

EUROPEAN LIVE MUSIC FORUM

I. Registered name, Office and objective

Article 1.

The association is an international association for artistic and educational purposes and is called "European Live Music Forum", hereafter simply referred to as ELMF.

This ELMF is regulated by the Belgian law of October 25th 1919, modified by the law of December 6th 1954 and the law of June 27th 1921 as changed by the law of May 2nd 2002.

Article 2.

ELMF has its seat at the XXXX office in Belgium, X-straat 1, B-1111 Brussels. The Board has the right to decide to move the official seat to any other part of Belgium. This decision is to be published in the Belgian Statute Book (the "Moniteur Belge" - "Belgisch Staatsblad") within one month after the decision.

Article 3.

The ELMF has a non-profit purpose. Its objectives are:

- To share information, experiences and contacts between all members with regard to live music issues with a particular regard to the European perspectives
- To initiate and promote matters of common concern to members regarding various aspects of live music activities and related issues such as lobbying
- To initiate or organise various projects that benefits the members

II. Members

Article 4.

The ELMF consists of international, European and national organisations related to live music activities and concerns.

Membership is determined by the Board upon application.

The specific member criteria can be defined, interpreted and revised by the Board.

Article 5.

There are two categories of members, being international members and national members. The Board decides about membership.

The admission of new members is subject to the following conditions:

a) International members:

Recognised international or European organisations, networks or similar structures can be admitted as an international member when they;

- Represent legitimate and direct interests for the live music community.
- Support the ELMF by means of their financial contribution.
- Play an active roll in supporting the aims and projects of the ELMF.

b) National members:

Recognised national or regional organisations, networks or similar structures can be admitted as a national member when they;

- Represent legitimate and direct interests for the live music community.
- Support the ELMF by means of their financial contribution.
- Play an active roll in supporting the aims and projects of the ELMF.

Exclusion of members can be proposed by the Board after having heard all parties. Exclusion can be based on a member no longer fulfilling the established criteria or no longer fulfilling membership obligations. Exclusion of members will be decided at the Annual

General Meeting (further referred to as "AGM") requiring a two-third majority vote amongst the members who are present or represented.

If a member fails to fulfil its financial obligations to the ELMF for twelve consecutive months the Board can decide on the exclusion of said member.

Members can resign from the ELMF by sending a registered letter of resignation to the Board.

The Board is granted the right to establish structures for affiliate relationships with ELMF, such as observers, sponsors and others and to determine at its own discretion annual fees for and general status of such relationships. Affiliate relationships do not constitute membership of ELMF.

III. Annual General Meeting (AGM)

Article 6.

All members must pay a financial contribution, the amount of which is to be determined each year by the AGM based on a proposal from the Board.

Article 7

The AGM has all powers attributed to her by the law or the statutes, in order to achieve the objectives of the ELMF.

The AGM is open to all members. All members have one vote.

The AGM has the exclusive competence for:

- Approval of annual accounts
- Election and discharge of the members of the Board;
- Modification of the statutes;
- Dissolution of the ELMF.

Article 8.

The AGM assembles once a year at the official seat or at any other place mentioned in the convocation letter and constitutes itself with a Chair and a Secretary.

The convocation takes place by sending a letter to every member at least 21 days before the assembly, which mentions all agenda items.

Article 9.

A member may choose to be represented by another member at the AGM. A mandate of representation must be presented to the Board prior to the opening of the AGM.

No member may be granted more than one mandate of representation.

Article 10.

The AGM can only validly decide when at least one third of the members are present or represented. Participation by means of telephone conference or other technical means is equal with presence.

A resolution must be adopted by a simple majority of all present or represented members, with the exception of cases for which other procedures are explicitly mentioned in the present statutes.

The AGM may not adopt resolutions on matters that are not mentioned in the agenda of the AGM.

All resolutions of the AGM are to be written down in a register, signed by the constituted Chair and Secretary of the AGM in question. The register is to be kept at the official seat of the association, where it remains at the disposition of its members.

IV. Modification of the statutes - dissolution

Article 11.

Without prejudice to the provisions of article 55 of the law of June 27th 1921 as changed by the law of May 2nd 2002, each proposal aimed at modifying the statutes of the ELMF or dissolving the ELMF, must originate from the Board, or from at least a two-thirds majority of the members of the ELMF.

The date of the AGM that will decide upon the aforementioned proposals must be communicated by the Board to all members of the ELMF at least three months before the AGM.

The deliberations of an AGM convened for the purposes of modifying the statutes of the ELMF or dissolving the ELMF are valid only if at least two thirds of the members of the ELMF are present or represented. Postal votes delivered on proposals for modifying the statutes of the ELMF or dissolving the ELMF shall be included in a count of present or represented members and be included in a calculation of the quorum.

However, if an AGM convened for such purposes does not reach the required quorum, a new AGM can be summoned under the same conditions.

This second AGM has the authority to make valid and irrevocable decisions on the aforementioned proposals, regardless of the number of present or represented members.

Any resolution by the AGM concerning modifying the statutes of the association or dissolving the ELMF must be adopted by at least two thirds of the present or represented members.

The decision of dissolving the ELMF has to be accepted by the Minister of Justice and has to be published in the "Belgian Statute Book" ("Moniteur Belge" – "Belgisch Staatsblad") in conformity with articles 50 and 51 of the law of June 27th 1921 as modified by the law of May 2nd 2002.

The AGM is to decide how the dissolution and liquidation of the ELMF should take place.

Modifications in the goal or the objectives or in the activities in order to obtain this goal or these objectives will only be valid after approval by the King.

Other modifications in the statutes must be communicated to the Minister of Justice or to his representative, in accordance with article 51 §3 of the Law of June 27th 1921 as modified by the law of May 2nd 2002.

V. Administration

Article 12.

The ELMF is managed by a Board composed of minimum five and maximum nine members. At least one member must have Belgian nationality. In case no Belgian Board member is elected by AGM, the Board shall have the power to appoint a Belgian member until the next Board election.

Only individuals nominated by international members are eligible for election to the Board.

Board members are being elected by the AGM for a two year period.

The mandate of each Board member can be renewed.

The AGM may vote to discharge a Board member by a two-third majority amongst the present or represented members.

Article 13.

The Board elects its own Office ("Bureau") consisting of a Chair, a vice Chair and a Secretary.

Article 14.

The Board is to meet at least twice a year. A serving board member can choose to be represented at a board meeting by a personal representative.

The deliberations of the Board are valid only if at least one third of the serving members of the Board are present or represented.

Article 15.

The Board has full executive powers with exception for matters explicitly mentioned in the present articles of the ELMF as being within the exclusive competence of the AGM.

The Board may delegate, under its responsibility, authority to the Office. The Board may also delegate, under its responsibility, powers to conduct the daily affairs of the ELMF to one of her members, which will be called Director ("Gedelegeerd bestuurder"). Furthermore, the Board may assign, under its responsibility, a number of specific and well-defined authorities to one or more persons.

Article 16.

Resolutions of the Board are to be adopted by the majority of the present members.

All resolutions of the Board are to be written down in a register, signed by the Chair and the Secretary or their replacements at the meeting in question. The register is to be kept at the official seat of the association, where it remains at the disposition of its members.

Article 17.

All acts that are legally binding on the ELMF are to be signed by the Chair of the Board in person or by a Board member specifically appointed to do so by a Board decision. In case a Director ("Gedelegeerd bestuurder") is appointed, all acts concerning the daily affairs of the ELMF can be signed by the director.

Article 18.

All judicial actions, as plaintiff or defendant, are undertaken by the Board who is represented by the Chair or a Board member specifically appointed by a Board decision for this purpose.

VI. Budgets and Expenses**Article 19.**

Each year the fiscal year ends on the 31st December.

In order to get the approval of the AGM, the Board must submit a financial report of the past financial year as well as an outline budget for the following financial year.

The accounting of the ELMF is kept in accordance with the dispositions of article 52 §2 and §3 of the law of June 27th 1921 as modified by the law of May 2nd 2002.

VII. General provisions

All matters that might have been left unmentioned in the present articles of the ELMF, and more specifically the publications that have to be made in the Supplements of the Belgian Statute Book (the "Moniteur Belge" - "Belgisch Staatsblad"), will be regulated in accordance with all legal stipulations.