY OF THE GENERAL ASSEMBLY

11.1 The General Assembly is the sovereign authority of the Association.

11.2 The general assembly has exclusive authority:

- to amend the bylaws and articles of Association;
 - to approve the annual report and audited accounts;
 - to approve the annual budget and accounts;
 - to appoint, dismiss or exonerate Board members;
 - to discharge the Board and the auditors
 - to appoint and dismiss Officers of the Board;
 - to appoint and dismiss the auditors and determine their remuneration if they are remunerated;
 - to dissolve the Association;
- to convert the Association into a company with a social purpose
to admit and expel Members of the Association;

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- to approve the governance handbook; and
- in all cases in which this is required by these articles of Association.

ARTICLE 12 – CONVENING THE GENERAL ASSEMBLY

12.1 The Board has the authority to convene the general assembly each time this is required for the purpose of the Association. Furthermore, the Board is obliged to convene the general assembly when one-fifth of the Ordinary Members request the Board to do so by registered mail or email, indicating the items to be discussed.

12.2 It must be convened at least once a year, to approve the accounts of the past year and the budget for the coming year. Under normal circumstances, Members are informed of the place and date of the Annual General Assembly at least three months in advance. An agenda including resolutions to be taken shall be sent in writing at least 1 month in advance to all Ordinary Members for the annual general assembly.

12.3 An additional Extraordinary General Assembly may be convened at any time either by the Board, when it is required for the purposes of the Association, or at the request in writing of at least one-fifths of the membership. Notice of an Extraordinary General Assembly must be given at least 2 weeks before the meeting, indicating location, time and agenda.

12.4 Any item proposed in writing and signed by at least 1/20 of the Ordinary Members must also be included in the agenda. Such items should be sent to the President at least 40 days before the meeting.

12.5 Subsequent to the circulation and review of the agenda, new agenda items may be added if proposed in writing by at least 1/20 of the Ordinary Members.

12.6 Meetings of the general assembly and voting may be organised by telephone or video conference or using any other modern means of communication.

ARTICLE 13 – DECISION MAKING IN THE GENERAL ASSEMBLY

13.1 Except for cases provided for by law and in the articles of Association, resolutions of the general assembly may only be taken if at least half the Ordinary Members are present or represented, by a simple majority of votes, including abstentions and invalid votes in the counting.

13.2 New agenda items may only be added if all members are present and unanimously agree.

13.3 Minutes are taken of every meeting recording all decisions and resolutions, which are approved by the President and the Secretary, or by any delegated officer of the Board, and recorded, in a special register. This register can be consulted at the registered office of the Association by Members and interested third parties. Extracts of these minutes are signed by the President and the Secretary or by any delegate appointed by the board.

SECTION IV: THE BOARD

ARTICLE 14 – CONSTITUTION OF THE BOARD

14.1 The Association shall be administered by a Board composed of at least four members including President, Vice-President, Secretary and a Treasurer. These are the Officers of the Board. The general assembly decides the number of the Board members, which must always be lower than the

number of Members of the general assembly. All Board members who are not officers are Ordinary Board members.

ARTICLE 15: TERMS OF OFFICE OF BOARD MEMBERS

15.1 All Board members are appointed for a period (term) of two years. The Board shall be elected on a rolling basis. Not more than two thirds of the Board members can be newly elected in any given year.

15.2 All Board members are eligible for consecutive re-election for three terms. In exceptional circumstances, one further year may be served.

15.3 Once a Board member has stood down, they may apply for re-election after one year.

15.4 The Officer positions are appointed for a period of two years, unless the Board chooses to appoint an Ordinary Board member as officer mid way through his or her term. Officers of the Board may continue in their posts for up to three consecutive terms, subject to the Board and General Assembly's agreement. In exceptional circumstances, one further year may be served.

ARTICLE 16: METHOD OF APPOINTMENT AND REMUNERATION OF BOARD MEMBERS

16.1 Board members are appointed by the general assembly by a simple majority.

16.2 The offices of President, Vice-President, Secretary and Treasurer are appointed from among the Board members, by a simple majority of the Board members.

16.3 These appointments must be approved by the general assembly.

16.4 Board members are not remunerated.

ARTICLE 17: TERMINATION OF OFFICE AND DISMISSAL OF BOARD MEMBERS

17.1 The term of office of the Board members terminates further to:

- expiry of the term of office;
- voluntary resignation;
- dismissal by the general assembly; or
- death

17.2 Dismissal by the general assembly is decided upon by a simple majority vote and must be expressly included on the agenda for the meeting of the general assembly.

17.3 A Board member who resigns voluntarily must inform the Board of this in writing. This resignation is effective immediately unless, as a result of this resignation, the number of Board members falls below the statutory minimum. In this case, the Board must convene the general assembly as quickly as possible and the general assembly must replace the Board member concerned and inform them of this in writing.

17.4 When a Board member leaves the Board mid-term, then the next candidate from the last elections of the Board members is asked to complete the term. When an Officer of the Board (President, Vice- President, Secretary or Treasurer) leaves the Board mid-term, then the Board will appoint an interim replacement among the Board members to complete their term. The Officer of the Board who steps down may continue as ordinary Board member.

17.5 —All mid-term changes of the Board are temporal and must be approved by the next General Assembly.

ARTICLE 18: AUTHORITY OF THE BOARD

18.1 The Board runs the affairs of the Association and represents the Association before the courts and elsewhere. It has authority for all matters concerning the Association with the exception of those expressly reserved for the general assembly. It appears as plaintiff and defendant in all legal proceedings and decides on whether or not to have recourse to remedies at law.

18.2 The Board can issue internal regulations and procedures as it deems appropriate.

18.3 The Board appoints and dismisses members of staff and determines their remuneration.

18.4 The Board may set up advisory committees in various areas.

ARTICLE 19 – DECISION-MAKING BY THE BOARD

19.1 The Board exercises authority as a college. Decisions of the Board are adopted by a simple majority of votes cast by the members present. Decisions may only be taken if at least half the Board members are present, including at least either the President or the Vice-President, and the Secretary or the Treasurer. In the event of a tie, the President or the person replacing the President shall have the casting vote.

19.2 Decisions shall be recorded in the minutes of the Board meetings.

ARTICLE 20 – MEETING AND CONVOCATION OF THE BOARD

20.1 The Board is convened by the President on his own initiative or at the request of at least three Board members. The Board shall meet at least four times a year.

20.2 Board meetings are chaired by the President. If the President is absent, the meeting is chaired by the Vice-President.

20.3 Minutes are taken of every meeting, and recorded in a register provided for this purpose. The minutes are communicated to the board members and are adopted in the next board meeting.

20.4 The Board may validly deliberate via video- or telephone-conference or using any other modern means of communication.

ARTICLE 21 – DELEGATION OF AUTHORITY

21.1 The Board can decide to partly or entirely delegate day-to-day management, and other defined areas of authority within its scope, to employees, Board members, other persons or specific committees or working groups as it deems fit.

21.2 The term of office of these authorised persons may be terminated:

- on a voluntary basis by the authorised person by submitting a resignation to the Board in writing; or
- by mutual agreement according to a contractual or other time-limited arrangement
- by dismissal by the Board by a simple majority. However, the person concerned must be informed of the Board's decision in written within seven calendar days.

ARTICLE 22 - REPRESENTATION

22.1 The Association may be represented towards third parties by two officers of the Board acting jointly and, within the limits of any delegated authority, by an executive employee or by agreed proxy holders decided by the Board.

22.2 Such representatives may be dismissed by the Board in writing, if agreed by at least half of the Board members.

22.3 Such representatives may resign through submitting their resignation in writing to the Board.

22.4 Any representatives appearing on behalf of the Association must not give evidence of any resolution or any authorisation in respect of third parties.

SECTION V: ACCOUNTS AND BUDGETS

ARTICLE 23 – FINANCIAL YEAR

23.1 The financial year of the Association runs from 1 January to 31 December.

23.2 The Board closes the accounts for the previous financial year and prepares the budget for the coming financial year. Both are submitted in writing to the general assembly for approval in the next general assembly after the close of the financial year.

SECTION VI: AMENDMENT OF BYLAWS ARTICLES

ARTICLE 24: AMENDMENTS TO THE ARTICLES OF ASSOCIATION

24.1 Decisions to amend the articles of Association may only be taken if this is included in the agenda of the general assembly circulated in advance and if two-thirds of the Ordinary Members are present or represented. If this figure is not attained, a second meeting may be convened, as determined by these articles of Association, and this meeting may take a valid resolution irrespective of the number of Members present. This second meeting may not be held within 15 calendar days of the first meeting.

24.2 Furthermore, a majority of two-thirds of the votes present or represented is required for any amendment of the articles of Association, including at the second meeting.

24.3 Furthermore, a majority of at least 4/5 of the General Assembly is needed to change the purpose of the organisation.

24.4 The Association may have a Governance handbook that is intended as a practical guide to internal operations. All procedural matters, not established by the Bylaws, are established by the Governance Handbook, which may be amended and approved by the Assembly. All Members of the Association, as well as all officers, shall respect the rules established by the Governance Handbook. The Governance handbook is an internal document and has not to be declared to the clerk of the commercial court.

SECTION VI: DISSOLUTION AND LIQUIDATION

ARTICLE 25 – DISSOLUTION - LIQUIDATION

25.1 Decisions to amend the voluntary dissolution of the Association may only be taken with a

majority of four-fifths of the votes.

25.2 In the event of voluntary dissolution, the general assembly, or failing this, the court appoints one or more liquidators. It also determines their areas of competence and the terms and conditions of liquidation.

25.3 Once the liabilities have been cleared, the assets shall be transferred to a non-profit Association with similar aims and objectives.