

# Translation of the Statutes of the Association "Sistema Europe"

## Section 1 - Name, location and scope of activity

(1) The name of the Association is:

**Sistema Europe –  
Verein zur Förderung Sistema-inspirierter Musikvermittlung in Europa**

(2) The Association is registered in Vienna/Austria and is active in Austria and throughout Europe.

(3) The Association's fiscal year commences on January 1 and ends on December 31 of the same year.

## Section 2 - Purpose

The Association is not politically or ideologically oriented. It is a non-profit organization with the following purposes:

- Promoting and disseminating activities in the field of music education based on the "El Sistema" concept developed in Venezuela;
- Supporting project groups and organizations offering Sistema-inspired music education at a local level and networking of such groups and organizations at regional and national levels;
- As an umbrella organization: coordinating members' activities and representing their interest to the outside world;
- Organizing events, educational activities and artistic projects; supporting projects of its members and of third parties;
- Supporting and carrying out academic research, also in the form of research projects, to find new and improved methods of music education and of achieving social cohesion through music education.
- The Association publishes and disseminates the projects and activities it has implemented in English and other languages.

### **Section 3 - Means to achieve the purpose of the Association**

- (1) The Association intends to achieve its purpose by utilizing the material and non-material means specified in paragraphs 2 and 3 below.
- (2) Non-material means:
  - a) participation in, and coordination of, projects and events at local, regional, national, and international levels;
  - b) participation in, and collaboration with, cross-border networks and institutions;
  - c) organizing seminars, trainings, workshops, congresses, and other meetings;
  - d) issuing of publications, carrying out of PR and other communication activities;
  - e) involving external experts and skilled sub-contractors.
- (3) The required material means will be raised by
  - a) registration and membership fees;
  - b) sponsoring, donations, and other contributions;
  - c) public grants (local, regional, national, EU, and supranational funding);
  - d) income generated in connection with publications, information material, lectures, events, and other services;
  - e) reimbursement of costs for work performed by members or sub-contractors.

The Association's financial means must not be used for any other purposes than those stipulated herein. Except for reimbursement of labour and material costs, the Association's members are prohibited from receiving money out of the Association's funds. A surplus, if any, generated in one calendar year is carried over to the next following calendar year.

### **Section 4 - Types of membership**

- (1) The Association has regular, extraordinary, and honorary members.
- (2) Regular members include those that fully participate in the work of the Association. Extraordinary members promote the Association's activities in particular through the payment of higher membership fees. Honorary members are persons who are nominated as such for their special contributions to the Association.
- (3) Regular and extraordinary members of the association are normally organisations, independent of their specific legal nature. In the case that an individual person (natural person) not nominated as an honorary member becomes a member of the association, his/her rights and duties shall be the same as those of an extraordinary member save that that the membership of those individual members is not to be associated with the payment of a higher membership fee but at a level commensurate with them as individual persons.

## **Section 5 - Becoming a member**

- (1) All natural and legal persons may become members of the Association.
- (2) The Board shall decide on the appointment of regular and extraordinary members. Membership can be refused without stating grounds.
- (3) Appointments of honorary members are made by the General Assembly on the proposal of the Board.
- (4) Prior to the Association's official registration, its founders may accept members on a preliminary basis. Membership shall become effective upon registration of the Association.

## **Section 6 - Termination of membership**

- (1) Membership expires upon the death of a natural person and if a legal person loses their legal status, or ends through voluntary withdrawal or expulsion.
- (2) Members may withdraw at any time. The Board must be given at least one month's written notice of withdrawal. Members terminating their membership shall not be entitled to any refund of membership fees paid.
- (3) The Board may exclude a member if, despite written reminders, given twice, stipulating a reasonable grace period, they are in delay with the payment of the membership fees for more than six months. Such exclusion shall have no effects on the member's obligation to pay the membership fees due.
- (4) The Board may also exclude a member from the Association for gross violation of any other of its obligations and for dishonourable conduct.
- (5) The revoking of an honorary membership may be resolved upon by the General Assembly consequent on a proposal from the Board for the reasons specified in paragraph 4 above.

## **Section 7 - Rights and obligations of the members**

- (1) Members are entitled to attend all events and make use of all facilities of the Association. The right to vote at the General Assembly and the right to stand for election are reserved for regular and honorary members.
- (2) Members are obliged to make every effort to further the interests of the Association and to refrain from activities that might have detrimental effects on the reputation and the purpose of the Association. All members must observe the Association's Statutes and the resolutions passed by the bodies of the Association. Regular and extraordinary members are obliged to pay the registration fee and the membership fees on time in the amount resolved upon by the General Assembly.

## **Section 8 - Bodies of the Association**

- The bodies of the Association are
- the General Assembly (Sections 9 and 10);
  - the Board (Sections 11 to 13);
  - the Auditors (Section 14); and
  - the Arbitration Committee (Section 15).

## **Section 9 - The General Assembly**

- (1) The ordinary General Assembly for a calendar year shall be convened no later than June 30 of the following calendar year.
- (2) Extraordinary General Assemblies shall be convened within four weeks following a decision by the Board, by an ordinary General Assembly, on demand by the Auditors or following a written well-founded motion by at least one tenth of all members entitled to vote (Section 7, para 1 and Section 9, para 6).
- (3) For both ordinary and extraordinary General Assemblies all members are required to receive a written invitation (by post or by e-mail) by the Board sent out at least two weeks beforehand. The invitation to attend a General Assembly must also stipulate its agenda. General Assemblies are convened by the Board.
- (4) Motions to the General Assembly must reach the Board in writing at least 3 days before the scheduled date of the General Assembly.
- (5) Valid resolutions – except for resolutions to request the convocation of an extraordinary General Assembly – may only be adopted on the items of the agenda.
- (6) All members are entitled to attend the General Assembly. Only regular and honorary members have voting rights. Each member shall have one vote. Legal persons are represented by a proxy. The voting right may be assigned by means of a written power to another member.
- (7) The General Assembly shall have a quorum if at least half of all members with voting rights are present or represented (para. 6). If no quorum is present at the agreed starting time, a General Assembly with the same agenda shall start 30 minutes later; such postponed General Assembly shall have a quorum irrespective of the number of members present or represented.
- (8) At the General Assembly, elections are made and resolutions adopted with a simple majority of the votes cast. However, resolutions on an amendment of the Statutes of the Association or the termination of the Association require a qualified majority of two thirds of the valid votes cast.
- (9) The General Assembly is chaired by the President; if the President is prevented from acting as such, then by the Deputy President. If the Deputy President is also prevented, then the General Assembly is chaired by the longest serving member of the Board who is attending the General Assembly.

## **Section 10 - Tasks of the General Assembly**

The following tasks shall be reserved to the General Assembly:

- (1) Accepting and approving of the report on activities and the statement of accounts;
- (2) Passing of resolutions on the budget;
- (3) Electing, appointing, removing Board members and Auditors; approving of legal transactions between Board members or Auditors and the Association;
- (4) Formally approving of the Board's activities;
- (5) Stipulating registration and membership fees for both regular and extraordinary members;
- (6) Awarding and withdrawing of honorary memberships;
- (7) Passing of resolutions on amendments to the Association's Statutes and on the voluntary dissolution of the Association;
- (8) Discussing of, and passing resolutions on, other items on the agenda.

## **Section 11 - The Board**

- (1) The Board shall have at least three members, viz. a President, a Deputy President acting at the same time as the Treasurer, and a Secretary. Prior to appointing additional Board members, the Board shall adopt for itself binding Rules and Regulations.
- (2) The Board is elected by the General Assembly. Upon the resignation/removal of an elected Board member, the Board is entitled to coopt another eligible member in the Board member's stead, for which subsequent approval of the next following General Meeting must be obtained. If the Board – without a cooption having been made – ceases to exist completely or for an unforeseeable period of time, each Auditor is obliged to convoke without delay an extraordinary General Assembly in order to elect a new Board. If the Auditors are also unable to act, or do not exist, each regular member that is aware of the emergency situation must immediately apply for the appointment of a trustee with the competent court, and such trustee must immediately convoke an extraordinary General Assembly.
- (3) The Board is elected for two-year terms. Re-election is possible.
- (4) The Board is convened in writing or orally by the President or the Deputy President. If the latter is also prevented for an unforeseeable period of time, any other member of the Board may convoke the Board.
- (5) The Board shall have a quorum if all of its members have been invited and at least half of them are present.
- (6) The Board passes its resolutions based on the simple majority of votes; in case of a tie, the President shall have a casting vote.
- (7) The Board is chaired by the President, or by the Deputy President if the former is prevented from attending. If the Deputy is also prevented, the Board shall be chaired by the longest serving member attending.
- (8) Apart from their death or the expiration of the term of office (para. 3), the office of each member of the Board can be terminated by dismissal (para 9) and withdrawal (para 10).
- (9) The General Assembly may at any time remove from office the entire Board or individual Board members. Such removal becomes effective upon the appointment of the new Board or the new Board member.
- (10) Board members may at any time declare their resignation in writing. Such declaration of resignation must be addressed to the Board or, if the entire Board resigns, to the General Assembly. Such resignation shall only become effective upon the election or cooption (para. 2) of a successor.

## **Section 12 - Tasks of the Board**

The Board is in charge of managing the Association. It carries out all functions that have not been assigned by the Statutes to any other of the Association's bodies. Its scope of activity includes the following issues in particular:

- a) Preparation of the annual budget and preparation of the report on activities and the statement of accounts;
- b) Preparation of the General Assembly;
- c) Convocation of the regular and extraordinary General Assembly.
- d) Management of the Association's assets;
- e) Admission of new, and expulsion of existing, members of the Association;
- f) Employing and dismissing employees of the Association.

### **Section 13 - Special obligations of individual Board members**

- (1) The President, or if the President is prevented, the Deputy President, represents the Association to the outside world. Legal transactions between Board members and the Association exceeding the total amount of € 10,000 in a calendar year are subject to the General Assembly's approval in order to be valid.
- (2) Powers vesting their holders with the legal right to represent the Association in external affairs and/or to sign on behalf of the Association can only be granted by the Board members specified in para 1 above.
- (3) In the event of imminent danger, the President is entitled to give independent instructions, including with respect to matters falling within the scope of responsibility of the General Assembly or of the Board, on the President's own responsibility; as regards internal affairs, these are, however, subject to subsequent approval by the competent body of the Association.
- (4) The President chairs the General Assembly and the Board.
- (5) The Secretary supports the President in managing the business of the Association. The Secretary shall keep the minutes at the General Assembly and at Board meetings.
- (6) The Treasurer is responsible for the proper financial conduct of the Association.

### **Section 14 - Auditor**

- (1) The General Assembly elects two Auditors for a term of two years. Re-election is possible.
- (2) The Auditors are in charge of supervising ongoing activities and of checking the Association's statement of accounts. The Auditors report the result of the audit to the Board.
- (3) As for the rest, the provisions of Section 11, paras 3, 8, 9, 10, and Section 13, para 1, last sentence, shall apply *mutatis mutandis*. The maximum amount stipulated in Section 13, para 1, last sentence, shall not apply to the Auditors.

### **Section 15 - Arbitration Committee**

- (1) Any disputes arising within the Association shall be referred for decision-making to the internal Arbitration Committee.
- (2) The Arbitration Committee consists of three regular members of the Association. It is formed by one party to a dispute notifying the Board in writing of its appointment of one member to act as an arbitrator. The respective other party to the dispute, upon request by the Board within seven days, shall appoint one member of the Arbitration Committee within 14 days. Following the confirmation by the Board within seven days, the appointed arbitrators elect a third regular member chairman of the Arbitration Committee within another 14 days. In the event of a tie, the chairperson shall be elected from among the proposed members by drawing lots.
- (3) The Arbitration Committee decides with a simple majority of votes in the presence of all of its members. The Arbitration Committee decides to its best knowledge and belief. Its award shall be final within the Association.

## **Section 16 - Dissolution of the Association**

- (1) The voluntary dissolution of the Association may only be resolved at an extraordinary General Assembly convened for that purpose with a majority of two thirds of the valid votes cast.
- (2) If the Association has any assets, that General Assembly shall also resolve on their liquidation. It must in particular appoint a liquidator and pass a resolution as to whom the assets of the Association that remain after any liabilities have been settled are to be transferred. To the extent possible and permitted, such remaining assets shall be assigned to an organization that pursues the same or similar purposes as the Association.
- (3) The last Board shall notify the responsible authority in writing of the voluntary dissolution of the Association within four weeks after the resolution to that end has been adopted. Within the same period of time the last Board shall also arrange for the publishing of the Association's voluntary dissolution in an Official Gazette.