

## **Name, domicile, and term**

### Article 1

1. The Association is known as “**Nieuw Geneco**”.
2. The Association is established in the Municipality of **Amsterdam**, the Netherlands.
3. The Association has perpetual existence.

## **Purpose**

### Article 2

2.1 The purpose of the Association is:

- a. to defend and promote the substantive and intangible interests of its members, both within the Netherlands and abroad;
- b. to strengthen the mutual rapport between members, as well as between its members and their audience and the public authorities and agencies;
- c. to promote composition in the broadest sense, and all that which is directly or indirectly connected or conducive to it; and,
- d. to foster circumstances under which composers may practice their profession in a climate of artistic freedom and independence.

2.2 The Association endeavours to realise these goals by, but not limited to, the following means:

- a. meeting to exchange views on the aforementioned matters;
- b. fostering cooperation with individuals and institutions who are in a position to promote the Association’s goals;
- c. supporting the founding and preservation of organisations that defend copyrights;
- d. supporting the founding and preservation of organisations that administer resources made available to promote the art of composition;
- e. allowing the organisations meant in subsection “d” of this paragraph to establish independent criteria, including artistic criteria, to be applied when commissioning new compositions and when granting stipends made available from private or public sources, whereby composers may be consulted to render expert opinion as part of the selection process;
- f. encouraging arts education and especially music education; and,
- g. raising the visibility of composers and composition to the public at large.

## **Membership**

### Article 3

1. Membership in the Association is available to all persons who are
  - composers, and,
  - who are in possession of Dutch nationality, or, alternatively, have been established in the Netherlands for at least two years.

2. Upon receipt by the Executive Committee of a membership application, a Ballot Committee evaluates the application and presents the Executive Committee its recommendation for or against membership. The Executive Committee codifies the rules and regulations that apply to the Ballot Committee. Those rules and regulations specify the relevant criteria for the evaluation of membership applications.
3. Persons not meeting the conditions for admission specified in the first paragraph of this article may, exceptionally and upon nomination by the Executive Committee, be granted membership.
4. The Executive Committee only accepts written membership requests which specify the candidate's surname and initials as well as any other information deemed necessary and is specified in the rules and regulations applying to the Ballot Committee.
5. Membership is effective once the member's name has been entered into the membership registry maintained by the Association. Each member is entitled to consult the membership registry at the offices of the Association.
6. The Executive Committee decides upon an application no later than six months after its receipt.
7. Upon refusal to grant membership, the Executive Committee, at its earliest opportunity, furnishes the applicant with the grounds for, and the reasoning behind the decision. An appeal may be lodged during a period of exactly one month following upon receipt of notification of the decision. The appeal is heard by the following General Meeting, which decides in highest instance upon membership requests.

### **Termination of membership**

#### Article 4

1. Membership is terminated upon:
  - a. the member's demise;
  - b. the dissolution of the Association;
  - c. the member's written notice of cancellation of membership per the end of the fiscal year if notice is received at least one month prior to the year's close;
  - d. written notice of cancellation made by the Executive Committee on behalf of the Association due to the member's failure to fulfill financial obligations to the Association in spite of repeated reminders;
  - e. written notice of cancellation issued by the Executive Committee on behalf of the Association due to the member's failure to fulfill the conditions for membership established in these Statutes;
  - f. expulsion on the grounds that the member, in the opinion of the Executive Committee, has failed to adhere to the Statutes or regulations of, or decisions taken by the Association, or that the member's behaviour has caused unreasonable harm to the Association. The second sentence of the seventh paragraph of Article 3 applies equally to the Executive Committee's decision to expel the member.
2. If membership is terminated during the course of the fiscal year, the contribution for the entire fiscal year remains nonetheless due.

### **Rights and obligations of the members**

#### Article 5

1. The members of the Association may participate in the General Meeting by engaging in deliberation, by casting votes and taking part in elections, and by tabling motions.
2. The members are not individually liable for the commitments of the Association.
3. Each member – with the exception of the hereinafter described honorary members - is liable for payment of a contribution to be fixed annually by the General Meeting. The General Meeting may establish separate membership categories and fix contributions accordingly.

### **Honorary members**

#### Article 6

1. An honorary member of the Association is the person who, on the recommendation of the Executive Committee or, alternatively, on the motion supported by a portion of the membership able to cast one-tenth of the votes, is designated as such by force of a decision taken by the General Meeting with a majority of two-thirds of votes cast, on the strength of that person's exceptional merit and benefit to the Association.
2. Honorary membership ends upon the honorary member's demise, or upon notice given by the honorary member or on behalf of the Association. Notice may be given without stating a reason.
3. A decision on behalf of the Association to terminate honorary membership is taken by the General Meeting with a majority of at least two-thirds of the votes.
4. When these Statutes refer to members or membership, those references apply equally to honorary members and honorary membership, unless stated otherwise.

### **Executive Committee**

#### Article 7

1. The Executive Committee is comprised of at least three members. The exact number is determined by the General Meeting in compliance with the previous sentence.
2. All persons who have attained the age of majority, whether or not members of the Association, may be appointed to the Executive Committee.
3. Members of the Executive Committee are appointed by the General Meeting for a term of three years.
4. The General Meeting may at any time, with a majority of two-thirds of votes cast, suspend or dismiss members of the Executive Committee.
5. Should one or more members of the Executive Committee be or remain absent for any reason whatsoever, the remaining members of the Executive Committee nonetheless constitute a lawfully valid Executive Committee.
6. Members of the Executive Committee are eligible to be reelected twice.
7. Proposals to the General Meeting may be tabled by the Executive Committee or by a portion of the membership able to cast one-tenth of the votes.
8. The Executive Committee draws up a roster detailing the retirement schedule of its membership. Retiring members may be reappointed in accordance with the sixth paragraph of this article.
9. Vacancies which arise prematurely are dealt with at the next General Meeting.
10. The Executive Committee selects from amongst its members a president, a secretary, and a treasurer.

11. The roles of secretary and treasurer may be fulfilled simultaneously by one and the same person.
12. Meetings of the Executive Committee may be convened by the president or by at least two of its members.
13. The Executive Committee convenes meetings as often as the president or at least two of its members deem necessary, but no less frequently than once every calendar year.
14. The secretary keeps minutes of the meetings of the Executive Committee which, after being approved by the Executive Committee, are signed by the president and the secretary.
15. The Executive Committee may only take decisions if at least half its members are present. A member of the Executive Committee may grant a written proxy to vote on his behalf to another member of the Executive Committee. The written proxy is subject to approval by the president. A member of the Executive Committee is only entitled to represent one other member during a meeting.
16. All decisions taken by the Executive Committee require an absolute majority of the votes of all members currently holding office.
17. The Executive Committee may also lawfully take decisions outside a convened meeting by casting votes using an accepted means of written communication, provided all its members have given consent for the decision in question to be decided in this manner.
18. The Executive Committee is charged with the administration of the Association.
19. Only if this results from permission granted by the General Meeting, the Executive Committee is empowered to resolve to enter into agreements for the acquisition, alienation or encumbrance of goods subject to compulsory registration.
20. The Executive Committee is not authorised to enter into agreements under which the Association engages itself as surety or as joint or several co-debtors or through which it guarantees performance by a third person or engages itself to provide security for the debt of someone else.
21. The Executive Committee is obliged to keep accounting records of the assets and liabilities of the Association in such a way that at all times the rights and obligations of the Association can be known.
22. The Executive Committee is obliged to maintain the records meant in paragraph 21 of this article as well as those meant in subsection b of the seventh paragraph of article 9 for a period of ten years.

## **Representation of the Association**

### Article 8

1. The Executive Committee represents the Association.
2. Two or more members of the Executive Committee acting in cooperation are empowered to represent the Association, even concerning the conclusion of the agreements meant in paragraph 19 of article 7.
3. The Executive Committee is empowered to appoint a director to act under its accountability, and who therefore fulfills an Executive role. The Executive Committee may draw up rules and regulations concerning the director's activities.  
The director is present at meetings of the Executive Committee and at General Meetings unless the Executive Committee expressly instructs the director otherwise. The director casts no vote nor holds membership in the Executive Committee.
4. The Executive Committee may grant the director or a third-party power of attorney to represent the Association as far as the law does not provide the contrary with regard to the

acts described therein. In that case the power of attorney is entered into the registry maintained by the Chamber of Commerce.

5. The General Meeting and the Executive Committee may designate their representatives to policy making bodies.

## **The General Meeting**

### Article 9

1. The General Meeting is the highest authority within the Association.
2. The General Meeting takes place at a location in the Netherlands to be determined by the Executive Committee.
3. With the exception of members who have been suspended, all members are admitted to the General Meeting. A member who has been suspended is nonetheless admitted to the meeting in which the decision to impose his suspension is discussed.
4. A meeting is convened at least once a year, this meeting being the General Meeting.
5. A General Meeting is held no later than six months after the end of each fiscal year.
6. A General Meeting is convened by the Executive Committee by means of a summons to attend the meeting sent to known addresses of the members. If the General Meeting has granted its consent to do so, an electronically transmitted message may instead be sent to the addresses disclosed by the involved members for this purpose; it must be legible and reproducible. The convocation contains at least the date, time, and place of the meeting and the topics to be discussed. The General Meeting is convened at least fourteen days before the date of the meeting, counting neither the date the convocation is sent nor the date the General Meeting is held.
7. During the annual General Meeting:
  - a. the Executive Committee presents an annual report on the course of events within the Association and on the policy conducted during the previous fiscal year;
  - b. the Executive Committee submits the balance sheet and the profit and loss account (income statement), added with notes, for approval to the General Meeting;
  - c. a Committee, as meant in Article 14, presents an account of its findings;
  - d. vacancies and anticipated vacancies in the Executive Committee are filled;
  - e. the annual contributions for the current fiscal year are fixed;
  - f. a Committee, as meant in Article 14, is appointed; and
  - g. any other business is discussed.
8. The Executive Committee convenes General Meetings:
  - a. as often as required by these Statutes;
  - b. as often as the Executive Committee deems appropriate;
  - c. upon request, by registered mail with proof of receipt or by a digital means of communication, by a number of members of the Association who are entitled to cast at least one tenth of votes at the General Meeting, addressed to the Executive Committee and specifying the topics to be discussed.
9. Topic proposals for discussion at the General Meeting, submitted at least one week in advance of the meeting and supported by at least five members, are appended to the meeting's order of business. In that case the Executive Committee distributes an amended order of business.
10. If no actions have been taken by the Board of Directors within fourteen days after the request to convene a general Meeting was lodged, then the involved applicants may

proceed to convene a General Meeting themselves in accordance with the sixth paragraph of this article.

11. The president and the secretary of the Executive Committee fulfill the roles of, respectively, president and secretary of the General Meeting convened by the Executive Committee.
12. A General Meeting convened by members in accordance with subsection “c” of the eighth paragraph of this Article (Article 9) appoints a president and secretary of its own choosing.
13. The secretary keeps minutes of the discussion at each General Meeting, which are then signed by the president and the secretary after their approval by the General Meeting.
14. If, in the course of the General Meeting a member becomes dispossessed of the capacity by which he or she exercises the role of president or secretary of the meeting, he or she nonetheless fulfills that role until after termination of the current meeting unless he or she elects not to, or the General Meeting decides otherwise.
15. Each member is empowered to cast a vote during the General Meeting. A member has no right to cast a vote on matters concerning him- or herself, his or her spouse or blood relative or blood relatives in the direct line.
16. A member who is entitled to vote during the General Meeting may grant a written proxy to vote on his or her behalf to another member entitled to vote. The written proxy is subject to approval by the president. A member may cast a proxy vote at the General Meeting for only one other member.
17. Except as where indicated otherwise in these Statutes, the General Meeting takes all its decisions by an absolute majority of votes cast.
18. The president’s pronouncement that the General Meeting has taken a decision is conclusive. The same applies to the substance of a decision insofar as the decision concerns a proposal which had not been recorded in writing.
19. If, at an election of persons, no one receives an absolute majority, a second free election is held. If then still no one receives an absolute majority, successive ballots are held until such time as, either, one person receives an absolute majority, or the field of candidates has dwindled to two and the votes remain evenly divided. At each successive ballot (however, not including the second free election), votes are cast for the same persons for whom votes were cast in the previous ballot with the exception of the person who received the least number of votes. If, at the previous ballot, the least number of votes was cast for more than one person, those persons draw lots to determine which of them is ineligible to receive votes at the next ballot. If votes remain evenly divided at the ballot involving the last two persons, the case is decided by lot. Ballots for persons are cast exclusively in writing.
20. A decision made outside of the General Meeting, if taken unanimously and by all members and with the prior knowledge of the Executive Committee, has the same effect as a decision taken during the General Meeting.
21. The president of the meeting determines the number of votes cast in favour of, or against, a proposal. Unmarked or otherwise invalid ballot papers are considered not to have been cast.

## **Amendments to the Statutes**

### Article 10

1. Members must receive notice of a proposal to amend the Statutes four weeks before the proposal is put to vote during a General Meeting.
2. Amendments are ratified by a decision in favour of the amendment with a two thirds majority of lawfully cast votes.
3. The General Meeting has the right of amendment.

4. An amendment to the Statutes is effective once it has been drawn up in a notarial act.

## **Dissolution**

### Article 11

1. Barring dissolution pursuant to law, the Association may be dissolved by a decision of the General Meeting taken with a majority of at least two thirds of votes lawfully cast during a meeting at which two thirds of the members are present. The meeting must be convened expressly for this purpose, and the convocation must be delivered by post at least four weeks before the date of the meeting.
2. If the required quorum is not present at the meeting, a new General Meeting may be convened during the following three months and in accordance with the first paragraph of this article. The convocation must state the objective and the number of members by which the quorum came up short at the previous meeting. At the second meeting, a decision to dissolve the Association may be taken with a two thirds majority of lawfully cast votes without need of a quorum.
3. In the event of dissolution, the General Meeting determines the allocation of any credit surplus in accordance with the purpose of the Association. The Executive Committee is responsible for the administration of the final affairs of the Association.

## **Finances**

### Article 12

The financial resources of the Association are comprised of:

- a. member contributions
- b. state subsidies
- c. gifts, donations, bequests and testamentary dispositions, and
- d. any other lawfully obtained assets.

## **Testamentary disposition and bequests**

### Article 13

1. The Executive Committee accepts testamentary dispositions under the proviso of beneficium inventarii.
2. The Executive Committee may accept a specific bequest granted conditionally or under mandate only after the General Meeting has granted permission to do so.

## **Audit Committee**

### Article 14

1. The General Meeting appoints an Audit Committee each year comprised of at least two members who are not members of the Executive Committee. The General Meeting may additionally appoint one to two deputy members.
2. The Audit Committee examines the balance sheet and the profit and loss account (income statement), added with notes, and presents its findings to the annual General Meeting.
3. The Audit Committee's burden may be revoked at any time by the General Meeting, but only by appointing another Audit Committee.

## **The fiscal year of the Association**

#### Article 15

The fiscal year of the Association coincides with the calendar year.

#### **Bye-laws**

#### Article 16

1. All matters not regulated in these Statutes may be regulated in the Bye-laws.
2. The Bye-laws may not contain stipulations which conflict with the law or with these Statutes.
3. The General Meeting is empowered to enact, amend, and repeal the Bye-laws.
4. The Bye-laws have obligatory effect upon all (honorary) members.