



## STATUTES

### REMA - European Early Music Network

## ASSOCIATION BYLAWS

### I. General provisions

#### Article 1

Following the agreement of all those who willingly adhere to these Association Bylaws, according to the French law of 1 July 1901 and the Decree of 16 August 1901, the REMA (RESEAU EUROPEEN DE MUSIQUE ANCIENNE/EUROPEAN EARLY MUSIC NETWORK) association is founded (Hereinafter in this text: Association).

#### Article 2

The Association shall exercise its activity as a non-profit autonomous cultural and professional organisation by virtue of these Bylaws.

The Association is founded for an unlimited period of time.

#### Article 3

**3.1.** The Association's head office is in Ambronay, Place Thollon, F-01500 Ambronay, France. The head office may be transferred elsewhere by proposal of the Board of Directors, subject to approval of the General Assembly.

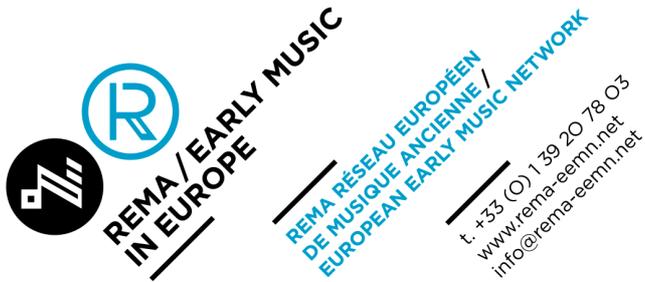
**3.2.** By proposal of the Board of Directors, subject to approval of the General Assembly, the association may create or revoke delegations, administrative offices or other forms of territorial representation in France or abroad.

### II. The goals and missions of the Association

#### Article 4 – Goals

The main goals of the Association are:

- 4.1. To promote Early Music worldwide and to facilitate its diffusion.
- 4.2. To rediscover together European heritage in terms of early music.
- 4.3. To facilitate development and growth of Early Music education and the promotion of young artists.
- 4.4. To encourage including Early Music in programming.
- 4.5. To be able, by any and all legal means, to help other organisations that have the same goals.



## Article 5 – Objectives

To achieve its goals, the Association will notably:

- 5.1. Organise conferences, conventions and symposiums that focus on finding solutions to the problems regarding the rediscovery and promotion of European Early Music.
- 5.2. Cooperate with associations, organisations and institutions with similar aims, in particular with European cultural networks.
- 5.3. Provide information, a service for all members.
- 5.4. Publish the results of work groups, conventions, symposiums and conferences in the field of Early Music.

## III. Members of the Association

### Article 6 – Membership

6.1. The association is composed of:

- Active members
- Associated members
- Individual members
- Honorary members.

Professional performing groups (orchestras, choirs etc.) cannot be members of the network.

Exceptions to this rule are possible, by decision of the Board of Directors

#### 6.2. Active members

6.2.1. Active members may only be legal entities, public or private associations or organisations, which have an active role as organisers and promoters of early music.

6.2.2. The active members are directly involved in the development of the Association. Such members have voting rights at the General Assembly.

6.2.3. Active members are represented by an official delegate, whose must be registered with the Executive Board when joining the Association, and and at any time following changes in staff.

#### 6.3. Associate members

6.3.1. The associate members may be organisations, European cultural networks or associations whose goals are in accordance with Association Bylaws.

6.3.2. The associate members have an advisory role at the General Assembly.

6.3.3. In the case of an exchange of membership, the membership fee is equivalent to the membership fee of the other organisation.

#### 6.4. Individual members

6.4.1. Individual members may be natural persons who are in support of the goals of the Association.



6.4.2. The individual members have an advisory role at the General Assembly.

#### 6.5. Honorary members

6.5.1. Honorary members may be natural persons or legal entities duly represented who are particularly distinguished in the field of early music.

6.5.2. Honorary members have an advisory role at the General Assembly.

6.5.3. Honorary members are co-opted by the General Assembly following their proposal by the Board of Directors, ruling on a 2/3 majority of present members.

### Article 7 – Application process

7.1. Applications to join the Association are sent to the Executive Board which prepares the process of admission to submit the application to the Board of Directors.

7.2. To be accepted as a member, applications for Active, Associate and Individual membership will be decided by a 2/3 majority of the members present at the meeting of the Board of Directors.

7.3. Rejected applications do not need to be justified.

7.4. An organisation, whose application has been rejected, can apply again in the future.

### Article 8: Membership fee

8.1. Active, Associate and Individual members shall pay an annual fee.

8.2. The membership fee will be set by the General Assembly, as will possible extraordinary payments by the members.

8.3. All members must pay the fee, before the end of the French fiscal year (31 December).

8.4. Membership of the Association is automatically suspended on 15 February of the following year if a member has not paid its annual fee by 31 December. The suspended member loses the right to use the REMA logo, the right to vote, and the right to be elected.

8.4.1. Upon special request, the member may remain on the members' list on the Association's website for one year, without reference to the name of its representative. The name of the organisation will appear with the words "suspended member". It may continue to receive correspondence from REMA by e-mail for one year (until 31 December of the following year) but such member's activities will not be promoted.

8.4.2. During the following year, it may automatically resume membership by paying the fee for both years.

8.4.3. If the member does not settle its debts with REMA during the following year, it will be automatically excluded by 31 December of that year. If it wishes to rejoin REMA, it must go through the membership process again.

### Article 9 – Termination and suspension of membership

Membership of the Association may be terminated by:

9.1. Death (natural person) or dissolution (legal entity)

**9.2.** Written resignation of the member sent to the President of the Association

**9.3.** Striking off by the Board of Directors due to failure to pay its membership fee, in accordance with paragraph 8.4.3.

**9.4.** Exclusion by the Board of Directors due to a violation of the Statutes or for any other serious reason. During the decision process, if it deems it to be detrimental to best interests of the Association, the Executive Board may temporarily suspend the registration of the member.

**9.5.** Before exclusion is decided upon, the member is invited to present its written explanation to the Board of Directors.

#### **IV. The administrative bodies of the Association**

##### **Article 10 - The administrative bodies of the Association**

**10.1.** The Association's administrative bodies are:

- a) The General Assembly
- b) The Board of Directors
- c) The Executive Board

##### **Article 11 - The General Assembly**

**11.1.** The General Assembly is the highest decision-making body in the Association.

**11.2.** The duties of the General Assembly

**11.2.1.** The General Assembly shall elect and revoke members of the Board of Directors.

**11.2.2.** The General Assembly shall designate Statutory Auditors, if necessary.

**11.2.3.** The General Assembly shall approve the balance sheet.

**11.2.4.** The General Assembly shall approve of the annual reports presented by the Board of Directors.

**11.2.5.** The General Assembly shall decide on adoption and amendment of the Association Bylaws and internal regulations.

**11.2.6.** The General Assembly shall decide on winding-up of the Association and the use of the assets if the Association is dissolved.

**11.2.7.** The General Assembly shall take all strategic decisions concerning the Association's business.

**11.3.** Composition of the General Assembly

**11.3.1.** The General Assembly is made up of representatives of all members of the Association.

**11.3.2.** All active member organisations have the right to vote at the General Assembly through an official representative, provided they have paid the requisite fees.

**11.3.3.** Each active member has one vote.

**11.3.4.** Associate, Individual and Honorary members of the Association participate in the General Assembly in an advisory capacity.

**11.3.5.** The Executive Board may invite non-members to attend the General Assembly as experts.

#### **11.4. Convening the General Assembly**

**11.4.1.** The General Assembly shall convene at least once a year, between January and April, in particular to approve the annual reports and the balance sheet.

**11.4.2.** The ordinary General Assembly is convened by the President of the Executive Board.

**11.4.3.** The General Assembly can also be convened by the President of the Executive Board, following a request from at least 1/3 of the active members that have paid the requisite fees.

**11.4.4.** The General Assembly can be convened by members of the Association that have paid the requisite fees if the President of the Executive Board does not convene the General Assembly within the legal time limit.

**11.4.5.** The General Assembly must be convened at least one month in advance in order to be considered valid.

#### **11.5. The order of business of the General Assembly**

**11.5.1.** The General Assembly follows the order of business established by the Executive Board. Only questions indicated in this agenda can be dealt with at the General Assembly.

**11.5.2.** Proposals for modification of the agenda must be sent at least 6 weeks before the General Assembly.

#### **11.6. Quorum**

**11.6.1.** At least 1/3 of all active members must be present or duly represented for the deliberations to be valid.

**11.6.2.** This presence, as mentioned in the preceding paragraph, not being assured, a new General Assembly is convened at least 30 minutes later. It may then deliberate regardless of the number of members present.

#### **11.7. Proxies**

**11.7.1** If an official representative of an active member cannot attend a meeting, he/she can delegate another representative of an active member to represent his/her organisation. For this, he/she must use an official proxy duly signed by the official representative.

**11.7.2.** Each official delegate can only act as proxy for one other organisation.

**11.7.3.** The members present at the meeting can hold a maximum of two proxies each.

#### **11.8. Decisions**

**11.8.1.** Decisions concerning changes to the Association Bylaws shall be made at the General Assembly with a 2/3 majority of all members present or duly represented.

**11.8.2.** Any other decision will be taken by the majority of members present or duly represented.

**11.8.3.** The deliberations are recorded in a report registered and signed by the President and the Secretary. An attendance sheet is signed by each present member and the President of the Executive Board. Proxies are also signed and added to the document.

#### **11.9. The Extraordinary General Assembly**

**11.9.1.** An Extraordinary General Assembly may be called if considered useful for the Association, in particular for any amendment to the Association Bylaws.



**11.9.2.** Convening the extraordinary General Assembly is subject to the same rules as for the ordinary General Assembly.

**11.9.3.** For the required presence and majorities, the rules applicable to the General Assembly are applied.

## **Article 12 – The Board of Directors**

**12.1.** The Board of Directors is the working body of the Association.

**12.2.** The responsibilities of the Board of Directors

**12.2.1.** It shall approve the annual plan of activities and the budget of the Association, presented by the Executive Board, at the latest, in December of each year for the following year.

**12.2.2.** It shall monitor all acts of management and any other activity corresponding to the Association's goals.

**12.2.3.** It shall accept or exclude members.

**12.2.4.** It shall approve the decisions concerning the general direction of the Association's business, upon proposal from the Executive Board.

**12.2.5.** It shall decide on internal regulations and annual budget.

**12.2.6.** It shall appoint and remove from office the members of the administrative staff, upon proposal from the Executive Board.

**12.3.** Composition of the Board of Directors

**12.3.1.** The Board of Directors is composed of maximum 20 active members, including the members of the Executive Board.

**12.3.2.** The Board of Directors shall consist of a wide range of active members - representing a broad cross-section of countries and types of activities. In order to ensure the maximum geographical representation no country can be represented by more than 20% on the total members of the Board of Directors.

**12.4.** Election of the Board of Directors

**12.4.1.** Members of the Board of Directors are elected by the General Assembly for a period of three years.

**12.4.2.** Members of the Board of Directors may be re-elected without limit.

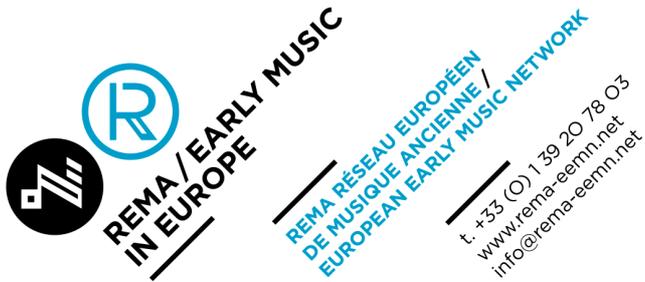
**12.4.3.** If a member of the Board of Directors loses his/her capacity to represent his/her organisation and is not replaced by that organisation, stand-ins will be appointed from among the candidates to the Board of Directors who were not elected according to votes received by each candidate.

**12.4.4.** If a member of the Board of Directors loses his capacity to represent his organisation, he/she is automatically removed from his post as member of the Board. His post will then be offered to the new official delegate of that Active Member, who will then represent that Member until the end of the previous delegate's mandate.

**12.5.** Convening the Board of Directors

**12.5.1.** The Board of Directors is convened by the President of the Executive Board whenever the latter considers it necessary, and at least three times a year.

**12.5.2.** A Board of Directors meeting may also be requested by 1/3 of the members of the Board of



Directors.

#### 12.6. Quorum and decisions

12.6.1 The Board of Directors is chaired by the President of the Executive Board.

12.6.2. A quorum of 1/3 of the members of the Board of Directors is required for its decisions to be valid.

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

12.6.4. The decisions of the Board of Directors are generally taken by open vote but it can be decided by the Board of Directors to submit certain votes to a secret poll.

12.7. Three successive absences without reasonable justification by a member of the Board of Directors from the meetings will result in their removal from office.

### Article 13 – The Executive Board

#### 13.1. Prerogatives of the Executive Board

13.1.1. The Executive Board shall make all decisions concerning the day-to-day activity of the Association.

13.1.2. The Executive Board shall represent the Association in all acts with third parties, and is vested with full authority to this effect.

13.1.3. The Executive Board shall represent the Association notably in court, both as claimant and defendant.

13.1.4. The Executive Board shall outline, accompanies and carries out the general activity of the Association, according to the guidelines set by the General Assembly and the Board of Directors.

13.1.5. The Executive Board shall submit the annual report and accounts to the General Assembly, as well as the proposed usage of possible surplus.

13.1.6. The Executive Board shall submit the annual budget and work programme of the Association to the Board of Directors.

13.1.7. The Executive Board shall decide on the Association's membership of other organisations.

13.1.8. It shall also supervise the work of the Association's Secretary-General.

13.1.9. It shall grant signing authority for the Association's accounts.

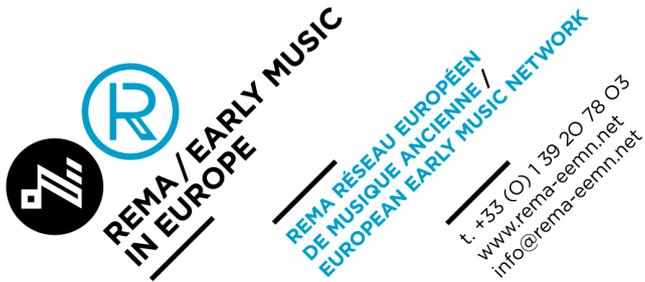
13.1.10. The tasks of the members of the Executive Board are described in REMA's Internal Regulations.

#### 13.2. Composition and quorum of the Executive Board

13.2.1. The Executive Board is composed of 5 people:

- a President
- two Vice-Presidents
- a Secretary
- a Treasurer

13.2.2. To be legally functional, the Executive Board a minimum of 3 persons must be present: the



President, the Secretary and the Treasurer.

**13.2.3.** The decisions of the Executive Board are made by a majority vote.

### **13.3. Election of the Executive Board**

**13.3.1.** The Executive Board is elected by the Board of Directors from its members.

**13.3.2.** Only the elected persons are authorized to be members of the Executive Board.

**13.3.3.** The members of the Executive Board are elected for a period of three years. The mandate of each member of the executive board can be renewed without limitations. However, a waiting period of three years between two mandates has to be observed.

**13.3.4.** If one or more posts on the Executive Board become vacant, the Board of Directors shall appoint new members by election the next time it convenes.

**13.3.5.** The waiting period mentioned above does not apply to the renewal of a member who has replaced another member of the Executive Board when the remaining time for the mandate was equal to or less than 12 months, representing 1/3 of the mandate of the Executive Board member who is being replaced.

### **Article 14 - The President of the Executive Board**

**14.1.** The President of the Executive Board is also the President of the Board of Directors.

**14.2.** The President shall represent the Association in all acts with third parties, and is vested with full authority to this effect.

**14.3.** The President is authorised to act for the Association in court, both as claimant and defendant.

**14.4.** The President shall submit an annual report to the annual General Assembly.

**14.5.** The other members of the Executive Board may assist the President in his/her role as representative of the Association.

**14.6.** For specific purposes, a member of the Executive Board can be partially mandated with the authority of the President, by the President and always under the President's legal responsibility.

**14.7.** If the President is temporarily unable to act, the Vice-President is automatically vested with full authority to this effect.

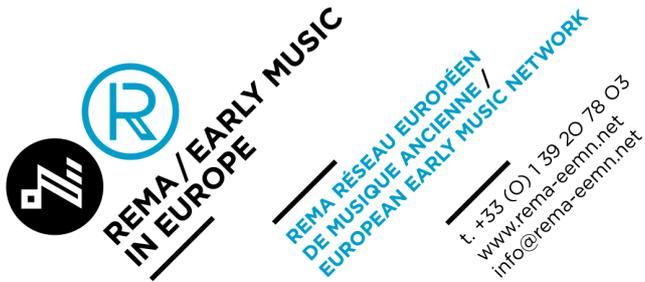
### **Article 15 – Auditors**

**15.1.** The General Assembly shall appoint one or two Statutory Auditors, as required by French law.

**15.2.** The Auditor shall inspect the Association's management and report his/her conclusions to the General Assembly.

### **Article 16 – Committees**

**16.1.** In order to implement the Association's projects, the General Assembly or the Board of Directors may set up



committees.

**16.2.** Committees are coordinated by the Executive Board.

## **V. The finances of the Association**

### **Article 17 –Association Resources**

The Association's resources come from:

**17.1.** The annual fee paid by each member, the amount of which is fixed by the Board of Directors.

**17.2.** Subsidies

**17.3.** Other resources, donations and bequests, in application of the law.

## **VI. Internal Regulations**

### **Article 18 – The Internal Regulations**

**18.1.** The Internal regulations are used to clarify various points which are not decided in the Bylaws; especially those concerning the internal management of the association.

**18.2.** The internal regulations will be drawn up by the Board of Directors, and then approved by the General Assembly.

**18.3.** Changes in the internal regulations must be approved by the General Assembly.

## **VII. Dissolution of the Association**

### **Article 19 – Dissolution of the Association**

**19.1.** The Association may be dissolved by a 2/3 majority of all the active members, in a General Assembly expressly called for this purpose.

**19.2.** If the Association is dissolved, the General Assembly will name one or several liquidators of the Association's property. No member of the Association can obtain any part of this property. The remaining net assets must be allotted to one or more organisations that have similar goals, which will be specified by the extraordinary General Assembly.



## VIII. Final provisions

### Article 20 – Legal Status

**20.1.** These Bylaws shall apply from the day they are adopted, on a 2/3 majority of votes, during the General Assembly.

**20.2.** The Articles of the Association shall be sent to all the members of the Association once they have been filed with the Prefecture.

**20.3.** No member of the Association can be personally responsible for the commitments contracted by the Association. Only Association property can be used to satisfy these commitments. In terms of management, under the absolute authority of the courts, the responsibility falls to members of the Board of Directors and to the Executive Board.

### Article 21 - Publication Formalities

The President of the Association shall fulfill all declaration and publication formalities as laid out by the French law of 1 July 1901 and the Decree of 16 August 1901, both at the time the Association is founded and during its subsequent existence.

Versailles, 6 October 2020

**Albert Edelman**

**President**

**Joanna Broniec**

**Secretary**