

These statutes are a translation into English of the official statutes for the European Shakuhachi Society which are written in French as required by the French law. In case of divergence of interpretation between the two versions, the French version will prevail. Keep in mind that the document needs to follow certain forms and that all mentions made to “the law” refer to the French one

European Shakuhachi Society (ESS)

STATUTES

FIRST ARTICLE – NAME

An association governed by the law of 1st July 1901 and the decree of 16th August 1901 is founded between the adherents to the present statutes, with the title: European Shakuhachi Society (ESS)

This will be translated into German as “Europäische Shakuhachi-Gesellschaft”, into French as “Fédération Européenne de Shakuhachi”, into Spanish as “Sociedad Europea de shakuhachi” and into Japanese as “Ōshū shakuhachi kyōkai”. Translations of the title into other languages may be made as deemed appropriate by the Board.

ARTICLE 2 – AIM, OBJECT

The object of the ESS is to advance the education of the public in the study, practice and appreciation of the Shakuhachi (the Japanese bamboo flute) and its music’s, through Summer Schools, festivals, symposiums, concerts, workshops, etc.

ARTICLE 3 – OFFICE

The registered office for the association is located at Jean-François Lagrost’s house: Bâtiment B1, 90 route Stratégique, 94270 Le Kremlin Bicêtre, France

The location of the office can be changed by a simple majority of the Board.

ARTICLE 4 – DURATION

The duration of the Association is unlimited.

ARTICLE 5 – COMPOSITION

The association is composed of two kinds of members:

- 1/ Life members
- 2/ Ordinary members

Each member, regardless of his/her kind, who is up to date in his/her fees will be granted one vote for at any meeting in which members are allowed to vote, and will be eligible to be part of the Board as well as any other position inside the Association.

ARTICLE 6 – ADMISSION

Membership of the ESS is open to any shakuhachi player or anyone interested in the instrument, in Europe or beyond, regardless of any affiliation to any particular school or style of shakuhachi, as long as they are accepted by the Board.

Membership is initially on an individual basis and is open to anyone over the age of eighteen.

By a simple majority of the General Assembly and without the need to amend this document, membership may in the future be opened to other categories of members including, but not limited to, legal entities (companies, institutions, associations) in which case the amounts to be paid for membership will be set by the General Assembly.

ARTICLE 7 – MEMBERSHIP – MEMBER FEES

The membership fees for the two kinds of members will follow the following structure:

- 1/ Life members

A one-time membership fee will be charged to life members, set at a minimum of 10 times the ordinary annual membership fee. The Board, with the approval of the General Assembly through simple majority voting, can grant a free life membership in special circumstances.

- 2/ Ordinary members

An annual fee will be charged for ordinary membership to the ESS and will be valid for a full year from the date of the registration or renewal of the membership.

The membership fees levels are fixed each year by the General Assembly.

At the time of the establishment of this ESS, the fee for ordinary membership is set at €20 (20 Euros), while students or those unemployed are eligible for a €10 (10 Euros) membership fee (as long as they can attest to

such situation). The single membership fee for life members is set at €300 (300 Euros).

ARTICLE 8 – TERMINATION OF MEMBERSHIP BY THE ESS

Membership will be terminated in any of the following situations:

a/ Death of the member

b/ Membership cancellation by the member, at any time, by terminating the membership subscription (PayPal recurring payment, DirectDebit, etc) or written notice to the ESS

c/ Any debt by a member to the ESS is prolonged for more than six months

d/ The expelling of a member following the proposed resolution of the Board which requires to be validated by a simple majority of the General Assembly, as long as the following two conditions are met:

- the member has been notified of the proposal (in writing) no less than 21 days prior to the General Assembly at which the resolution will be proposed citing reasons why this resolution has been proposed
- the member or, at the option of the member, a member's representative (who need not necessarily be a member of the ESS) has been allowed to present his/her case during this General Assembly.

No fees already paid to the Association can be reimbursed, neither in the case of death nor the termination of the membership.

ARTICLE 9 – RESOURCES

The sources of income of the Association might include (but not be limited to):

- Membership fees
- Surpluses from Summer Schools or Festivals
- Sales of ESS products
- Percentage of merchandising sales (non ESS products)
- Grants from cultural institutions
- Local sponsorship
- Private donations

In general, any resource authorised by law.

ARTICLE 10 – ORDINARY GENERAL ASSEMBLY

10.1. frequency

The Ordinary General Assembly includes all members of the Association who have their fees paid up to date.

One Ordinary General Assembly must take place every year, in any form always fulfilling the conditions of a quorum and is usually to be held as part of the annual Summer School or European Shakuhachi Festival. This may include the use of online communication elements (or any other suitable media) to create a Virtual Ordinary General Assembly. No more than 15 months may elapse between successive Ordinary General Assemblies.

10.2. notice

A call to all the members of the Association should be sent by the Secretary in written communication of at least fifteen days before the date fixed for the Ordinary General Assembly.

An Ordinary General Assembly may be called at shorter notice, if it is so agreed by at least the number of members equal to the minimum number of participants required to create a quorum for the meeting.

The notice must specify the date, time and place of the meeting including the agenda of the business to be transacted.

10.3. session chair

The General Assembly is chaired by the ongoing Chairperson of the Association. In the absence of the Chairperson, or if he/she does not wish to chair the meeting, the Board shall appoint a session chair from among its members.

If no member of the Board is present and willing to chair the meeting within fifteen minutes of the time fixed for it to be held, the members present and entitled to vote must choose one of them to chair the meeting.

10.4. regular business

The regular business of the Ordinary General Assembly will include, but not be limited to:

- Report on the activity and general state of the association by the ongoing Chairperson (or somebody named by him/her)
- Perusal and approval of a financial report by the ongoing Treasurer. (Copies of the report are to be available online one month in advance of the Ordinary General Assembly.)

- Set the level of the fees to be paid by the different membership categories
- Election of the members of the Board
- Election of members of any other committees as may be necessary
- Any other business (AOB)

Only items on the agenda or raised as part of the AOB may be discussed.

Decisions shall be taken by a show of hands, unless at least one member requests the secrecy of a ballot, and will be decided by a simple majority of the votes of the members present or represented.

Minutes of meetings shall be registered and kept in writing by the Secretary or whomever is decided by the General Assembly.

10.5. powers / proxies

Each member shall have one vote, but in the event of a tie, the session chair shall have a casting vote in addition to any other vote he/she may have. Present members shall vote by a show of hands. However, a secret ballot may be held if requested by the Board or any member present.

If a member of the Association cannot personally attend a meeting, he/she may be represented by a proxy. The proxy must be a member of the ESS but such a member cannot hold more than 2 votes including his/her own. A document provided by the ESS should be completed in advance by the absent member and sent to the Board of the ESS before the day of the meeting.

10.6. quorum

No business shall be transacted at any General Assembly unless a quorum is present.

The quorum shall be ten members or one tenth of the current members of the Association, whichever is greater, who may be present or represented.

In the case of a cancelled meeting due to the lack of a quorum, the Board must reconvene the meeting giving at least seven working days' notice of the new date and details.

If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting, the members present at that time shall constitute the quorum for that meeting.

ARTICLE 11 – EXTRAORDINARY GENERAL ASSEMBLY

The Board is entitled to convene an Extraordinary General Assembly for any urgent business.

Amendments to the Articles of Association or dissolution can only be voted on at an Extraordinary General Assembly. Dissolution may only be declared with the vote in favour of at least two thirds of the members present or represented at the General Assembly.

The members of the Board must convene an Extraordinary General Assembly if at least ten members or one tenth of the members, whichever number is greater, so request it in writing. The request must state the nature of the business that is to be discussed. If the Board members fail to announce a date for the General Assembly within twenty-eight days of the request, the members may proceed to call an Extraordinary General Assembly but in doing so they must comply with the provisions of these Articles.

The convening of an Extraordinary General Assembly shall follow the same procedure as for the Ordinary General Assembly.

Decisions shall be taken by a simple majority of the present members.

ARTICLE 12 – THE BOARD (*“LE BUREAU”*)

The Association is managed by a Board of at least five members (with no maximum number) elected by a simple majority at an Ordinary General Assembly for a period of one year and with the possibility to be re-elected up to four times (maximum time in office of five years).

Any member of the Association can be nominated to become a member of the Board, in which more than one shakuhachi school should be represented.

The General Assembly can grant an exception to the limit on the number of years a member can consecutively serve on any given position with a 2/3 majority.

The Board will be composed as follows:

- Chairperson
- Treasurer
- Secretary
- Media and communications officer
- Publications

The Chairperson, the Treasurer and the Secretary cannot cumulate their function with another responsibility within the Board.

The Board needs to be in fluent communication and decisions shall be taken by a majority of votes and in the event of a tie, the Chairperson shall have a deciding vote.

Positions at the Board will be terminated in any of the following cases:

- The end of the term of office
- Resignation by the officer holder
- Loss of membership of the Association.
- Explicit vote in favour of termination of the elected official by at least 2/3 of the members of the Association in a meeting that specifically includes a motion in that regard.

In the event of a post becoming vacant, the Board shall provisionally appoint a temporary replacement. A definitive replacement shall be made at the next General Assembly. The powers of the members thus elected shall expire one year from the General Assembly that elected him/her.

Any member of the Board who, without excuse, has not attended three consecutive meetings shall be considered to have resigned.

ARTICLE 13 – THE COUNCIL (*"LE CONSEIL"*)

The Council is composed of members of the Association that are called "advisors". They are invited by the Board in an advisory capacity for their technical, artistic or any other expertise, to inform the decisions taken by the Board and at General Assemblies.

Their number is restricted without being strictly limited.

ARTICLE 14 – ROLES AND DURATION FOR THE POSITIONS OF THE BOARD

This article presents the roles of the three main members of the Board who act as legal ESS administrators: the Chairperson, the Treasurer and the Secretary.

- The Chairperson
 - Ensures the legal obligations of the Association are fulfilled
 - Acts as an ESS representative to third parties: partners, press, public institutions, other associations, etc.
 - Ensures the smooth running of the ESS: logistics, human resources, supervision of the tasks of the Secretary and the Treasurer, etc.

- Coordinates the implementation of the decisions of the Board and the General Assembly
 - Coordinates the holding of meetings and coordinates the debates of the Board and the General Assembly
 - Provides general guidance to the Association
- The Treasurer
 - Is responsible for the book-keeping
 - Manages the funds (income and expenditure)
 - Is in charge of the budgets
 - Applies the financial policy defined by the Association's governing bodies
 - Prepares and presents the annual financial register to the General Assembly
 - Liaises between the ESS and its bank
- The Secretary
 - Controls the membership of the ESS in all its forms
 - Gives notice of Board and General Assemblies
 - Takes minutes during the meetings
 - Maintains the historical register of the minutes of all meetings
 - Archives and files all ESS documents

The roles of the other members of the Board referred to in Article 12 will be detailed in the Internal Rules.

ARTICLE 15 – COMPENSATION

Membership of the Board is honorary, that is, no remuneration will be paid to the officers for their work on any of the positions of the Board. Only expenses incurred in the fulfilment of their mandate could be reimbursed if so decided by the Board before the expenses being made and upon presentation of receipts. The Ordinary General Assembly will eventually validate the expenses as part of the financial report presented by the Treasurer.

Membership of the Board does not preclude officers' participation and leadership in ESS activities (such as teaching at Summer Schools) or their re-

ceipt of financial compensation for such activities (e.g. financial assistance for travel costs or a stipend for teaching at Summer Schools).

ARTICLE 16 – INTERNAL RULES (“REGLEMENT INTERIEUR”)

The Board has the possibility of establishing Internal Rules. They are then approved by the General Assembly and are intended to complement the present Statutes, especially the points relating to the activities and internal administration of the Association.

These Internal Rules may be amended by the Board or by the Ordinary General Assembly by a simple majority.

ARTICLE 17 – DISSOLUTION

In accordance with article 9 of the law of 1st July 1901 and the decree of 16th August 1901, in the event of the dissolution of the Association being agreed in accordance with the terms set out in Article 11, one or more liquidators shall be appointed. After any outstanding debts or obligation by the ESS are paid, the ‘net assets’ remaining (which cannot be transferred to one member or be divided and thus cannot be donated or transferred to members of the Association) will be disposed as decided by the Extraordinary General Assembly.

These Articles of Association were approved at the constituent General Assembly on August 8th, 2020.

They have been drawn up in as many copies as there are interested parties, including one for the Declaration, one for the Prefecture and one for the Association.

Completed in Paris, on August 9th, 2020



Horacio Curti, The Chairperson



Jean-François Lagrost, The Treasurer