

## SWISS FRIENDS OF THE RCO – ARTICLES OF ASSOCIATION

### I. Name and Domicile

#### Art. 1

Under the name of Freundeskreis Schweiz / Cercle d'amis Suisse 'Koninklijk Concertgebouworkest,' an association in the sense of Art. 60 ff. ZGB has been formed. The association exists for an indefinite duration.

#### Art. 2

The association is currently domiciled at the office of the association: for more information see the website.

### II. Purpose and Goal

#### Art. 3

The association aims to promote and cultivate classical music through the 'Koninklijk Concertgebouworkest' Switzerland-Netherlands.

It seeks to achieve this goal in particular by:

1. Organizing concerts in Switzerland;
2. Promoting the interests of the orchestra in Switzerland;
3. Reinforcing contacts between the Swiss and Dutch musicians, and between them and the public in Switzerland;
4. Promoting music in general and musical development for and by the youth in Switzerland.

The association does not pursue commercial purposes and does not generate profit.

### III. Membership

#### Art. 4

Individuals and legal entities can become members of the association if they are willing to support and promote the purpose and goal of the association.

Applications for membership must be sent in writing to the president. The board decides on admission by an absolute majority. The decision shall be final. The board can refuse admission to the association without giving reasons.

#### Art. 5

The association collects the minimum annual contributions from its members, which are determined by the general assembly.

Members are divided into the following categories:

- a) Junior members (up to the age of 39)
- b) Individual members

- c) Corporate members
- d) Lifetime members (one-time contribution)

Persons who have made a unique contribution to the Koninklijk Concertgebouworkest or the association can be appointed honorary members by the general assembly at the request of the board. Honorary members have all the rights of membership but are exempt from paying membership fees.

#### **IV. Termination of Membership**

Art. 6

The membership of individuals ends, in any case, with their death, those of legal entities with the loss of their legal personality.

Resignation from the association is possible at the end of a calendar year, subject to a two-month notice-period. The resignation must be addressed in writing to the board.

The exclusion from membership can be pronounced by the board by an absolute majority against any member who is guilty of a dishonorable behavior or who damages the interests of the association. As a rule, the decision is taken only after hearing the member; the decision is communicated in writing and applies immediately. Recourse to the general assembly is not possible.

#### **V. Bodies**

Art. 7

The bodies of the association are

- a) The General Assembly
- b) The Board
- c) The Patronage Committee
- d) The Auditors

##### **a) The General Assembly**

Art. 8

The ordinary general assembly takes place annually within the first six months of the year.

The invitation to the general assembly is sent in writing by the board stating the agenda and at least 20 days prior to the date of the assembly. Motions for the attention of the general assembly must be submitted in writing to the president at least two weeks in advance.

Art. 9

An extraordinary general assembly may be convened by the board or upon the request of 10% of the members. The invitation must be sent ten days before the meeting.

#### Art. 10

The responsibilities and competencies of the general assembly are as follows:

- a) Approval of the annual report, the annual accounts, and the balance sheet;
- b) Discharge the board;
- c) Decision on the annual budget and the annual contributions;
- d) Election of the president and other members of the board;
- e) Discussion and decision on motions of the board and the members, settling of appeals;
- f) Amending the bylaws;
- g) Dissolution of the association.

#### Art. 11

Resolutions of the general assembly are adopted in an open vote and decided by a simple majority. Voting will only be secret if so requested by a majority of the members present. In the case of a split vote, the president has no casting vote.

All members present have the same voting rights. Representation is not allowed for individuals. Legal entities are considered to be a single member and exercise their voting rights through an authorized representative.

If a vote is necessary on the discharge of a legal transaction or a legal dispute between a member and the association, the member concerned is excluded from voting.

#### **b) The Board**

#### Art. 12

The board consists of at least four members and is elected by the general assembly for a term of office of two years. Re-election is permitted, whereby the term of office is limited in principle to a total of six years. Only members of the association can be elected as board members.

The president is elected by the general assembly. Furthermore, the board constitutes itself and regulates the signing authority. The board has a quorum if at least two members are present. It is convened at the request of the president or by a member of the board. In the case of an even number of board members, the president's vote only counts once.

The board manages the day-to-day affairs and represents the association externally.

If members of the board resign during their term of office, the board supplements itself. Such elections must be submitted to the next general assembly for approval.

#### Art. 13

The board consists of:

- a) President
- b) Vice President

- c) Secretary
- d) Treasurer
- e) Other members

Cumulation of the term of office is permitted.

Art. 14

In principle, the board has all the powers which are not expressly reserved for the general assembly. These are in particular:

- a) Preparing and holding the ordinary and extraordinary general assemblies;
- b) Drafting of bylaws, motions, and regulations;
- c) Admittance and exclusion of members.

### **c) The Patronage Committee**

Art. 15

The members of the patronage committee are appointed by the board. The president of the board is a permanent guest at all meetings of the patronage committee and the president of the patronage committee, a permanent guest at all meetings of the board.

### **d) The Auditors**

Art. 16

The auditors examine the annual financial statements and report their findings to the board no later than four weeks before the general assembly.

## **VI. The Association's Assets**

Art. 17

The assets of the association are comprised of the annual contributions of the members, any profits from the operating account, donations, event contributions and legacies.

Art. 18

Liability for the obligations of the association is restricted to the association's assets. Personal liability of the members for the liabilities of the association is excluded.

Members whose membership expires prior to a dissolution of the association have no claim on the assets of the association.

## **VII. Dissolution of the Association**

Art. 19

In the case of the dissolution of the association, the general assembly determines the distribution of the liquidation proceeds. Distribution to the members is excluded.

## **VIII. Entry into Force of the Articles of Association**

Art. 20

These bylaws were adopted by the general assembly on 30 June 2007. They were revised and implemented by the general assembly on 22 May 2013.

**The German original version of the articles of association prevails should there be any contradiction between the English and German versions.**