

ARTICLES OF ASSOCIATION

NAME, LOCATION AND DURATION

Article 1

1.1. The foundation bears the name: Stichting European Juggling Association. The foundation is also known by the abbreviation of its name – EJA.

1.2. The foundation has its seat in Amsterdam.

1.3. The foundation will exist for an indefinite time.

AIM

Article 2

2.1 The foundation's aim is to stimulate and promote the art of juggling, and any other activity that is directly or indirectly connected with it or can be advantageous for it, in the broadest sense of the word.

2.2 The foundation will try to realize its aim in particular by

- a. organising festivals where juggling is central and in particular watching over the continuity and quality of the annual European Juggling Convention (EJC)
- b. assisting and supporting conventions organised by others
- c. stimulating international and national exchanges between jugglers and others who want to be active in the area of juggling.
- d. appointing the group to organize the annual European Juggling Convention (EJC)

CAPITAL

Article 3

3.1 The foundation will receive its capital from

- subsidies and donations
- gifts, inheritance and legations
- all other receipts and sources

ORGANS OF THE FOUNDATION

Article 4

4.1 The Two Organs of the Foundation

The foundation has two organs:

- a. the Board
- b. the Executive Committee being the organ charged with the daily duties of the foundation and the preparation and implementation of the decisions of the Board.

4.2 The Board

The Board consists of the following members,

- All members of the Executive Committee



- All currently elected Country Representatives, as defined below
- All currently appointed Festival Representatives, as defined below

4.3 The Executive Committee

The Executive Committee consists of three members, taking the positions of chairman, treasurer and secretary, who are elected by the Board. The members of the Executive Committee are seated for a period of three years.

The members of the Executive Committee are elected on a term of three years where the positions of chairman, secretary and treasurer are elected on a rotating schedule with the intention of electing one per year. The positions of secretary and treasurer can also be filled by a single person.

Members of the Executive Committee are elected by the Board and can be unseated before the end of their term by the Board. This can be done by simple majority in any quorate meeting of the Board.

In the case of a vacancy in the Executive Committee the Board shall elect a new member as soon as possible.

The Executive Committee is responsible for their actions to the Board.

4.4.1 Countries Eligible for Country Representatives

The Country Representatives originate from different countries or regions. There can only be one Country Representative per country or region. The Board determines which country or region has the right to a Country Representative in the Board. The Board shall provide a current list that defines the countries or regions that have the right to elect a Country Representative.

Countries clearly outside of Europe do not have the right to a Country Representative. Those countries can have a Country Contact.

4.4.2 Election of Country Representatives

Election of Country Representatives takes place at the annual General Assembly at the European Juggling Convention via an election procedure determined and coordinated by the Executive Committee, whereby the jugglers attending the EJC living in the country or region for which the Country Representative will act will elect their Country Representative.

4.4.3 Term of Country Representatives

Country Representatives are chosen for a period of two years. The intention is to elect half of the Country Representatives every year. In the case of a vacancy of a Country Representative, this vacancy will be filled at the next General Assembly. If a Country Representation resigns before the end of its term, election of a new Country



Representative will take place at the next general assembly even if it is not the turn of that country. The new Country Representative will always be elected for a two-year period and can only be unseated by the Board.

4.4.4 Country Contact

In the absence of a Country Representative for a country, the Executive Committee can appoint a Country Contact. The Executive Committee can also appoint a Country Contact for countries that have a Country Representative. A Country Contact acts as a contact with EJA but has no specific authority or rights within the organisation. A Country Contact may act as proxy for a Country Representative if the Country Representative issues a statement of proxy.

4.4.5 Election of Festival Representatives

Election of Festival Representatives takes place at the annual General Assembly at the European Juggling Convention via an election procedure determined and coordinated by the Executive Committee, whereby the jugglers attending the EJC will elect the Festival Representatives.

The candidates for Festival Representatives are nominated by a group that has been given the right to organize an EJC, either past or future.

The Board determines which organizing groups of past and future EJCs have the right to nominate a candidate for the position of Festival Representative. The Board shall provide a current list that defines the EJC organizing groups that have the right to nominate a Festival Representative.

The Festival Representative is seated in the Board for a period of two years.

4.5 Should one or more vacancies exist in either the Board or the Executive Committee, that organ will still form a legal board.

4.6 Members of the Board and the Executive Committee cannot be paid for their work. They do have the right to be reimbursed for expenses made while fulfilling their position, according to rules defined by the Executive Committee.

BOARD MEETINGS

Article 5

5.1 The Annual Board Meeting will be held during and at the annual European Juggling Convention.

5.2 Meetings of the Board will be held when the Executive Committee finds this is necessary, or when five or more members of the Board present a written request to the EJA Statutes

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chairman stating the items to be discussed. If the chairman does not grant this request to hold a meeting within four weeks after it is received, the members are empowered to call a meeting themselves respecting the necessary formalities.

5.3 The call for a meeting of the Board - except as in paragraph 5.2 - is done by the chairman via email, mail or fax. This shall be done at least fourteen days before the meeting, not counting the day of the call and the day of the meeting. The call for a meeting of the Board shall contain the date, time, location and items to be discussed.

5.4 Meetings of the Executive Committee will be held when a member of the Executive Committee finds this necessary. The Executive Committee is authorised to call meetings when necessary. The Executive Committee may agree to meet without requiring any advance notice if such a decision to meet can be done in consensus. If consensus can not be reached any member of the Executive Committee may call to a meeting of the Executive. Such a call shall be made via email, mail or fax at least seven days before the meeting, not counting the day of the call and the day of the meeting.

DECISION MAKING

Article 6

6.1 Chairman of Board Meetings

The meetings of the Board will be lead by the chairman of the Executive Committee. In his absence the board will select a temporary chairman to lead the meeting.

6.2 Quorum in Executive Committee

The Executive Committee can only make binding decisions when a majority of the Executive Committee members are present or represented.

6.3 Proxy Votes

A member of the Board can be represented by another member of the Board or by a County Contact by submitting a written authorisation to the chairman.

A member of the Board or a County Contact can represent at most two other members of the Board at a time.

6.4 Minutes of Meetings

Written minutes of board meetings will be made by the secretary, or another person appointed by the chairman. The minutes shall be signed by those who have acted as secretary and chairman of that meeting.

6.5 Decisions Outside of Meetings

Both the Board and the Executive Committee can also take decisions outside the meetings if all its members have been given the chance to a reaction via email, mail or by fax. Such a decision is taken when all board members support it. When such a decision

has been taken, the secretary must add all received reactions to the minutes. A time limit on 14 days can be put on such answers. If no answer is received within 14 days, the Board member has abstained from voting.

6.6 Voting via Electronic Communication

The Board can pass votes via electronic communication by respecting the same voting rights as in a physical meeting. The vote to take via electronic communication must be clearly phrased and a vote explicitly called.

6.7 Electronic Meetings

The Board can hold electronic meetings. Such meetings shall be minuted and the minutes published. The electronic meeting system and process used is proposed by the Executive Committee and approved by the Board during a meeting.

6.8 Non-Physical Meeting of the Executive Committee

The Executive Committee has the right to hold non-physical meetings via any means of communication deemed suitable, examples of which can be email, forum, instant messaging or phone. Such meetings shall be minuted and the minutes delivered to the Board.

VOTING RIGHTS

Article 7

7.1 Each member of an organ has the right to one vote. All decisions of an organ will be taken with a simple majority which means more than half, of the valid received votes.

7.2 In physical meetings all voting will be done verbally, unless a written vote is requested by one of the Board members. Written voting will take place using non-signed (anonymous) closed votes.

7.3 Blank votes and abstentions will be considered as not received.

7.4 In all differences concerning voting, unless covered in this document, the chairman will decide.

AUTHORISATION AND REPRESENTATION

Article 8

8.1 The Board is responsible for running the foundation.

8.2 The Board has the right to sign contracts, buy and register goods. The Board has also authorised the Executive Committee to do the same.

8.3 Neither the Board nor the Executive Committee are authorised to sign contracts where the foundation acts as a security deposit or main debtor, guarantee for a third party, or in any other way responsible for debts of a third party.

Article 9

9.1 The foundation is represented in and outside the legal system by the Board. The representation authority will be handled by two members of the Executive Committee acting together. This means that double signatures are necessary.

9.2 The treasurer can be authorised to sign for bank accounts and financial transactions independently. Other members of an organ of the foundation and/or third parties can also be authorised, as long as this is done in writing and the document clearly defines the rights of the authority.

END OF BOARD MEMBERSHIPS

Article 10

10.1 The membership of the Board or the Executive Committee ends when any of the following occurs.

- a member deceases
- a member resigns by written resignation with three months warning;
- a member is unseated according to article 298 Book 2 of the Dutch Law;
- a member is unseated by the Board, on the grounds that a member disregards the interests of the foundation, or does not complete his responsibilities according to this document. A decision by the Board to unseat a member of the Board shall be done with two-thirds of the valid votes. A decision by the Board to unseat a member of the Executive Committee can be made with simple majority. In either case, the member under threat to be unseated has the right to present his case at the meeting of the Board where the vote is to be passed.
- Normal end of term

BOOKKEEPING AND ANNUAL REPORTS

Article 11

11.1 The book year of the foundation is the same as the calendar year.

11.2 At the end of the book year the books will be closed. The treasurer will make an Annual Report consisting of a balance and a statement of all income and expenses of the year ended, including financial statements. Within 6 months of the end of the book year, these will be presented to the Board during a board meeting for acceptance.

11.3 Once the Board has accepted the Annual Report, the treasurer is considered to have fulfilled his duties for that year.

RULES

Article 12

12.1 The Board is authorised to lay down rules for items not covered by these statutes.

12.2 Such rules may not be in conflict with the law or these statutes.

12.3 The Board is authorised to change or end such rules at any meeting.

12.4 When changing, amending or ending a rule, attention must be paid to item 13.1 of this document.

CHANGING THESE STATUTES

Article 13

13.1 These statutes may be changed by a meeting of the Board. Such a meeting must be called explicitly for the purposes of changing the statutes. A decision to change the statutes must be approved by a three-fourths majority of the valid votes in a meeting where at least two-thirds of the members of the Board are present or represented.

13.2 If in the meeting according to paragraph 1 not enough members are present or represented, a second meeting for the same purpose can be held at the earliest two weeks after the first meeting and the decision can then be taken with a three-fourths majority regardless to the number of members of the Board which are present or represented.

13.3 All changes must be approved in a legal document by a notary; each member of the Executive Committee is authorised to sign this document.

13.4 The members of the Executive Committee are required to present all lawfully requested details and documents to the trade register in Amsterdam.

ENDING AND SETTLEMENT

Article 14

14.1 The Board is authorised to dissolve the foundation. A decision hereon must be taken according to article 13 paragraphs 1 and 2.

14.2 The Executive Committee is responsible for the settlement.

14.3 The foundation will continue to exist after it is dissolved as long as this is necessary for settlement of the capital.



14.4 The Executive Committee dissolving the foundation are responsible to report this to the offices mentioned in article 13 section 4.

14.5 During this settlement these statutes remain in force as possible.

14.6 Any capital remaining of the dissolved foundation will be used for purposes relating closely to the aim of this foundation.

14.7 After settlement the books and paperwork of the foundation must remain with the last responsible for thirty years.

UNFORESEEN CASES

Article 15

15.1 In all cases that the law and these statutes do not cover, the Executive Committee will take the decisions.

Statutes Edit History

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