

Music Tech Europe

non-profit association

STATUTE

1. General settings

1.1. The non-profit association called the Music Tech Europe (hereinafter: “the Association” or “MTE”) is an independent non-profit organization of legal and natural persons, united on a voluntary basis.

1.2. The aim of the Association is to support the sustainable development of the European music ecosystem and to develop collaboration and synergies between the European music technology sector and the music sector, covering the music industry as well as individual artists and creators of music. The association brings together and represents its stakeholders at European level.

To achieve this goal, the Association may develop, alone or in collaboration with third parties, directly or indirectly, any activities directly or indirectly related to its purpose. In particular, the association may develop the following activities, listed in a non-exhaustive manner, for the benefit of the association, its members, the ecosystem at large, and/or relevant third parties:

1.2.1. The association will promote activities that respond to the needs of its stakeholders at both national and international level. These shall be in the interest of SMEs and enterprises who are service providers or work on hardware and software solutions in the field of music technology, music industry stakeholders such as labels, publishers, managements and live music companies/organizations as well as research institutes, NGOs, educational institutions, hubs, syndicates and associations whose members pioneer innovation to meet the challenges of the music ecosystem in the digital age.

1.2.2. The association serves the exchange and dissemination of information, experiences, best practises and contacts that may contribute to strengthen cohesion and relation within the network and, through the latter, safeguard and protect the moral and professional interests of its members.

1.2.3. The association will include among its priorities actions with an innovative, international dimension, to generate a physical and virtual network sharing, promoting and supporting initiatives of common concern and interest regarding various aspects of music innovation.

In relation thereto, the association’s activities will include

- producing, co-producing events that can improve public awareness of the essential role that the innovation and technology plays in the further

development of the music industry and its wider ecosystem;

- supporting the creation of national and/or regional associations, clusters or unions representing or developing music technology sector where similar organizations are not yet present;
- increasing the knowledge transfer between all stakeholders in the music tech and the music industry sector at a national level and across borders;
- ensuring the safeguard, the respect and the protection of the moral and professional interests of its members and of the European music technology community;
- promoting vocational training and facilitate the exchange of information and knowledge between members of the association's partner network;
- promoting the joint interests of its members by initiating interactive multidisciplinary activities, and by communicating with and counseling of (inter)national policymakers, industry executives, media representatives, as well as artists, music enthusiasts, and the general public;
- working towards the development of programs to build new concepts, businesses and collaborations which match music businesses and innovative technology providers;
- serving as a mediator and independent catalyst to help accelerate avant-garde approaches, determined to further the innovative potential and future success of artists, music companies and pioneers by improving the creative environment and underlying economic infrastructure;
- providing music industry testbeds and use-cases based on industry needs for tech by piloting, conceptualising products together with tech companies; and developing strategies, methodologies and faster tracks for executing innovation at the intersection of music and technology on a European level and beyond.

The association may also initiate, and engage in, other activities and use all necessary means that contribute directly or indirectly to the attainment of its purpose including, within the limits authorized by law, ancillary commercial and profit-making activities, the proceeds from which shall always be appropriated in full to the attainment of its purpose.

In addition, the association may support and have interests in any other activities or legal entities similar or related to those defined above. The association shall carry out and develop its activities both in Belgium and abroad and may be a member of or create other non-profit entities whose objects are related to those of the Association.

The activities of the association shall be strictly confined to their purpose and shall not be such as to result in any sharing of business data between its members, agreements, understandings or any other form of action, concerted or not, which will hinder development, fix prices, suppress competition or in any other manner restrain trade or monopolize, or attempt to monopolize, trade in breach of any law or regulation.

- 1.4. The seat of the association's board is Tallinn, Republic of Estonia.
- 1.5. The Association financial year begins on January 1 and ends on December 31.
- 1.6. The Association's address is Lõõtsa tn 5, 11415 Tallinn, Estonia.
- 1.7. The working language of the association is English.
- 1.8. In its activities, the Association is guided by the legislation of the Republic of Estonia and this statute.

2. Conditions and procedure for admission to membership of the Association and withdrawal and exclusion from the Association

- 2.1. Any natural person or legal entity that supports the objectives of the Association and wishes to develop activities in line with the objectives of the Association may apply for membership of the Association by submitting a relevant written application to the Board of the Association.
- 2.2 The association has three (3) types of members:
 - effective members;
 - affiliated members
 - honorary members.
- 2.3. Acceptance as any the above-mentioned type of member of the Association is decided by the Board of the Association based on the submitted application in written form sent by ordinary mail or by any other written means of communication (including an e-mail message). The admission as Member requires a decision of the Board of the Association with a simple majority. The Board of the Association has the right not to accept a member if his intentions and reputation do not meet the goals of the Association.
- 2.4. To withdraw from the association, the member submits a written statement to the Board of the Association. The withdrawal from the does not lead to any reduction or reimbursement of the annual membership contribution for the ongoing financial year.
- 2.5. A member of the Association may be excluded from the Association by decision of the Board, if Member:
 - 2.5.1. ceases to meet the definition of Member,
 - 2.5.2. fails to comply with these bylaws, the rules of procedure or any possible other internal rules and policies in force,
 - 2.5.3. fails to pay all or part of its membership contribution(s) within the prescribed period,
 - 2.5.4. is detrimental to the interests of the association,
 - 2.5.5. for any other reasonable cause, may be excluded from its capacity as a Member by virtue of a decision of the General Meeting of the Association at the initiative of the Board of the Association.

2.6. Expulsion of a Member of the Association is decided by the General Meeting of the Association. A Member excluded from the Association is informed in writing of the decision to exclude him from the Association and the reason for it. The decision to exclude a Member taken by the General Meeting of the Association shall take effect on the calendar day following notification of the decision of the General Meeting of the Association to the concerned Member by registered mail or by any other means of written communication (including e-mail message).

3. Rights and obligations of Members of the Association

3.1. A Member of the Association has the right to:

- 3.1.1. choose one Member as their representative in the Association;
- 3.1.2. in case of effective Members – participate with the right to vote in the General Meeting of the Association;
- 3.1.3. to be elected as a Member of the Association's Board, audit committee and other bodies;
- 3.1.4. receive information about the Association's activities from the Association's Board and other bodies;
- 3.1.5. submit proposals, follow-up inquiries, objections to the Board of the Association and receive an answer to them;
- 3.1.6. participate in events organized by the Association.

3.2. Only an effective Member of the Association has the right to vote.

3.3. A Member of the Association is obliged to:

- 3.3.1. follow the Articles of Association and the decisions of the Association's bodies when participating in the activities of the Association;
- 3.3.2. pay the membership fee of the Association in the amount and by the deadline determined by the General Meeting of the Association, unless otherwise stipulated in the Articles of Association;
- 3.3.3. notify the Board of the Association of their place of residence and address and personal identification code (in case of legal entity – registry code) for keeping records of the members of the Association, and to notify new data no later than 2 months after their change;
- 3.3.4. pay the invoice for the membership fee of the Association within the period indicated in the invoice, counted from the date of the receipt of the invoice.

3.4. Property obligations additional to the membership fee can only be imposed in equal shares on all Members of the Association based on the decision of the General Meeting of the Association, which is in favor of at least 2/3 of the members of the Association.

4. General meeting of the association

4.1. The highest body of the Association is the General meeting of the Association, at which each Member of the Association with the status of effective member has one vote. 4.2. The competence of the general meeting of the association is:

- a) change of the Articles of Association,
- b) dissolve the Association;
- c) appoint and dismiss directors and fix, if any, their compensation;
- d) appoint and dismiss an auditor and fix his/her remuneration;
- e) decide on the discharge to be granted to the directors and the auditor; as well as, if applicable, the institution of association proceedings against the directors and the auditors
- f) approve each year the budget and the annual accounts;
- g) exclude Members;
- h) transform the Association into another legal form;
- i) make or accept a contribution for no consideration of a universality ('universalité' in French);
- j) decide on the transfer of immovable property belonging to the association and movable property entered in the register and encumbrance with property rights and determining the conditions for the said transactions;
- k) decide on the acquisition of real estate;
- l) decide on termination, merger or division of the Association
- m) decide on other issues that are not assigned to the competence of other bodies by law or statute.

4.3. The General Meeting of the Association is called by the Board:

4.3.1. to approve the annual report;

4.3.2. in case it is requested by the audit committee or by at least 1/10 of the members of the Association in writing and stating the reason;

4.3.3. in other cases, if the interests of the Association require it.

4.4. In order to convene the General Meeting, the Board of the Association sends a written notice at least 3 calendar months before the General Meeting, indicating the time, place and agenda of the General Meeting, except for the cases stipulated in clause 4.5.

4.5. The time and place of the next general meeting of the Association can also be determined at the General Meeting of the Association. In this case, the agenda of the General Meeting is sent at least 3 calendar months before the General Meeting.

4.6. The General Meeting has decision-making power if more than half of the members of the Association participate in it or are represented.

4.7. The decision of the General Meeting is adopted if more than half of the Members of the Association or their representatives who participated in the meeting are in favor of it, if the Articles of Association or the law do not provide for the requirement of a larger majority.

4.8. In the case of an equal division of votes, the Chairman of the General Meeting has the deciding vote.

4.9. A majority of at least 2/3 of the General Meeting is required to change the Articles of Association and the purpose of the Association, to terminate the Association and to transfer the majority of the Association's assets.

5. The board of the association

- 5.1. The Association's activities are managed and represented by the Board, which has 1-5 Board Members.
- 5.2. The members of the board elect a chairman and vice-chairman from among themselves, who organizes the work of the board.
- 5.3. The members of the board are appointed by the General Meeting of the Association for 2 years.
- 5.4. The competence of the Board includes:
 - 5.4.1. organizing the daily activities of the Association;
 - 5.4.2. registration of members of the Association and submission of membership fee invoices to existing members at the beginning of each financial year or submission of membership fee invoices to new members immediately after their acceptance as members of the Association;
 - 5.4.3. preparation of the association's action plan and budget;
 - 5.4.4. preparation of the financial year report and organization of accounting;
 - 5.4.5. using and disposing of the assets of the Association in accordance with the requirements arising from the law, these articles of association and the decisions of the general meeting of the Association;
 - 5.4.6. actively promoting the joining of new members to the Association and deciding on the admission of new and associate members;
 - 5.4.7. convening a meeting of members;
 - 5.4.8. hire and fire employees if necessary.
- 5.5. To convene a Board meeting, a written notice is sent to the Board members at least 7 calendar days before the meeting.
- 5.6. The meeting of the Board is capable of decision-making if at least half of the members of the board, including the chairman or vice-chairman of the board, participate in it. The meeting of the board may be held through means of communication. 5.7. To decide at the Board meeting, a majority of the board members is required. In the event of an equal division of votes, the chairman of the board has the deciding vote, in the case of an excluded person, where lots are cast. An honorary member of the board does not have the right to vote.

6. Merger, division, liquidation of the association

- 6.1. The merger, division and liquidation of the Association take place in accordance with the procedure provided by law and by decision of the General Meeting of the Association.
- 6.2. The liquidators of the Association are the Members of the Board of Association or the persons appointed by the General Meeting of the Association.
- 6.3. Upon termination of the Association, after the creditors' claims have been satisfied, the remaining assets are transferred to an Association, or a public legal entity included in the list of non-profit associations and foundations with income tax benefits approved by the Government of the Republic.

These Articles of Association have been approved by the decision of the General Meeting of the Association on December 27, 2023.

Digitally signed