

**Constitution of the Association**  
**"European Composers' Forum" (ECF)**  
**The Association of Art&Classical Music Composers in Europe**  
**Translation from German**

**1      **Seat and Sphere of Activities****

- (1)      The name of the association is "European Composers' Forum" (ECF) - European Association of Art/Classical Music Composers
- (2)      The seat of the association is in Vienna, it is active throughout Europe.

**2      **Purpose****

The association is a non-profit organisation formed for the following purposes:

- (1)      to represent the interests of European composers of classical music as an umbrella organisation
- (2)      in its capacity as the organisation representing the interests of classical music, to be a member of the overall network of European composers
- (3)      to improve international co-operation among national composers' associations
- (4)      to co-operate with like-minded organisations
- (5)      to organise lectures, congresses, concerts and assemblies.

**3      **Means to Reach the Purpose of the Association****

- (1)      The purpose of the association shall be reached by the immaterial and material means listed in paragraphs 2 and 3:
- (2)      Immaterial means include, without being limited to:
  - a)      the organisation of congresses and individual lectures
  - b)      regular meetings of the representatives of national composers' associations
  - c)      dissemination and exchange of publications
  - d)      international meetings with composers' associations from outside of Europe
- (3)      The required material means shall be raised as follows:
  - a)      membership fees
  - b)      donations
  - c)      subsidies
  - d)      organisations of concerts, congresses, etc.
  - e)      bequests and other grants.

#### **4 Membership Categories**

- (1) The membership categories of the association are as follows: full members, associate members, supporting members and honorary members.
- (2) Full membership of the association is restricted to legal entities which serve the professional representation of composers and which actively take part in the work of the association. Associate members are legal entities and incorporated partnerships which support the association in fulfilling its tasks. Honorary members are physical persons who have been appointed in recognition of special merit for the association.

#### **5 Admission as a Member**

- (1) Any and all European legal entities and incorporated partnerships which are professional representations of composers of classical music in the broadest sense of the word may become full members of the association. Full membership can only be obtained by one legal entity per country.
- (2) Any and all European legal entities and incorporated partnerships which are professional representations of composers in the broadest sense of the word may become associate members of the association.
- (3) Any and all physical persons, legal entities and incorporated partnerships which advance the interests of the association by paying higher membership fees may become supporting members of the association.
- (4) Decisions about the admission of full members, associate members and supporting members shall be taken by the Board. Admission may be refused without statement of reasons.
- (5) Prior to the constitution of the association, full members and associate members shall preliminarily be admitted by the founders, and if a Board has already been established, members shall be admitted by such Board. Such membership shall only become effective once the association has been constituted. If the Board is appointed after the constitution of the association, full and associate members shall also be admitted (with final effect) by the founders until a Board has been appointed.
- (6) Honorary members shall be appointed by the Assembly of Delegates on the basis of a motion submitted by the Board.

#### **6 Termination of Membership**

- (1) Membership shall be terminated by death in case of physical persons, by loss of legal personality of legal entities and incorporated partnerships, as well as by voluntary cancellation of membership, and expulsion.
- (2) Membership may only be cancelled by 31 December of the respective year. The Board shall be notified of such termination in writing subject to at least 3 (three) months of notice. In case of delayed notice, termination shall only become effective by the following date of termination. The postmark date shall be decisive for determining timeliness of notice.
- (3) The Board may expel a member from the association if the latter is in arrears with his/her/its membership fees for more than six months in spite of two reminders. The obligation to pay due membership fees shall remain unaffected by the expulsion of the member.
- (4) The Board may also expel a member on grounds of gross violation of members' obligations and dishonourable behaviour.

- (5) Upon motion of the Board, the Assembly of Delegates may revoke honorary membership for the reasons stated in (4).

## **7 Rights and Obligations of Members**

- (1) Members shall be entitled to attend events of the association and use the facilities of the association.
- (2) Each full member shall be represented by a delegate in the Assembly of Delegates. One full member per country shall be entitled to vote and to stand for election in the Assembly of Delegates. Associate and honorary members shall be entitled to submit motions to the Assembly of Delegates.
- (3) Each member shall be entitled to request a copy of the Constitution from the Board.
- (4) A minimum of one third of full members may demand that the Board convene an Assembly of Delegates.
- (5) At each Assembly of Delegates, the Board shall inform the members about the activities and the financial management of the association. If at least one third of members demands such information in a well-founded request, such information shall also be furnished by the Board to the members concerned within four weeks.
- (6) Members shall be informed about the audited financial statements (accounts of the association). If this is done in the Assembly of Delegates, the auditors shall be involved.
- (7) Members shall be obliged to make every possible effort to further the interests of the association and to refrain from anything that could affect the reputation and purpose of the association. Members shall observe the constitution of the association and the resolutions of the executive bodies of the association.
- (8) Full members shall be obliged timely to pay their membership fees in the amounts determined by the Assembly of Delegates.

## **8 Executive Bodies of the Association**

The executive bodies of the association are the Assembly of Delegates (Art. 9 and 10), the Board (Art. 11 to and including 13), the Auditors (Art. 14) and the Arbitral Tribunal (Art. 15).

## **9 Assembly of Delegates**

- (1) The Assembly of Delegates is the "Assembly of Members" within the meaning of the Austrian Law on Associations 2002. Ordinary assemblies of delegates shall take place once a year.
- (2) Extraordinary Assemblies of Delegates shall be take place within four weeks
  - a. upon a resolution adopted by the Board or the ordinary Assembly of Delegates
  - b. at the written request of at least one third of full members
  - c. at the request of the auditors (sec. 21, par. 5, first sentence, of the Austrian Law on Associations)
  - d. upon a resolution of the/one auditor/s (sec. 21, par. 5, second sentence, of the Austrian Law on Associations, Art. 11 par. 2 third sentence of this Constitution),

- e. upon a resolution of a court-appointed administrator (Art. 11, par. 2, last sentence of this Constitution).
- (3) The Board shall invite all members to ordinary and extraordinary assemblies of delegates at least eight weeks prior to the date of such assemblies in writing, by fax or e-mail (directed to the fax number or e-mail address communicated to the association by the member). The communication convening the assembly of delegates shall also encompass its agenda. Assemblies of delegates may be convened by the Board (par. 1 and par. 2 lit. a through c), by the/an auditor/s (par. 2 lit. d) or a court-appointed administrator (par. 2 lit. e).
  - (4) Motions to be dealt with by the Assembly of Delegates shall be submitted to the Board in writing by fax or e-mail at least four weeks prior to the date of the Assembly of Delegates.
  - (5) Resolutions – with the exception of resolutions concerning the calling of an Extraordinary Assembly of Delegates – have to pertain to items on the agenda.
  - (6) All members shall be entitled to take part in the Assembly of Delegates. The right to vote shall be reserved to one delegate per country represented. The right to vote may be delegated to another member by written proxy; one delegate may not hold more than two proxies.
  - (7) The Assembly of Delegates shall have a quorum regardless of the number of persons present.
  - (8) Elections and resolutions in the Assembly of Delegates shall require a simple majority of validly cast votes. Resolutions on amendments of the constitution or on winding up the association shall require a qualified majority of two thirds of the validly cast votes.
  - (9) The Assembly of Delegates shall be chaired by the President or, if the latter is otherwise engaged, by the Vice-President. If the latter is also otherwise engaged, the oldest member of the Board present shall chair the Assembly of Delegates.

## **10 Responsibilities of the Assembly of Delegates**

The following responsibilities are reserved to the Assembly of Delegates:

- a) the adoption of resolutions concerning the budget;,
- b) the acceptance and approval of the annual report on activities and the annual accounts, involving the auditors;
- c) the election and removal from office of Board members and auditors;
- d) the approval of legal transactions between the auditors on the one hand, and the association on the other hand;
- e) the exoneration of the Board members;
- f) the determination of the admission fee and the membership fees for full members and associate members;
- g) the conferral and revocation of honorary membership;
- h) the adoption of resolutions concerning amendments of the constitution and the voluntary winding up of the association;
- i) the discussion and adoption of resolutions concerning any other business on the agenda.

## **11 The Board**

- (1) The Board shall consist of at least seven persons, i.e. the President, Vice-Presidents, the Secretary and the Treasurer as well as their deputies, and additional members.

- (2) The Board shall be elected by the Assembly of Delegates. In the event that an elected member of the Board resigns from his/her position, the Board shall be entitled to co-opt another eligible member to serve on the Board and to obtain the approval of the following Assembly of Delegates. Should the Board be incapacitated and unable to act at all or for an unforeseeable period of time, each auditor shall be obliged to convene an extraordinary Assembly of Delegates without delay for the purpose of electing a new Board. If the auditors are also incapacitated and unable to act, any full member identifying the emergency shall without delay apply to the court having jurisdiction for the appointment of an administrator, and such administrator shall promptly convene an extraordinary Assembly of Delegates.
- (3) The Board's term of office shall be 3 (three) years; Board members may be re-elected. Each function on the Board shall be exercised personally.
- (4) Board meetings shall be convened in writing or orally by the President or, if the latter is otherwise engaged, by the Vice-President. If the latter is also otherwise engaged, any other member of the Board may convene Board meetings.
- (5) The Board has a quorum when all its members have been invited and at least one half of them is present.
- (6) The Board shall adopt resolutions by a simple majority. In case of a tie, the President shall have a casting vote.
- (7) Meetings shall be chaired by the President or, if the latter is otherwise engaged, by the Vice-President. If the latter is also otherwise engaged, the oldest member of the Board present or the member of the Board appointed for such purpose by the majority of the other Board members shall chair the meeting.
- (8) Membership of the Board shall expire by death or the end of the member's term of office (par. 3), by removal of the Board member from office (par. 9) and resignation (par. 10).
- (9) The Assembly of Delegates may remove the entire Board or individual members of the Board from office at any time. Such removal from office shall take effect with the appointment of a new Board or Board member.
- (10) The members of the Board may resign from their positions in writing at any time. Letters of resignation shall be addressed to the Board or, in the event that the entire Board chooses to resign, to the Assembly of Delegates. The resignation shall only be effective when a new Board / Board member has been elected or co-opted (par. 2), as applicable.

## **12 Responsibilities of the Board**

The Board shall be in charge of managing the association. It is the managing body within the meaning of the Austrian Law on Associations 2002. The Board shall perform any and all tasks which are not reserved to other executive bodies of the association under the statutes. The scope of its responsibilities shall include, without being limited to, the following tasks:

- (1) establishment of an accounting system conforming with the needs of the association, the minimum requirements being ongoing records of revenues and expenditures and the preparation of a schedule of assets;
- (2) preparation of an annual budget, report on activities and financial statements;
- (3) preparation and convening of assemblies, submission of delegates according to Art. 9 par. 1 and par. 2 lit. a through c of this Constitution;
- (4) information of the association's members on the activities of the association, the financial management and the audited financial statements;
- (5) management of the association's assets;
- (6) admission and expulsion of full and associate members;
- (7) hiring and firing employees of the association.

- (8) The Board as a whole shall represent the association in the umbrella organisation of all European composers (Name).

### **13 Special Tasks of Individual Board Members**

- (1) The President shall manage the ongoing business of the association. The General Secretary shall support the President in the management of such association business.
- (2) The President shall represent the association in external relations. Written communications on behalf of the association shall require the signatures of the President and General Secretary to be effective; in financial matters (dispositions concerning assets), the signatures of the President and the Treasurer shall be required. Legal transactions between members of the Board and the association shall require the approval of another Board member.
- (3) The legal authority to represent the association in external relations or to sign on its behalf may exclusively be given by the Board members listed in paragraph 2 hereinabove.
- (4) In case of imminent danger the President shall be entitled, on his/her own responsibility, also to make independent arrangements in matters which belong to the scope of responsibilities of the Assembly of Delegates or the Board. However, such arrangements shall require the subsequent approval of the executive body of the association actually in charge thereof.
- (5) The President shall chair the assemblies of delegates and Board meetings.
- (6) The Secretary General shall be in charge of the minutes of the Assembly of Delegates and the Board meetings.
- (7) The Treasurer shall be responsible for the proper financial management of the association.
- (8) The deputies of the President, Secretary General or Treasurer shall act in the event that the President, Secretary General or Treasurer are otherwise engaged.
- (9) The President and Vice-President shall represent the European Composers' Forum (ECF) on the board of the umbrella organisation of all European composers (name to follow).

### **14 Auditors**

- (1) Two auditors shall be elected by the General Assembly for a period of three years. There is no restriction on their re-election. The auditors must not be members of an executive body – with the exception of the Assembly of Delegates – the activities of which are subject to their audits.
- (2) The auditors shall continuously monitor the activities of the association and audit its financial management so as to check the propriety of the final accounts and the use of funds in keeping with the Constitution of the association. The Board shall submit the required documentation to the auditors and furnish necessary information. The auditors shall report the result of the audit to the Board.
- (3) Legal transactions between the auditors and the association shall require the approval of the Assembly of Delegates. In all other respects, the provisions of Art. 11, par. 8 to 10, shall apply to the auditors *mutatis mutandis*.

## **15 Arbitral Tribunal**

- (1) The internal Arbitral Tribunal shall decide all disputes resulting from the association's relations. It is a "settlement institution" within the meaning of the Austrian Law on Associations 2002 and not an arbitral tribunal within the meaning of sec. 577 et seq. of the Austrian Code of Civil Procedure.
- (2) The Arbitral Tribunal shall be composed of three full members. It shall be formed in such a way that one party to the dispute names one full member as his/her arbiter in writing. After having been requested by the Board within seven days from such nomination, the other party shall equally name an arbiter within 14 days. Upon notification by the Board within seven days from the latter nomination, the arbiters shall elect a third full member as the chairperson of the Arbitral Tribunal within a further period of 14 days. In the event of a tie, lots shall be drawn to decide which of the nominees shall become chairman. The members of the Arbitral Tribunal must not be members of an executive body – with the exception of the Assembly of Delegates – the activities of which are the subject matter of the dispute.
- (3) The Arbitral Tribunal shall take its decisions by a simple majority when all members are present and after having heard both parties to the disputes. Decisions shall be taken according to Arbitral Tribunal's best knowledge and belief. Such decisions shall have final effect within the association.

## **16 Voluntary Winding-up of the Association**

- (1) A resolution concerning the voluntary winding-up of the association may only be adopted at an Assembly of Delegates and shall require a majority of two thirds of the votes validly cast.
- (3) Such Assembly of Delegates shall also adopt a resolution concerning any assets of the association existing at the time. It shall appoint a liquidator and adopt a resolution as to whom the liquidator should transfer to any assets remaining after covering the liabilities of the association. To the extent that this is possible and admissible, such assets shall be handed over to an organisation pursuing the same or similar objectives as the present association, or donated for purposes of social assistance.

Status confirmed: 29 October 2009