

ASSOCIACIÓ: “EUROPEAN DANCE DEVELOPMENT NETWORK”

STATUTES

CHAPTER I. Name, Objectives and Address.

The Association regulates its activities in accordance with the provisions of Law 4/2008, of April 24, of the third book of the Civil Code of Catalonia, relating to legal entities; Organic Law 1/2002, of March 22, regulating the right of association, and its statutes.

Article 1. Name.

The Association shall be named: **Associació: European Dance Development Network - EDN**

The Association shall adopt a logotype as a distinctive symbol.

Article 2. Vision, Mission, Aims and Objectives

Executive statement

EDN is a constellation of contemporary dance organisations, engaged in accompanying and facilitating dance sector transformations (esthetics, production models, audiences) in response to the changes and challenges of the wider socio political context while strengthening the role of contemporary dance in shaping more diverse, equitable and sustainable models.

The vision

A thriving European dance sector which vitalises communities and pushes boundaries. A European society where dance and dance artists provide joy and positive challenge to citizens everywhere.

The mission

Working with members and the sector for a sustainable, progressive and equitable dance sector through high quality programmes aimed at the development of dance.

Aims and objectives

Through **advocacy** and **research**, mediate and create awareness of the specificity of contemporary dance and to strengthen the onward movement of the dance sector on a European level.

Capacity building through creating conditions for exchanges and facilitating knowledge sharing.

Connecting and **collaborating** with organisations, other networks and stakeholders to enhance the relevance for diverse dance, elaborate mediation with audiences and the public and to connect local activities to larger themes, societal and European visions.

Article 3. Address.

The address and the headquarter of the Association shall be: Carrer Lleida N° 59, 08004, Barcelona.

The Association will develop its activities not only in Barcelona but throughout the European area as well as in cooperation with dance organisations in other continents of the world.

CHAPTER II. Association members, their rights and obligations.

Article 4. Association members.

The association members are a legal entity, organisations with an aim at developing a sustainable dance field and building a more diverse, accessible, fair and inclusive dance ecosystem and are willing to make active contributions to the network's activities.

Association members are exempt from personal responsibility. Responsibility shall be limited to carrying out the objectives to which they have jointly agreed.

To join the association, the applicant will be recognised through 2/3 of members' vote at the General Assembly or General Meeting.

Article 5. Communication.

Communication and information exchange within the Association and between its members shall be carried out through email and the association's website.

Consequently, each member must provide an email address and will nominate and appoint a person to represent the Organisation.

Article 6. Members' rights.

Members have a right to the following:

- a) To attend and participate in all Assembly deliberations, either being physically present or via telecommunication methods.
- b) To exercise their right to vote at the Assembly.
- c) To elect and be elected to representative posts and to carry out managerial duties.
- d) To participate and benefit from the Association's services and activities.
- e) To propose to the Assembly and Board any initiative they consider opportune to make the Association's objectives more efficient.

- f) To request and obtain explanation regarding the administration and management of the Board.
- g) To receive information regarding the Association's activities.
- h) To propose and participate in workgroups.

Article 7. Members' obligations.

Association members' obligations are the following:

- a) To commit themselves to the Association's objectives and to actively participate in their achievement.
- b) To contribute to the sustainability of the Association through payment of quotas, subscriptions and other economical contributions as approved according to an agreed timeframe.
- c) To attend at least once a year the General Assembly or the General Meeting.
- d) To promote the association by using its logos at their website or similar communication channel.
- e) To comply with the rest of the obligations resulting from these statutes and those approved by the Association

Article 8. Membership termination.

Association members may leave the post for the following reasons:

- a) By their own free will, by duly acknowledged communication of such to the Board.
- b) For non-payment of the established quotas.
- c) For non-compliance with statutory duties.
- d) For not following the agreements of the Association governing bodies.
- e) Changing the course of its organisation so it no longer responds to the aim at developing a sustainable dance field and building a more diverse, accessible, fair and inclusive dance ecosystem.

In b), c), d) and e) reasons for the termination will be proposed by the Board and must be ratified by majority at the next Assembly meeting.

CHAPTER III. Assembly.

Article 9. Assembly

- a) The Assembly is the Association's governing body; members make up the Assembly by their own and irrevocable right.
- b) Association members, meeting at a legally constituted Assembly, decide issues under its competence by majority vote.
- c) Assembly meetings can be attended in person or via digital platform or other telecommunication methods, always and when the identification of the attendee has been clarified, there is communication continuity, and the possibility of participating in deliberation and exercising votes, in this case, it is understood that the meeting shall take place at the designated place where the person is presiding the meeting.

The right to vote can be exercised via digital platforms or telephone, always when the right of information and vote are guaranteed, and the vote has been registered, guaranteed and authenticated. It is understood that the agreement, as adopted at the address of the person and prior to the date of reception of the votes correctly cast.

- d) All the members are subject to Assembly agreements, including those absent, those in discrepancy, and those present who have abstained from voting.

Article 10. Assembly Powers.

The Assembly has the following powers:

- a) To modify the Statutes.
- b) To elect or remove members of the Board and control its activity.
- c) To approve the annual Budget and Annual Account Consolidation, as well as adopting agreements for establishing the amount towards sustaining the Association and to approve the governance undertaken by the Governing Body.
- d) To approve Association dissolution.
- e) To form part of or to split from other Associations.

- f) To approve the termination, definitive separation of Associates through the use of prior proceedings.
- g) To ratify Board agreements regarding the naming of new members and to also be made aware of new applications and resignations of members for a different reason other than that of definitive separation.
- h) To take a decision over any question that is not directly attributed to any other Association body.

Article 11. Assembly Meetings.

The General Assembly shall meet at an ordinary session at least once per year, within the first six months.

The Board can call an Assembly of extraordinary nature when it considers so convenient, and as such requested by 10 percent of the members, in this case, the Assembly must take place no more than 30 days after such request.

The Assembly called by the Board must at least contain the agenda, place, date, and time of the Assembly, which shall be sent by email.

Notification must be communicated to members 15 days before the date of the meeting, via the updated and noted e-mail address of the members.

The minutes should include an extract of deliberations, texts of the agreements undertaken, the numeric result of voting and a list of members present. The minutes will be available to members within 6 weeks after the Assembly meeting.

After each Assembly meeting, the minutes are asked for their approval or amendment.

Article 12. Assembly Quorum.

The ordinary and extraordinary Assemblies are considered valid on the first meeting call always and when, either in person or via delegate, there are two thirds of the members present. Also Assemblies are considered valid on the second meeting call if there are 50 percent present.

The second meeting call will be specified on the notification of the first meeting call, also establishing place, date and time.

Article 13. Voting.

Votes cast by members shall be equivalent to one vote.

Members who cannot attend the assembly can delegate their vote to another member. Each member can receive only one proxy.

Agreements are made by simple majority of the members present or their representative, except those decisions that are related to legal or financial aspects, as well as aspects related to Associate payment quotas, modification of the Statute, the dissolution of the Association and the ratification of new members, which require a two-thirds majority of the votes of those present. In case of a tie, the Presidency and Co-presidency shall have a casting vote.

CHAPTER IV. THE BOARD.

Article 14. The Board.

The Board presides over, administers and represents the Association, being formed by a minimum of 4 and a maximum of 11 with full rights: the Presidency, the Co-presidency, the Secretary, the Treasurer, and the Board members, duties which must be carried out by different people.

The Presidency, the Co-presidency, the Secretary, the Treasurer and the Board members will be elected by the vote of the Assembly.

Board Members are the representative of a member organisation and appointed for a two year term, renewable thrice, a maximum of 8 years. Board members are elected as individuals and can not be replaced by her/his/their member organisation with someone else.

Board members may resign at any time by submitting a written declaration to the Presidency and Co-presidency, specifying when the resignation shall take effect. Leaving the Board before the end of the two year mandate period can occur for causes and consequences as established by law.

In the event of dismissal or resignation during the term of office, the Board may appoint a replacement member by co-optation, until the next meeting of the General Assembly. A board member needs to leave the position if no longer connected to a member organisation.

Board members receive no remuneration.

Article 15. Leaving the post.

Board members exercise the post for a two-year period, and can be re-elected consecutively indefinitely, for two-year periods up to a maximum of eight years.

Leaving the Board before the end of the two-year mandate period can occur for causes and consequences as established by law.

The vacant post on the Board must be occupied in the first Assembly meeting that takes place. Meanwhile, a member of the Association has to provisionally cover the vacant post.

Article 16. The Board's Powers.

The Board has the following powers:

- a) To represent, manage and administer the Association in the widest possible manner recognized by the law; in this way, comply with the decisions taken by the Assembly, in agreement with the rules, instructions and directives as established by the Assembly.
- b) To undertake the agreements necessary in relation to appearing before public bodies and to exercise all types of legal actions and to lodge pertinent appeals.
- c) To propose to the Assembly, establishment of the quotas that members of the Association must comply with.
- d) To call Assemblies and to ensure that the measures adopted are complied with.
- e) To this end, to report the balance and state of accounts for each fiscal year to the Assembly for their approval, and to prepare the budget for the following year.
- f) To inspect the accounting and to ensure that the services function normally.
- g) To establish workgroups so as to efficiently achieve the Association's objectives, and to authorise the activities that this group plans to carry out.
- h) To give individuals or legal entities a temporary role as Ambassadors to represent the Association on a specific mission.
- i) To carry out all necessary administration regarding public organisms, entities and other persons, so as to obtain subsidies and grants.
- j) To open current and savings accounts at any bank or savings bank and to have funds available in these accounts.
- k) To provisionally make recommendations about any instance that is not covered in this Statute and to bring such recommendation to the attention of the first possible Assembly meeting.
- l) To carry out any other power as expressly delegated by the Assembly.

Article 17. Board Meetings.

The Board, previously called by the Presidency or Co-presidency, shall meet in ordinary session in line with, and decided by its members; under no circumstances shall this be less than two per year.

An extraordinary meeting shall be called by the Presidency or Co-presidency according to necessity or when one third of its members request such.

The Board is valid when it has been previously called and there is a quorum of half plus one of its members on the first meeting call, and on the second meeting call the President, the Secretary and the Treasurer, in total a minimum of 3 have to be present.

Board members are obliged to attend all meetings that are called, although, for justifiable causes, they can give their apologies. Attendance of the Presidency or Co-presidency or Secretary, or those that substitute them is always necessary.

Board meetings may be in person or via videoconference or other telecommunication methods, always and when the identification of the attendee has been clarified, there is communication continuity, and the possibility of participating in deliberation and exercising vote. In this case, it is understood that the meeting shall take place at the designated place, physical or online, where the person is presiding over the meeting.

The right to vote can be exercised via telecommunication, always and when the right of information and vote are guaranteed, and the vote has been registered, guaranteed and authenticated.

The Board makes agreement by simple majority on the votes of the Attendees. In case of a tie, the Presidency and Co-presidency shall have a casting vote.

Board meetings and agreements will be recorded in the minutes of the Board, and must be signed by the Secretary, Presidency and Co-presidency. At the start of each Board meeting, the minutes from the previous meeting shall be read for approval or amendment, as required.

The board has the possibility to form a Presidium. It is formed by the Presidency, the Co-presidency, the Secretary, and the Treasury.

CHAPTER V: Presidency, Co-presidency, Secretary, Treasurer

Article 18: Association Presidency and Co-presidency.

The Presidency manages and legally represents the Association, by delegation of the Assembly and Board.

The Co-presidency accompanies the Presidency in the missions and may endorse permanent or temporary delegations by the Board and General Assembly.

The following functions are the responsibility of the Presidency and Co-presidency:

- a) Validate the functioning of the Association in accordance with the statutes.
- b) Have all the powers to represent the Association in the acts of civil life and to go to Justice on behalf of the Association.
- c) Ensure the execution of the decisions taken by the General Assembly.
- d) Ensure respect for the moral and material interests of the Association.
- e) Convenes the Bureau and the General Assembly and sets their agendas.

- f) Give permanent or temporary delegations to certain members of the Bureau.

Article 19. Secretary.

The Secretary is responsible for the secretariat of the Association and in particular the secretariat of the meetings of the association, the Board and the General Assemblies, draws up the minutes and maintains the records of deliberations.

Article 20. Treasury

The Treasury is responsible for the accounts and the management report.

CHAPTER VI. Economic environment.

Article 21: Foundational Assets.

This Association has no foundational assets.

Article 22: Economic Resources.

The Association's economic resources proceed from:

- a) The quotas established by the Assembly for its members.
- b) Private or public subsidies.
- c) Donations, inheritance or legacy.
- d) Income on assets or other incomes that may be obtained.

Article 23. Quotas.

All the Association's members have the obligation to economically sustain it, through quotas or subscriptions, as determined by the Assembly on the request of the Board.

The Assembly can establish an income quota, and extraordinary quotas.

Article 24. The Accounting Year.

The accounting year shall coincide with the natural calendar year, and shall close on 31st December.

Article 25. Current Accounts.

Current and Savings Accounts opened in banking or savings accounts must bear the signature of the Presidency, the Treasurer and the Secretary.

To make funds available, two signatures are sufficient.

CHAPTER IX. Discipline.

Article 26. Discipline.

The Board shall sanction infringements by members.

Infringements can be classified as minor, serious and very serious; the corresponding sanctions shall range from a warning to being expelled from the Association, as determined by internal ruling.

A sanctioning procedure shall be undertaken at the onset or as the consequence of a complaint or on notice of an infringement.

CHAPTER X. Dissolution.

Article 27. Association Dissolution.

The Association can be dissolved if agreed upon by the Assembly, in an expressly called extraordinary meeting to such end.

Once dissolution is agreed upon, the Assembly shall take the appropriate measures regarding the destination of assets and Association rights, such as the end to, extinction of and liquidation of any pending operation.

The Assembly is empowered to elect a liquidating Commission always when deemed necessary, if not; such function shall correspond to the Board.

Any surplus assets resulting from the liquidation shall be offered to a private or public entity, without any profit, within the Association's territory and that has shown outstanding activity in favour of charitable work.

This is an English copy of the certified Statutes, approved and adopted by the General Assembly held on the date of 27 June 2023.