

RESEO

« Réseau européen pour la Sensibilisation à l'Opéra et à la Danse »,

« European Network for Opera and Dance Education »

International non profit association

1000 Brussels

Identification number: 14264/98

ARTICLES OF THE ASSOCIATION

1. Name, registered office, object

Name

Art. 1 An international association for reflection & artistic expression with a cultural and educational purpose has been constituted, named 'Réseau européen pour la Sensibilisation à l'Opéra et à la Danse, European Network for Opera and Dance Education'. The official abbreviated name of the association is RESEO.

All acts, bills, advertisements, publications and other documents of the international non-profit association must state its name immediately preceded or followed by the words "international non-profit association," or the initials "AISBL".

This association is governed by the Belgian Act of 21 June 1921 on profit associations, international non profit associations and on foundations.

Registered office

Art. 2 The association's registered office is located in 1000 Brussels, Rue Leopold 23, and may be transferred to any other location in Belgium by means of a resolution of the Steering Committee that needs to be published in the Annexes to the Official Belgian Gazette.

Object

Art. 3 The association does not have any lucrative purpose and aims to establish and to operate an international network of education services in the framework of opera.

In lyrical institutions, education work has been undertaken to diffuse this artistic form among the existing public. This network assembles all these institutions. It aims at enriching the competences of the existing education services and at progressively encouraging all opera houses and their management to undertake and to develop such education programmes, employing different means to reach these objectives, for example through publications, by organising colloquiums and seminars, by setting up professional trainings, and by encouraging and supporting research.

2. The Members

Art. 4 The association consists of legal entities, duly incorporated and existing under the laws of their country of origin that wish to participate in the association's objectives and that pay the fixed membership fee. Each legal entity – member of the association shall appoint a physical person to represent it.

Natural persons can also be admitted as member of the association

Admission, dismissal, exclusion

Art. 5 The admission of new members is proposed by letter to the Steering Committee. The Steering Committee resolves autonomously whether or not to admit a candidate member.

Membership can be lost:

- by means of resignation;
- by means of exclusion;
- following the dissolution and liquidation of the legal entity;
- following the decease of the natural person.

Members may resign by means of a registered letter sent to the Steering Committee, respecting a notice period of 3 months.

Should for any reason the number of members decrease to less than three, the question whether or not to dissolve the association will be presented to the general assembly.

The Steering Committee, after having invited the interest party by registered letter with proof of receipt to be heard, can propose the exclusion.

The exclusion of a member of the association for a just reason shall be decided upon by the general assembly, called together in accordance with art. 8, and with a special majority of two thirds.

In the event one loses the capacity of a members, for any sort reason, the legal entity or natural person involved as well as their legal successors have no legal rights on the member fees that have been paid, neither on their contribution to the assets of the association or the remaining of the assets of the association.

Resources, member fees

Art. 6 The associations' resources consist of:

- 1° the member fees, annually determined;

- 2° subsidies;
- 3° the resources resulting from the bundle of activities, related to the realisation of the association's object;
- 4° inheritances and donations.

3. General Assembly

Competences, composition

Art. 7 The general assembly consists of all members who all have the right to vote based on one vote per member.

The general assembly has all powers permitting it to realize the association's object and functioning.

The following matters are an exclusive competence of the general assembly:

- 1° the approval of the budgets and accounts;
- 2° the election and dismissal of the members of the Steering Committee;
- 3° the modifications to the articles of association;
- 4° the dissolution and liquidation of the association;
- 5° the establishment and modification an internal regulation;
- 6° the exclusion of members;
- 7° the acknowledgment of receipt of donations and legacies of a amount of more than EUR 7.435;
- 8° the establishment of the annual membership fee;

Assemblies

Art. 8 The general assembly convenes annually at least once during the month April or at another date, under the presidency of the Steering Committee, at the registered office or at a location as indicated in the call notice sent by one of the members of the Steering Committee. The call notice is sent at least 15 days before the assembly and contains the agenda as well as the documents to be presented for approval to the members.

Additionally, an extra-ordinary general assembly can be called together by the Steering Committee in the following cases and under the following conditions:

- 1° at the discretion of the Steering Committee each time the association's interest requires so, or;
- 2° at the written request of at least 10% of the members, sent to the Steering Committee and indicating the points of agenda to be discussed.

Decisions, quorum

Art. 9 The general assembly cannot validly decide without at least half of the members with voting right being assembled. The decisions of the

general assembly are taken, unless in exceptional cases foreseen in these articles of association, by the simple majority of the members present. They are registered in a register signed by 2 steering committee members and held at the disposal of the members.

4. Management

Composition of the Steering Committee

Art. 10. The association is managed by a Steering Committee consisting of at least 4 members of the association. The Steering Committee acts as a college.

The steering committee members are elected by the general assembly for a term of two years, renewable for one consecutive time.

The steering committee members can be dismissed by the general assembly by a 2/3 majority vote of the members present.

Each steering committee member that, without any valuable reasons, is absent from two consecutive steering committee assemblies will see the termination of his mandate being put forward at the first coming general assembly.

In the event of vacancies, the Steering Committee has the possibility to grant to a third party, a member of the association or an observer, the desolated competences. At the following general assembly the definitive change will occur.

Competences

Art. 11. The general assembly delegates to the Steering Committee all administrative and management powers without prejudice to the exclusive competences that the general assembly has pursuant to art. 7.

The Steering Committee is entitled to appoint one or more managing directors, employed by the association, for the execution of the daily management of the association. Without prejudice to the consequences for the employment agreement, the mandate of the managing director can be withdrawn at any given time by the Steering Committee.

Assemblies

Art. 12. The Steering Committee convenes at least once per year, or at the special request of half of its members. The call notices are sent at the latest 15 days prior to the scheduled date for the assembly.

Quorum

Art. 13. The Steering Committee can only validly deliberate when at least half of its members are present (when there are six member in the Steering Committee, the minimum for a deliberation is then three persons present).

Decisions

Art. 14. The decisions of the Steering Committee are taken by majority vote of the steering committee members that are present.

The resolution are registered in a register, signed by at least two steering committee members and held at the disposal of the members of the association.

Representation

Art. 15. All acts that bind the association, except for when a special power of attorney is granted by the Steering Committee, have to be signed by two steering committee members acting together. For daily management, the association is validly represented by the managing director(s) acting alone.

The Steering Committee will represent the association in court, either as claimant or either as defendant, and will be represented to that effect by a steering committee member that will be explicitly appointed by the steering committee for that purpose.

5. Budget, accounts

Art. 16. The financial year ends on 31 December of each year. The steering committee is required to present the annual accounts of the last and the provisional budget for the coming year to the general assembly for approval.

The accounting is required to be in accordance with Belgian law.

The financial and accounting documents regarding the association need to be disposable to the members of the association who may consult these at any moment at the mere request to the treasurer. No costs, other than the cost for copies and postal services can be asked in that respect.

6. Modifications to the articles of association, dissolution and liquidation

Art. 17. Without prejudice to the art. 50, §3 of the Act of 27 June 1921, each proposal containing the dissolution of the association or the modification to the articles of association need to originate from the Steering Committee or from at least half of the number of members.

The Steering Committee need to communicate the date of the general assembly that will deliberate upon the above mentioned at least three months in advance except for in exceptional urgencies.

The general assembly cannot validly deliberate when two thirds of the members is not present.

In any event, if such general assembly does not reunite the quorum of two thirds, a new general assembly shall be called. This last general assembly shall definitively and validly deliberate and decide upon the agenda irrespective of the number of members present.

No decision shall be adopted when the majority of two thirds of the votes have not approved it.

The general assembly shall establish the manner of the dissolution and liquidation of the association.

7. General provisions

Internal regulation

Art. 18 An internal regulation can be prepared by the Steering Committee, and should be presented to the general assembly for approval.

This internal regulation can set diverse points that are not covered in the articles of association, and more particularly these concerning the internal management of the association.

Act of 27 June 1921

Art. 19. All that has not been covered in these articles, as well as e.g. all that concerns the publication in the annexes to the Official Belgian Gazette, shall be governed by the terms of the Act of 27 June 1921.