Judicial district of Brussels

**European Folk Network**

Bloemenstraat 32, 1000 Brussels

The undersigned:

1. Scheys, Melanie, Belgian, Arts Administrator, Halle 27-01-1987, 87.01.207-206.42, klapstraat 30, 9402 Meerbeke, Belgium

2. Spicer, Katherine, British, Arts Administrator, Rochford, Essex, England, 16-07-1961, passport number 308571813, 59 Ellerman Avenue, Twickenham, Middlesex TW2 6AA, UK

3. Francis, David, British, Musician, Dumfries, Scotland 14-09-1954, passport number 465816013, 214 Portobello High Street, Edinburgh EH15 2AU, UK

4. Kilbride Daniel Lewis McHardy, British, Director Trac ‘Music Traditions Wales Ltd’, Cardiff, Wales

17-12-1962, passport number 209645429, 26 Pantygwydyr Road, Swansea SA2 0JA, Wales, UK

5. Knowles, Robert, British, Arts Consultant, Dulwich, England, 22/04/1949, Passport 542705376, Top Flat, 13 Southville Terrace, Bath BA2 4LZ, England, UK

have agreed to establish a non-profit association whose statutes are as follows:

**STATUTES**

**NAME AND REGISTERED OFFICE**

**Art. 1.** The association bears the name "European Folk Network", and has its registered office at the Judicial Arrondissement Brussel, in Bloemenstraat 32, 1000 Brussels

**DURATION**

**Art. 1bis** The association is established for an indefinite period.

**AIMS**

**Art. 2** The association aims to:

 create a network that exists ~~t~~o support and broaden awareness of the arts of tradition as a cultural and educational force in Europe.

Aims

• to encourage, promote and support developments for folk music and associated arts in their diverse forms and origins

• to create opportunities for artists, organisers and audiences from European countries to meet, communicate and collaborate

• to foster relationships with artists, organisers and audiences beyond Europe

This list is not exhaustive.

It may undertake all activities that promote this aim and also make commercial activities provided that the proceeds are exclusively spent on the aforementioned purpose. In pursuit of its goal, in addition to membership fees, it will also accept sponsorship, gifts and donations, as well as the acquisition of subsidies from various governmental and public sources.

**MEMBERS.**

**Art. 3** The association shall never have fewer than three subscribing members. The firstsubscribing members are the undersigned founders. A register of members is kept by the Board of Directors at the registered office of the association. This register states the names, first names and place of residence of the members.

Subscribing members have the right to vote at the General Meeting. Their rights and obligations are determined by the non-profit legislation and the statutes.

A subscribing member is defined as a person or organisation who has paid the annual subscription fee for the year in which the General Meeting takes place.

The Board of Directors may also admit non-subscribing members as associate members from time to time. in recognition of partnerships and participation in the association’s activities.  Any associate members thus admitted will not have voting rights.

The founding members are the first subscribing members of the association and have the same powers and voting rights as all other members.

**Art. 3bis** Candidates apply for membership by letter or e-mail addressed to the Board of Directors. and agree to uphold the aims and statutes of the association. New members are accepted by the Board of Directors on a majority vote.

**Art. 3ter** Subscribing members and the members of the Board of Directors are permitted to perform work on behalf of the association in a voluntary capacity.

**Art.3quater.** All members pay an annual subscription fee, the level of which may be varied from time to time by the Board of Directors in consultation with the membership but shall not exceed 1000 €uros.

**THE GENERAL MEETING**

**Art. 4** The General Meeting is composed of all subscribing members and is chaired by the Chair of the Board of Directors. Each member has one vote and can be represented by proxy at the meeting by another nominated person, whether or not a ~~s~~ubscribing member.

**AUTHORITY**

**Art. 5** The General Meeting has the authority for:

- changing the Articles of Association

- electing, appointing and dismissing members of the Board of Directors

- approving budgets and accounts

- deciding upon the voluntary dissolution of the association

- excluding a member

- changing the aims of the association

- the conversion into a company with a social purpose

- the appointment and dismissal of administrative personnel and determination of their remuneration, if applicable

 - absolving Board members and officers of the organisation of personal liability

- proposing and voting upon amendments to the Internal Regulations

- any other authority that is assigned to the General Meeting by these Articles of Association.

**DECISIONS**

**Art. 5bis** Decisions are taken by a simple majority of the votes present and represented and a two-thirds majority where the Act provides, unless a stricter quorum is provided for in these Articles of Association.

The changing of the aims, the dissolution of the association and the conversion into a company with a social purpose must be done with a four-fifths majority of the votes present and represented.

Excluding a member of the association must be done with a two-thirds majority of the votes present and represented.

The General Meeting may, where only a simple majority is required and in cases of extreme urgency, take decisions outside the agenda, if all members are present or represented. This decision is only legally valid in the case of unanimity of votes.

**Art.5ter** Amendments to the Articles of Association can only be made when the proposed amendment is stated in the notice for the meetingand two thirds of the voting members are present or represented.

**Art.5quater** Decisions of the General Meeting are recorded in a register and signed by the Chair and another member of the Board of Directors. The register can be consulted by the subscribing members and the decisions are communicated to the members and the interested third parties in the form of a summary report.

**CONVENING**

**Art. 6** The General Meeting is convened by the Board of Directors whenever the purpose or interest of the association so requires. It meets at least once a year to approve the accounts for the past year and the budget for the following year. The annual meeting will be held at the latest nine months after the end of the previous financial year.

When at least one fifth of the members so request, the Board of Directors is obliged to convene a General Meeting.

The call for the General Meeting must be made to all members by ordinary letter and/or electronic mail (e-mail) at least 21 days before the meeting. This announcement shall contain the agenda of the meeting and any documents or propositions upon which the members will be required to vote.

**BOARD OF DIRECTORS**

**Art. 7** Governance of the association is by the Board of Directors, composed of a minimum of three members.

The members of the Board of Directors are appointed by the General Meeting. Their terms of office and length of service are determined by the Internal Regulations agreed by the members and currently in force.

**Art. 7 bis** The first Board of Directors at foundation of the association shall be**:**

Scheys, Melanie,

Spicer, Katherine

Francis, David

Kilbride, Daniel

**Art. 7ter**The Board of Directorsexecute their mandate as unpaid volunteers.

Appointment, resignation, and dismissal of Board members must be published in the annex of the Belgian Statute Book - the official government register for all non-profit associations.

A member of the Board of Directors who wishes to resign will inform the General Meeting of this in writing. If the number of members of the Board of Directors drops due to his or her dismissal below the minimum provided for in these Articles of Association, the member will exercise his or her mandate until the General Meeting has replaced him or her.

**Art. 8** The Board of Directors elects a Chair, secretary and treasurer from among its members. The Chair convenes and chairs the meetings. Decisions are taken by a simple majority of the votes. The minutes of each meeting are drawn up and signed by the Chair or the secretary.

**Art. 9** The Chair or, if he or she is unavailable, one other member of the Board of Directors, represents the association in all judicial and extrajudicial actions. He or she can perform all acts of management and disposal to the extent that these are not exclusively reserved for the General Meeting by the Law or the Articles of Association.

**Art. 9bis** The Board of Directors determines the initial Internal Regulations that it deems necessary.  Subsequent changes or amendments can be proposed by member of the Board of Directors at the General Meeting and shall be decided upon by a majority vote of those present at the General Meeting.

Each year, by the end of the month of June at latest the Board of Directors will report to the membership on policies, activities and the association’s accounts.  These are presented to the subscribing members for approval at the General Meeting.

**EXECUTIVE OFFICERS**

**Art. 9ter** The Board may appoint one or more executive administrative officers who are not necessarily members of the Board of Directors or members of the association but are charged with the day-to-day management of the association. The administrative officers can take care of the current affairs and the daily correspondence, can be a signatory to the bank account and make payments if the Board so wishes, and can make every possible commitment to ensure the day-to-day operation of the association.  He or she can also represent the association in all judicial and extrajudicial acts. The administrative officers report to the Board of Directors on a monthly basis and take part in the General Meeting, without voting rights. His or her mandate is contractually determined in terms of remuneration and duration. In the absence of a contract, it is considered that he or she will perform his or her mandate unpaid.

**ACCOUNTING YEAR**

**Art.10** The accounting association year starts on 1 January and ends on 31 December. As a departure from this, the first financial year runs from the date of the legal incorporation of the association until 31 December of the following year, being 2020.

**DISSOLUTION**

**Art.11** Upon dissolution of the association, the capital and assets shall be granted to an organisation or activity that most closely matches the purpose of the current association.

In case of voluntary dissolution the General Meeting appoints, or in the absence thereof the court, appoints, one or more liquidators.

**GENERAL LEGISLATION**

**Art.12** For everything that has not been regulated by these Articles of Association, the legislation in force applies, as amended by the Act of 26 June 1921 by the Law of 2 May 2002 on non-profit associations.

**Art.13** For the internal operation of the association reference is made to the Internal Regulations, being the rules of procedure which are set by the Board of Directors and amendments are voted upon by the members at the General Meeting. The Internal Regulations cannot affect or supercede the statutory regulations referred to in article 12 of these Articles of Association.

The following were confirmed as members of the Board of Directors of the association at the founding meeting:

1. Scheys, Melanie

2. Spicer, Katherine

3. Francis, David

4. Kilbride, Daniel

To which Board of Directors has been appointed as an executive administrative officer at the date of incorporation, Knowles Robert, aforementioned.

Thus drawn up in duplicate, in Brussels, on 08 January 2019

and signed in the original version in Flemish by the founders:

Melanie Scheys

Katherine Spicer

Daniel Kilbride

David Francis

Robert Knowles