

Charter

Charter of the International Association of Schools of Jazz

Located in The Hague, The Netherlands

Founded on 4 November 1991

**Charter passed before Mr. P.J.M. van Dulemen,
Notary in The Hague, The Netherlands**

Non-certified version

Charter

Name and location

Article 1.

The association is called the International Association of Schools of Jazz, hereafter to be named as "the association", and is located in the city of The Hague, The Netherlands.

Goal

Article 2.

1. It is the goal of the association to promote collaboration between schools of jazz anywhere in the world.
2. This goal will be reached by:
3.
 - o Establishing and enlarging a network of schools of jazz in order to promote the exchange of students, teachers, representatives, ideas and materials;
 - o A newsletter;
 - o Organizing an annual meeting of students, teachers and representatives jazz schools that are members;
 - o The establishment of a service bureau;
 - o Doing any other things that will be to the benefit of jazz education.

Period

Article 3.

The association will exist for an indefinite period of time.

Membership

Article 4.

1. The association consists of ordinary members, associate members and extraordinary members.
2. The board decides to the acceptance of ordinary members, associate members and extraordinary members. If the board decides not to accept a member, the General Assembly can overrule the board and decide to accept that member.
3. Ordinary members are members accepted by the board as such. They are eligible to vote in the General Assembly and each member has one vote.
4. Associate members are members accepted by the board as such. Associate member is not eligible to vote in the General Assembly. Associate members are admitted to the General Assembly.
5. Extraordinary members are members accepted by the board as such. They have the right to make use of the facilities of the association. Extraordinary members are not allowed to participate in the General Assembly and not eligible to vote. Only individuals can be extraordinary members.
6. Associate member and extraordinary members have no other rights than those written down in the charter.

Article 5.

Membership is personal and not transferable

Membership ends

Article 6.

1.
 - o At the death of a member. If the member is an institution than membership ends when the institution is no longer in existence;
 - o When a member cancels his membership;
 - o When the association cancels the membership;
 - o When a member is expelled.
2. A member can only end the membership at the end of the association year. This must be done in writing within four weeks of the end of the associate year. Immediate ending of membership is possible under special circumstances. When a member does not end the membership in time, membership will continue until the next association year.
3. The association can end a membership of a member only at the end of the association year. The board ends the membership in writing no later than four weeks before the ending of the association year. The association can only end the membership of a member in those cases described by the law. When the board does not end the membership of a member in time, membership will continue until the next association year.
4. A member can only be expelled when a member has acted against the charter, for example by not paying the membership fee, and by discrediting the association. The board does expelling. The board notifies the member in question as soon as possible and explains the reasons. The member is allowed to object to the expelling within three weeks in the General Assembly. During this period the member is

excluded. The decision to un-expel the member has to be taken in a General Assembly with a majority of two-thirds of the number of votes.

5. When the membership ends during the associate year, the membership fee is due for the entire associate year.

Donators

Article 7.

Donators donate a certain sum of money annually to the association. The board determines the minimum amount.

Financial means

Article 8.

1. The financial means of the association consists of the yearly fees of the ordinary member, the associate members, the extraordinary members, the donators, possible admission fees, inherited money, donations and any other income.
2. The annual fee of the ordinary members, the associate members and the extraordinary members are to be determined in the byelaws.

Board

Article 9.

1. The board consists of a minimum of three and a maximum of seven people. The board appoints a chairman, a secretary and a treasurer. Chairman, secretary and treasurer together form the daily board.
2. The members of the board are determined by the General Assembly and selected from the members of the association. The General Assembly also determines the number of the people that form the board.

3. Under all circumstances the General Assembly can suspend or expel members of the board as long as reasons are given. Decisions to suspend or to expel are made with a majority of two-thirds of the given votes.
4. If a suspended member of the board is not expelled by the General Assembly within three months, the suspension ends. The suspended member of the board is given the possibility to defend himself in the General Assembly and can call in the help of a lawyer.
5. Board members are appointed for a period of six years maximum. In this case a year is the period between two successive annual General Assemblies. Board members stand down according to a roster made by the board. A board member who has stepped down can be re-elected immediately. Vacancies in the board are to be filled as soon as possible.
6. When a board has vacancies it can still govern the association.

Article 10.

1. The board governs the association. The daily board is in charge of the daily business of the association. The board can for a given period of time, delegate tasks and responsibilities to the daily board.
2. The board is authorized as well, with exception of what is determined in part 3 of this article, to come to agreements in order to obtain goods and property, and to come to agreements in which the association is in debt or in co-debt or is guaranteeing for a third party.
3. The board has to have the permission of the General Assembly in order to come to financial agreements.

Article 11.

1. The daily board represents the association in all cases.
2. Two members of the daily board can also represent the association.
3. Within given boundaries the board may decide to proxy one or more board members, and may also proxy others.

Article 12.

1. The General Assembly will be held at a location to be determined by the board.
2. Every year at least one General Assembly will be held within six months after the ending of the association year - which coincides with the calendar year - unless the General Assembly decides a later date. In the General Assembly the board presents the annual report, which includes a financial report.
3. Every year the General Assembly appoints a financial committee of at least two members that are not make part of the board to look over the financial report. This committee receives the financial report one month before the General Assembly takes place. The committee investigates the financial report and reports to the General Assembly. If the committee decides that the investigation of the financial report needs specialized administrative knowledge, the committee can call in the help of a specialist paid by the association.
4. The board is obliged to supply the committee with all information asked for and if needed to present the committee all files and documentation.

Article 13.

1. As well as the annual General Assembly the board can call for as many general assemblies as the board wishes to do.
2. Upon request in writing of at least one tenth of the number of members that are eligible to vote in a complete General Assembly, the board is obliged to call a General Assembly within a period of not more than four weeks. If the board fails to fulfill this request, the members requesting can call a General Assembly themselves.
3. The notification of a General Assembly has to be done in writing to all members eligible to vote within a period of at least seven days. In this notification an agenda of issues in questions should be included.
4. If a call for a General Assembly has not been done in writing, the General Assembly cannot take any legal decisions unless at least half of the number of members eligible to vote is present and none of them or the board are against the taking of decisions.

Article 14.

1. Access to the General Assembly is restricted to ordinary members, associate members, and any person belonging to the various parts of the organization, and also those who are invited by the board.
2. Anyone who is eligible to vote can give a proxy in writing to another person who is eligible to vote. Those eligible to vote can only carry two proxy votes.
3. A unanimous decision made by all who are eligible to vote in the General Assembly but that are not assembled, is as valid as a decision made by those persons assembled in the General

Assembly, provided that the board is notified beforehand.

4. The chairman decides in which way the voting in the General Assembly will take place.
5. All decisions can be made by simple majority with exception of those decisions that need a larger majority as prescribed by the Dutch law or the charter. If a majority is not reached the proposition is not accepted. If a majority is not reached in case of elections, chance decides. If in case of elections between two persons none of the candidates gains the majority of votes, in the next round or rounds of voting the person who has collected most votes is elected.

Article 15.

1. The Chairman chairs the General Assembly. If the chairman is absent, the longest standing board member present chairs the General Assembly. If none of the board members are present, the assembly itself takes charge of leadership.
2. The opinion of the chairman spoken out aloud in the General Assembly that a decision is taken is decisive. The same is applicable for the content of a decision either written down or not written down taken by votes.
3. The secretary or any other person appointed by the chairman makes the minutes of the General Assembly. The minutes are ratified in the same or in the next General Assembly and signed by the chairman and the secretary for approval.

Change of charter

Article 16.

1. The charter can only be changed by a decision made in a General Assembly that is called for this occasion.

2. Those members that have called for a General Assembly with the purpose to change the charter should notify all members in writing at least five days before the General Assembly takes place. The literal text of the change of the charter must be part of that notification and should be kept in a place accessible for all members until a day after the General Assembly in question takes place.
3. The decision to change the charter can only be made in a General Assembly by a majority of two-thirds of the number of votes.
4. The change in the charter is only effective after the notary has passed the new charter.
5. Part 1 and 2 of this article are not applicable to a proposal to change if all eligible to vote are presents. A simple majority is sufficient.
6. The board is obliged to present the chamber of commerce with an authentic copy of the full text once the charter has changed.

Ending and final payments

Article 17.

1. Article 16 parts 1, 2, 3, and 5 are applicable to a decision of the General Assembly to end the association.
2. The decision of the General Assembly to end the association is done together with the decision to allocate the profit of the association. Allocation should be done in conjunction with the goals of the association.
3. The board takes care of the allocation of the profit unless the General Assembly decides differently.
4. After abolish of the association the association continues to be in existence as long as is needed to take care of the final payments. During this period the charter is valid as much as possible. In all writings during that period the term in

liquidation should be added to the name of the association.

Article 18.

1. The General Assembly can decide to create one or more byelaws that deal with those issues not or not completely taken care of in the charter.
2. A byelaw cannot contain statements that are in conflict with the Dutch law or with the charter.
3. Article 16 parts 1,2 and 5 are applicable to decisions to change the byelaws.

--- End of the charter ---