

EUROPE JAZZ NETWORK

By-laws of the Association

Article 1 Association's Name

There is hereby constituted, in compliance with the terms set out in the Law of July 1st, 1901 and the Decree of August 16th, 1901, the non-profit-making Association:

"EUROPE JAZZ NETWORK"

abbreviated as:

"E.J.N."

Article 2 Registered Office

2.1 The Registered Office of the Association is located in the town of PANTIN: 9, rue Gabrielle Josserand, 93500 Pantin (France).

2.2 The Registered Office can be transferred upon decision of the Board of Directors and ratification by the General Assembly.

Article 3 Duration of the Association

3.1 The duration of the Association shall be for an unlimited period.

Article 4 Purposes of the Association

The Association aims :

4.1 To develop the association as an international network of producers of live music.

4.2 To encourage musical culture in general and jazz and improvised music in particular, and to enable these musics to reach the widest possible public.

4.3 To initiate and encourage the development of international exchanges, special projects and collaborations, between producers and artists both within and outside Europe.

Article 5

Composition of the Association

The Association consists of:

- 5.1 Active Members that, after admittance, pay the annual membership subscription.
- 5.2 Honorary Members, i.e. those on whom honorary membership has been bestowed in acknowledgement of services rendered to the Association. After admittance, they are exempted from subscription.

Article 6

Eligibility for membership

- 6.1 Those who intend to be admitted as a Member must be adult, enjoy their civil rights and must file a written membership request with the Board of Directors.
- 6.2 The Board of Directors decides whether or not to accept an applicant during the first meeting held after the application, and notifies the applicant of the decision taken.
- 6.3 Rejection of the application must be on reasonable grounds. The applicant whose application has been rejected may appeal the rejection in writing thirty days. The appeal shall be considered at the next General Assembly.
- 6.4 By signing the request, the applicant undertakes to comply with the By-laws, Internal Regulations, Manifestos and decisions of the Association and pledges to adhere to the mission, vision and values of the network as outlined.
- 6.5 Once admitted, each Member should proceed with the payment of its fees according to the modalities described in the By-laws.

Article 7

Termination of Membership

Membership is terminated by:

- 7.1 Resignation. At any time, a Member has the right to resign from the Association by notifying his intentions to the Board of Directors by registered letter. Those who fail to notify their intention to resign within December 31 of the year at issue shall be considered to be Members for the duration of the following year and are obliged to pay the annual fee.
- 7.2 Death of a Member.
- 7.3 Termination of membership is pronounced by the Board of Directors against Members

who, despite formal warning, fail to pay the annual membership fee or any other payments due to the Association.

7.4 Exclusion. In the event of serious violation of the obligations established in the By-laws or in the Internal Regulations, a Member may be excluded from the Association subject to a reasoned decision taken by the General Assembly. The Board of Directors has the right to temporarily exclude the Member concerned until the decision of the General Assembly. All Members must be informed in writing and must be able to defend themselves before any measure of termination of membership is taken.

Article 8 Resources of the Association

8.1 The Association has the authority to collect its own resources, any kind of public or private subsidies, as well as donations.

Article 9 Governing Body of the Association

9.1 General Assembly

9.1.1 The General Assembly is the organization's highest authority. All decisions taken by a General Assembly in compliance with the laws in force and the By-laws of the Association prevail over decisions taken by all the other governing bodies of the Association and are binding towards all the members even in the event that they are absent or in disagreement.

9.1.2 The General Assembly approves the moral and financial reports, the final balance, votes the budget, approves the By-laws and the eventual Internal Regulations, establishes the amount to be paid for initial and annual membership fees, decides on the use of management surplus in compliance with the laws in force and the By-laws of the Association, deliberates upon the items on the agenda, and proceeds with the election of the Members of the Board of Directors.

9.1.3 The General Assembly shall be called once every year no later than October 1.

9.1.4 The General Assembly may be held outside the registered office or abroad.

9.1.5 The Board of Directors decides the time and the place of the General Assembly and announces this to the members no less than six months before The General Assembly is held. Any proposals from members to the General Assembly's Agenda should be received by the Board of Directors no later than two months before the General Assembly is held. All documents relevant to the agenda of the General Assembly should be sent to the members no later than 15 days before the General Assembly is held.

9.1.6 Any Active Member of the Association, as defined in article 5, should have the right to attend the General Assembly with full rights. Each Active Member has one vote. Honorary members may attend, participate and contribute to the General Assembly, but are not entitled to vote.

9.1.7 The Board of Directors has the same rights as the members with the exception that they are not allowed to vote on The Annual Report and The Annual Accounts/ Audit.

9.1.8 The Executive or the ones in the administration that he/she authorizes, enjoy the right to address the General Assembly.

9.1.9 The Agenda of The General Assembly should consist of the following:

- I Election of moderator(s) and at least two reporters.
- II Constitution
 - a) Approval of the representatives
 - b) Approval of the summons
 - c) Approval of the Agenda
- III Annual Report
- IV Annual Accounts including Auditors Report
- V Incoming proposals
- VI The three year Strategic Plan, the one year Action Plan
- VII One year budget

9.2 Extraordinary General Assemblies

9.2.1 An Extraordinary General Assembly will take place if the Board of Directors decides or if more than 2/3 of the members should so demand. The Extraordinary General Assembly should be held no later than one month after The Board of Directors has received the demand. The Extraordinary General Assembly can only deal with proposals mentioned in the summons.

9.2.2 A General Extraordinary Assembly is called in case of :

- * amendments to be made to the By-laws of the Association,
- * decisions to be taken on purchasing and selling immovable properties.
- * decisions to be taken on the dissolution and liquidation of the Association and how to assign the assets.

9.2.3 Decisions at an Extraordinary General Assemblies are taken by a vote in favour expressed by at least two thirds of the Members.

Article 10 **Election Procedures**

10.1 Election

10.1.2 Election by the General Assembly of members to Board of Directors for a term of three years.

10.1.3 Election by the General Assembly of the President for a term of two years.

10.1.4 Election of the three member Election Committee.

10.1.5 Approval of the Auditor.

10.2 The election is conducted by the leader or another member of The Election Committee.

10.3 The General Assembly forms a Quorum when at least half of the representatives of the General Assembly are present. The General Assembly decides by majority vote.

10.4 Should the number of Members present during an Ordinary or an Extraordinary Assembly be insufficient for the Meeting to be considered validly constituted, the Assembly must be called again, regardless of how many Members are present. In that case, Extraordinary General Assembly decisions will be taken by a vote in favour expressed by at least half of the Members.

10.5 Election Committee

10.5.1 The Election Committee consists of three members including the leader.

10.5.2 The Election Committee is elected for one year. They may be reelected.

10.5.3 The Election Committee should prepare all elections at the General Assembly and also conduct the election process during the General Assembly, also the voting process that may come as a result of candidates proposed during the General Assembly.

Article 11 Board of Directors

11.1 Board of Directors.

11.2 The Board of Directors consists of a minimum of seven and a maximum of ten members, with the intention that normally the Board of Directors should be composed of nine members. The aim is also that as far as possible there should be same number of available places each year for the election of new members to the Board of Directors. Without prejudice to the limits established in art. 11.3, every year the Board of Directors has the power to define the number of available seats available for election, according to the needs of the organisation.

11.3 Directors are elected for a term of three years. Directors may serve a maximum of two consecutive terms of three years, before standing down for a minimum of two years before standing again for election.

11.4 Candidates for the Board must be proposed by an active member of the association.

11.5 The Board of Directors has all necessary powers and authority to pursue attainment of the scope of the Association and for the ordinary and extraordinary administration of the same, with the exception of those powers and authority reserved to the General Assembly.

11.6 The Meetings of the Board of Directors are validly constituted when the majority of its members are present in person or by electronic communication devices.

11.7 The decisions of the Board of Directors are taken by a majority vote.

11.8 In the event of even votes, the President's vote prevails.

11.9 The decisions taken at the Meeting must be recorded in the Minutes, signed by the members of the Board of Directors and kept at the registered office of the Association.

11.10 The Executive of the association functions as the secretary of the Board of Directors. In the case where the association is without an Executive, the board of Directors elects one of its members to record the minutes.

Article 12 Administration Committee

12.1 An Administration Committee consisting of a minimum of 3 (three) members is nominated by the Board of Directors among its members :

- * President
- * Secretary
- * Treasurer

12.2 In addition, the Board of Directors may decide to nominate a Vice-President, an Assistant Secretary, an Assistant Treasurer among the members of the Board of Directors. Nominated for two years by the Board of Directors, they may be re-elected.

12.3 The Administration Committee has all necessary powers and authority to pursue attainment of the scope of the Association and for the ordinary and extraordinary administration of the same with the exception of those powers and authority reserved to the Board of Directors as well as to the Members Meeting in compliance with the By-laws of the Association, to delegate, further to a decision taken by the Board of Directors, other persons to represent the Association even if they are not Members.

12.4 If one or more members of the Administration Committee is not available, either through resignation or for any other reason, the Board of Directors may proceed with their temporary replacement until the first Meeting to come.

Article 13 President

13.1 The President represents the Association before third parties and before the Law, signs the contracts, convenes the General Assemblies as well as the Meetings of the Board of Directors.

13.2 The President will be elected directly by the membership.

13.3 Candidates for the presidency require the signatures of three active members in order to stand for election.

13.4 Any member nominated for President must have been a Board member for at least two years before standing as President.

13.5 The term of the Presidency shall be two years. In case her/his term as Board Member expires during her/his office as President, her/his term as Board Member is automatically extended until the natural deadline of her/his term as President.

13.6 A serving President can stand for re-election and, if elected, serve for a second period of two years, after which they shall stand down from the Board and as President and not be eligible to stand for the Board or Presidency again until two years have elapsed.

Article 14 Secretary

14.1 The Secretary deals with the organisational and executive aspects pertaining to performance of the Association's activities, enforces the decisions taken during the Members' Meetings and by the Board of Directors' Meetings.

Article 15 Treasurer

15.1 The Treasurer takes care of the administration of the patrimony, the collection of the resources, the payment of expenditures, the keeping of the accounts; prepares the final balance, the budget and the financial report.

Article 16 Dissolution of the Association

16.1 In the event of dissolution approved by at least the two thirds of the Members present in an Extraordinary General Assembly, one or several liquidators may be appointed and the contingent assets devolved in compliance with the terms set out in art. 9 of the Law dated 1st July 1901, as well as in the Decree dated 16th August 1901.

Article 17 Proxy Voting Rights

17.1 Each Member listed in Article 5.1 has the right to one vote.

17.2 A Member may be represented at the Assembly by another Member of the Association. The proxy must be made in writing and the related documents must be kept at the Registered Office of the Association.

17.3 No Member may represent more than one other Member.

17.4 Honorary Members listed in Article 5.2 do not enjoy voting rights.

Article 18 Internal Regulations

18.1 Internal Regulations can be established by the Board of Directors and approved by an Ordinary General Assembly in order to fix the points that are not foreseen by the By-laws.

18.2 Internal Regulations may be modified at any time by the Board of Directors.

Article 19 Registers and documents of the Association

- Apart from the journals and documents required by the Law, the Association keeps the following documents :
 - Members' Register
 - Register of Meetings and decisions taken by the Members;
 - Register of Meetings and decisions taken by the Board of Directors.
- Each Member has the right to a copy. The competent administrative or judicial authorities can also, at any time, ask for these documents which are being kept at the registered office of the Association.

Article 20 Accounts of the Association

- The Association must keep the accounts up to date.
- The annual report and the accounts are sent each year to the Members.

The President

The secretary

