

TITLE I: NAME – REGISTERED OFFICE - 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 the Brussels-Capital Region. It can be moved to another address in the same region on decision by the General Assembly. The decision will be registered at the commercial court and published in the enclosures of the Moniteur Belge / Belgisch Staatsblad.

All documents emanating from the Association should mention its name, immediately preceded or followed by the words "association sans but lucratif" or "vereniging zonder winstoogmerk" or by the abbreviation "asbl" or "vzw", together with the following information: the precise indication of the registered office of the legal entity, the company number, the word "register of legal entities" or the abbreviation "RPR", the indication of the court of the Association's registered office, and, where applicable, the e-mail email address and the association's website.

Article 2: Non-profit purpose and object

The Association pursues the following non-profit purpose and has the following core activities:

- 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.

The description of these activities is purely exemplary and not exhaustive.

The organisation may undertake all actions to complete the object and promote the disinterested purpose to the extent that the proceeds are spent on the disinterested purpose and in accordance with the object.

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 Ruiter, 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 the following categories of voting members, called the *Members*.

1. Festivals whose activity concentrates on professional artistic creation in the field of but not limited to Architecture, Circus, Dance, Design, Applied Arts, Digital Arts, Film, Heritage, Literature, Music, Opera, Photography, Spoken Word, Storytelling, Street Arts, Theatre, Visual Arts, Folklore and Folk Arts, Fantasy, named *Ordinary Members*.
2. Festival Associations on local, national or regional level, 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*.

The Association has the following category of Associate members.

4. Individuals who have been serving the development of the Association, named *Honorary Members*.

Associate members are only affiliated to enjoy the activities of the association. They have no voting rights in the General Assembly.

Article 6: Admission of new members

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

New members are admitted, on the Board's proposal, by a decision passed at the General Assembly 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: Annual Subscription

Members pay an annual subscription not exceeding 6.000 EUR. Ordinary 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-within the first six months of the year.

Article 8: Resignation, Restriction of Membership's Facilities and Termination of Membership

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

When a member does not fulfil its financial obligations before the end of the financial year, membership's facilities are automatically restricted. When membership's facilities are restricted, a member remains a member, with all duties related to its membership. However, certain facilities provided to the member will be restricted, as provided by the Internal Rules, as long as the outstanding amount is paid or a reasonable payment proposal submitted by the member is accepted by the Board. After two consecutive years of non-payment, membership is automatically terminated. The Board can decide to refrain from the automatic termination, provided that a payment agreement has been entered into with the member and the outstanding amounts are paid timely. The restriction or termination of the membership does not affect the financial duties of the member.

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 annual subscription fee. 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 Assembly;
- b) the Board.

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

TITLE IV: THE GENERAL ASSEMBLY**Article 10: Composition**

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

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

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

Article 11: Powers

The General Assembly 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 Board;
3. the approval of the budgets and the accounts;
4. the determination of the amount of the annual subscription fee;

5. the admission of members and associate members;
6. the appointment and revocation of commissioners and the determination of their remuneration;
7. the granting of the discharge of the members of the Board and the commissioners as well as the institution of the association claim against the members of the Board and the commissioners;
8. the voluntary dissolution of the Association;
9. the change of the Association into an association with social scope;
10. the determination of the remuneration of the Board members in the event a remuneration is granted;
11. the revocation members of the Board;
12. the exclusion of a member from the association;
13. making or accepting a contribution for no consideration of a generality;
14. all cases for which these statutes or the law require a decision.

Article 12: Annual, Special and Extraordinary Meeting

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

An Extraordinary or Special General Assembly, shall be called when one fifth of the members request so or when the Board 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 Assemblies.

Article 13: Summons

The General Assembly is summoned by the Board by means of an ordinary letter, signed by the President and the Secretary General and sent at least three months before the General Assembly to all members, members of the Board and if applicable the commissioners.

The General Assembly can meet via video or telephone conference and discuss the agenda items to be deliberated. In this case all the regulations that apply to a physical General Assembly are applicable.

The agenda is sent to all members not later than twenty days before the annual General Assembly.

The General Assembly can legitimately decide only on issues on the agenda.

For an Extraordinary or Special General Assembly, the summon as well as the agenda, shall be sent not later than twenty days before the Extraordinary or Special General Assembly.

Article 14: Representation

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

Article 15: The Chairman of the General Assembly

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

Article 16: Quorum

Decisions cannot be taken unless one-third of the Members is present or represented, unless the law states otherwise.

Resolutions relating to the admission of new Members, cannot take place unless a quorum of 50% + 1 of the Members is present or represented.

A quorum of two third of the Members needs to be present or represented to take the following decisions:

- amendment of the statutes (except in cases where the governing body may proceed to an amendment, e.g., change of the registered office address)
- exclusion of an effective member
- dissolution of the Association
- decision of contribution for no consideration
- conversion of the vzw into a recognized cvso or a cv recognized as an so
- conversion of the vzw to an ivzw

Should this quorum not be reached at the General Assembly, then a second General Assembly can be called, not earlier than 20 days after the first General Assembly. No quorum shall be required.

Article 17: Voting

At the General Assembly each Member has one vote.

Unless otherwise provided by the present statutes or by the law, decisions 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.

Decisions pertaining to the amendment of the statutes of Association are passed by a majority of two third of the members present or represented; decisions pertaining to the non-profit purpose and object of the Association are passed by a majority of four fifth of the members present or represented.

For the duration of the President's mandate, the President is regarded as Ordinary Member of the Association. The President enjoys the same voting rights without payment of a subscription. If the President is also representing a member, the President holds the sole vote on behalf of that member, and not an additional vote.

With regard to the election of:

- the ordinary board members (i.e. Board members who do not hold the position of president or vice-president)
- President (i.e. the board member who also holds the position of president)
- Vice-Presidents (i.e. the Board members who also hold the position of vice-president),

the following rule applies:

1. In a first ballot, 1 or 2 Vice-Presidents shall be elected. The two candidates with the most votes are elected Board member for three years and hold the function of Vice-President for three years. To be elected, one must have at least one vote after their name.
2. In a second ballot, a maximum of 8 ordinary Board members shall be elected. The candidates with the most votes will be elected as Board members for three years, provided they have at least one vote behind their name.

In the second ballot, a maximum of two candidates representing Collective and Affiliate members can be elected. In case one of the Vice-Presidents, elected in the first ballot, is representing a Collective or Affiliate member, only a maximum of one candidate representing a Collective or Affiliate member can be elected as a Board member. In case two Vice-Presidents, elected in the first ballot, are representing a Collective or Affiliate member, no extra candidate representing a Collective or Affiliate member can be elected as a Board member.

3. A separate vote for President: The candidate with the most votes is elected board member for four years and holds the position of President for four years. To be elected, one must have at least one vote after their name.

The election of the Vice-Presidents and the ordinary Board members is organized every 3 years.

The election of the President is organized every 4 years.

An ordinary board member can serve a maximum of 2 terms of 3 years. After a mandate as an ordinary board member (after three years if not re-elected or after two terms of three years), the person may not be a board member for a waiting period of at least 1 year. In the event an ordinary board member has completed two terms of 3 years as ordinary board member, the person may still candidate for Vice-President. Upon election as Vice-President, the one-year waiting period discussed above no longer applies.

A Vice-President can serve a maximum of 2 terms of 3 years. After a mandate as a Vice-President (after three years if not re-elected as Vice-President or after two terms of three years), the person may not be a board member for a waiting period of at least 1 year. In the event a Vice-President has completed two terms of 3 years as Vice-President, the person may still candidate for President. Upon election as President, the one-year waiting period discussed above no longer applies.

A President may serve a maximum of 3 terms of 4 years. After a mandate as President (after four years if not re-elected as President or after the four-year terms) the person may not be a board member for a waiting period of at least 1 year.

Voting on

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

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

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

In case 2 candidates have the same number of votes and can't be elected both, a new vote for these 2 candidates will be held.

Article 18: Records

Decisions of the General Assembly 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 and associate 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 Board 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. The same applies to every election, resignation or dismissal of a Board member, an authorised representative, a daily manager or a commissioner.

Article 19: Effect of the decisions

As soon as the President announces the results of the vote all decisions that are passed come into immediate effect unless the decision 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 BOARD

Article 20: Constitution

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

A maximum of two representatives of Collective and Affiliate Members can be members of the Board. In case the President is also representing a Collective or Affiliate Member, a maximum of three representatives of Collective and Affiliate Members can be members of the Board.

The General Assembly can always bring an end to the board members' mandate.

Article 21

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

Candidatures for election as member of the Board 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 the willingness to stand for election.

Board candidates have to be members of the supervisory or executive bodies of the Association's member presenting the candidature or to hold a leading position into its organisation. If a Board member (i) has ceased to be part of or to cooperate with the Association's member that represented the Board member's candidature or (ii) the latter has ceased to be a member of the Association, then said Board member needs to step down from its position in the Board at the next General Assembly.

Members of the Board shall be elected in accordance with the provisions of Article 17 of the present statutes.

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

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

The board can meet via video or telephone conference and discuss the agenda items to be deliberated. In this case all the regulations that apply to a physical meeting of the board are applicable. A member of the board can participate in the meeting via video or telephone conference and thus deliberate on the agenda items.

A Board member unable to attend the meeting can be represented by another Board 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 the President, has the casting vote.

All decisions are laid down in minutes, signed by the President and the Board members who request for it.

Article 22: Executive Powers

The Board 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 Assembly or those contrary to the law.

The Board can, under its responsibility, transfer a specific list of authorities to one of its members as well as to a third party by means of a specific power of attorney. For certain purposes, the power of the Board may, on its responsibility, be entrusted to a member of the Board or a third party.

Should the Board 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 prepares the Board meetings.

Article 24: Treasurer

The Board chooses a Treasurer between its members.

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

Article 25: Representation of the association

Without prejudice to the general power of representation of the Board as a body, the association is validly represented in and out of court by the president or in case of the president's non availability by one of the vice presidents or the Secretary General who can each act alone.

The termination of office of these authorized persons may be

- a) voluntarily by the authorized person by submitting a written (by mail, ordinary or registered letter) resignation to the Board;
- b) by deposition by the Board. The decision on this by the Board must be notified to the person concerned;
- c) by the loss of the mandate as a member of the Board.

Article 26: Exclusion of liability

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

Article 27: Internal Rules

The Board can put in place additional provisions for the proper functioning of the association in the Internal Rules.

The latest version of the Internal Rules is located at the registered office of the Association.

TITLE VI: THE SECRETARY GENERAL**Article 28: Secretary General**

The Secretary General is nominated by the Board and employed according to the labour regulation of the country of the registered address of the organisation.

TITLE VII: BUDGETS AND ACCOUNTS**Article 29: 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 Board as well as the budget for the coming year made up. These are submitted for approval to the Annual General Assembly.

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

Article 30

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

Article 31: Audit

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

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

TITLE VIII: DISSOLUTION - LIQUIDATION

Article 32: Liquidation

The Association can be dissolved by a decision of the General Assembly.

In case of voluntary dissolution, the General Assembly 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 33: 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 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 34

For any issue that is not explicitly regulated in these statutes, only the law on non-profit making organisations in Belgium, "Wetboek van Vennootschappen en Verenigingen (WVV)" is applicable.