

Articles of Association

1. Name, Purpose, Goals, Activities and Headquarters of the Association, Communication

1.1. Name

The name of the Association is: “The European Association of Independent Performing Arts” or “Europäischer Dachverband der Freien Darstellenden Künste” (German translation).

1.2. Purpose of the Association and Goals

1.2.1. The Association is the umbrella organisation of associations, organisations and interest groups from all over Europe, representing the independent performing arts at a national level.

1.2.2. The purpose of the Association is to define and improve the framework conditions of individual performing artists, artist groups, independent theatres and other artistic companies as well as of all professional groups and infrastructures associated with the industry – hereinafter referred to as »the scene« – in regard to their structural, social, legal, financial, political, organisational, artistic and cultural aspects. Furthermore, the association’s agenda will be to increase public awareness of the of the independent scene as a defining force of the artistic landscape in Europe, as well as to represent independent performing arts in general and the interests of the organised members of the Association, in particular at a European level.

1.2.3. The Association exclusively and directly pursues non-profit purposes. Its activity is not for profit.

1.2.4. The purpose of the Association should be achieved through the activities and financial resources laid out in point 1.3.

1.3. Activities

1.3.1. The Association continuously develops and updates a catalogue of measures as well as a political agenda and supports its members in regard to structural and political issues as well as through advice and networking.

1.3.2. The Association is committed to matters related to the scene at a local, regional, national and international level. It is committed to strengthening its potential and represents their values and concerns.

- 1.3.3. The Association promotes and maintains a continuous dialogue between its affiliates on structural, social, legal, financial, political, organisational, artistic and cultural issues related to the independent performing arts in Europe.
- 1.3.4. The Association supports its members in strengthening the scene.
- 1.3.5. The Association collects and centers the information available and the expertise on the performing arts throughout Europe. It promotes scientific research on the independent performing arts in Europe or either carries out corresponding specialist studies and research or instructs relevant experts, and publishes the results in an appropriate form.
- 1.3.6. In line with the purpose of the Association, the Association carries out projects, publishes programs, organises conferences, organises discussions, issues publications or the like.
- 1.3.7. The Association develops cultural policy instruments, strategies and solutions and advises politicians, social decision makers and multipliers as well as representatives of civil society on the independent performing arts.
- 1.3.8. At a European level, the Association is particularly committed to fair working conditions for actors.
- 1.3.9. To carry out its work, the Association charges membership fees. In addition, the Association applies for funding, receives donations, gifts and other (even testamentary) financial benefits.

1.4. Headquarter of the Association

- 1.4.1. The headquarter of the Association is in Vienna, Austria.
- 1.4.2. The Association is active in Austria and throughout Europe. At particular occasions it will also be active worldwide.
- 1.4.3. The Association is regulated by Austrian law. The place of jurisdiction is Vienna (Austria).

1.5. Communication

- 1.5.1. The official documents of the Association (such as the Articles of Association and the rules of procedure and all notifications of the Association authority) are to be written in German and translated into English for the members. Internal communication is conducted in English.
- 1.5.2. The internal communication of the Association, apart from General Assemblies and Board meetings, is preferably to be conducted over the Internet or via common, Internet-based means of communication (e.g. E-mail).

2. Members of the Association

There are two types of members.

2.1. Full Members

2.1.1. Full members of the Association can be associations and organisations from all over Europe, representing the independent performing arts at a national level and willing to actively participate in the activities of the Association.

2.1.2. In order to join the Association, a written request has to be submitted to the Board. The Board informs the members of the Association about the request for membership. The next General Assembly Meeting will decide on admission. A resolution with a two-thirds majority of the valid votes cast is required for admission.

Up until the formation of the Association, the provisional admission of full members is carried out by the Association founders. This membership becomes effective only with the formation of the Association.

2.1.3. More than one full member per country can join the Association. However, the number of votes per country is limited to two (see 3.2.7.).

2.1.4. A full member has the right:

- to demand handing over of the Articles of Association from the Board,
- to receive information about the activities of the Association,
- to take part in all General Assembly Meetings (either physically or with the help of telecommunication means),
- to exercise his voting right in the General Assembly Meeting of the Association,
- to propose candidates for the Board and the other Association posts for election,
- to assume administrative tasks for the Association on behalf of the Board
- to participate in the activities of the Association and to use its services,
- to propose to the General Assembly and the Board initiatives or measures which serve the purpose of the Association or its goals,
- to receive information on questions of Association management and the work of the Board.

2.1.5. A member has the following obligations:

- A member is obliged to engage in the sense of the purpose of the Association and to participate actively in the achievement of the goals of the Association.
- Each member is subject to the resolutions of the General Assembly.
- Each member is obliged to provide an e-mail address through which they can be reached. In addition, each member is required to provide common Internet-based means of communication by which he can participate in the internal communication of the Association (see 1.5.2.).
- A full member is obliged to pay the adopted membership fees in due time for the economic viability of the Association.
- Every full member is obliged to name an official contact person as well as a substitute for internal communication of the Association.

2.2. Honorary Members

- 2.2.1. An individual who contributes to the achievement of the goals of the Association can become an honorary member.
- 2.2.2. The Board proposes to the General Assembly the admission of an honorary member. The prerequisite is that the candidate's consent is present. The following General Assembly Meeting decides on the admission by a simple majority of the valid votes cast.
- 2.2.3. An honorary member has no voting rights.
- 2.2.4. An honorary member has the right:
- to receive information about the activities of the Association,
 - to take part by invitation in deliberations of the General Assembly Meeting (either physically or with the help of telecommunication means),
 - to participate by invitation in the activities of the Association.

2.3. Termination of Membership

There are three types of membership termination.

- 2.3.1. The membership expires with death, with legal entities and legal partnerships by loss of the legal personality.
- 2.3.2. A member can cancel their membership at any time. Termination must be submitted to the Board in writing, dated and signed.
In the event of termination, there is no entitlement to a refund of the membership fee already paid in the current calendar year.
- 2.3.3. The General Assembly may decide to exclude a member. Reasons for an exclusion are:
- non-payment of the adopted membership fee despite two reminders,
 - another serious non-fulfilment of the obligations defined in these Articles of Association,
 - a serious violation of the Articles of Association or of the decisions of the General Assembly
 - conduct that damages the Association.

The exclusion of a member must be decided by the General Assembly at the request of a member or at the request of the Board by a two-thirds majority of the valid votes cast.

3. General Assembly

- 3.1 The General Assembly (General Meeting as defined by the Association Act) is *the central decision-making body* of the Association. All members have the right to attend the General Assemblies and participate in the discussions and in all decision-making processes. Applications for the General Assembly must be submitted to the Board at least three days before the date of the General Assembly by post, fax or E-mail.
- 3.2 The members of the Association take pending decisions according to the agenda during the General Assemblies, convened according to the Articles of the Association.
- 3.3 The General Assembly has the right:
- to change the Articles of Association,
 - to fix the membership fees
 - to elect or recall the members of the Board and the Auditors,
 - to control the work of the Board,
 - to decide on the budget of the Association in advance,
 - to receive the annual accountability report of the Board,
 - to confirm the annual financial statements and to relieve the Board for the past financial year,
 - to decide on financial measures that will enable the Association to have sound business management,
 - to accept new members,
 - to exclude members,
 - to be informed about the resignation of members,
 - to decide on becoming a member of other organisations/associations,
 - to terminate membership in other organisations/associations,
 - to decide on entering into partnerships with other organisations/associations
 - to terminate the partnership with other organisations/associations,
 - to decide on dismantling the Association
 - and to discuss other items on the agenda and take appropriate decisions accordingly.
- 3.4 The ordinary General Assembly takes place at least once a year. It is always held within the first two quarters of a year.
- 3.5 For each General Assembly, the Association intends to select a different host country. The decision about the place of assembly is taken by the Board.
- 3.6 A General Assembly is convened by the Board. The call/invitation must contain information about the date, time, place and agenda of the planned General Assembly. The call/invitation must be made at least 21 days before the General Assembly. The dispatch can take place either by post or with common telecommunication means (e.g. by E-mail).

- 3.7 At the request of at least 10 percent of the full members, the Board must call an extraordinary General Assembly. If such a vote exists, an Extraordinary General Assembly must be held within 30 days. An Extraordinary General Assembly can also be convened by the Board if there is a valid reason. The call/invitation must be made at least 14 days before the Extraordinary General Assembly.
- 3.8 Participation in the General Assembly may be in person (by the member's Board of Directors or duly authorised representative) or by video conference or similar means of telecommunication. When participating via video conferencing or similar means of telecommunication, the participant must be clearly identifiable, and consistent participation in the General Assembly and voting must be technically possible.
- 3.9 Each Ordinary and Extraordinary General Assembly is quorate if at least two-thirds of the full members who are entitled to vote are present and duly represented or connected via telecommunication media.
If within 30 minutes of the official start of the meeting, two-thirds of the members as defined above are not present, the General Assembly is also quorate with the presence of at least 50 percent of said members.
- 3.10 The following provisions apply to votes:
- Valid resolutions – except those concerning a motion to convene an Extraordinary General Assembly – may only be taken on an agenda.
 - Every full member has the right to vote. The following restriction applies: There are two votes available per country. If there is more than one full member per country, the number of votes must be divided by the number of full members of a country. If there are more than two full members per country, members must agree on their voting behaviour both internally and before the beginning of the Assembly, and they have to appoint two representatives to vote.
 - A vote of two-thirds of the valid votes cast is required for votes on legal or financial matters, amendments to the Articles of Association, new members (see 2.1.2.), their exclusion (see 2.3.3. and 6.1.) and removal of the entire Board or individual members of the Board (see 4.3.14).
 - Both resolutions on membership fees and resolutions on the annulment of the Association require a three-quarters majority of all valid votes cast (see also 7.1.).
 - Any other question is voted on by a simple majority of all valid votes cast.
 - If a member submits a request for a secret ballot/vote before a ballot/vote, all votes must be cast anonymously.
 - Voting rights may be exercised by means of video conferencing or similar means of telecommunication (see 3.2.5.). However, when exercising the right to vote by video conference or similar means of telecommunication, the following restriction applies: If a secret vote is taken at the request of a member, and if it cannot be established beyond doubt that voting by video conferencing or similar means of telecommunication can in fact

be secretly carried out, then the person who is not present in person has no right to participate in the vote.

- 3.2.8. At each General Assembly, the minutes are drawn up by the Secretary and then made available to all members. The minutes should contain all resolutions, the voting results and a list of present and absent members. The minutes are to be passed on to all members. Each member may request substantiated changes to the minutes within seven days of receipt. The final version of the minutes as well as all relevant documents for the respective General Assembly must be available to the members at least 15 days before the next General Assembly.

4. The Board

4.1. Composition and Essential Tasks

- 4.1.1. The Board manages, administers and represents the Association and works on a voluntary basis. It is *the governing body* in the sense of the Association Act 2002. All tasks are assigned to it that are not assigned by the Articles of Association to another Associational body. The Board consists of at least five individuals with full rights. These are the positions of the President, the Vice-President, the Secretary, the Treasurer, and the Communications Officer. All the above functions must be performed by various individuals, who are named representatives of the members.
- 4.1.2. In addition, a maximum of two more full members who form the Advisory Board of the Board may be elected.
- 4.1.3. The Board is elected in the General Assembly. The President, the Vice-President, the Secretary, the Treasurer, and the Communications Officer are elected individually. The Advisory Board can be elected *en bloc*.

4.2. Term of Office of the Members of the Board

- 4.2.1. The members of the Board are elected for a term of two years. Regardless of their role on the Board, the members of the Board can exercise a maximum of six years of office, subject to re-election.
- 4.2.2. If a member of the Board leaves before the end of the two-year term of office, the vacant office must be filled again at the next General Assembly. Until the new appointment, the Board can co-opt a replacement Board member who temporarily takes over the vacant office until the next election.
- If the Board fails to self-supplement by not co-opting at all or for an unpredictably long time, then each Auditor (see 5.4.) is obliged to immediately convene an Extraordinary General Assembly in order to elect a new Board. Should the Auditors (see 5.4.) also be incapable of

acting, every ordinary member who recognises the emergency must immediately apply for the appointment of a curator to the competent court, who must immediately convene an Extraordinary General Assembly.

4.3. The Work of the Board

- 4.3.1. The Board takes over the management, administration and representation of the Association within the legally prescribed framework and within the meaning of the Articles of Association.
- 4.3.2. The Board gives itself rules of procedure and informs the General Assembly accordingly.
- 4.3.3. The President is authorised to conclude contracts in accordance with the resolutions of the Board and within the meaning of these Articles of Association and to represent the Association in all matters, in particular with regard to legal, financial and substantive matters. In case of inability to attend, this function will be taken over by the Vice-President.
- 4.3.4. The Board calls the General Assembly and prepares and revises it. In addition, the Board prepares the resolutions to be adopted by the General Assembly and ensures that they are adequately implemented.
- 4.3.5. The Board draws up a budget for the upcoming financial year, which will be submitted to the General Assembly for approval.
- 4.3.6. The Board ensures the smoothest possible operation of the business and ensures a correct accounting system in compliance with the requirements of the Association, with continuous recording of income/expenses and logging of assets as a minimum requirement.
- 4.3.7. The Board ensures a punctual and comprehensive statement of accounts and submits the annual accounts to the General Assembly for approval.
- 4.3.8. The Board ensures the financing of the Association business and seeks public and/or private funding, subsidies and grants. In addition, the Board endeavours to receive donations, gifts and other income.
- 4.3.9. Written copies of the Association are only valid if signed by the President and the Secretary.
- 4.3.10. Furthermore, the Board ensures proper and appropriate use of the funds entrusted to it. All operations concerning the Association's financial matters require the signatures of the President and the Treasurer. Payment-related transactions are regulated separately under

- 4.3.11. If at least 10 percent of the members request this, stating reasons, the Board must inform the members concerned within four weeks about the activities and the financial status of the Association.
- 4.3.12. If the carrying out of their duties within the Association causes one of the members of the Board an extraordinary workload, the member of the Board may receive compensation for this, provided that appropriate financial resources are available. The amount of compensation and the duration of the payment are determined by the other members of the Board in a written agreement with the beneficiary Board member. The General Assembly is to be informed about the remuneration of Board activities in the context of the annual accountability report.
- 4.3.13. If appropriate funds are available in the Association budget, the Board can appoint a general manager or additional employees to handle the Association's business, as well as outsource assignments.
- 4.3.14. The General Assembly may revoke the entire Board or individual members of it at any time. The removal takes effect with the appointment of the new Board or a new member of the Board. The members of the Board can declare their resignation in writing at any time. The declaration of resignation is to be addressed to the Board, in the event of the resignation of the entire Board to the General Assembly. The resignation becomes effective only by election or co-optation (see 4.2.2) of a successor.

4.4. Board Meetings

- 4.4.1. Ordinary meetings of the Board are convened by the President in consultation with the other members of the Board. At least two Board meetings are held each year.
- 4.4.2. Extraordinary meetings may be convened by the President as required or at the request of one-third of the members of the Board.
- 4.4.3. The Board has a quorum if all its members have been invited and if either the President or the Vice-President and at least two other Board members attend.
- 4.4.4. Participation in the Board meeting may be in person or via telecommunication media. It must be ensured that the participant can be clearly identified, that a continuous participation in the session is possible and that a vote can be cast.
- 4.4.5. In each Board meeting minutes are kept, which are then made available to all Board members. The minutes should contain all resolutions, the voting results and a list of present and absent members. At the beginning of each Board meeting, the minutes of the previous session are to be approved.

4.5. President

- 4.5.1. After her/his election, the President will present the main work objectives of the upcoming legislature and a strategy to achieve those goals to the General Assembly.
- 4.5.2. The following tasks are the responsibility of the President:
- Management and legal representation of the Association in representation of its members and the Board,
 - Chair and control of all meetings of the General Assembly and the Board,
 - Convening of the General Assemblies and Board meetings,
 - Signing of the minutes and documents produced by the Secretary.
- 4.5.3. If there is a tie in votes, the President's vote is final.
In the event of the need for urgent action, the President is also entitled to issue orders independently, for which she/he takes full responsibility, in matters within the scope of the General Assembly or the Board. However, in internal matters, such orders also require the subsequent information of the competent Association body.

4.6. Vice-President

The Vice-President fully represents the President should the latter be prevented from fulfilling her/his duties. The Vice-President works closely with the President depending of the nature of the impediment.

4.7. Secretary

The Secretary keeps and archives the documents of the Association and makes them available to the members. The Secretary keeps the minutes in the General Assemblies and Board meetings and compiles all of the necessary certificates of the Association, documents the work of the Association and maintains the list of members. The documents of the Association must be maintained up-to-date and kept and stored in accordance with legal requirements. The Secretary ensures compliance with applicable data protection legislation.

4.8. Treasurer

The Treasurer is responsible for the proper financial management of the Association. She/he is responsible for the preparation of the budget, the fund and the financial statements. The treasurer pays the bills of the Association (permits see 5.3.) and manages the bank or saving accounts of the Association.

4.9. Communications Officer

The Communications officer will be responsible for creating, upkeeping and maintaining the internal communications of Association members located throughout Europe. This includes the entire information management of the Association.

She/he also provides the members of the Association with information that is relevant to the work of the Association. The Communications officer will also contact potential new partner organisations or individuals who support and promote the purpose and goals of the Association and maintain contact with existing partners.

5. The Association budget

5.1. Foundation Assets

This Association has no founding assets.

5.2. Financing the Association Work

The economic resources of the Association come from:

- the annual membership fees fixed by the General Assembly,
- private or public funds, subsidies, grants,
- donations, gifts, inheritances or other financial (even testamentary) donations.

5.3. Accounts and payments

5.3.1. To manage its funds, the Association maintains appropriate bank accounts. Accounts are opened or closed with the signature of the President and the Treasurer.

5.3.2. The written approval of the President and the Treasurer is required for payments that *exceed* € 1,000.

The written approval from one Board member is required for payments of *less* than € 1,000. Once the appropriate authorisation has been granted, payment will be processed by the Treasurer (see 4.8).

5.4. The Auditors

- 5.4.1. The General Assembly elects two Auditors for a four-year term of office, who may not be members of any of the Association bodies to be audited. Re-election is possible.
- 5.4.2. The Auditors shall examine the funds and accounts of the Association, including the books and receipts, objectively and mathematically at least once during the financial year. The Board must provide the Auditors with the necessary documents and provide the necessary information. The Auditors shall report to the Board on the results of the audit.
- 5.4.3. The Auditors must report in writing to the Board on the results of the audit. In addition, they submit the audit report to the General Assembly and, if the cash transactions are properly managed, apply for the exemption of the Board.

6. Association Rules

6.1. Violations and Sanctions

The Board sanctions violations of members. Violations can be classified as minor or serious; the appropriate sanctions are a warning or a proposal to the General Assembly to exclude the member from the Association for serious violations (see 2.3.3.). A sanction procedure will be initiated immediately in the event of a complaint or detection of a violation.

6.2. Arbitration

- 6.2.1. For the arbitration of all disputes arising from Association relations, the internal arbitration court of the Association is called upon. It is a »mediation service« within the meaning of the Association Act 2002 and not an arbitral tribunal according to §§ 577 ff ZPO.
- 6.2.2. The internal arbitration court is composed of five individuals (representatives of members). Each party of the dispute must name two arbitrators to the Board within seven days. The four appointed arbitrators elect another arbitrator to the chair of the internal arbitral court by majority vote. If there is no majority for a candidate, or if a party of a dispute does not appoint an arbitrator despite being requested to, the chairperson is selected by sorting of a pool of candidates (determined by the General Assembly). The internal arbitration court decides with a simple majority of votes. All decisions are made to the best of knowledge and belief, fair and impartial. Each party of the dispute will have an appropriate opportunity to speak. All consensual agreements and arbitration awards made before the arbitral tribunal shall be binding unless there is a legally binding process of appeal to the ordinary courts. The arbitration procedure shall be recorded and the award shall be recorded in writing.

7. Annulment of the Association or Elimination of the Previous Beneficiary Purpose of the Association

7.1. Decision-Making Authority and Transfer of the Remaining Assets of the Association

The voluntary annulment of the Association can only be decided upon in a General Assembly with a three-quarter majority of the valid votes. As far as Association assets are available, this General Assembly also has to decide on the liquidation. In particular, it must appoint a liquidator and decide on whom to transfer the assets remaining to after covering the liabilities. This property is to be used for non-profit purposes according to §§ 34 ff of the Federal Tax Code (BAO). As far as possible and permitted, it should go to institutions and organisations that pursue the same or similar purposes as this Association – primarily charitable purposes in the arts and culture, or otherwise social welfare purposes. This also applies should the Association fail for other reasons.

7.2. Notification of Voluntary Resolution

The last Association's Board must notify the competent authority of the voluntary resolution of the Association in writing within four weeks of the resolution.

7.3. Elimination of the Previous Beneficiary Purpose of the Association

The provisions for the transfer of the remaining assets of the Association (see 7.1.) also apply in the event of elimination of the previous beneficiary purpose of the Association by amendment of the Articles of the Association or by the actual management.

Place: Berlin

Date: June 6, 2018