

Rijke Beukelaarstraat 8 at 2000 Antwerp, Belgium
Judicial court district Antwerp
Corporate number: 894 303 574

Statutes of theatreurope vzw, as ratified on the founding meeting of 22-06-2007 in Prague, Czech Republic, with as founding members:

Howard, Pamela United Kingdom.
Lecat, Jean-Guy France.
Crowley, Sean United Kingdom
Raytchinova, Marina Bulgaria.
Ivars, Ramon Spain.
van der Geest, Henk Nederland
Tilly, Sjef Nederland.
Kalaitzidis, Nikos Greece.
Van Goethem, Chris België
Strickx, Jan België.
Maeckelbergh, Jerome België

ARTICLE I

Name and registered siege

1. Name:

The organisation will be named "theatreurope". This name always has to be followed by "vzw", which is the Dutch acronym for "non-profit agency".

2. Siege: (the seat or base of the organisation)

2.1. Although the siege of the main activities of the non-profit agency is in Belgium, the organisation can deploy activities in other countries.

2.2. The corporate siege will resort under the District Court of Antwerp and can be moved to another place of this court only if agreed at the General Meeting of the association.

2.3. At present, the siege is located in Belgium, 2000 Antwerpen, Rijke Beukelaarstraat 8.

2.4. All documents required by Belgian law for non-profit agencies, will be stored at the Court of Commerce of the District Court of Antwerp

ARTICLE II

Objective of the organisation

- ❖ To maintain the study and preservation of European cultural and professional heritage in all areas of design, technical realisation and support for theatre and performance.
- ❖ To support and promote recognition of the theatre and performance design and technical professions in a European context.
- ❖ To celebrate and promote European cultural, regional and disciplinary diversity and collaboration
- ❖ To promote transparency, the exchange of knowledge and innovations between individuals and organisations both European and worldwide.

- ❖ To promote and support Long Life Learning and education in the areas of design, technical realisation for the performing arts.
- ❖ To promote and facilitate the mobility of educators, learners and practitioners within the performance profession.
- ❖ To promote international cooperation between diverse cultural participants in performance technology and scenography.

The organisation will promote activity, which relates directly or partially towards the aforementioned objectives or through co-operation with comparable or similar organisations, within Europe and across the world.

ARTICLE III: Structure of the organisation

1. The members

- 1.1. The organisation has statutory members and subscribed members.
 - 1.1.1. The full membership, including the right to vote at the General Meeting, will be exclusive to the statutory members.
 - 1.1.2. The subscribed members only have the rights and duties according to the law or to the decisions taken by enforcement of that law. Changes to the governing articles of the association will require consultation and the agreement of the statutory members.
 - 1.1.3. The minimum number of statutory members is determined as three. Henceforth the term “members” in the statutes, applies to statutory members.
- 1.2. All persons who can positively contribute to the activity of the organisation can post a written application to the Executive committee to join as a member. The Executive committee will decide on its first coming meeting on the application with a two-third majority of votes.
- 1.3. Each member can resign from the organisation by submitting a letter of resignation. Exclusion of members who conflict to the moral and material interest of the organisation will occur according to the definitions of the law.
- 1.4. The General Meeting determines the amount of the yearly fee for the members, the subscribed members, the membership fee will vary based on individual, group, association or organisational membership but this will not exceed a maximum of €500.

2. The General Meeting

- 2.1. Composition:
 - 2.1.1. The General Meeting is composed by all the statutory members and will be called together by the executive committee. The meeting will be convened when required and necessary for the goals and the interest of the organisation, or each time that one fifth of the members of the General Meeting ask for it explicitly.
 - 2.1.2. Convening the members for a meeting will be through notification by letter detailing day, hour, place, and agenda of the meeting; sent at least 30 days prior to the scheduled meeting.
 - 2.1.3. Minutes will be made of each meeting and signed by an Authorised member or one of the directors, and registered in the appropriate file. Extracts, which must be submitted, and all other deeds must have such valid signature.
- 2.2. The regular General Meeting represents all the members, and its decisions also commit the members who do not vote or vote against
- 2.3. The General Meeting is empowered to

- To Change the statutes.
 - To Appoint and depose directors.
 - To Appoint and depose commissioners if necessary and stipulate their compensation.
 - To dissolve the organisation in accordance to the concerning texts of laws.
 - To exclude members.
 - To agree the yearly proposed budget and verify annual accounts.
 - To convert from a non-profit agency to another legal form of association.
 - To perform all other practises resulting from the statutes or the Belgian law.
- 2.4. The General Meeting which is formed by at least 50% of the membership decides by ordinary majority, unless the law or the statutes request a special majority. Members can delegate their representation to another member of the General Meeting by written proxy. Each member may bear only one proxy. If the quorum is not reached, a new General Meeting will be called, which can decide, whatever is the amount of members present, on the same agenda.
- 2.5. The General Meeting will only make a valid change to the statutes and be able to dissolve the organisation by corresponding to the articles 8 and 20 of the Belgian law of 27 June 1921.
- 2.6. The minutes of the General Meeting will be collated and kept by the secretary/or delegated authorised member, they will be signed by the chair of the meeting and by the secretary/delegated authorised member. Members and other persons who proved their interest have the right to peruse and/or copy the minutes of the General Meeting without displacement, at their own cost.

3. The Executive Committee

- 3.1. An Executive Committee formed by a minimum of three members (who are appointed as directors at the General Meeting) governs the organisation. The General Meeting appoints the directors. After four years, each position will be subject to re election. In circumstances where the general meeting expresses dissatisfaction with the directors, it has the right through a majority decision to appoint and depose directors
- 3.2. In addition to the quadrennial re-election, each member has the right to run for election as a new director of the Executive Committee. Each candidacy must be sent to the sitting Executive Committee, which then has to notify all members that there will be an election. This has to be done at least 30 days prior to the first coming General Meeting.
- 3.3. The General Meeting will also allocate the different functions to the directors of the Executive Committee. This Executive Committee has complete control to govern the organisation. All that is not explicitly reserved to the General Meeting by the law and in these statutes is in its authority, including the making of a house rule that has to be agreed by the General Meeting. This house rule then is binding.
- 3.4. Meetings of the Executive Committee:**
- 3.4.1. The Executive Committee meets on the call of a director. It may only decide if a majority of the members of the Executive Committee are present. Members of the Executive Committee may not delegate their representation by written proxy.
- 3.4.2. The Executive Committee can meet by means of all possible ways of communication, which allow all Executive Committee members to participate. Hereby, the general principles of deliberation must be respected.
- 3.4.3. An ordinary majority will make decisions. When there is no majority, the vote of the chair of the meeting is decisive.
- 3.4.4. Minutes of each meeting shall be made which have to be signed by the secretary/ delegated authorised member. They will be bundled and kept in a proper register. Extracts and deeds to be submitted have to have a valid signature of the secretary/ delegated authorised member, or a director.

3.5. The Executive Committee organises and is responsible for the daily governing of the organisation and any of the directors can officially represent the organisation. The Executive Committee can also delegate special authority to any person.

3.6. By practising their function, directors have no personal obligation and are only responsible for the execution of their mandate. A governing mandate will not be remunerated.

ARTICLE IV:

Inspection right of members

1. At the location of the siege, all members can consult the list of members, the minutes of the meetings, the decisions of the General Meeting, the Executive Committee and the persons with or without a governing function that have hold a mandate for the organisation. All members can also inspect the bookkeeping at the siege.

ARTICLE V:

Several stipulations

1. The bookkeeping year starts on 1 January and ends on 31 December with the exception of the founding year where it starts on the date of the founding to the 31 December of the following year.

2. The accounts of the past year and the budget forecast for the coming year shall yearly be submitted to and approved by an ordinary General Meeting taking place in February of each year.

3. In case of dissolution, two persons will be appointed by the General Meeting to settle the duties of the organisation, and, failing that by the General Meeting, by the court.

4. The credit balance then shall be passed to a non-profit agency, an organisation, a foundation or an institution with a similar goal.

The following were appointed as directors at the founding meeting:

Howard, Pamela

Lecat, Jean-Guy

Crowley, Sean

AUTHORISATION CLAUSE

The bellow signing directors give authorisation to founding member

Maeckelbergh, Jérôme

Rijke Beukelaarstraat 8; 2000 Antwerpen; België

° Blankenberge 01-02-1945

This person has the right to represent theatreurope vzw and is allowed to sign and act for theatreurope vzw and may accomplish the necessary financial steps.

Prague, 22 June 2007