

**COORDINATED ARTICLES OF ASSOCIATION – SEPTEMBER 2016,
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**AMATEO, THE EUROPEAN NETWORK TO PROMOTE AND ADVOCATE FOR ACTIVE
PARTICIPATION IN ARTS AND CULTURE**

Article 1 : Name

Hereby is established an international non-profit association with the name “AMATEO”. “AMATEO” is – THE EUROPEAN NETWORK TO PROMOTE AND ADVOCATE FOR ACTIVE PARTICIPATION IN ARTS AND CULTURE. This association is established for an indefinite time. In the following articles reference is made as “the association”. It can be dissolved at all times. The association falls under the stipulations of title III of the Belgian law of 27 June 1921 with regard to the non-profit associations, the international non-profit associations and the foundations (articles 46 up to and including 57).

Article 2 : Address of the registered office

The registered office of the association is established at *Rue Borrens 51 1050 Brussels* and comes under the judicial district of Brussels.

The registered office can be transferred to any other place in Belgium upon decision of the Board of Directors, to be published in the Enclosures of the Belgian Law Gazette and to be communicated to the Federal Civil Service of Justice.

Article 3 : Objectives

The association is aiming for the following non-profit objectives of international value:

- The stimulation of the intercultural dialogue
- The promotion of the information flow, especially about the social-cultural activities of the participating organisations;
- The stimulation of political consciousness about the interest of active participation to cultural activities;
- The exchange of information and the actual practice between the participants;
- The promotion of international co-operation projects such as festivals, exhibitions, exchange programmes etc...;
- The stimulation of the transnational mobility of artists;
- The collection of initiatives for cultural projects, exchange programmes and tours and the support in the search for relevant partners from participating countries;
- The stimulation of joint investigation in the field of the active cultural participation.

Article 4 : Members

The network is open to Belgian and foreign member organisations.

Member organisations can be private or public umbrella organisations or private or public organisations or

networks in the field of music, choirs, theatre, dance, folklore, fine arts, creative writing, photography, film, new media or other, provided that they are working within the field of active participation in cultural activities. They may operate at regional, state or national level as well as within states or regions, in countries that are federal, regionalised, or otherwise decentralised in the fields of culture. Organisations working on a supra-national level are also eligible to become members.

The first member organisations are the undersigned founding member organisations.

Article 5 : Resignation and exclusion

The resignation or the exclusion of member organisations are decided by the General Meeting by a simple majority, following the proposition of the Board.

Every request for the resignation from the network will be made to the President of the network and addressed to the Secretariat of the network.

The Board can suggest to the General Meeting the exclusion of member organisations. A decision is only valid when it involves a majority of four fifth of the votes.

The reasons that the Board will suggest exclusion could include, but are not limited to, the following:

- Non-payment of contributions for two years running
- Bringing the Network into disrepute
- Undertaking actions or activities expressly contrary to the objectives of the Network as stated above
- Breaking the law of its own country

The Board can suspend the member organisation in question until the decision of the General Meeting. The General Meeting will hear the opinion of the member organisation in question.

Resigning or excluded member organisations and their successors in title cannot assert any rights to the network's capital.

Article 6 : Contributions

The member organisations are paying an annual contribution determined by the General Meeting on the proposal of the Board. Notification of the proposal is through the General Meeting papers.

Article 7 : The General Meeting

7.1 Powers of the General Meeting

The General Meeting has the most extensive powers in view of the implementation of the objectives and the activities of the network.

The following matters belong to the exclusive power of the General Meeting

- a) the supervision of the realisation of the objectives of the association;
- b) the modification of the

articles of this constitution; c) the election and dismissal of the members of the Board; d) the approval of the budget and of the annual accounts; e) the discharge of the members of the Board; f) the voluntary dissolution of the network; g) exclusion of a member organisation; h) the approval of the annual programme; i) the evaluation of the annual operation; j) the phrasing of opinions and recommendations with regard to the activities of the network.

7.2 Composition

The General Meeting is composed of the representatives of all member organisations.

The representative of a member organisation can be represented by a representative of another member organisation by proxy.

Every representative of a member organisation present can hold proxies from maximum five other member organisations.

7.3 Notice of meeting

The General Meeting convenes every year before the 1st of July at the registered office or at another location, to be mentioned in the notice of meeting.

The President will send the notice of meeting by letter, fax, electronic mail or any other communication medium.

The notice of the ordinary meeting, including a draft agenda, must be sent not later than three months before the meeting. All member organisations are entitled to submit items for inclusion in the agenda up to two months before the meeting.

The final agenda shall be sent out not later than one month before the meeting. No decisions are possible about items that are not on the agenda.

All expenses of member organisation in regard to their representatives participating in the General Meeting are paid by the delegating organisation.

Every candidate for membership of the Board must present the nomination by his or her own member organisation together with a curriculum, both in writing, to the Secretariat not later than two weeks before the General Meeting. The nominations and curricula will be sent out by the Secretariat to the member organisations by digital correspondence not later than ten days before the General Meeting.

7.4 Decision making

The General Meeting can only validly deliberate when either 25% of the member organisations, or a minimum of ten member organisations (whichever is the greater) are represented, either by a representative or by proxy.

With the exception of isolated cases that are provided for in the articles of this constitution, the decisions are taken by simple majority of the voting.

The decisions taken are communicated to all members per digital correspondence.

The decisions of the General Meeting are entered in a register, signed by the President, who will put this register at the disposal of the member organisations at the Secretariat of the network.

7.5. External experts

The General Meeting can ask for the advice of external experts at all times.

Article 8 : Modification of articles of this constitution and dissolution of the network

Subject to the application of the articles 50 § 3, 55 and 56 of the Law with regard to the non-profit associations, the international non-profit associations and the foundations, every proposal for modification of the articles of this constitution or for the dissolution of the network has to originate from the Board on behalf of at least four fifths of the member organisations.

The Board has to notify the member organisations at least three months in advance of the date of the General Meeting that will consult about a solid proposal as well as about the suggested modifications.

The General Meeting can only validly consult about the proposal when two thirds of the member organisations are represented at the meeting, either by a representative or by proxy. A decision is only valid when it involves a majority of four fifth of the votes.

If this meeting does not attain the presence quorum of two thirds of the member organisations, a second meeting will be convened. The second General Meeting can, at the earliest within the 15 days following the first meeting, take valid decisions with regard to the proposal with a majority of four fifths of the votes, irrespective of the number of member organisations represented.

Modifications to the articles of this constitution will only become effective after approval by the competent authority in accordance with article 50 § 3 of the Law and after publication in the Enclosures of the Belgian Law Gazette in accordance with article 51 § 3 of the intended law.

The General Meeting will determine the manner of dissolution and liquidation of the network.

The net asset value, if any, after the liquidation must be given to a non-profit private organisation with a similar objective as that of the dissolved network or, for want of it, destined for an objective with no strings attached.

Article 9 : The Board

9.1 Powers

The Board has the power to intervene in all matters of administrative nature, with the exception of those that come under the power of the General Meeting.

The Board has the power for the following matters:

1. the accession of new members; 2. the preparation and realisation of the annual programme; 3. the presentation of the financial report and the annual report of the past calendar year to the General Meeting; 4. the management of the property and the revenues of the network; 5. the location of the Secretariat of the network; 6. the hiring and dismissal of the personnel of the network, as well as giving assignments to the personnel; 7. the financial management in accordance with the accepted financial plan; 8. the drafting of general objectives and the adjustment/modification of it, if any; 9. the organisation of the work of the network; 10. the participation at and the reporting to the General Meeting; 11. the supply of the necessary information to the public and to the General Meeting; 12. taking up other obligations in accordance with the Law

The Board can delegate day-to-day responsibility for its activities to any individual or sub-committee as it sees fit.

9.2 Composition

The Board is composed of at least five members from five different countries. The members of the Board are elected by the General Meeting for a mandate period of four years. Upon expiration of the mandate, a member of the Board can be re-elected once.

The function of a member of the Board will stop due to decease, discharge, civil incompetence or being put under temporary management, dismissal or expiration of the term of the mandate.

The General Meeting can discharge members of the Board and will decide upon it with a two thirds majority of the vote.

In case of a vacancy during a mandate period, the Board can, for the time being, appoint a replacement until the next General Meeting.

The Board elects among its members a President and a Vice-President.

The President will represent the network, independently and without any restrictions. In the absence of the President, the Vice-President will replace him/her.

All deeds with regard to the appointment, the dismissal and the termination of the office of directors, drawn up according to the law, are communicated, in view of their deposition in the file, to the Federal Civil Service of Justice and are, at the charge of the association, published in the Enclosures of the Belgian Law Gazette.

9.3 Notice of meeting

The Board will meet at least once a year.

The President can send the notice by letter, fax, electronic mail or another communication medium.

The notice of the ordinary meeting must be sent not later than two weeks before the meeting and it shall mention all the items on the agenda. No decisions are possible about items that are not on the agenda.

9.4 Decision-making

The Board can only validly consult when more than half of its members are present or represented by proxy.

A member of the Board can have himself or herself represented by another member of the Board.

Decisions of the Board are taken by simple majority of the members present or represented. In the event of a tie, the President's vote is decisive.

9.5 Register of the decision of the administrative board

The decisions are recorded in the register, signed and kept by the President who will keep this register at the disposal of the member organisations at the Secretariat of the network. Member organisations are entitled to be informed on a regular basis about the actions of the network.

9.6 Adding and removing details with Authorities

The General Meeting may, by resolution, delegate to the Board the authority to notify the Belgian authorities of any appointments or resignations of Board members and to sign all necessary documentation for this purpose. This delegation enables the Board to act on behalf of the membership in complying with legal reporting obligations, and is intended to streamline administration and reduce the need for individual signatures from all members. The process shall be overseen by the organisation's auditor.

Article 10 : Resources of the network

The network will have revenues and funds for the implementation of assignments and this by means of:

- gifts;
- revenues from own activities;
- contributions from member organisations;
- public subsidies and funds

At the same time, the network can also obtain extra revenues by means of the surplus value on the financial assets (bank interest).

The assets are used for:

- the implementation of the assignments for which the association is established;
- the management and the operation of the association

Article 11 : Representation of the network with respect to a third party and binding in law

All documents that are binding for the network have to be signed, in the case of special powers of attorneys, by members of the Board who do not have to produce neither any proof against a third party or their competence in the matter.

The Board of Directors is acting as plaintiff or as defendant in lawsuits and is represented by two members of the Board, by the President or by a member of the Board appointed by the Board for that purpose.

The deeds with regard to the appointment, the dismissal and the termination of office of the persons authorised to represent the network, drawn up in accordance with the Law, are, in view of their enclosure in the file, communicated to the Federal Civil Service and are, at the expense of the network published in the Enclosures of the Belgian Law Gazette.

Article 12 : Budget and annual accounts

The fiscal year of the association starts on 1st January and closes on 31st December.

In accordance with article 53 of the Law, the annual accounts of the past fiscal year as well as the budget of the following fiscal year, are drawn up every year by the Board and submitted for approval to the General Meeting at its first meeting.

The annual account has to be presented to the Federal Civil Service of Justice, in accordance with article 51.

Article 13 : General stipulations

For all matters that are not anticipated in the above-mentioned articles of association and especially the publications in the Enclosures of the Belgian Law Gazette, actions are taken in accordance with the stipulations of title III of the law of 27 June 1921 with regard to the non-profit associations, the international non-profit associations and the foundations.