



## **MEMORANDUM AND ARTICLES OF ASSOCIATION**

Between the Undersigned:

James ABBOTT-Arne AMLAND-Markus BACH-Jappie DIJKSTRA  
Alan GIBBS-Fred HARLES-Herbert MOELLER-Robert MORGAN  
Robert SCHOTTE-Bo WINBORG

together with any person subsequently admitted as a member, a non-profit-making association shall be established governed by the Act of 21 April 1928 on non-profit-making organisations and public utility undertakings as amended thereafter, and by the present Memorandum and Articles of Association.

### **Section 1: Name, Registered Office, Duration and Objects**

- Art. 1 The name of the Association shall be the European Brass Band Association (E.B.B.A.).
- Art. 2 The Registered Office of the Association shall situate at the Conservatoire de musique, 50, rue d'Audun, L-4018. Such Office, however, may be transferred by mere decision of the Executive Committee.
- Art. 3 The Association shall be established for an indefinite period and may only be wound up in accordance with the conditions as provided by law.
- Art. 4 The objects of the Associations shall be:
- 1) to further and promote the intrinsic, aesthetic and social values of brass bands in Europe without frontiers, confines or discrimination of any kind whether such be of a national, cultural, racial, religious or political nature;
  - 2) to promote high-level musical interpretation and performance and to extend the choice and quality of stock pieces for brass bands;
  - 3) to create awareness of the brass band as a multi-cultural means of expression in geographical areas which have little or no knowledge of this style of music and to attract increasingly wide audiences.

### **Section 2: Membership**

- Art. 5 Membership shall be open to any European country which has a national brass band association or recognised brass band movement. Applications for

membership shall be submitted to the Executive Committee. Subsequent to views being expressed by the Executive Committee, the General Meeting shall resolve the admission of new members by a two-thirds majority vote.

- Art. 6 Once approved by the General Meeting, applicants shall become members by acquiring a certificate of membership of the Association signed by an Executive Committee member. The acquisition of such certificate of membership shall imply unreserved acceptance of the present Memorandum and Articles of Association. Membership, however, shall be subject to the suspensive condition residing in the payment of subscriptions. Each member shall only be entitled to one certificate of membership.
- Art. 7 The maximum subscription payable by the members shall be 1000 EUR. Each year, the Executive Committee shall determine the subscription amount.
- Art. 8 Membership shall be forfeited by resignation, failure to pay the subscription or by exclusion. A member may only be excluded by resolution of the General Meeting taken by a two-thirds majority vote.
- Art. 9 The Executive Committee may suspend membership rights in the following cases:
- 1) where a subscription remains unpaid subsequent to formal notice have been given;
  - 2) where serious dealings or machinations shall be performed such as to adversely affect the interests of the Association. The subsequent General Meeting shall rule on the exclusion of members whose rights have been suspended.

### **Section 3: General Meetings**

- Art. 10 Members of Ordinary and Extraordinary General Meetings of the E.B.B.A. shall be the Executive Committee, together with delegates representing member countries. Delegates shall be appointed by a national brass band federation, a national brass band association or by an organisation representing a brass band movement recognised by the E.B.B.A.

Each member country shall only be represented by one delegate who must be a citizen of the country represented by the same. Such delegate shall have written authority to act on behalf of his/her member country. Only one delegate of each member country shall exercise the right to vote in respect of his/her member country. Each delegate may appoint a representative duly authorised in writing. Any such duly appointed representative shall assume the rights of the appointing delegate. No person may act as appointed representative of more than one delegate.

Art. 11 A General Meeting shall be held at least once a year. The Executive Committee shall summon such Meeting.

Letters summoning the General Meeting specifying the date, time and place thereof shall be sent at least 30 days prior to the same. The agenda shall be appended to any such summons. Proposals which delegates would like to be discussed at the General Meeting shall be sent in writing to the Executive Committee at least ten days prior to the Meeting. The Executive Committee may decide that resolutions be taken on items not included on the agenda.

Art. 12 An Extraordinary General Meeting may be called by decision of the Executive Committee at the request of at least one third of the member countries or at the request of the auditors.

Such Meetings shall be held within a maximum of six months of receipt of any such request.

Art. 13 All documentation relating to the General Meeting shall be sent to delegates at least 30 days prior to the date of the Meeting.

Art. 14 The General Meeting shall be presided over by the Chairman or Vice-Chairman of the Executive Committee or in their absence, the Meeting shall appoint a delegate from among those present to chair the General Meeting.

Art. 15 The General Meeting shall have sole power:

1) to amend the Memorandum and Articles of Association;

2) to appoint and remove directors;

3) to establish music committees and otherwise, to determine the object of business and to appoint the chairmen and members of such committees as proposed by the Executive Committee. The committee chairman must be an Executive Committee member;

4) to approve the budgets and accounts;

5) to wind up the Association.

Art. 16 The General Meeting shall decide and resolve by a majority of votes of members in attendance. Where voting shall be equal, the Chairman shall have the casting vote. Such provision shall not apply to election procedures in respect of internal positions with the E.B.B.A.

Voting shall be by a show of hands or by ballot save in the event that the Executive Committee or at least five delegates shall request a secret ballot. It shall be for the General Secretary to draw up the minutes of the Meetings.

## **Section 4: The Executive Committee**

### **A. Composition and Election of the Executive Committee**

- Art. 17 The Association shall be supervised by an Executive Committee consisting of seven members.
- Art. 18 The Executive Committee shall consist of a chairman and six members who shall elect a vice-chairman from their number, together with a general secretary and a treasurer.
- Art. 19 Only delegates shall qualify for election as an Executive Committee member or chairman. At the request of the Executive Committee, however, the General Meeting may permit qualification of a nondelegate as proposed by the Committee who once elected, may act as chairman or general secretary or treasurer.

Applications for the position of Executive Committee or committee chairman or member shall be submitted to the Executive Committee at least 30 days prior to the date of the General Meeting.

- Art. 20 The Executive Committee chairman and members shall be elected by the General Meeting.

The right to vote shall be reserved for members present and represented at the Meeting.

- Art. 21 The chairman shall be elected in the first round of voting. The candidate attracting the most votes shall be declared elected. In the event that voting shall be equal, a second ballot shall be held between those attracting equal votes to appoint the chairman.
- Art. 22 For the election of Executive Committee members, each voter shall have as many votes as there are positions vacant. Only one vote may be allocated to the same candidate. Candidates attracting the most votes shall be declared elected. In the event that voting shall be equal, a second ballot shall be held.
- Art. 23 The Executive Committee chairman and members shall be elected for four years and may be re-elected.
- Art. 24 In the event of the resignation, death or incapacity of an Executive Committee member, such member shall as a matter of course be replaced by the alternate member attracting the most votes at the last occasion of electing the Executive Committee, and this until the subsequent General Meeting.

### **B. Operation and Powers of the Executive Committee**

- Art. 25 The Executive Committee shall draw up its internal rules of procedure.

Art. 26 The Executive Committee shall be vested with the most extensive powers regarding the administration and management of the Association. Any aspect or matter not expressly reserved for the General Meeting by law or by the present Memorandum and Articles of Association shall fall within the scope of the Committee.

The Executive Committee shall represent the E.B.B.A. and act as its legal representative. The joint signature of the chairman or vice-chairman and any other Executive Committee member shall be binding upon the Association in respect of third parties.

### **Section 5: Activities of the Association**

Art. 27 The activities of the E.B.B.A. shall comprise the following carried out jointly in conjunction with national brass band organisations:

- Each year, to plan, organise and supervise the EBBC "European Brass Band Competitions", together with any appropriate events.
- To open the EBBC "European Brass Band Competitions" to "soloist" and "ensemble" categories.
- To form a "European Youth Brass Band" consisting of young European musicians.
- To publish a newsletter or magazine aimed at brass band musicians in Europe informing them of the activities of the E.B.B.A.
- To organise conferences, forums, meetings, workshops and master classes for European brass bands, musicians, bandmasters, jury and panel members, and composers.
- To establish contacts with music education institutions to promote better recognition of the brass band within the context of music studies and to incorporate the requisite aspects in study courses for performers, bandmasters, composers and administrators.
- To encourage concert and festival organisers to incorporate brass bands and attendant pieces in their programmes.
- To promote co-operation between amateur and professional musicians and within this context, to encourage exchanges between European countries.

### **Section 6: Accounts**

Art. 28 The finances of the E.B.B.A. shall be organised in such a way as to enable the Association to meet its financial obligations with regard to its administration

and organisation of the "European Brass Band Competitions" held in the name and under the supervision of the E.B.B.A.

- Art. 29 The annual accounts of the E.B.B.A. shall be subject to review by two auditors appointed by the General Meeting for a period of four years.
- Art. 30 After reading the auditors' report, the General Meeting shall vote on approval of the accounts.

### **Section 7: Final provisions**

- Art. 31 Any amendment of the present Memorandum and Articles of Association shall be reserved for the General Meeting proceeding in accordance with the formalities and conditions as provided by law.
- Art. 32 In the event that the Association shall be wound up, after settling the liabilities of the same, its assets shall be remitted to an association designated by the General Meeting.
- Art. 33 In respect of any matter not provided for by the present Memorandum and Articles of Association, reference shall be made to the Act of 21 April 1928 on non-profit-making organisations and public utility undertakings as subsequently amended.

Whereupon, the founder members acknowledging due summons met in an Extraordinary General Meeting and in accordance with the agenda unanimously adopted the following resolutions:

- 1) Appointed Executive Committee members shall be:

Mr Markus BACH, Chairman  
Mr Arne AMLAND, Vice-Chairman  
Mr Fred HARLES, Secretary  
Mr Robert SCHOTTE, Treasurer

- 2) Appointed Auditors shall be:

Mr Robert MORGAN, Trader, residing at Cheristow, Stowfield,  
Lower Lydbrook, Glos. GL17 9PD

Mr Hansjörg STALDER, District Collector, Oberdorf, CH-3255  
Rapperswil

Drawn up in Luxembourg in as many copies as there are parties, this 30 April 1995.

Signed: \_\_\_\_\_

***Changes in the "Memorandum and Articles of Association" made at the General Meetings in 2001 and 2007 are incorporated.***