

NOTAS

I. THE ASSOCIATION

Article 1. Legal form - Name

The association has the legal form of an international non-profit association, abbreviated INPA. It shall be called "**European Brass Band Association**", abbreviated "**EBBA**". This name must appear in all deeds and documents, invoices, announcements, notices, letters, orders, websites and other documents, whether in electronic form or not, emanating from a legal entity, immediately preceded or followed by the words "international non-profit association" or by the abbreviation "EBBA", together with the following information: the precise indication of the registered office of the legal entity, the company number, the word "register of legal entities" or the abbreviation "RPR", the indication of the court of the registered office of the legal entity, and, where appropriate, the e-mail address and website of the legal entity.

Article 2. Seat

The seat of the INPA is located in the Flemish Region.

The Governing Body (hereinafter "the Executive Committee") is authorised to move the headquarters within Belgium within the same language area.

If, as a result of the relocation of the registered office, the language of the statutes needs to be changed, only the General Meeting can take this decision in compliance with the requirements for an amendment to the statutes.

Article 3. Aims and objectives of the INPA:

The INPA sets itself a disinterested goal:

1. to promote and foster the intrinsic, aesthetic and social values of brass bands in Europe without borders, restrictions or discrimination of any kind whether national, cultural, racial, religious or political;
2. promoting high-level musical interpretation and performance and expanding the choice and quality of repertoire for brass bands;
3. raising awareness of the brass band as a multicultural means of expressing itself in geographical areas with little or no knowledge of this style of music and attracting an increasingly wide audience.

The object, or the concrete activities through which EBBA achieves its objectives, are carried out jointly with national brass band organisations and include the following:

- Planning, organising and supervising the EBBC "European Brass Band Competitions" annually, possibly with additional events.
- Planning and organising fringe events at the EBBC "European Brass Band Competitions", such as soloist, conductor and composer competitions.
- Forming a "European Youth Brass Band" consisting of young European musicians.
- Collaborating with the international and national band press and using EBBA's website and social media to share EBBA's activities, as well as collaborating with international brass band magazines and/or websites.
- Organising meeting places for musicians, band masters, judges, composers and other participants (for networking).

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- Liaise with music education institutions and professional bodies to promote better recognition of brass bands and integrate the EBBC and its fringe events.
- Encouraging concert and festival organisers to include brass bands and associated musical pieces in their programmes during the EBBC event.
- Promoting cooperation between amateur and professional musicians, and, in this context, encouraging exchanges between European countries.

In addition, the INPA may engage in any activity that directly or indirectly contributes to the achievement of its purpose, including commercial and profit-making activities, the proceeds of which will always be fully dedicated to the achievement of its purpose.

It may not directly or indirectly distribute or provide any pecuniary benefit to the founders, members, members of the Executive Committee or any other person except for the disinterested purpose specified in the statutes. Any transaction contrary to this prohibition is null and void.

Article 4. Duration of INPA.

The INPA is established for an indefinite period and can only be dissolved under the conditions set by law.

II. MEMBERSHIP

Article 5. Members

In the INPA, there are only ordinary members (hereinafter "members").

Article 6. Number of members

There are at least three members.

Article 7. Membership of members

The substantive conditions for joining the INPA as a member are as follows:

- Membership is open to entities from any European country which has a national brass band association or a recognised brass band movement and which acts as a representative of that country. Membership is limited to one entity per country.
- A prospective member must submit an application in writing to the General Meeting.
- The General Meeting decides autonomously on the acceptance of the candidate as a member at its next meeting. No reasons need be given for this decision. This decision is subject to appeal.
- If the General Meeting refuses the admission of a candidate member, this candidate member can only submit a new application at least one year after the first application.
- Upon approval by the General Meeting, the newly joined member shall obtain a certificate of membership of EBBA, signed by a member of the Executive Committee. Obtaining such a certificate of membership implies unconditional acceptance of the Statutes. However, membership is subject to the condition precedent of payment of membership dues. Each member is entitled to only one certificate of membership.

Article 8. Rights and obligations of members

All members may consult the register of members at the headquarters of the association. To this end, they shall address a written request to the Executive Committee with whom they shall agree on a date and time for consulting the register. This register cannot be moved. In addition, all members have all the rights and duties set out in the Company and Association Code (hereinafter abbreviated CAC). Members pay an annual membership fee set annually by the General Meeting.

Article 9. Resignation of members

Any member may resign from the INPA at any time by announcing such resignation to the Executive Committee by e-mail. In addition, a member shall be deemed to resign in the following circumstances and consequently membership shall lapse immediately and automatically:

- When the member no longer fulfils the condition(s) to be a member in the INPA.
- When a member has not paid his or her membership dues for the current year after formal notice.

Resignation due to a member takes effect immediately.

Article 10. Suspension of members

If a member acts contrary to the objectives of the INPA, the Executive Committee may suspend membership pending the General Meeting deciding on the termination of membership. The Executive Committee may suspend membership rights in the following cases:

- When a membership fee remains unpaid after notice of default.
- When there are serious acts or transactions that harm the interests of the association.

Article 11. Exclusion of members

A member's membership may be terminated at any time by a special resolution of the General Meeting convened by the Executive Committee or at the request of at least 1/5 of the members.

The exclusion shall be put on the agenda with only the name of the member whose exclusion is requested. The member is informed by the president of the Executive Committee of the reasons for the exclusion. The member must be heard at the General Meeting and may be assisted by a lawyer.

The vote on the termination of a member's membership is not secret, except at the request of 5 members present or represented.

Article 12. Exclusion of rights to the possession of the INPA

No member, nor the heirs or beneficiaries of a deceased member, can assert or exercise any claim to the INPA property. Nor can they recover contributions paid.

This exclusion of rights to INPA property shall apply at all times: during membership, on termination of membership for any reason, on dissolution of INPA, etc.

III. GENERAL MEETING

Article 13. Composition of the General Meeting

The ordinary and extraordinary General Meetings of EBBA are composed of the members as defined in Article 7 of these statutes, together with the members of the Executive Committee. Delegates are appointed by a national brass band federation, a national brass band association or by an organisation representing a brass band movement recognised by the EBBA.

Each member country is represented by only one delegate, who must be a citizen of the country he or she represents. This delegate is authorised in writing to act on behalf of his or her member country. Only one delegate from each Member State shall exercise the right to vote in respect of his or her Member State. Each delegate may designate one representative duly authorised in writing. Such appointed representative shall assume the rights of the appointed delegate.

The General Meeting is chaired by the president of the Executive Committee, in his absence by the vice-president of the Executive Committee, and in his absence, the General Meeting appoints a delegate from among those present to chair the meeting.

Article 14. Powers of the General Meeting

The following specific powers are exercised exclusively by the General Meeting:

1. The amendment of the statutes
2. Appointing and removing members of the Executive Committee and determining their remuneration, if any
3. Discharge to the members of the Executive Committee, as well as, where appropriate, bringing the association action against the members of the Executive Committee
4. Approval of the annual accounts and budget
5. The dissolution of INPA
6. The exclusion of a member
7. The conversion of the INPA into a non-profit organisation, a cooperative society recognised as a social enterprise or into a recognised cooperative society social enterprise
8. Making or accepting a contribution for no consideration of a general
9. All cases in which these statutes so provide.

Article 15. Meetings of the General Meeting

The General Meeting must be convened at least once a year and within six months of the close of the financial year. The Executive Committee convenes this meeting.

The General Meeting must be convened when 1/5 of the members of the INPA ask for it. The Executive Committee shall convene the General Meeting within 21 days of the request to convene and the General Meeting shall be held within a period of not more than six months after such request.

In cases where the notice of the meeting expressly so provides, members represented by their delegates have the right to participate remotely in the General Meeting by means of an electronic form of communication provided by the INPA.

Article 16. Invitation and agenda of the General Meeting

The invitation to the General Meeting shall be sent to all members, Executive Committee members and auditors at least 30 days prior to the date of the General Meeting by e-mail at

the address most recently provided by the member for that purpose. All documentation relating to the planned General Meeting shall be sent to delegates at least 30 days before the date of the meeting.

The invitation shall include the date, time and place of the General Meeting, as well as a draft agenda.

Article 17. Attendance quorum at the General Meeting

The General Meeting may validly deliberate regardless of the number of members present or represented, except when the CAC or these statutes provide otherwise.

However, at least two-thirds of the members should be present or represented for decisions on the matters mentioned below:

- any amendment to the statutes, including the disinterested purpose and/or object of the INPA.
- the exclusion of an INPA member;
- the dissolution of the INPA.

If at a first General Meeting at which one or more of the aforementioned matters are on the agenda, this quorum is not reached, a second General Meeting may be convened. This may validly deliberate and decide on the same agenda items regardless of the number of members present or represented. The second meeting may not be held until after 15 days following the first meeting.

Article 18. Conduct of the General Meeting

The members of the Executive Committee shall answer the questions put to them by the members, orally or in writing, before or during the meeting, which are related to the items on the agenda. They may, in the interest of the association, refuse to answer questions when the communication of certain information or facts may harm the association or violate confidentiality clauses entered into by the association.

Article 19. Voting at the General Meeting

At the General Meeting, each member has one vote.

Members unable to attend the meeting may be represented by others in accordance with the provisions of Article 13 of these statutes.

Decisions are taken by a simple majority of the votes of the members present or represented, except where the CAC or the statutes provide otherwise.

In case of equality of votes, the president's vote will be decisive.

However, subsequent decisions require a majority of two-thirds of the members present or represented, with abstentions being counted neither in the numerator nor in the denominator:

- any amendment to the statutes, with the exception of the change of the disinterested purpose and/or object of the INPA;
- the exclusion of an INPA member.

Subsequent decisions require a majority of four-fifths of the members present or represented, with abstentions counting neither in the numerator nor in the denominator:

- any change in the disinterested purpose or object of the INPA;
- the dissolution of the INPA.

Voting may be by roll call, by show of hands or by secret ballot at the request of 5 of the

members, in accordance with Article 11, who are present or represented as aforesaid.

Article 20. Report to the General Meeting

A report is taken by the General Secretary on the decisions of the General Meeting, which is kept at the headquarters of the INPA.

Every member is entitled to inspect this report. In addition, members represented by their delegates are informed of the General Meeting's decisions by sending a copy of the original minutes of the General Meetings.

Third parties have no right to inspect the reports of the General Meeting, without prejudice to the Executive Committee's right to publish decisions.

IV. GOVERNANCE, SUPERVISION AND REPRESENTATION

Article 21. Composition of the Executive Committee

The INPA is governed by an Executive Committee composed of a president and minimum 6 and maximum 8 members. All members or non-members are eligible to be elected to all positions in the Executive Committee. Nominations for these positions must be submitted to the Executive Committee at least 30 days before the date of the General Meeting.

The president is elected in the first round of voting. The candidate with the most votes is declared elected. If the result of the vote is a tie, a second ballot is held between those who obtained an equal number of votes.

For the election of Executive Committee members, each voter shall have as many votes as there are positions vacant. Only one vote can be allocated to the same candidate. Candidates receiving the most votes are declared elected. In the event of a tie, a second ballot shall be held between candidates who obtained the same number of votes.

Executive Committee members and president are appointed by the General Meeting, by a simple majority vote of the members present or represented, for a term of four years. Executive Committee members are eligible for reappointment.

The members of the Executive Committee can receive for the performance of their duties a representation allowance as provided for in the budget.

The expenses they incur in the exercise of their management mandate shall be reimbursed upon presentation of the necessary supporting documents.

Article 22. Co-option of Executive Committee members

If the place of a member of the Executive Committee becomes vacant before the end of their mandate, the remaining members of the Executive Committee have the right to co-opt a new member of the Executive Committee.

The next General Meeting must confirm the mandate of the co-opted member of the Executive Committee. Upon confirmation, the co-opted member of the Executive Committee fulfils the mandate of its predecessor, unless the General Meeting decides otherwise. In the absence of confirmation, the mandate of the co-opted member of the Executive Committee ends at the end of the General Meeting, without prejudice to the regularity of the composition of the Executive Committee up to that time.

Article 23. Powers of the Executive Committee

The Executive Committee is authorised to perform all acts of internal governance necessary or expedient for the achievement of the object of the INPA, with the exception of those acts

for which, by law or by these statutes, the General Meeting has exclusive competence. The Executive Committee shall issue any internal regulations it deems necessary. Such internal regulations cannot contain provisions contrary to the CAC or the statutes. The internal regulations and any amendment thereto shall be communicated to the members in accordance with the CAC. If the members have communicated an e-mail address then communication will be validly made to this e-mail address. If members have not communicated an e-mail address then communications will be made by ordinary mail, which the Executive Committee will send on the same day as communications by e-mail. The latest version of the Internal Regulations is always available for inspection at the headquarters of the INPA. If the Executive Committee amends the internal regulations, it is obliged to include this in the agenda and minutes of the Executive Committee.

Article 24. External representation power of the Executive Committee

The Executive Committee, as a college, represents the INPA in all acts in and out of court. It represents the INPA by the majority of its members.

Without prejudice to the general power of representation of the Executive Committee as a collegium, the INPA is also represented in and out of court by the president or vice-president of the Executive Committee and one member of the Executive Committee, acting jointly. Their joint signature shall be binding on the association vis-à-vis third parties.

The Executive Committee or Executive Committee members representing the INPA may appoint INPA proxies. Only special and limited proxies for certain or a series of certain legal acts are permissible. The proxies shall bind INPA within the limits of the power of attorney granted to them, the limits of which, however, shall be enforceable against third parties in accordance with what applies to mandates.

Article 25. Disclosure requirements of the Executive Committee

The appointment of the members of the Executive Committee and of the persons authorised to represent the INPA and their termination of office shall be made public by filing in the association file at the clerk's office of the company court and publishing an extract in the Appendices to the Belgian Official Gazette. These documents must in any case show whether the persons representing the INPA bind the INPA individually, jointly or as a college, as well as the scope of their powers.

Article 26. Meetings of the Executive Committee

1. The Executive Committee shall meet as often as the interest of the INPA requires, and at the request of a member of the Executive Committee addressed to the president.
2. In cases where the notice of meeting expressly so provides, the members of the Executive Committee shall have the right to participate remotely in a meeting by means of an electronic form of communication provided by the INPA.
3. The members of the Executive Committee may, within the legal limits, unanimously and in writing take all decisions within the competence of the Executive Committee.

Article 27. Attendance quorum and voting by the Executive Committee

The Executive Committee can only validly deliberate and decide if at least a majority of its members are present at the meeting.

Decisions within the Executive Committee shall be taken by a simple majority of the members of the Executive Committee present. In case of equality of votes, the president's vote will be decisive.

Decisions of the Executive Committee may be taken by unanimous written agreement of the members of the Executive Committee.

Article 28. Report of the Executive Committee

A report on the decisions of the Executive Committee is taken and kept at the headquarters of the INPA.

Each member of the Executive Committee is entitled to inspect the reports.

The minutes of Executive Committee meetings shall be signed by the president and those members of the Executive Committee who request a signatory.

Article 29. End of executive mandate by law and by resignation

If the term of office of a member of the Executive Committee has expired, the mandate shall terminate automatically at the next General Meeting.

In addition, a member of the Executive Committee is deemed to resign when they no longer meets the substantive requirements to become a member of the Executive Committee in the INPA, as stipulated in the Statutes. This is determined by the General Meeting.

Any member of the Executive Committee may resign by giving written notice to the president of the Executive Committee.

In case of resignation, death or incapacity of a member of the Executive Committee, the member in question shall be replaced in accordance with the first paragraph of Article 22 of these statutes.

Article 30. Dismissal of Executive Committee members

The mandate of a member of the Executive Committee may be terminated at any time by the General Meeting by a simple majority of the votes present and represented.

The vote on the termination of a member of the EC's mandate is not secret, except at the request of 5 members present or represented in accordance with Articles 11 and 19 of these statutes.

V. THE DAY-TO-DAY MANAGEMENT

Article 31. The day-to-day management

The day-to-day management includes both those actions and decisions that do not go beyond the needs of the daily running of the association and those that, either because of their lesser importance that they exhibit or because of their urgency, do not justify the intervention of the Executive Committee.

The Executive Committee may delegate the day-to-day management of the association, as well as the representation of the association as far as that management is concerned, to one or more persons.

VI. LIABILITY OF EXECUTIVE COMMITTEE MEMBERS

Article 32. Liability of Executive Committee members

The members of the Executive Committee and day-to-day officers (hereinafter "General Secretary") (and all other persons who have had actual managerial authority with regard to the INPA) are liable to the INPA for errors committed in the performance of their duties. This also applies to third parties insofar as the error committed is a non-contractual one. However, such persons shall only be liable for decisions, acts or behaviour manifestly outside the range within which normally prudent and careful members of the Executive Committee, placed in the same circumstances, could reasonably disagree.

Since the Executive Committee constitutes a collegium, their liability for its decisions or omissions is joint and several.

However, as regards errors in which they had no part, they shall be relieved of liability if they have reported the alleged error to the collegiate Executive Committee. This report, as well as the discussion to which it gives rise, shall be recorded in the minutes.

VII. ACCOUNTING

Article 33. Financial year

The INPA's financial year starts on 1 January and ends on 31 December each year.

Article 34. Accounting

Accounts shall be kept in accordance with the provisions of the CAC and relevant implementing decrees.

The Executive Committee submits the annual accounts for the previous financial year and the budget to the Annual General Meeting for approval.

After the Executive Committee has accounted for its policies in the previous year, the General Meeting pronounces on the discharge of the members of the Executive Committee. This is done by separate vote. This discharge is valid only if the true situation of the association is not concealed by any omission or misstatement in the annual accounts, and, with regard to extra-statutory operations or operations contrary to the CAC, if they are specifically indicated in the notice of meeting.

The annual accounts are filed at the Registry of the Company Court within 30 days of their approval by the General Meeting. Where applicable, the annual accounts are also filed with the National Bank in accordance with the CAC and its implementing decrees.

Article 35. Supervision

The annual accounts of EBBA are audited by 2 auditors appointed by the General Meeting for a period of 4 years. After reading the audit report, the General Meeting votes on the approval of the annual accounts.

VIII. DISSOLUTION AND LIQUIDATION

Article 36. Voluntary dissolution of the INPA

The INPA may be dissolved by the General Meeting at any time.

The General Meeting shall be convened to discuss proposals on the dissolution of the INPA, submitted by the Executive Committee or by at least 1/5 of all members.

To validly deliberate and decide on the dissolution of the INPA, at least 2/3 of the members must be present or represented at the General Meeting. The dissolution decision must be taken by a special majority of at least 4/5 of the votes present or represented.

From the decision on dissolution, the INPA always mentions that it is "INPA in liquidation" in accordance with the CAC.

An INPA in liquidation may not change its name and may only move its registered office under the conditions stipulated in the CAC.

Article 37. Appropriation of the assets of the INPA after dissolution

In case of dissolution and liquidation, the General Meeting or the liquidator shall decide on the destination of the INPA's assets. In any case, it shall be allocated to an association or foundation with a similar disinterested purpose.

Article 38. Disclosure requirements

All decisions relating to the dissolution, the terms of liquidation, the appointment and termination of office of the liquidators, the closure of the liquidation and the allocation of assets are filed in the association file at the Registry of the Enterprise Court, and published in the Annexes to the Belgian Official Gazette in accordance with the CAC and its implementing decrees.

Article 39. Final

For all cases not regulated by these statutes, the provisions of the Companies and Associations Code ("CAC") and its (future) implementing decrees shall apply.