

STATUTES

NAME, ADDRESS AND DURATION OF THE ASSOCIATION

Article 1

- 1.1 The name of the Association is:
Association Européenne des Conservatoires, Académies de Musique et Musikhochschulen (AEC).
- 1.2 The Association's registered office shall be in Brussels, Belgium.
- 1.3 As at 01 January 2013, the address in Brussels of the Association shall be:
Avenue des Celtes, 20
1040 Bruxelles
- 1.4 The Association is established permanently.

AIMS AND PROPOSED ACTIVITIES (OBJECTIVES) OF THE ASSOCIATION

Article 2

- 2.1. The **Aims** of the Association are:

- a) **Support and Information for Members:**

Addressing the needs, wishes and priorities of its member institutions while providing informed advice that helps to shape those priorities in the direction of advancing European Higher Music Education as a whole

- b) **Events and Networking:**

Providing a range of platforms for the exchange of experiences and ideas between member institutions and for the identification and sharing of best practice in European Higher Music Education

- c) **External Links:**

Connecting member institutions with other organisations and individuals in Europe and internationally who are active in areas relevant to the advancement of European Higher Music Education

- d) **Advocacy:**

Representing and advancing the interests of the Higher Music Education sector at national, European and international levels

- 2.2 The **Proposed Activities** for achieving this are:

- a) **Support and Information for Members:**

- i) AEC will perform all the functions of an effective and efficient member association, with clear governance, strong communication links to and from members and a well-run, proficient and dedicated office team
- ii) AEC will act as an 'observatory' for member institutions, tracking and reporting on developments, trends and implications affecting the sustainability of Higher Music Education, whether as threats or as opportunities for further advancement

- b) **Events and Networking:**

- i) AEC will bring together its member institutions as a General Assembly on an annual basis and will complement this with a range of events, meetings, platforms and seminars for special interest groups within the Association, ensuring that, overall, a good balance is maintained between these special interests and those of the membership as a whole
- ii) AEC will connect member institutions with one another, enabling them to identify potential partners for the exchange of students, staff and ideas and facilitating the identification and sharing of good practice

c) External Links:

- i) AEC will maintain good links with other organisation working in the field of music, in higher education, the arts, culture and the creative industries, finding common ground wherever possible
- ii) AEC will develop and maintain links with institutions and organisations internationally which share a concern with music and higher music education, projecting to them a clear vision of the European perspective, but also joining with them in a wider debate about how to optimise the quality, effectiveness and future sustainability of the sector on a global level

d) Advocacy:

- i) AEC will connect member institutions into the wider web of information exchange and advocacy concerning music and music education that operates place across higher education, the music profession and the cultural and political organisations of Europe
- ii) AEC will play a pro-active role of this network of advocacy, using the numerical weight and geographical reach of its membership to act as a powerful and coherent voice for higher music education and as an energetic and engaged partner in wider advocacy for music, for the arts in general and for the value of a cultural dimension in society

FINANCIAL RESOURCES OF THE ASSOCIATION

Article 3

The financial resources of the Association consist of:

- Annual membership fees from active and associate members
- Subsidies
- Legacies and donations
- Any other financial support

MEMBERS OF THE ASSOCIATION

Article 4

- 4.1 The Association may have **Active Members, Associate Members** and **Honorary Members**. Whenever, in these statutes, the term 'member' or 'members' is used, this is to be understood as referring to active and associate members, unless otherwise stated.
- 4.2 Institutional Active Membership is available, upon appropriate application, to any conservatoire, academy or university of music, Musikhochschule or other equivalent institution in Europe, in which curricula of professional orientation and quality, aimed at training students for the music profession, are designed, administered and delivered.
- 4.3 Where appropriate, more precise working definitions may be published, as internal regulations supplementary to these Statutes, of the following words and phrases

appearing in Article 4.2: 'Europe' and 'curricula of professional orientation and quality, aimed at training students for the music profession'. These definitions will be reviewed periodically to ensure their continuing relevance.

- 4.4 Associate Membership is available, upon appropriate application, to the following institutions:
- a. Institutions *outside* Europe that provide the same level of training as indicated in article 4.2 above.
 - b. Organisations *both in and outside* Europe, other than those indicated in article 4.2, which are active in, or have a connection to, wider aspects of training for the music profession.
- 4.5 Associate members may attend General Assemblies and participate in all their debates. Associate members are not eligible either to participate in any voting procedure or to be part of the administrative structure of the Association.
- 4.6 Honorary Membership can be given to those individuals who have contributed significantly to the work of the Association. Honorary members are accepted by the General Assembly on the recommendation of the Council. They are not eligible either to participate in any voting procedures or to be part of the administrative structure of the Association. Honorary members are not required to pay a membership fee. Further descriptions of the status, privileges and responsibilities of Honorary Membership may be published as internal regulations supplementary to these Statutes.
- 4.7 The Council shall keep a list of the names and addresses of the Active, Associate and Honorary members.

THE ADMINISTRATIVE COUNCIL OF THE ASSOCIATION

Article 5

- 5.1 The **Administrative Council** of the Association (hereinafter referred to as Council) shall consist of general Council members plus an **Executive Committee** formed of members with specific additional responsibilities. The members of the Executive Committee shall also be members of the Council.
- 5.2 Council shall consist of a minimum of six and a maximum of twelve persons.
- 5.3 An incomplete Council or Executive Committee shall remain competent, notwithstanding its obligations to have additional members elected.
- 5.4 Members of Council including the Executive Committee are elected from among the representatives of active member institutions by the **General Assembly** (see Article 7). No country may be represented in the Council by more than one member at any given time. A regional and geographic balance of the membership of the Council is recommended.
- 5.5 Members of Council are appointed for a period of three years. Each Council member may be re-elected for no more than one further period of three years to the same position in Council.
- 5.6 A member of Council may resign before the completion of a three-year term of office. In this case, they are normally expected to announce their intention in time for nominations for a replacement to be received before the next General Assembly. They are also normally expected to continue to serve until their replacement is elected.
- 5.7 In the exceptional event of it being felt that a member of Council's conduct offered grounds for dismissal, this would require the written support of at least one tenth of the

membership of the General Assembly, as in clause 7.2.

- 5.8 In addition to the 6-12 members of Council elected by the General Assembly, Council may itself co-opt from time to time additional members representing specific interest groups (for example, associate members, teaching staff, students, etc.). Co-opted members continue to serve for as long as Council deems desirable but no individual co-opted member may serve for more than six consecutive years and no more than three co-opted members may serve at any one time. Opinions of co-opted members are given due weight, but they do not participate in formal votes taken by Council
- 5.9 The Association shall have an elected President who shall normally chair both the Council and the Executive Committee.
- 5.10 Next to the President, the Association shall have two Vice-Presidents, and a Secretary General who acts as secretary and treasurer.
- 5.11 The Executive Committee is composed of the President, two Vice-Presidents and the General Secretary.
- 5.12 All members of the Executive Committee are elected for a period of three years. Each Executive Committee member may be re-elected for no more than one further period of three years to the same position on the Executive Committee.
- 5.13 Council members elected to a post in the Executive Committee, or Executive Committee members elected to a different post in that committee, are eligible, subject to successful re-election, to serve for up to two full terms of three years in each new post.

COUNCIL AND EXECUTIVE COMMITTEE: DUTIES AND REPRESENTATION

Article 6

- 6.1 Council shall be entrusted with the Association's administration including the administration of the Association's funds and other properties.
- 6.2 More specifically, Council will:
- Uphold the mission and character of the Association and oversee all its activities;
 - Determine the strategic direction of the Association;
 - Decide upon the admission of active and associate members (see 8.1)
 - Oversee the financial health and solvency of the Association, the safeguarding of its assets and the efficient and effective use of resources;
 - Review the annual accounts and financial statements and submit them to the General Assembly for approval;
 - Verify that funds and grants provided by external funding bodies are used in accordance with the financial memoranda or similar obligations of those bodies;
 - Exercise any further responsibilities that may be determined and published as internal regulations supplementing these Statutes
- 6.3 Council's resolutions shall be adopted with an absolute majority of votes, notwithstanding the number of members present. In relation to decisions made by the Council, the stipulations in Article 7 (below) are applicable, taking into account the following:
- Council normally meets at least twice a year
 - Over and above this, Council will meet if at least three of its members request an additional meeting
- 6.4 The Executive Committee is a standing committee of the Council. It has all the powers of

the Council between the meetings of the Council, unless otherwise specified by the Council.

6.5 More specifically, the Executive Committee will:

- Take decisions to accept active and associate members that arise between meetings of Council (see 8.1)
- Ratify overall salary policy concerning employees of the Association;
- Approve periodical financial reports of the Association, in particular the interim updating of the current year's budget;
- Give provisional approval to the previous year's accounts within six months of the financial year end
- Approve financial transactions and contracts which are above the approved budgets of the employees of the Association;
- Act as a Nominations Committee for the appointment of persons to the Council;
- Exercise any further responsibilities that may be determined and published as internal regulations supplementing these Statutes;
- Exercise any other power of the Council which the Council may delegate to it by resolution.

6.6 Resolutions of the Executive Committee shall be adopted with an absolute majority of votes, notwithstanding the number of members present. The Executive Committee normally meets at least twice a year in between Council meetings. Over and above this, the Committee will meet if at least two of its members request an additional meeting

6.7 Judicially and extra-judicially, the Association shall be represented ~~by the Council. This may be~~ by members of Council acting collectively, by two members of the Executive Committee acting jointly or by the President or the Secretary General acting unilaterally.

6.8 By means of a written resolution the General Assembly may stipulate that the Council may not take decisions described in that written resolution without the General Assembly's prior consent.

6.9 The services of the members of the Council are honorary. However, any expenditure for the Association incurred at the specific request of the Council may be reimbursed and should be mentioned in the finance report presented to the General Assembly. Travelling expenses of Council members for the purpose of attending meetings are initially met by their own institutions. In those years where the Association's budget permits, they may be reimbursed partially or in full. In the event of partial reimbursement, priority will be given to members of the Executive Committee, whose meetings are more numerous and whose costs are correspondingly greater.

6.10 The Council may appoint an official with the title of Chief Executive who shall be entrusted with the performance of duties assigned to him or her by the Council. In terms of line management, a Chief Executive shall report directly to the President. The Chief Executive may be further supported by a team of office staff.

7 GENERAL ASSEMBLY OF THE ASSOCIATION

Article 7

7.1 The General Assembly is the General Organ of Direction of the Association.

7.2 If, and as often as, the Council thinks necessary, and at least once a year, the members shall hold a General Assembly. A General Assembly may also be convened when at least one tenth of the members requests so in writing, clearly stating the reason and purpose of

this request. The General Assembly will be held in a place chosen by the Council.

- 7.3 Notice of the convocation of a General Assembly shall be communicated at least one month in advance in writing to the addresses of members registered in the membership list referred to in clause 4.7.
- 7.4 Within the scope of the Association, meetings of the General Assembly shall be entitled to all the powers not having been bestowed on the Council by virtue of the law or the articles of the Association.
- 7.5 Each active member has the right to attend the meeting, to address the meeting, to present proposals as well as to cast one vote. Member institutions are represented by the head of the institution or by any official representative they wish to nominate. Each active member shall inform the Council prior to the meeting which natural person shall act as its representative.
- 7.6 Active members who cannot be present at the General Assembly can give a vote by proxy only to another active member of the Association. Nobody can hold more than three proxies.
- 7.7 Each associate member shall have the right to attend the meeting. At the meeting, associate members may only address the meeting at the invitation of the Chair and they shall not have the right to vote.
- 7.8 The General Assembly shall be chaired by the President or, in the case of his or her absence, by a Vice-President.
- 7.9 Resolutions may be adopted with an absolute majority of votes during a General Assembly, irrespective of the number of active members present unless stipulated otherwise by the law or the articles of Association. There is one vote per each active member institution. In the case of an equally split vote, the proposal is deemed not to have been accepted.
- 7.10 If at least one-quarter of the votes cast are against the resolution, those who are dissenters are entitled to call for a postal ballot of all active members on the resolution if they believe that this would materially affect the outcome. This ballot, which should normally be held within 10-12 weeks of the General Assembly, will also require an absolute majority of the votes cast for the resolution to be adopted.
- 7.11 In the specific case of voting on the election of members of Council and the Executive Committee, an absolute majority of those present, whether or not at least one-quarter of the votes are cast for a different candidate, is sufficient for the candidate's election to be confirmed. In the case of an equally split vote between two candidates, there will be a fresh ballot taken. Should this produce a further split vote, the majority of votes cast by existing Council members in a separate ballot will determine the result.
- 7.12 The declaration expressed by the Chair of the General Assembly regarding the outcome of a vote is conclusive. The same holds true for the contents of a resolution adopted, insofar as a non-written proposal was put to vote. If, however, the declaration expressed by the Chair is challenged on grounds of correctness immediately after its pronouncement, a new voting procedure shall take place, if this is the wish of the majority or, in cases where the original voting procedure did not take place in person or in writing, if this is the wish of a voting member present. By means of this new voting procedure, the legal consequences of the former voting procedure are no longer valid.
- 7.13 Minutes shall be kept of all proceedings during the General Assembly. Minutes are taken, and a report produced, by a person appointed by the Chair, usually a member of the AEC team of office staff. Once the minutes have been approved internally, they are sent to the

Secretary General for his/her approval. These minutes shall be settled in the same or next General Assembly and signed with the approval of the Chair or Secretary General of that meeting.

- 7.14 Once the minutes are approved, they are sent by email attachment to all active and associate members of the AEC and published on the Association's website.

ADMISSION OF MEMBERS TO THE ASSOCIATION

Article 8

- 8.1 The Association's Council shall decide on the admission of active and associate members. In cases where the scheduling of Council meetings means that an application for admission will be significantly delayed if deferred to the next meeting, Council may delegate the decision to the Executive Committee. Where the Executive Committee's decision is to accept, this is enacted immediately; where the Executive Committee feels unable to approve an application, the matter is referred to Council for a collective decision at its next meeting.
- 8.2 In the event of non-admission, the applicant institution will be informed without delay. The letter conveying this shall indicate the grounds for refusal, which should be based on article 4.2 for active membership and article 4.4 for associate membership, and will also inform the institution of its right to request a review of the decision by the General Assembly. The institution, if it wishes, may then write to the AEC President (as Chair of the General Assembly) requesting that the decision be referred to the next meeting of the General Assembly. In such cases, the decision of the General Assembly is final.

TERMINATION OF MEMBERSHIP

Article 9

- 9.1 Membership shall terminate:
- a. because of the dissolution of a member institution
 - b. because of the member's resignation, which should be communicated by means of a registered letter to the Secretary General of the Association
 - c. because of a decision to terminate taken by the Association. This may take place when a member institution does not comply with the requirements of membership any more or does not fulfil all of its financial obligations as a member towards the Association.
- 9.2 Termination of the membership, either by the member or by the Association, may normally only take place as per the end of the Association's financial year and is subject to one month's notice. However, the membership may be terminated with immediate effect if either the Association or the member cannot reasonably be expected to continue the membership.
- 9.3 In the event of termination of membership by the Association, the member institution will be informed without delay. The letter conveying this shall indicate the grounds for termination and will also inform the institution of its right to request a review of the decision by the General Assembly. The institution, if it wishes, may then write to the AEC President (as Chair of the General Assembly) requesting that the decision be referred to the next meeting of the General Assembly. In such cases, the decision of the General Assembly is final.

ANNUAL SUBSCRIPTION

Article 10

- 10.1 Member institutions, both active and associate, shall be obliged to pay an annual subscription, the amount of which shall be decided upon by the Association's General Assembly on the proposal of the Council. The annual subscription shall be paid by each member by 31 October of the year to which it applies.
- 10.2 In special cases the Association's Council shall be entitled to grant complete or partial exemption from the obligation to pay a subscription.

ANNUAL ACCOUNTS, ANNUAL REPORT AND FINANCIAL AUDIT

Article 11

- 11.1 The Association's year shall be from 1 January up to and including the 31st day of December.
- 11.2 The Council shall be obliged to keep a strict account of the Association's financial assets so that the Association's rights and obligations may be derived from the records at all times.
- 11.3 Within six months of the end of the Association's financial year, the Council, or Executive Committee acting on its behalf, shall provisionally approve the accounts for that year.
- 11.4 Within nine months of the end of the Association's financial year, Council will provisionally approve the contents of the Association's Annual Report. The report will include a balance sheet and a profit-and-loss statement. It will also provide a detailed account of the administrative tasks performed in the preceding financial year.
- 11.5 Once provisionally approved by Council, the Annual Report will be published in good time for the annual meeting of the General Assembly. The report and, in particular, the balance sheet and profit-and-loss statement are formally approved by the General Assembly during the course of its meeting.
- 11.6 The General Assembly shall annually appoint a commission of at least two members who may not be part of the Council. The commission will audit the balance sheet and profit-and-loss account. The Council shall be obliged to supply the commission with all information requested on behalf of the commission's audit, to present the cash and balances and allow inspection of the financial books and records of the Association. In cases where the commission deems expert accountancy knowledge necessary, the commission may hire an expert at the expense of the Council. The commission reports its findings to the General Assembly.

AMENDMENT TO THE ARTICLES OF ASSOCIATION

Article 12

- 12.1 Before any meeting where it is proposed to make an amendment to the articles of Association, this must be advertised to the whole active membership, and the nature of the amendment specified, at least one month before the date of the meeting. When the meeting takes place, the number of active members participating in a vote on any amendment to the articles of the association, including proxy votes properly organised under the procedure in 7.6, must amount to at least one third of the eligible membership at that time for the vote to be valid.
- 12.2 Any resolution with regard to the amendment of the articles of Association can only be adopted with a majority of three-quarters of the votes cast at the meeting.

INTERNAL REGULATIONS

Article 13

- 13.1 The General Assembly may establish internal regulations to clarify some points not considered in the present statutes.
- 13.2 The internal regulations shall not include conditions which are incompatible with the law or with these statutes.

DISSOLUTION AND LIQUIDATION

Article 14

- 14.1 A resolution with regard to the dissolution and liquidation of the Association may only be adopted by the General Assembly subject to the provisions in article 12 above, clauses 1 and 2.
- 14.2 The credit balance after settlement shall be put to a use to be determined by a majority vote of active members at the time of dissolution, provided that this use is not-for-profit and consonant with the aims of the Association as expressed in 2.1.
- 14.3 The Council shall carry out the settlement.
- 14.4 After liquidation the Association shall continue to exist in case it is necessary to settle its capital. During settlement the stipulations in these statutes shall remain in force as much as possible. In documents and notices issued by the Association the words "in liquidation" must be added to its name.
- 14.5 The settlement shall end when no more profits are due to the settlee.
- 14.6 Financial books and records of the dissolved association must be kept for 10 years after termination of the settlement. An individual person appointed by the settlers shall act as keeper.

VALIDITY

Article 15

- 15.1 The translations of these statutes, which have been approved by the Council, are binding for all members. In any dispute, the French version has the ultimate authority.
- 15.2 Questions and disputes not settled by the Statutes are subject to Belgian law.