

## STATUTE OF THE EUROPEAN THEATRE CONVENTION

### **Article 1**                    **Name**

An association shall be established among subscribers to the present Articles, governed by the law of 1 July 1901 (France), and is entitled “European Theatre Convention” (hereinafter referred to as Association).

### **Article 2**                    **Objectives**

The European Theatre Convention is a pan-European non profit-making organisation representing the publicly funded theatre sector whose aims are to:

- Create, protect and promote the art of theatre and its linguistic diversity in Europe and beyond
- Act as transnational theatre collaboration network to foster cultural diversity and intercultural dialogue
- Act as platform for professional exchange, development and capacity building of theatre makers in an international context
- Act as representation and advocacy network of the public theatre sector on EU, Member states and local level

### **Article 3**                    **Head Office**

The registered office is located in Paris, c/o SYNDEAC, 8, rue Blanche 75009 Paris (France). The Board of Administrators is entitled to decide and upon approval by the General Assembly to open other offices and branches when it becomes necessary according to the needs and prosperity of the association.

### **Article 4**                    **Duration**

The duration of the Association is unlimited.

### **Article 5**                    **Composition**

The Association is composed of members. Each member shall fall into one of the following categories

- Full members
- Associated members
- Honorary members

## **Article 6                      Membership Conditions**

In order to become a member of the association, full and associated membership candidates can ask for membership in writing by sending a letter to this effect to the president. New membership applications of full and associated members must be voted and approved upon with a majority of 2/3 by the General Assembly.

All members must commit to adhere to the aims of the European Theatre Convention and to contribute actively to the implementation of the above-mentioned objectives.

Full and associated members pay an annual membership fee that shall be decided by the General Assembly upon the proposal of the Board of Administrators.

## **Article 7                      Members**

Full Members:

- Shall be considered as such: Producing theatres or producing theatre festivals with a public mission to support creation and access to culture, that have either founded or subscribed to the above-mentioned aims, provided they have paid their annual membership fee. Each full member shall have one vote and hold office.

Associate Members:

- Shall be considered as such: an independent theatre structure or cultural organisations and cultural institutions subscribed to the above-mentioned aims, provided they have paid their annual membership fee. Associated members may not vote or hold office.

Honorary Members:

- May be appointed upon the proposal of the Board of Administrators and upon approval by the General Assembly and shall be considered as such: Any person who has made a distinguished contribution to the European theatre community; and individuals who have contributed to the association and its cause. Honorary members may not vote nor hold office.

## **Article 8                      Resignations-Disbarments**

The status of membership is lost through:

- Resignation

Members may resign from the association by sending a letter to this effect to the president.

Termination of the membership may only take effect from the end of the Association's financial

year if the letter has been reached the president at least six months prior and if the annual due membership has been paid.

- Disbarment pronounced by the General Assembly
  - for non-payment of membership fees
  - for serious reasons that may cause prejudice to the Association and its artistic and cultural objectives.

Members who resign or whose membership has been terminated lose all rights over the Association's assets on receipt of a written acknowledgement to the letter from the President, or at the point at which terminated membership is otherwise notified in writing to the member concerned.

A member may be required to resign by the Board of Administrators, if any membership fee is not paid within six months of becoming due.

Expulsion of a member may be proposed by the Board of Administrators, after having heard the interested party's defence. The member will be given the opportunity to explain the subject of complaint before the General Assembly where a 2/3 majority is necessary for a decision.

## **Article 9                      Resources**

The financial year shall end on 31 December of each year. The Board of Administrators shall be required to submit the accounts of the previous financial year and budget for the following year to the General Assembly for approval.

The resources of the association are constituted as follows:

- 1        membership fees as defined by the General Assembly upon the proposal of the Board of Administrators
- 2        grants that may be paid by
  - the European Union
  - national and local authorities
- 3        revenues from its assets
- 4        sums received in exchange for services supplied by the Association
- 5        all other legal funding and revenues

## **Article 10                      Reserve Fund**

The Reserve Fund comprises:

- 1 Capital generated on membership fees
- 2 Capital generated on savings undertaken on the annual budget

## **Article 11 General Assembly**

General Assembly shall comprise:

- Full Members
- Associated Members
- Honorary Members

It shall meet at least once per year, convened by the Board of Administrators or on the request of at least half its members, with at least one month advance notice.

Extraordinary General Assemblies may be convened on the request of the Board of Administrators or at least half its members with 15 days advance notice.

The General Assembly must be composed of at least 50% of its full members.

The Executive Committee shall determine the agenda.

The General Assembly shall have the exclusive power to do the following:

- It shall hear the Executive Committee's reports on the finance and management of the Association.
- It shall approve the accounts of the completed financial year and budget for the forthcoming financial year .
- It shall have its accounts audited annually by external auditors.
- It shall elect directly by a secret ballot its President from presented candidates drawn from among its members.
- It shall elect by a secret ballot its Board of Administrators from presented candidates drawn from among its members

Resolutions shall be adopted by a majority vote of the members present or validly represented, who are eligible to vote. Apart from elections of president and board of directors, all other resolutions shall be approved upon and voted for by hand sign.

Each member may cast one vote only. Members not present at the General Assembly may submit a proxy vote for another member. However a single member may not hold more than two proxies.

Items that are not on the agenda of the General Assembly may not be voted upon. Urgent matters can be entered into the agenda on the basis of a simple majority vote.

## **Article 12                      Governance of the Association**

President and Board of Administrators shall be elected for a period of two years by the General Assembly in their own names representing their respective member organisation and not in the names of their respective member organisation. Election guidelines for candidates follow the internal regulations and are sent out to the members at least one month prior to the elections.

### **12.1                      President**

The President will preside over the board. He or she shall be elected for two years. The mandate shall be limited to up to six years (a maximum of 3 terms).

The person elected as president shall be a member of the board of administrators.

The Association is legally represented under civil law by its President, who must be able to exercise his or her civil rights fully. The President may delegate his or her powers to members of the Executive Committee.

### **12.2                      Board of Administrators**

The Association is administered by a Board composed of up to nine Members including its president. This number should never exceed 50% of members. They shall be appointed for two years. Departing Members may stand for re-election. The composition of the Board implies a geographical balance of the Association's member representation and shall limit the number of Members from one country to maximum two elected Members.

The decisions of the board are valid if President or one vice-president are present and the meeting be composed of at least 50% of its Members.

The board of administrators are entitled to put in force steering committees or other governance bodies drawn from amongst its members to conduct activities approved by the General Assembly.

### **12.3 Executive Committee**

The Board and its President shall select from among its members an Executive Committee comprising:

Two Vice-Presidents

A Secretary and, if necessary, a Deputy Secretary

A Treasurer and, if necessary, a Deputy Treasurer

The Executive Committee is elected for a period of two years.

### **12.4 Resignation**

In case a member of the Board of Administrators resigns, his or her mandate shall remain vacant until the next General Assembly elects a replacement.

In case a member of the Board of Administrators will leave the theatre he or she is representing, his or her mandate shall remain vacant after his or her leaving, until the next General Assembly elects a replacement. On proposal of the Board of Administrators and on a majority vote of the General Assembly the leaving member may be asked to hold office until the next General Assembly.

The Board of Administrators may decide on the removal of an administrator for serious reasons on the basis of a 2/3 majority. Serious reasons for such a removal are

- unjustified, permanent non-attendance at meetings
- non-payment of membership fees of the theatre organisation he or she represents
- reasons that may cause prejudice to the association

### **Article 13 Unpaid Mandate**

Association members may not receive any remuneration for the functions with which they are entrusted.

The reimbursement of expenses incurred is the only possible payment.

The Board will define the expenses to be reimbursed and the maximum amount allowed.

### **Article 14 Board Powers**

The Board shall meet at least three times per year and each time it is convened by its President either on his or her own initiative or at the request of at least three Board Members.

Resolutions are passed by majority vote from its elected members present at its meetings.

The President holds the casting vote in the event of a voting tie.

All the decisions that do not require ratification by the General Assembly are the responsibility of the Board.

The Board of Administrators shall have overall managerial and administrative powers subject to the prerogatives of the General Assembly, though it may delegate such powers as it sees fit to employed staff and volunteers.

Minutes of Board meetings shall be recorded.

#### **Article 15    Staff**

The Association, on the advice of the Board will employ staff, whose role is to implement the objectives of the association as defined by the General Assembly and stated in the internal regulations and who will act under the authority of the Board of Administrators within statutory and regulatory provisions.

#### **Article 16    Amendment of Articles – Dissolution**

The Articles may only be modified on the proposal of the Board, or at the request of half of the members present at the Ordinary General Assembly, such a request having been submitted to the Executive Committee one month in advance of the same Meeting.

The General Assembly shall be considered Extraordinary when it deliberates on the amendment of Articles.

Extraordinary General Assembly may decide upon the dissolution of the Association and the attribution of its assets, or a merger with another association with the same aims.

Extraordinary General Assembly must comprise at least two-thirds of the members of the Ordinary General Meeting.

It must be decided by a three-quarters majority vote of the Members present.

Members unable to attend may be represented by another Association Member bearing a written proxy to this effect.

A register of attendance shall be completed and certified by the members of the Executive Committee. If the quorum is not reached on the initial convocation of the Extraordinary General Assembly, the Extraordinary General Assembly shall be convened a second time. At this second Extraordinary General Meeting, resolutions shall be considered valid regardless of the number of members present.

The dissolution of the Association may only be pronounced by the Extraordinary General Assembly, convoked specially for this purpose and deliberating under the quorum and majority conditions foreseen for such Assembly.

The Extraordinary General Assembly shall designate one or more auditors charged with the liquidation of Association assets, and whose powers shall be determined by the former.

The Extraordinary General Assembly may allocate the Association's net assets to any association with similar aims, or to a public or private establishment, recognised for its public service, of its choice.

#### **Article 17                    Internal Regulations**

Internal regulations governing the manner of execution of the present articles may be determined by the Board of Administrators.

#### **Article 18                    General Provisions**

Any matters that have not been provided for in the present status, particularly publicity formalities, and matters that have not been referred to in the internal regulations, shall be handled in accordance with legal provisions.

The current status is put into force upon the majority vote of the General Assembly in Braunschweig, November 28 2014 and any previous versions of the status will be out of validation.