

Statutes approved at the General Assembly in Francheville (virtual GA), September 2020

ASSOCIATION EUROPÉENNE DES AGENTS ARTISTIQUES
EUROPÄISCHER VERBAND DER KONZERTDIREKTIONEN
EUROPEAN ASSOCIATION OF ARTIST MANAGERS

STATUTES

CHAPTER I - PURPOSE - NAME - REGISTERED OFFICE

ARTICLE 1 - PURPOSE:

A Professional Association is hereby created for physical persons or groups of physical persons working independently and without state intervention, primarily in the music business, and mainly in the role of artistic agents representing artists or representing other professional associations.

ARTICLE 2 - AIMS OF THE ASSOCIATION :

The aims of this Association are:

- a) to foster links of collegiality, solidarity and mutual professional assistance between its members, in order to bring about unity within the profession, to create team spirit and goodwill and to allow each member to work in an open and loyal way with respect to their peers.
- b) to defend the common moral and material interests of its members and of all those who they represent , and in that pursuit to create collaborative relationships with other professional groups representing other categories, in particular artistic agents.
- c) to represent the interests of each member and of artists on whose behalf it is authorized to act in relation to public bodies within its country and beyond its borders, with national and international organizations, other arts organizations and agencies or to facilitate relations with these bodies.

ARTICLE 3 - NAME:

The Association is named:

ASSOCIATION EUROPÉENNE DES AGENTS ARTISTIQUES
EUROPÄISCHER VERBAND DER KONZERTDIREKTIONEN
EUROPEAN ASSOCIATION OF ARTIST MANAGERS

The official languages of the Association are French, English and German.

ARTICLE 4 - REGISTERED OFFICE:

The Association is subject to the French law of July 1901.

Its registered office is: AEAA c/o RSB Artists - Mr Réda Sidi-Boumedine / 8, Grande Rue, La Falconnière, Allée A2, 69340 Francheville, France. The registered office may be transferred to another place by decision of the Board of the Association.

ARTICLE 5 - DURATION:

The duration and number of members of the Association are unlimited.

CHAPTER II - ADMISSIONS

ARTICLE 6 - CONDITIONS FOR ADMISSION AS A MEMBER:

In order to join the Association, applicants must meet the requirements of Article 1 for at least two years in their country of residence. Applicants must have a registered place of business, where they regularly carry out their profession and hold a license or a legal authority when required to carry out their activity in the country of residence.

ARTICLE 7 - PROCEDURE FOR ADMISSION

A. FOR FULL MEMBERS

Applications for admission to the Association may be sent at any time by letter to the President of the Association referring to the admission requirements of Article 6. The application for admission must be sponsored by four members of the Association at least two of which are citizens of countries other than that of the candidate and at least one citizen of the country of the candidate, if available. Sponsors must confirm their support in writing to the President of the Association.

At the discretion of the Board, in the event of difficulties or other exceptional circumstances, a 50% discount may be applied to the membership fee upon written request, for a period of up to two years following admission.

Therefore the President shall do his/her utmost to inform all the members of the association about requests for admission, following which there will be a qualifying period of 14 days. If there are no objections within this period, the board will review the applications and decide on these as soon as possible.

If the Board cannot resolve one or more objections, the application for admission will be put to a vote at the next General Assembly. The candidate will officially become a full member on the 1st day of the month following the date of admission.

The membership fee of the new member will be due in full if the admission occurred during the first six months of the year. The membership fee will be reduced by 50% if the admission occurs during the second half of the current year. If a former member who resigned wishes to return to the Association, he/she must submit a new application admission but does not require sponsorship.

B. FOR ASSOCIATE MEMBERS

Any one full member may sponsor only one associate member.

A full member may sponsor for associate membership only one person from his/her own agency. The application for admission as an associate member shall be sent by the full member at any time to the President by letter. The requirements of article 6 do not apply to such applications.

The Board will review applications and decide on them.

The candidate will officially become an associate member on the 1st day of the month following the date of admission.

The associate member does not pay a membership fee and has no right to vote except if he/she holds the proxy of the full member from his/her agency.

C. CHANGE OF AGENCY

In the event of a change of agency, as it is the physical person who is a full member and not the agency, membership remains valid and is transferable. The full member shall inform the President or the General Secretary of this development in writing . Should an associate member be affected by the change of agency of the relevant full member, his/her membership may be automatically transferred along with the full member to the new agency, failing which the associate membership is terminated.

ARTICLE 8 - RESIGNATION:

Any full member of the Association may resign at any time, effective from the end of the current year and subject to payment of that year's membership fees in full;

An associate member may resign at any time, effective from the end of the current year.

The following members are no longer considered part of the Association:

1. deceased members;
2. members who have resigned by letter to the President.
3. full members excluded by the General Assembly for non-payment of fees or excluded for serious reasons as defined in Article 11;
4. associate members whose full member sponsor leaves the Association for whatever reason;
5. associate members whose exclusion is requested by their full member sponsor, by decision of the Board, or in the event of dubious behaviour or arising from grounds for exclusion as defined in article 11, by decision of the Board.

ARTICLE 9 - DEATH OR TRANSFER OF AGENCY:

In the event that an agency is assigned or transferred by succession, the successor shall assume the voting rights for the current year assuming that the membership fee has been paid. The successor may, if desired, request admission to the Association as an individual member. The Board may waive the three-year waiting period under Article 6.

ARTICLE 10 - LEAVE OF ABSENCE:

If required or justified in the circumstances, the Board may require or authorize a member to seek a leave of absence for a maximum of three years, with the option of an extension. During his/her leave, the member will pay no fees and will not be entitled to vote.

ARTICLE 11 - EXCLUSION:

Only the General Assembly may impose an exclusion. The following are among the grounds for exclusion: criminal conviction marring the honour or reputation of the member, any serious breach of morality or commercial probity, breaches affecting the purposes, aims and interests of the Association, any misuse of the

title of member of the Association, or failure to pay fees for two consecutive terms. This list is illustrative and not exhaustive.

ARTICLE 12:

The General Assembly has the authority to distinguish any full or former member with honorary status. Honorary Presidents or Honorary Members do not have voting rights and are not obliged to pay fees.

CHAPTER III - FINANCE AND FINANCIAL YEAR

ARTICLE 13 - RESOURCES OF THE ASSOCIATION:

The resources of the Association come from:

- a) membership fees of full members;
- b) proceeds from the sale of publications of the Association;
- c) donations;
- d) exceptional contributions decided on by the General Assembly.

ARTICLE 14 - ANNUAL FEES:

Fees are only payable by full members.

The annual fee is set by the General Assembly for the following year and payable at the beginning of the year upon receipt of the invoice sent by the Treasurer of the Association. Failure to pay two consecutive fee periods is a potential ground for exclusion from the Association (see Article 11). Excluded members continue to owe the unpaid fees and interest on the same.

)CLASSICAL MUSIC ARTISTS CMA)

Membership of the AEAA is unconditionally linked to Classical Music Artists (a publication of the AEAA and the IAMA): www.classicalmusicartists.com . In addition to the AEAA membership fee (article 4), full members shall pay an annual sum to CMA, which may be amended from time to time by the Editorial Board of Classical Music Artists. This amount will be calculated with regard to the number of artists whom that full member represents exclusively. Should Members not choose to list their artists, they will be obliged to pay the minimum fee equivalent to that applicable to 0 - 20 artists. Information about the Agency and the List of Artists shall appear on the website and also in the Association publication "Classical Music Artists - Who Represents Whom". Each member is responsible for the information in these publications.

ARTICLE 15 - FINANCIAL YEAR:

The financial year is the calendar year: 1 January - 31 December.

CHAPTER IV – STRUCTURE

ARTICLE 16 - GOVERNING BODIES OF THE ASSOCIATION:

The governing bodies of the Association are:

- a) General Assembly
- b) Board
- c) Auditors

CHAPTER IVa - GENERAL ASSEMBLY

ARTICLE 17 – GENERAL ASSEMBLY:

The General Assembly is composed of members of the Association. The Board calls the Assembly at least one month in advance by standard post or by email.

a) Annual General Assembly:

The General Assembly meets once a year in Paris or in another location chosen by the General Assembly or by the Board, and rules on the agenda enacted by the Board. It must take place within the first six months after the end of each financial year.

b) Extraordinary General Assembly:

Extraordinary General Assemblies may be called by the Board, and, in cases of emergency, by the President or the Vice-President.

ARTICLE 18 - AGENDA OF THE GENERAL ASSEMBLY:

The agenda must be communicated to members along with the notice convening the General Assembly. It contains the matters to be discussed at the General Assembly. Members may request the discussion of other points, which may be addressed during the Ordinary General Assembly, providing they are communicated by letter to President, and the Board has given its consent. Each proposed amendment to the Statutes must be contained in the agenda to be notified to members at the same time as the notice to convene the General Assembly.

If an item on the agenda requires the presence of an external person or non-member colleague, he or she may be invited by the Board to participate in discussions, without voting rights.

ARTICLE 19 - CHAIR OF THE GENERAL ASSEMBLY:

General Assemblies are chaired by the President of the Association or failing that by the Vice-President or, on decision by the Board, by another Board member.

ARTICLE 20 - VOTING AT THE GENERAL ASSEMBLY:

Each full member has one vote. If a single office has several partners, they have a single vote between them. They may have a maximum of one further vote, if they pay a second fee.

Associate members have no voting rights, but they may hold a proxy from an absent full member allowing them to vote in the name of that member ("PROXY").

ARTICLE 21 - DELEGATION OF VOTE:

If a member is unable to attend the General Assembly, he/she may be physically represented, with voting rights, by a non-member colleague ("STAND-IN") or give a proxy to another full member or associate member of the Association ("PROXY").

This delegated power must be communicated in writing to the Board before the opening of the General Assembly. A member present at the assembly may cast no more than three votes: his/her own and, if applicable, those of up to two absent members having given proxy to him/her.

ARTICLE 22 - deleted by the General Assembly of 16 April 2004

ARTICLE 23 - LOSS OF VOTING RIGHTS:

Upon a decision of the Board, a full member who has not paid membership fees for the last two periods loses their voting rights and the right to be represented.

ARTICLE 24 - JURISDICTION OF THE GENERAL ASSEMBLY:

The following matters are included in the jurisdiction of the General Assembly:

- a) approval of annual activity report and accounts;
- b) election of the President, board and auditors;
- c) deciding on proposals from the Board and from members;
- d) determining the amount of the membership for the following year and of any exceptional contributions from members;
- e) the admission of new members in the event of objections, and the exclusion of members,
- f) amendments to the statutes;
- g) decisions relating to the dissolution of the Association and of the disposal of its corporate assets;
- h) appointment of honorary members.

ARTICLE 25 - DECISIONS OF THE GENERAL ASSEMBLY:

The General Assembly may only deliberate on and make decisions if $\frac{1}{4}$ of voting members are present or represented. The decisions of the General Assembly are taken openly by a show of hands, if other provisions have not been requested. Voting must be by secret ballot if $\frac{1}{3}$ of the members present so request.

The decisions of the General Assembly are taken - with the exception of Article 26 - by a simple majority vote of members present or represented. In case of a tied vote, the President has the deciding vote.

ARTICLE 26 - EXTRAORDINARY DECISIONS:

Decisions on the following matters must be made by a majority of at least $\frac{2}{3}$ of the voting members present or represented (quorum)

- a) admission of members in the event of objections;
- b) exclusion of members in the event of objections;
- c) election of the Board and of the President;
- d) amendments to statutes;
- e) dissolution of the Association;
- f) disposal of the corporate assets of the Association in the event of dissolution.

CHAPTER IV b - THE BOARD

ARTICLE 27 - BOARD OF THE ASSOCIATION:

The Board, elected from among the full members of the Association, is made up of:

- A President;
- Five members.

The members of the Board appoint from their number: a Vice-President (who stands in for the President in the event of his absence, resignation or death), a Treasurer and a General Secretary.

The Board may invite a member of the Association to participate in its work when it is deemed necessary, to discuss certain issues. In the event that both the President and Vice President are absent on the day of a Board meeting, the Board may designate an ad hoc Chairman for the meeting.

Honorary members of the Association may participate, without voting rights, in the deliberations of the Board.

ARTICLE 28 - ELECTIONS:

Since associate members may not be elected, the Board is elected from among the full members only, by a 2/3 majority of members present or represented, in a secret ballot. If such a majority cannot be achieved for any one candidate, a new vote, between the two candidates having obtained the greatest number of votes in the first round, will be held. The candidate with the most votes in the second round is elected.

The Board must include a full member who is a French resident, since the Association is governed by French Law.

b) Election of the President:

The President is elected for three years by the General Assembly, from among the Board members, under the same voting conditions as those set out at article 28a. If his/her term of office as a Board member should expire before the expiry of his/her three years as President, he/she shall complete the term of office as President without a new vote. The Presidency is limited to two consecutive terms.

ARTICLE 29 - ASSUMPTION OF DUTIES, TERM OF OFFICE OF BOARD MEMBERS :

New Board members assume their duties at the conclusion of the Assembly in question. Board members are elected for a term of three years with the exception of the treasurer, who is elected by the Board for an indefinite period. Outgoing members are only eligible for consecutive re-election once.

ARTICLE 30 - DEATH - RESIGNATION OR REPLACEMENT OF A MEMBER OF THE BOARD:

In the event of resignation or death of a Board member, a provisional replacement is elected by a majority of the remaining Board members until the next General Assembly, at which a new member will be definitively elected. If, for health or other reasons, a member of the Board is unable for a period of time to carry out their duties or to attend the General Assembly, a majority of the Board may appoint a replacement. If the Board is unable to agree on the appointment of a replacement or of a new office holder, the decision is taken by the President.

ARTICLE 31 - SECRETARIAT OF THE ASSOCIATION:

The secretariat of the Association shall be undertaken by a Board member, whose necessary expenses shall be reimbursed from the funds of the Association. He/she may be assisted by an Executive Secretary hired and paid in accordance with a decision of the General Assembly. The Executive Secretary participates in the work of the Board and of the General Assembly without voting rights.

ARTICLE 32 - MEETINGS:

The Board shall meet each time the interests of the Association so require, convened by the President, who sets the agenda. The Board may only validly deliberate if at least three of its members are present at the meeting. Decisions are made by a majority vote. Board members' travel and accommodation expenses for these meetings are paid from the funds of the Association.

ARTICLE 33 - JURISDICTION OF THE BOARD:

The Board elects from among its members a Vice-President, a Treasurer and a General Secretary.
The Board manages and administers the Association and ensures the application of its statutes.
The Board acts on behalf of the Association and may grant individual signatory powers to the President, the Vice President and Treasurer.
The Board decides on the admission of new members where there is no opposition from any member of the Association in accordance with Article 7.
The Board decides on the admission of associate members.
It reviews proposals submitted to it by members of the Association and third parties and presents them to the General Assembly.
It manages the assets of the Association, drafts the budget and submits the accounts and the budget to the General Assembly.
It convenes meetings and takes all steps and decisions in pursuit of the Association's aims and interests.

It two members of the AEAA are in dispute, the Board may offer its arbitration. One of the members involved may also ask the Board for arbitration.
The Board may entrust missions to associate members.
It strives to implement all necessary measures to ensure the continuation and prosperity of the profession.

CHAPTER V - AUDITING

ARTICLE 34 - AUDIT OF ACCOUNTS:

Two auditors are elected by the Assembly from among its members and they audit the accounts presented by the Board on an annual basis. They submit their written report to discharge and approve the accounts during the General Assembly. If necessary, the accounts may be given to a professional accountant who is independent of the Association.

CHAPTER VI - MISCELLANEOUS

ARTICLE 35 - DISSOLUTION:

In the event of dissolution, the assets of the Association are disposed of in accordance with the decisions of the General Assembly. These assets cannot be distributed among the members of the Association.

ARTICLE 36 - FILING OF STATUTES:

These statutes shall be filed, in accordance with the law, with the Prefecture de Police in Paris along with the list of Board members. This filing will be repeated with every amendment made to the statutes and to the membership of the Board.

These statutes amend those approved on 20 December 1947 in Paris and amended by the following general assemblies:

Paris - 1948
Rome - 1955
Munich - 1955
Copenhagen - 1957
Montreux - 1958
Baden-Baden - 1961
Rome - 1962
Strasbourg - 1964
Brussels - 1978
Cannes - 1985
Tel Aviv - 1988
Budapest - 1991
Brussels - 1992
Madrid - 1996
Berlin - 1998
Bern - 2000
Genoa - 2004
Brno - 2005

Berlin - 2008

Rome - 2012

Budapest - 2014

Kraków - 2015

Cologne -2018

Moscow - 2019

Francheville (virtual GA) - 2020