

## Articles of Association

### I. Name, Headquarters, aims

#### *First Article*

An international not-for-profit association of international interest, called "Performing Arts Employers Associations League Europe", (hereinafter referred to as 'Pearle\*') is formed.

This association is governed by the Belgian Act of 27 June 1921 on not-for-profit associations, international not-for-profit associations.

#### *Article 2*

Pearle\* has its office in Belgium, currently in 1000 Brussels, Sainctelettesquare 19; it may be transferred to any other location in Belgium by simple decision of the Council (as defined in article 7) published within the month in the Annexes au Moniteur belge.

#### *Article 3*

Pearle\* is an international association without any profit-making motives whose aim is the establishing of a stable environment by supporting sustainability and promotion of the Performing Arts across Europe. Its objects are as follows:

1. the exchange of information, experiences and ideas of common interest to members working in the Performing Arts sector
2. The obtaining of information concerning all European issues relating to members' interests
3. facilitating collective decisions in areas of common interest
4. expressing Pearle\*'s views in discussions with bodies whose activities are relevant to Pearle\*
5. lobbying in accordance with collective decisions reached by the members' representatives to EU and other authorities
6. carrying out all activities connected with the above mentioned activities.

### II Members

#### *Article 4*

The membership consists of corporate society legally established following laws and uses of their home country as established Performing Arts including orchestras employers' associations in Europe. An organisation may become a full member of Pearle\* when it has proved to the satisfaction of the Council that it is a properly constituted employers' association. Only full members have the right to vote.

The General Assembly (as defined in article 6) may invite other Performing Arts Employers Associations to participate in Pearle\* meetings as an observer but they shall not attend more than two meetings unless otherwise agreed without paying such subscription as may be decided by the General Assembly.

Non-European associations of employers and European associations representing employers in the performing arts who are established in accordance with the laws and practices of the country in which the head office is located may become associate members of Pearle\* after acceptance by the General Assembly.

Associate members may attend and may speak during Pearle\* meetings, but they do not have voting rights.

Associate members cannot be elected to the Council, a right that is only granted to full members.

Candidates for membership who do not comply with the conditions must be considered case by case by the Council, who then makes a proposal to the General Assembly.

### ***Article 5***

The members pay a contribution, the amount of which is fixed annually, for the category to which they belong, by the General Assembly, based on a proposal by the Council.

Members of the various categories may resign at any time during the year on the basis that any subscription already paid shall not be refundable

A member organisation may be required to resign by the Council if any subscription is not paid within 6 months of becoming due.

Expulsion of a member organisation may be proposed by the Council, after having heard the interested party's defence. The member organisation will be given the opportunity to explain conduct the subject of complaint before the General Assembly where a two third majority is necessary for a decision.

The Council may suspend the interested party until the General Assembly has reached a decision.

## **III General Assembly**

### ***Article 6***

The General Assembly is composed of all members. All powers necessary for achieving Pearle\*'s aims are vested in the General Assembly.

The General Assembly has competence for:

- approving the budgets and accounts;
- electing and dismissing administrators;
- alteration the Articles of Association;
- dissolving the Association.

The General Assembly shall validly meet if chaired by the Chairman, or in his absence, by a member of the council.

Unless otherwise stated there will be a General Assembly of members twice a year at the head office or at the place indicated on the meeting notice. The member shall be represented at the General Assembly by individuals expressly delegated by their respective organisations.

Convening notes and agenda shall be sent at least 15 days in advance of the meeting by the Executive Officer by any means of communication.

Extraordinary meetings of the General Assembly may also be convened at any time by decision of the Council or at the request of one fourth of the members.

Every member shall have one vote irrespective of the number of other member organisations of the same nationality.

Members, who have not or not fully paid the annual membership subscription, have no vote during the following year.

The General Assembly is validly constituted if at least one-third of the members are present or represented.

Any member unable to attend the meeting of the General Assembly may be represented at such meeting by another member holding a power of attorney (or proxy). No member shall hold more than

one proxy. Members who are not represented at the General Assembly shall be considered as abstaining.

Except in special cases provided for by these Statutes, decisions shall be carried by a simple majority of members present or represented, and shall be notified to all members. Decisions shall only be taken on items listed on the agenda. All decisions concerning policy and financing shall be reached with no vote against.

Resolutions of the General Assembly shall be entered in a minute book signed by the Executive Officer and held at the headquarters at the disposal of all members.

## **IV Administration**

### ***Article 7***

The number of members' representatives of the Council to administer Pearle\* shall be not less than five nor more than seven.

The Council shall be elected by the General Assembly in their own names and not in the names of their respective member organisations for a period of two years.

In the event that an individual ceases to represent a member organisation, his/her post shall remain vacant until the General Assembly elects a replacement.

Council members can be dismissed by the General Assembly by two-thirds majority of members present or represented.

Council members shall elect amongst themselves a Secretary (Executive Officer) and a Treasurer.

The President shall be elected separately from the Council, by the General Assembly from any one of their number.

The term of office of the President is limited to an initial term of two years with the option of the term being extended for a further two years by election of the full members.

Exclusively, for the election of the president, full members will receive a number of votes following the size of the country they represent, ranging from 1 until 5 votes maximum, as follows:

- 1 vote for countries with less than 5 million inhabitants
- 2 votes for countries with 5 million to 10 million inhabitants
- 3 votes for countries with 10 to 25 million inhabitants
- 4 votes for countries with 25 to 50 million inhabitants
- 5 votes for countries with more than 50 million inhabitants

In the preceding general assembly meeting of the elections, the names of the countries corresponding with the number of votes entitled to, will be communicated to the members.

The General Assembly shall first elect the president, and secondly the members of the Council. The person elected as President, shall be a member of the Council.

The Council is convened by request of the Chairman at least twice a year by any means of communication.

Council proceedings are valid if at least one-third of its members is present or represented. Its Decisions are taken by simple majority of members present. In the event of a tie the Chairman has a casting vote.

All powers of management, administration, disposal of assets and employment of staff are vested in the Council, subject to any limitation imposed by the General Assembly.

The day-to-day management may be delegated to the Chairman, a member of the Council or third parties.

The Executive Officer has to work in accordance with the decisions of the Council and has to take responsibility for all matters relating to the General Assembly. The Executive Officer shall be responsible for the distribution on a regular basis of information to all members and for collating information received from members and other sources, which may be relevant for the members.

The Council shall have the power to review the role of the Executive Officer.

Resolutions adopted by the Council shall be entered in a minute book signed by the Executive Officer and kept by the Executive Officer available for inspection by members of Pearle\*.

### ***Article 8***

Except otherwise decided, all acts which bind Pearle\* shall be signed by two Council members who don't need to give evidence of their powers.

### ***Article 9***

All judicial action, either as plaintiff or defendant, will be handled by the Council represented by its Chairman or by a Council Member designated by him/her.

## **V Finances**

### ***Article 10***

The financial resources at the disposal of Pearle\* are the annual membership subscription fees and those available from any other source. The fees shall be determined annually by the General Assembly on proposal of the Council.

The financial year corresponds to the calendar year.

The budget will be proposed by the Council and approved by the General Assembly.

The Council shall submit to the approval of the General Assembly a statement of accounts which shall have been audited by two members representative elected by simple majority for this purpose by the General Assembly.

## **VI Alterations and additions to the statutes and dissolution**

### ***Article 11***

Without prejudice to Article 50, §3 and Articles 55 and 56 of the Act of 27 June 1921, any proposal that entails an alteration of the Association's Articles of Association or the Association's dissolution must come from the Council or at least one-quarter of the Association's full members.

The Council must notify the Association's members at least three months in advance of the date of the General Meeting that will be convened to vote on said proposal.

The General Assembly's deliberations shall only be valid if two-thirds of the Association's members with voting rights are present or represented.

No alteration or addition to these Statutes will be valid unless it is approved by a two-thirds majority of the votes.

If less than two-thirds of the members with voting rights are present or represented at the General Assembly, a new Extraordinary Meeting of the General Assembly shall be convened in the same conditions as the preceding one; such Extraordinary meeting shall vote --definitively and validly-- on the proposals in question, based on the same two-thirds majority of the votes, regardless of the number of the members present or represented.

Alterations made to the Association's organisational objective will not take effect until approved by Royal Decree and until they have been publicised in the Annexes au Moniteur belge published in accordance with Articles 50, 55 and 56 of the Act of 27 June 1921 concerning the modification of the statutes and the dissolution of the Association.

If need be, the General Assembly shall determine the formalities of dissolution and liquidation of the Association. The proceeds from the Association's liquidation shall be allocated to a not-for-profit purpose.

## ***Article 12***

Matters that are not covered by these Articles of Association, particularly publicity formalities, shall be resolved in accordance with the law.