

CONSTITUTION FOR "NETWORK EUROPE"



1. NAME AND PURPOSE

1.1. Name and Place

The name of the organisation is 'Network Europe'. The organisation also trades as 'Live Music Network' and as LiveMusicNetwork.eu. The place of the organisation is Nijmegen, The Netherlands.

1.2. Purpose

The purpose of the organisation is:

- to be a platform for European agents, bookers, promoters and talent buyers for musical talent
- to facilitate the exchange of experience, know-how and information on topics of mutual interest
- to develop European talent, and to cooperate with events and organisations who also have this aim
- to be actively open to relative newcomers (agents, bookers, promoters and talent buyers).

2. MEMBERSHIP

2.1. Admission

Every agent, booker, promoter or talent buyer who works either with foreign European musical talent, or with national musical talent in foreign European countries, can become member of Network Europe. The board of directors can require recommendation from one existing Network Europe member on an individual basis. Persons can become Individual Member of Network Europe; this membership cannot be transferred to another person. Companies can become Company Member; Company membership is valid for three (or more) delegates per meeting or event and costs three times (or more) Individual membership. Membership is valid for the current calendar year; the Members Meeting can decide that membership is prolonged automatically.

2.2. Membership Fee

Every member is obliged to pay the Membership Fee and any other fee that is agreed upon by the Members Meeting. Membership does not start before full payment has been made.

2.3. Resignation

If Membership is renewed automatically, resignation is necessary at least one full calendar month before the end of the calendar year.

2.4. Rights and Obligations

The organisation will provide information to the members. Every member has the right to take knowledge of Network Europe's official documents, and make use of Network Europe's arrangements and services. Documents are official if the board of directors or the Members Meeting has not decided otherwise. Members are obliged to follow Network Europe's constitution. The members are not in any way liable for the obligations of Network Europe.

2.5. Expelling Members

Members who threaten the good name and/or reputation of Network Europe or who do not follow the constitution of Network Europe can be expelled by a 2/3 majority of votes from all members.

3. MEETINGS

3.1. Rights

The members present at the Members Meetings as defined under 3.2 form the highest body of Network Europe.

3.2. Agenda

At least one meeting a year will have all of the following points on the agenda:

- opening of the meeting
- establishing of the agenda
- annual report from the board of directors with account for finances
- account of auditors
- tasks and responsibilities of the board of directors
- establishing of the annual fee and of the fee per meeting
- election of auditors
- election of board of directors
- remaining issues
- end of the meeting.

The board of directors will ask a member to be chairman of the Members Meetings; another member will be asked to make minutes that will be sent to every member.

3.3. Votes

At Members Meetings decisions on listed agenda items are valid with 2/3 majority and at least half of the members present, after the Members Meeting has thoroughly tried to reach unanimity or else consensus. If these conditions are not met, or if the Auditors or the Board of Directors decide the following is necessary, voting via e-mail will follow within 14 days, to be completed within 21 days, giving members at least 7 calendar days to vote, until these conditions are met; in this case, blank votes, invalid votes and missing votes are irrelevant to the decision. A unanimous decision by all members is always valid. Unanimity means: all members support a proposal. Consensus means: a majority supports a proposal, and the entire minority accepts the outcome of the vote. Every company that has members present from a certain country has one vote in total for that company from that country.

3.4. Summons

The summons to the Members Meetings will be sent to the members at least one month before the meeting.

4. THE BOARD OF DIRECTORS

4.1. Authority

The board of directors is Network Europe's executive body appointed to execute, or to have executed, all current tasks, and to guard and uphold the policy and decisions set forth by the Members Meeting, and is elected from members by the Members Meetings as defined under 3.2. and 3.3. for one year or until Network Europe membership expires

4.2. Territories

The composition of the board of directors will reflect as much as possible the relevant regions in Europe in relation to the composition of the list of members of Network Europe.

4.3. Assembly

The board of directors consists of an uneven (minimum three, preferably five) number of members with following tasks:

- chairman
- secretary
- treasurer
- other members of the board of directors.

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4.4. Board Meeting

A meeting of the members of the board of directors will be announced if two members of the board or one of the auditors demand it. Summons for the meeting will be sent to the members of the board, to arrive at least two weeks before the meeting. The board of directors reaches decisions with unanimity, but if this cannot be reached, by consensus. If unanimity and consensus cannot be reached, the board of directors reaches decisions with 50 % of all votes; such decisions are valid until the next Members Meeting where they will be presented for confirmation. Minutes will be checked by two directors and sent to all members of Network Europe. The board will meet at least two times in every calendar year, but preferably four times.

4.5. Signing for the Association

Only the chairman and the treasurer together are authorized to sign for Network Europe. The Board of Directors can on specific occasions unanimously decide to authorize one board member to individually sign on behalf of Network Europe.

5. ECONOMICS AND LAW

5.1. Financial Year

The financial year of Network Europe will go parallel with the calendar year.

5.2. Auditors

The Auditors are elected in the same way as the members of the board of directors.

The auditors will:

- continuously check the accounts of Network Europe
- comment if there is a need to change the constitution
- give report on the activities of the board of directors, and recommend or oppose responsibilities of the board of directors.

The auditors have the right to attend all meetings of 'Network Europe'. Their reasonable and modest expenses to attend these meetings, except in the case of Members Meetings, are covered by Network Europe. The Auditors will be informed of reorganisations and of changes in the constitution.

5.3. Law

This constitution is written in accordance with the laws of the Netherlands. Any dispute over this constitution, or between Network Europe and its members, will be settled in front of the courts of the Netherlands in accordance with Dutch law.

6. CONSTITUTION

6.1. Change in Constitution

To change the constitution, a decision will be made with 2/3 majority of votes from all members. Propositions for changes to the constitution will be announced at least one month before the Members Meeting.

6.2. Dispute

In a dispute of the interpretation of the constitution, the temporary right of interpretation lies with the board of directors, until the next Members Meeting reaches a final decision.

7. DISBAND OF 'NETWORK EUROPE'

7.1. Decision of Disband

The decision of disband is made by a meeting as defined under 3.2 and a special Members Meeting, not before two months after the first meeting.

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7.2. Application of Disband

The application of disband will be handed in to the board of directors at least two months before a Members Meeting.

7.3. Form a Quorum

The decision of disband must be supported by at least 2/3 of the members.

7.4. Care of the Means on Disband

At disband, the means of the organisation will be handed out in a way that the Members Meeting finds suitable. The guarantor of the organisation will not be held liable for damages if the organisation disbands.

8. UNFORESEEN

Any situation not arranged for in the Constitution or through decisions from the Members Meeting will be dealt with by the (remaining) members of the board of directors within existing policy and existing decisions until the next Members Meeting can decide on the situation.