

# AEC 2019 DRAFT ARTICLES OF ASSOCIATION

## NAME – REGISTERED OFFICE – DURATION - OBJECT

### Article 1

1.1 The name of the Association is: “Association Européenne des Conservatoires, Académies de Musique et Musikhochschulen”, in abbreviated form “AEC”.

1.2 All deeds, invoices, announcements, publications and other documents from the association must indicate the name preceded or immediately followed by the words that follow, written legibly and in full: “international non-profit association “ or the acronym “AISBL”, and the address of the association's head office.

1.3 The association’s head office is located in the Brussels-Capital region.

1.4 It may be transferred elsewhere in Belgium by simple decision of its administrative organ, on condition that such a transfer does not require the modification of the language of the articles of association, in application of the applicable language regulation. This transfer shall be announced in the Appendices to the *Moniteur belge* (Belgian official gazette).

If the head office is transferred to another Region, the administrative organ shall be able to modify the articles of association.

If, due to the transfer of the head office, the language of the articles of association must be modified, only the general meeting has the power to take this decision subject to the respect of the rules laid down for the modification of the articles of association.

1.5 Administrative headquarters may be created in Belgium or abroad by decision of the administrative organ.

1.6 The association is founded for an undetermined duration. It may be wound up at any time.

## VISION, MISSION AND ACTIVITIES OF THE ASSOCIATION

### Article 2

2.1 The vision and mission of the Association are presented in a strategic plan adopted by the general meeting of AEC.

2.2. The main activities of AEC comprise the fields listed below:

- AEC represents and defends the interests of the higher music education sector at national, European and international levels by advocacy and lobbying.
- AEC puts the member institutions in contact with other organisations and persons, in Europe and worldwide, who are active in pertinent fields aiming to further European higher music education.
- AEC supports its members by responding to their needs, wishes and priorities whilst providing informed advice that helps define their orientation in order to advance European music higher education as a whole.
- AEC regularly organises events, meetings, platforms and seminars to reinforce networking by the sharing of experience, ideas and good practices between institution members.
- AEC directs, co-ordinates and takes part in chosen collaborative projects pertinent for music higher education in cooperation with AEC member institutions and/or external partners.
- AEC is also the memory of the implementation of the Bologne process, appropriately documenting publications, reports of working groups and any other important file on the subject.

The association may grant loans in any form whatsoever, make donations, subsidise any partner institutions, associations and/or foundations or selected companies or legal entities.

It may accomplish all acts relating directly or indirectly to its object. It may notably assist and take an interest in any activity with similar aims to its own or allowing its activity to be highlighted; thus the association may work with other institutions, associations, foundations or companies with the intention of acting to achieve aims compatible with those that it has fixed for itself.

Any modification to the goal pursued by the association and/or the activities that form its object must be approved by the King.

## MEMBERS OF THE ASSOCIATION

### Article 3

3.1. The Association may have **active members, associate members and affiliate members**. Hereinafter, unless otherwise specified, the term “member” or “members” only refers to active or associate members.

3.2. The status of active member may be acquired, based on an appropriate candidature file, by any conservatory, academy or university of music, Musikhochschule or other equivalent institution within the European Higher Education Area (EHEA) and countries identified for reinforced cooperation in the context of the European Neighbourhood Policy (countries of the ENP), where courses are prepared, managed and provided offering programmes of orientation and professional quality, designed to train students for a professional activity in the musical field. To obtain the status of active member, the institution must be involved in providing at least one higher education programme at level 4 in the European Qualifications Framework (EQF).

3.3. The status of associate member includes several categories and concerns, based on an appropriate candidature file, the following institutions:

- \* MA 1 Institutions *outside* EHEA and ENP countries in compliance with article 3.2 above, which offer the same level of training as that indicated in this same article 3.2.

- \* MA 2 Music teaching institutions located in EHEA and ENP countries, but which do not offer higher education programmes at level 4 of the European Qualifications Framework (EQF). Candidates must include, in their candidature file, proof of their legitimate interest in being part of the AEC network.

- \* MA 3 Organisations in and outside the EHEA and ENP countries, other than those indicated in articles 3.2 and 3.3 MA 1 and MA 2, which are active in, or linked to, other fields of training relating to music professions.

3.4. Associate members may attend the general meetings and may be invited to take part in internal debates. Associate members are not authorised to take part in formal voting procedures or to be part of the Association’s administrative structure.

3.5. The Board may invite associations or networks, which are not active or associate members, but show a legitimate interest in being part of AEC as affiliates.

3.6. The Board keeps a list accessible to the public of the names and addresses of active members, associate members and affiliates.

## ORGANS OF THE ASSOCIATION

### Article 4

- 4.1. The Association's decision-making organs are the General Meeting, The President and the Board, including the Executive Committee. The missions and duties of the aforesaid organs are described in greater detail in articles 5 and 8 of these Articles of Association
- 4.2. In addition to the organs mentioned in point 4.1 above, the General Meeting may decide to put in place other organs to bring together groups with common interests (e.g. students, associate members subject to point 3.3. MA 1 or MA 2). These other organs are not able to take official decisions The General Meeting may fix a date when the capacity of a supplementary organ expires.
- 4.3. Any group set up as an organ according to the terms of article 4.2 may have one of its representatives as co-opted member of the Board according to article 7.7. except if this is in contradiction with other regulations of these articles of association.
- 4.4. The provisions contained in these Articles of Association for ordinary organs apply by analogy to the selection and composition of the organs mentioned in 4.2, the organisation of their work methods and the keeping of their minutes,.

## **GENERAL MEETING OF THE ASSOCIATION**

### Article 5

- 5.1 The General Meeting is the Association's general governing organ.
- 5.2 If the Board judges it necessary, and as often as it judges it necessary, but at least once a year, the members shall hold a General Meeting. A General Meeting may also be convened if at least one tenth of the members make the request, explaining clearly the reasons and purposes of this request. The General Meeting gathers in a place chosen by the Board.
- 5.3 The invitation to attend the General Meeting is sent in writing to the members whose addresses appear on the list to which reference is made in article 3.6, at least one month before the date of the said meeting.
- 5.4 Within the Association, the General Meeting is vested with all powers that have not been granted to the Board in application of the law or the Association's articles of association. These concern in particular the right to elect the AEC President, the vice-presidents, the general secretary and the members of the Board, to decide on the Association's strategic planning, to approve the financial report and to rule on the membership fees.
- 5.5 All active members have the right to take part in the General Meeting, speak and submit proposals, and each has the right to one vote. The member institutions are represented by their director or an authorised representative. An active member is bound to inform the Board, before the meeting, of the name of the natural person who represents it.
- 5.6 All associate members have the right to take part in the General Meeting, but may only speak when invited to do so by the President and have no voting right.
- 5.7 The General Meeting only validly deliberates if half of the active members are present or represented. If this quorum is not achieved, the General Meeting is convened again with the same agenda, within one fortnight (two weeks).  
This second meeting shall validly deliberate whatever the number of members present or represented.
- 5.8 Except in the cases where it is decided otherwise by the law or these articles of association, the resolutions are taken at the absolute majority of votes present or represented.  
In the case of a tie in votes, the General Meeting President shall have the casting vote.
- 5.9 In certain clearly defined cases, the General Meeting may take decisions by a consultation procedure via circulars (by email). The General Meeting may update the list of cases that may be settled by consultation via circulars, upon request and at the majority of votes, in compliance with article 5.9. Staff questions are not submitted to consultation via circulars. The

period between the announcement of a ballot and the time limit for voting must be at least one month.

- 5.10 If at least one third of the votes cast are against the resolution, those opposing the resolution have the right to request postal voting on the relevant solution by all active members, if they consider that this could significantly affect the result. The ballot should normally take place 10 to 12 weeks after the General Meeting and the resolution shall only be adopted at the absolute majority of votes cast.
- 5.11 Minutes shall be kept for all the debates of the General Meeting. The President shall appoint the person responsible for drafting the minutes and drawing up a report – generally an AEC officer. Draft minutes or preliminary minutes shall be communicated to the Executive Committee for approval. The definitive minutes shall be drawn up during the General Meeting or at the next General Meeting then approved and signed by the AEC President and a member of the Executive Committee.
- 5.12 Once approved, the minutes are sent as an attachment by email to all AEC active and associate members and published on the Association’s website.

### **PRESIDENT AND VICE PRESIDENT**

#### Article 6

- 6.1 The Association has a President who, in normal circumstances, chairs the Board and the Executive Committee. In addition to a President, the Association has two Vice Presidents.
- 6.2 The President is elected by the General Meeting from among the Board members. Any person who has sat on the AEC Board for at least three years may apply for the position of President.
- 6.3 The President directs the Association and ensures its legal and public representation internally and externally. In the case of unavailability, the President may be represented in these duties by one of the two vice presidents or as described in article 8.7.
- 6.4 In addition to those indicated elsewhere in these Articles of Association, the President’s duties are as follows:
- To convene and chair the meetings of the bodies specified in articles 4, 5, 7 and 8;
  - To represent the Executive Committee and the Board between meetings;
  - In the case of urgent decisions requiring the approval of the Board, the President is authorised to implement a resolution of the Board adopted by the procedure of a written circular or, in particularly serious and urgent cases, to approve it in the name of the Board. In this latter case, the President is bound to immediately inform the Board of this.
  - The President may take part in the meetings of the AEC officers, committees and working groups. The President’s presence must be announced in advance to the members of the respective working groups.

### **THE ASSOCIATION BOARD**

#### Article 7

- 7.1 The Association Board (hereinafter “the Board”) shall be composed of at least six and no more than twelve members, including an Executive Committee formed by members with specific additional responsibilities.
- 7.2 An incomplete Board or Executive Committee is still competent, despite the obligation to elect additional members.
- 7.3 The Board members are elected from among the representatives of active member institutions by the General Meeting (cf. Article 5). The same applies for the election of members of the executive with a voting right, who are elected from among the Board members. No country may be represented on the Board by more than one active member. To be able to represent a country, it is essential for the elected person to be affiliated to a member institution at the time of the elections. The Board shall make every effort to achieve a balanced regional, geographic and gender representation.

- 7.4 Any member of the Board may resign before the end of his or her term of office of three years. In such a case, the member must normally announce his or her intention sufficiently in advance for proposals of candidates for his or her post to be received before the next General Meeting. The resigning member must also, normally, remain in office until the election of his or her replacement.
- 7.5 In the exceptional case that the conduct of a Board member is considered to be a reason for the person's removal from office, the implementation of this procedure requires a written request by at least 1/10<sup>th</sup> of the members of the General Meeting.
- 7.6 In addition to its 6 to 12 members elected by the General Meeting and without prejudice to the provisions of article 4.2 of the articles of association, the Board itself may co-opt from time to time additional members representing special interest groups (for instance: associate members, teachers, students, etc.). These co-opted members representing special interest groups may be appointed in consultation with the relevant interest group within AEC. The co-opted members remain in place for as long as the Board so wishes, but no co-opted member may exercise this function for more than six consecutive years, and there must never be more than three co-opted members in place at the same time. The opinions of the co-opted members are duly taken into consideration, but the latter do not take part in the voting of the Board.
- 7.7 The Board and the Executive Committee are normally chaired by the President of the Association, as explained in detail in article 6.
- 7.8 In addition to a President and its two vice presidents, the Association has at its disposal a General Secretary who carries out the duties of secretary and treasurer. The President, the two vice presidents and the General Secretary are elected by the General Meeting from among the Board Members as explained in article 5.4.
- 7.9 The Executive Committee is composed of the President, the two vice presidents, the general secretary and the executive director of the AEC (cf. Article 8.10). The executive director prepares the meetings of the Executive Committee but does not have the right to vote.

## **BOARD AND EXECUTIVE COMMITTEE DUTIES AND REPRESENTATION**

### Article 8

- 8.1 The Board is responsible for the administration of the Association, including the management of funds and other assets of the Association. The Board members perform their duties in a collegial manner.
- 8.2 More particularly, the Board has the mission of:
- Defending the mission and nature of the Association and supervising all its activities;
  - Proposing the Association's strategic orientation to the General Meeting,
  - Deciding on the admission of active and associate members (cf. 10.1)
  - Monitoring the Association's financial health and solvency, the protection of its assets and the effective and efficient use of resources;
  - Examining the annual accounts and the financial statements and submitting them to the General Meeting for approval;
  - Verifying that the funds and subsidies from external financing bodies are used in compliance with the financial regulations or other similar obligations of these bodies.
  - Assuming all additional responsibilities defined and published in the form of internal regulations completing these articles of association.
- 8.3 The resolutions of the Board are adopted at the absolute majority of votes, whatever the number of members present. In compliance with the decisions taken by the Board, the conditions stipulated in article 5 apply and take into account the following elements:
- The Board meets at least twice a year
  - The Board also meets if at least three of its members request an additional meeting.
- 8.4 More particularly, the Executive Committee is responsible for:

- Specifying the fundamental topics that will be broached by the Board and/or the General Meeting:
  - Deciding on the acceptance of active and associate members between the Board meetings (cf. 10.1)
- 8.6 The resolutions of the Executive Committee are adopted at the absolute majority of votes cast, independently of the number of members present. Generally, the Executive Committee gathers at least twice a year, between Board meetings. In principle, additional meetings are held in the form of an audio conference. To validate a decision taken during a meeting by audio conference, a quorum of at least three members is required.
- 8.7 The Association shall be represented in and out of court by Board members acting collectively, by two members of the Executive Committee acting jointly or by the President or the General Secretary acting unilaterally.
- 8.8 The Board may appoint, with the title of executive director, one or more persons responsible for performing the duties assigned by the Board, these comprising the day-to-day management and the representation of the Association in respect to this day-to-day management. The day-to-day management comprises both the acts and decisions that do not exceed the needs of the Association's day-to-day life and those that do not justify the intervention of the administrative organ due to their minor importance or their urgency. Any restriction to the power of representation granted to the person responsible for the day-to-day management is not enforceable on third parties even if it is published.
- 8.9 As regards hierarchy, an executive director reports directly to the President. The executive director may be assisted by an administrative team. The team may also comprise an assistant executive director representing the executive director in all the latter's duties, in the case of the latter's unavailability.

## **FINANCIAL RESOURCES OF THE ASSOCIATION**

### Article 9

The Association's financial resources stem from:

- the annual membership fees of active and associate members
- subsidies
- legacies and donations
- remunerations for services provided
- any other financial support.

## **ADMISSION OF MEMBERS OF THE ASSOCIATION**

### Article 10

10.1 In the case of refusal of admission by the Board, the candidate institution shall be informed of this within two days of the Board meeting. The letter transmitting this information must indicate the reasons for the refusal, which must be based on article 3.2 for active members and article 3.3 for associate members, categories AM 1 to AM 3. The letter shall also inform the relevant institution of its right to request a re-examination of the decision by the General Meeting. The institution may, if it so wishes, write to the AEC President (in the latter's capacity of President of the General Meeting) to ask for the decision to be placed on the agenda of the next General Meeting. In such a case, the decision of the General Meeting is without appeal.

## **LOSS OF THE CAPACITY OF MEMBER**

### Article 11

11.1 The capacity of member is lost:

- a. due to the winding-up of a member institution
- b. due to the resignation of the member institution, the resignation to be notified by registered letter to the General Secretary of the Association.

The capacity of member may be lost:

- c. by decision of the Association. This is notably the case when a member institution:
  - does not fulfil all its financial obligations of member in respect to the Association
  - no longer fulfils the conditions of membership.

The loss of the capacity of member, as described in article 11.1 (c) shall be decided by the Board, on request. Any (active) member of the Association with a voting right has the possibility of making such a request. Before ruling on this request to the Board, the points of view on the subject of the relevant member institution and the Executive Committee must be collected. Should the capacity of member be lost due to non-satisfaction of the membership conditions (e.g. in the case of loss of approval), the Board, on the proposal of the Executive Committee, shall be able to place the relevant institution in another member category, according to the terms of article 3 of these articles of association.

11.2 The loss of the capacity of member, whether due to the member or the Association, takes effect at the end of the Association's financial year, subject to one month's notice. However, the loss of the capacity of member may take effect immediately if the capacity of member may not reasonably be maintained, due to the Association or the member.

11.3 In the event of loss of the capacity of member by decision of the Association, the relevant member institution shall be promptly informed. The letter sent to the institution must contain the reasons for the loss of the capacity of member, and inform the said institution of its right to request the re-examination of the decision by the General Meeting. It is then incumbent on the institution to write to the AEC President (in the latter's capacity of President of the General Meeting) to ask for the decision to be listed on the agenda of the next General Meeting. In such a case, the decision of the General Meeting is definitive.

## **ANNUAL MEMBERSHIP FEES**

### Article 12

The active and associate members are bound to pay an annual fee, the amount of which is decided at the Association's General Meeting, on the Board's proposal. The members must pay their annual fee before 31 October of the current year.

## **INTERIOR REGULATIONS**

### Article 13

Interior regulations that specify the provisions of these articles of association and fix the practical arrangements for the activities of the Association shall be drawn up by the Board of Directors.

The Board of Directors is alone competent to modify the interior regulations.

Each year, the Board of Directors shall re-examine any interior regulations in force and shall adapt them if necessary.

## **FINANCIAL PERIOD – ANNUAL ACCOUNTS – BUDGET - AUDIT**

### Article 14

14.1. The financial period starts on the first of January and ends on the thirty-first of December of each year.

Each year, the Board prepares the annual accounts for the past financial period, in compliance with applicable legal provisions, and the budget for the next financial period. They are submitted for approval to the General Meeting at the next meeting, which may be held remotely by electronic means or any means of vocal communication (conference call), visual communication (video conference) or literal conference (discussion on a secure internal or external platform or by the exchange of emails of all members connected at the same time to the same messaging system). The members who take part, in this way, in the General Meeting are deemed present in the place where the General Meeting is held, for the respect of the conditions of presence and majority.

14.2 The General Meeting appoints each year a commission of at least two members, who are not part of the Board, to conduct an audit of the balance sheet and the profit and loss account. The Board is bound to provide the commission with all information required for the audit that it conducts, to present the cash position and the account balances, and to allow inspection of the Association's accounting documents. The commission checks the balance of the profit and loss account. Should the commission consider that the skills of a certified accountant (*expert-comptable*) are necessary, it may call on the services of such an accountant, the Board bearing the costs. The commission presents its written report to the General Meeting.

14.3 If the association is legally bound to do so, the auditing of its financial position, annual accounts, and compliance with applicable law and these articles of association of the transactions recorded in the annual accounts must be entrusted to one or more auditors, appointed by the general meeting from among the members of the Belgian Institute of Company Auditors (*Institut des Réviseurs d'Entreprise*) for a renewable term of three years.

14.3 Accounts are held in compliance with the legal provisions in the subject.

## **MODIFICATION TO THE ARTICLES OF ASSOCIATION**

### Article 15

The articles of association may be modified at any time by decision of the General Meeting.

The General Meeting may only validly deliberate and decide on a modification to the articles of association if the invitation to attend contains the agenda for the proposed modifications and at least one third (1/3) of the active members are present or represented.

If this quorum is not achieved, a second meeting must be called, with the same agenda and in the same conditions as the first. Thus second meeting shall validly deliberate whatever the number of members effectively present or represented. The second meeting may be held by electronic means or any means of vocal communication (conference call), visual communication (video conference) or literal communication (discussion on a secure internal or external platform or by the exchange of emails of all members connected at the same time to the same messaging system). The members who take part, in this way, in the General Meeting are deemed present in the place where the General Meeting is held, for the respect of the conditions of presence and majority.

A modification to the articles of association shall only be adopted if it gathers a majority of two thirds (2/3) of the votes.

The modifications made to the Association's object shall only be effective after approval by the King

Modifications to the powers, and method for convening and decision taking of the General Meeting, the conditions in which its resolutions are made known to active members, the conditions for modifying the Articles of Association, the conditions for winding-up and liquidating the Association, and the non-profit object to which the Association should allocate its assets, in the case of winding-up, must be recorded in a notarised document before a Belgian solicitor.



## **WINDING-UP – LIQUIDATION – ALLOCATION OF ASSETS**

### Article 16

The general meeting may only validly deliberate on the winding-up of the Association if at least one third (1/3) of the active members are present or represented. If this quorum is not achieved, a second meeting shall be convened and held in the same conditions as those described above in article 15.

A decision shall only be adopted if it gathers a majority of two thirds (2/3) of votes.

In all cases of voluntary or court-ordered winding-up of the Association, the General Meeting shall appoint one or more liquidators and shall fix the method for liquidating the Association.

Any net assets shall be allocated to a non-profit purpose as similar as possible to the Association's object.

## **GENERAL PROVISIONS – APPLICABLE LAW**

### Article 17

The translations of these articles of association, which have been approved by the Board, are valid for all the members. In the case of dispute, the French version is good evidence.

For questions and disputes not settled by these articles of association, reference is made to the Belgian Company and Association Code (*Code belge des sociétés et des associations*) and clauses contrary to compelling provisions shall be considered unwritten.