

# **ASSOCIACIÓ: "EUROPEAN DANCEHOUSE NETWORK"**

## **STATUTES**

### **CHAPTER I. Name, Objectives and Address.**

#### **Article 1. Name.**

The Association shall be named: **Associació: "EUROPEAN DANCEHOUSE NETWORK"**

The Association shall adopt a logotype as a distinctive symbol.

#### **Article 2. Mission, Aims and Objectives.**

**The mission of the Association shall be to promote the professional development of dance artists as well as dance as an art form.**

The aims and objectives shall be the following:

- a) To support dance artists in their artistic, aesthetic development and in the exercise of their artistic profession.
- b) To promote the practical feasibility of Dancehouses as viable models contributing to dance infrastructural development.
- c) To assist the members of the Association in whatever way is deemed necessary and appropriate to best support dance and choreography.
- d) To establish continuous dialogue regarding artistic, organisational, cultural, social and political aspects concerning dance.
- e) To advocate for the needs, values and potential of dance locally and internationally.
- f) To promote initiatives in the field of education, life-long learning and the creation of new and diverse audiences.
- g) To co-operate by advice or otherwise an Association, institution or body and having objects or purposes wholly or partially similar to those of the Association.
- h) To advertise and make known The Association its objects, purposes and aims by such means that maibe deemed expedient, and to solicit, receive and hold donations, subscriptions, gifts and bequests of all kinds.

- i) To promote and further the objectives of the Association through projects, programmes, conferences, discussions, publications or by such other means.

### **Article 3. Address.**

The address and the headquarter of the Association shall be: Carrer Lleida N° 59, 08004, Barcelona.

The Association will develop its activities not only in Barcelona but throughout the European area as well as in cooperation with dance organisations in other continents of the world.

## **CHAPTER II. Association members, their rights and obligations.**

### **Article 4. Association members.**

A Member of the Association can be any legal entity that is devoted to the renewal and development of dance and is willing to make active contributions to the network's activities.

Association members are exempt from personal responsibility. Responsibility shall be limited to carrying out the objectives to which they have jointly agreed.

To join the Association, it is necessary to make written application to the Board with an explanation of main activities related to membership requirements as well as three recommendation letters of three EDN members from three different countries. The Board shall inform the Assembly that must ratify the nomination at the first possible meeting that takes place, with a two-thirds majority vote in favour of the Assembly members present.

Requirements to become a member shall be the following:

- a) Members with full rights:

Legal entities dedicated to the art of dance that comply five essential characteristics as described in Article 5 of these Statutes.

- b) Affiliated members:

Legal entities dedicated to the art of dance that comply with four essential characteristics as described in Article 5 of these Statutes.

The Assembly can propose the figure of Honorary Members to individuals that can contribute to the aims and objectives of the Association.

#### **Article 5. Membership requirements.**

The essential characteristics to become a member are:

- a) Presentation, promotion and support of international contemporary dance through an annual ongoing programme as its primary purpose.
- b) Public mandate or mission under an independent artistic direction and professional management promoting diverse artists and aesthetical diversity
- c) An ongoing audience and artistic development programme with learning , engagement and participation contributing to access to dance for professionals and the general public.
- d) Regular engagement with dance and related issues at local and international level
- e) Facilities for dance research , residency, production, and presentation

#### **Article 6. Communication.**

Communication and information exchange within the Association and between its members shall preferably be carried out through the internet.

Consequently, each member must provide an e-mail address and will nominate and appoint a person to represent the Organization.

#### **Article 7. Members' rights.**

Members with full rights have a right to the following:

- a) To attend and participate in all Assembly deliberations, either being physically present or via telecommunication methods.
- b) To exercise their right to vote at the Assembly.
- c) To elect and be elected to representative posts and to carry out managerial duties.
- d) To participate and benefit from the Association's services and activities.
- e) To propose to the Assembly and Board any initiative they consider opportune to make the Association's objectives more efficient.
- f) To request and obtain explanation regarding the Administration and management of the Board or the Association's manager.
- g) To receive information regarding the Association's activities.

h) To participate in workgroups.

Affiliated Members shall have the right to clauses: a), b), d), e), f), g) and h), as stated in Article 7.

Honorary Members have the right to clauses: a), g), h), as stated in Article 7.

#### **Article 8. Members' obligations.**

Association members' obligations are the following:

- a) To commit themselves to the Association's objectives and to actively participate in their achievement.
- b) To contribute to the sustainability of the Association through payment of quotas, subscriptions and other economical contributions as approved according to an agreed timeframe.
- c) To comply with the rest of the obligations resulting from these statutes and those approved by the Association

#### **Article 9. Membership termination.**

Association members may leave the post for the following reasons:

- a) By their own free will, by duly acknowledged communication of such to the Board.
- b) For non-payment of the established quotas.
- c) For non-compliance with statutory duties.
- d) For not following the agreements of the Association governing bodies.

The termination will be proposed by the Board and must be ratified by majority at the next Assembly meeting

## **CHAPTER III. Assembly.**

### **Article 10. Assembly**

- a) The Assembly is the Association's governing body; members make up the Assembly by their own and irrevocable right.
- b) Association members, meeting at legally constituted Assembly, decide issues under its competence by majority vote.
- c) Assembly meetings can be attended in person or via videoconference or other telecommunication methods, always and when the identification of the attendee has been clarified, there is communication continuity, and the possibility of participating in deliberation and exercising votes, in this case, it is understood that the meeting shall take place at the designated place where the person is presiding the meeting.

The right to vote can be exercised via telecommunication, always when the right of information and vote are guaranteed, and the vote has been registered, guaranteed and authenticated. It is understood that the agreement as adopted at the address of the person and prior to the date of reception of the votes correctly cast.

- d) All the members are subject to Assembly agreements, including those absent, those in discrepancy, and those present who have abstained from voting.

### **Article 11. Assembly Powers.**

The Assembly has the following powers:

- a) To modify the Statutes.
- b) To elect or remove members of the Board and control its activity.
- c) To approve the annual Budget and Annual Account Consolidation, as well as adopting agreements for establishing the amount towards sustaining the Association and to approve the governance undertaken by the Governing Body.
- d) To approve Association dissolution.
- e) To form part of or to split from other Associations.
- f) To approve the termination, definitive separation of Associates through the use of prior proceedings.

- g) To ratify Board agreements regarding the naming of new members and to also be made aware of new applications and resignations of members for a different reason other than that of definitive separation.
- h) To approve internal regulation.
- i) To take a decision over any question that is not directly attributed to any other Association body.

### **Article 12. Assembly Meetings.**

The Assembly shall meet at an ordinary session at least once per year, within the first six months.

The Board can call an Assembly of extraordinary nature when it considers so convenient, and as such requested by 10 per cent of the members, in this case, the Assembly must take place no more than 30 days after such request.

The Assembly called by the Board must at least contain the agenda, place, date, and time of the Assembly, which shall be sent via telecommunication methods.

Notification must be communicated to members 15 days before the date of the meeting, including the agenda, and either via individually or via telecommunication methods to the updated and noted e-mail address of the members and which maintained Association.

The Secretary must ensure that the minutes of each meeting are written up and distributed and they should include an extract of deliberations, texts of the agreements undertaken, the numeric result of voting and a list of members present.

After each Assembly meeting, the minutes are asked for their approval or amendment. Under any circumstance, five days prior to the next event, the minutes and any relevant documentation must be available to members.

### **Article 13. Assembly Quorum.**

The ordinary and extraordinary Assemblies are considered valid on the first meeting call always and when, either in person or via delegate, there are two thirds of the members with full rights present. Also Assemblies are considered valid on the second meeting call if there are 50 per cent with full rights present.

The second meeting call will be specified on the notification of the first meeting call, also establishing place, date and time.

#### **Article 14. Voting.**

Votes cast by full members shall be equivalent to two votes; vote cast affiliate members shall be equivalent to one vote, on vote-counting.

Agreements are made by simple majority of the members present or their representative, except those decisions that are related to legal or financial aspects, as well as aspects related to Associate payment quotas, modification of the Statute, the dissolution of the Association and the ratification of new members, which require a two-thirds majority of the votes of those present.

#### **CHAPTER IV. THE BOARD.**

##### **Article 15. The Board.**

The Board presides over, administers and represents the Association, being formed by a minimum of 3 with full rights: the President, the Secretary, the Treasurer, and the Board Members, duties which must be carried out by different people.

The President and the Board will be elected by the vote of the Assembly.

Board members receive no remuneration.

##### **Article 16. Leaving the post.**

Board members exercise the post for a two-year period, and can be re-elected consecutively indefinitely, for two-year periods up to a maximum of six years.

Leaving the Board before the end of the two-year mandate period can occur for causes and consequences as established by law.

The vacant post on the Board must be occupied in the first Assembly meeting that takes place. Meanwhile, a member of the Association has to provisionally cover the vacant post.

##### **Article 17. The Board's Powers.**

The Board has the following powers:

- a) To represent, manage and administer the Association in the widest possible manner recognized by the law; in this way, comply with the decisions taken by the Assembly, in agreement with the rules, instructions and directives as established by the Assembly.
- b) To undertake the agreements necessary in relation to appearing before public bodies and to exercise all types of legal actions and to lodge pertinent appeals.
- c) To propose to the Assembly, establishment of the quotas that members of the Association must comply with.

- d) To call Assemblies and to ensure that the measures adopted are complied with.
- e) To this end, to report the balance and state of accounts for each fiscal year to the Assembly for their approval, and to prepare the budget for the following year.
- f) To inspect the accounting and to ensure that the services function normally.
- g) To establish workgroups so as to efficiently achieve the Association's objectives, and to authorize the activities that this group plans to carry out.
- h) To give individuals or legal entities a temporary role as Ambassadors to represent the Association on a specific mission.
- i) To carry out all necessary administration regarding public organisms, entities and other persons, so as to obtain subsidies and grants.
- j) To open current and savings accounts at any bank or savings bank and to have funds available in these accounts.
- k) To provisionally make recommendations about any instance that is not covered in this Statute and to bring such recommendation to the attention of the first possible Assembly meeting.
- l) To carry out any other power as expressly delegated by the Assembly.

#### **Article 18. Board Meetings.**

The Board, previously called by the President, shall meet in ordinary session in line with, and decided by its members; under no circumstances shall this be less than two per year.

An extraordinary meeting shall be called by the President according to necessity or when one third of its members request such.

The Board is valid when it has been previously called and there is a quorum of half plus one of its members on the first meeting call, and on the second meeting call the President, the Secretary and the Treasurer, in total 3 minimum have to be present.

Board members are obliged to attend all meetings that are called, although, for justifiable causes, they can give their apologies. Attendance of the President or Secretary, or those that substitute them is always necessary.

Board meetings may be in person or via videoconference or other telecommunication methods, always and when the identification of the attendee has been clarified, there is communication continuity, and the possibility of participating in deliberation and exercising vote. In this case, it is understood that the meeting shall take place at the designated place where the person is presiding over the meeting.

The right to vote can be exercised via telecommunication, always and when the right of information and vote are guaranteed, and the vote has been registered, guaranteed and authenticated.

The Board makes agreement by simple majority on the votes of the Attendees.

Board agreements must be noted in the minute book and be signed by the Secretary and President. At the start of each Board meeting, the minutes from the previous meeting shall be read for approval or amendment, as required.

## **CHAPTER V: The Presidency**

### **Article 19: Association Presidency**

After being elected the President has to prepare a Strategic paper with a vision and objectives for the specific time period of his/her election.

The following functions are the responsibility of the President:

- a) To manage and legally represent the Association, by delegation of the Assembly and Board.
- b) To preside and chair all debates, not only Assembly but Board Meetings.
- c) To use his/her decisive vote in case of a draw.
- d) To establish when Assembly and Board Meetings are called.
- e) To endorse the minutes and certificates prepared by the Association's Secretary.
- f) To carry out other duties pertaining to the post and to those delegated by the Assembly or Board.

## **CHAPTER VI. The Treasury.**

### **Article 20. The Treasurer.**

The function of the treasurer is the custody and control of the Association's resources, as well as preparing the budget, the balance and the audited accounts. An accounting ledger will be used to such end. The Treasurer will pay invoices approved by the Board, which will be previously endorsed by the President, and pay all excess monies into accounts opened in banking or savings bank accounts.

**Article 21: Secretary.**

The Secretary shall keep custody of the Association's documentation, take down, prepare and sign Assembly and Board meeting minutes, prepare and authorise all necessary certificates and upkeep the membership register.

**CHAPTER VII. Commissions or Workgroups.**

**Article 22. Commissions or Workgroups.**

The creation and constitution of any commission or workgroup shall be decided by the members of the Association who wish to form them, who shall in turn inform the Board and explain the proposed activities to be carried out.

The responsibility of the Board is to analyse the different commissions and workgroups, those being responsible for them shall prepare a detailed report of their activities.

**CHAPTER VIII. Economic environment.**

**Article 23: Foundational Assets.**

This Association has no foundational assets.

**Article 24: Economic Resources.**

The Association's economic resources proceed from:

- a) The quotas established by the Assembly for its members.
- b) Private or public subsidies.
- c) Donations, inheritance or legacy.
- d) Income on assets or other incomes that may be obtained.

**Article 25. Quotas.**

All the Association's members have the obligation to economically sustain it, through quotas or subscriptions, as determined by the Assembly on the request of the Board.

The Assembly can establish an income quota, monthly quotas - that are paid on a monthly, quarterly or semester basis, as ordered by the Board - and extraordinary quotas.

**Article 26. The Accounting Year.**

The accounting year shall coincide with the natural calendar year, and shall close on 31st December.

**Article 27. Current Accounts.**

Current and Savings Accounts opened in banking or savings accounts must bear the signature of the President, the Treasurer and the Secretary.

To make funds available, two signatures are sufficient, one of which shall be that of Treasurer or President.

**CHAPTER IX. Discipline.****Article 28: Discipline.**

The Board shall sanction infringements by members.

Infringements can be classified as minor, serious and very serious; the corresponding sanctions shall range from a warning to being expelled from the Association, as determined by internal ruling.

A sanctioning procedure shall be undertaken at the onset or as the consequence of a complaint or on notice of an infringement.

**CHAPTER X. Dissolution.****Article 29. Association Dissolution.**

The Association can be dissolved if agreed upon by the Assembly, in an expressly called extraordinary meeting to such end.

Once dissolution is agreed upon, the Assembly shall take the appropriate measures regarding the destination of assets and Association rights, such as the end to, extinction of and liquidation of any pending operation.

The Assembly is empowered to elect a liquidating Commission always when deemed necessary, if not; such function shall correspond to the Board.

Any surplus assets resulting from the liquidation shall be offered to a private or public entity, without any profit, within the Association's territory and that has shown outstanding activity in favour of charitable work.

Vienna,

Dated: April 23rd 2015