

## **ARTICLES OF ASSOCIATION OF CIDIM**

### **Art. 1 Name and Objects**

A non-profit National Association is established styled "CIDIM – Comitato Nazionale Italiana Musica – Member of the International Music Council-UNESCO" with registered office in Rome, Largo di Torre Argentina no. 11.

The objects of the Association are to contribute to the development of music activities and music culture in Italy and to foster more extensive and closer relations between Italy and other countries with regard to music matters. The Association intends to promote and encourage the diffusion of information, documentation, data collection and research in the field of music also, if so requested, on behalf of the competent Ministries, Regions, Local Authorities, members of the Association, public and private music initiatives, as well as the collection and preservation of material of musical interest. In addition, the Association aims at promoting the circulation in Italy and abroad of young soloists and ensembles, both Italian and of other European Union countries, as well as encouraging forms of systematic and continuing coordination of initiatives of music production and distribution promoted prevalently by Public and Private Bodies, Resident Orchestras, foreign Cultural Institutes and Embassies accredited to our country.

In order to pursue these objects, the Association provides for:

- 1) maintaining contacts and good relations with the interested Ministries, with the competent departments of the Regions and Local Authorities (Provinces, Municipalities), with the National Italian Commission of UNESCO and with Italian Cultural Institutes abroad for the purpose of implementing cultural initiatives and of supplying, upon request, technical assistance;
- 2) arranging (a) coordination of musical productions promoted by Italian and foreign agencies and institutions of cultural importance so as to facilitate widespread fruition of these productions throughout the national territory, especially in the less qualified centres, and (b) organization and realization of events abroad, also concerts, of particular cultural significance, especially those promoted by the State and by Italian Cultural Institutes accredited in other countries, in particular if directed to the promotion of outstanding young artists;
- 3) assisting the establishment of National Sections of the IMC International Member Organizations;

- 4) setting up centres of research and documentation dealing with musical materials and promoting musicological research, as well as supplying artistic, cultural and technical information;
- 5) promoting propaedeutic and formative initiatives, especially those which are directed at amplifying the role of music in school curricula;
- 6) organizing professional training and specialization courses on behalf of regional and municipal administrations;
- 7) funding study grants for performers, composers, operators and technicians in the field of music;
- 8) collaborating, within the framework of institutional objectives, with the competent Ministries, foreign Cultural Institutes in Italy and major Italian and foreign music organizations, with particular reference to those of European Union countries, also at organizational level and through participation in eventual joint organizations;
- 9) promoting a wider diffusion of contemporary music culture;
- 10) contributing to the improvement of teaching methods at all levels of music education through the promotion of scientific research. In addition, the Association will promote the organization of conferences, seminars, festivals and other initiatives directed to assisting composers, conductors, soloists and ensembles in their chosen profession; furthermore, it will promote and facilitate tours both in Italy and abroad of artistic companies from the national Opera Houses, RAI, Resident Orchestras, Historical Theatres and Associations, as well as all artistic and cultural activities which in Italy and abroad are directly or indirectly connected with the institutional activity of the Association.

## **Art. 2 Organs of the Association**

The governing bodies of the Association are:

- the General Assembly;
- the Executive Council;
- the President;
- the Auditors.

## **Art. 3 Membership**

Membership of the Association is open to:

a) Ordinary Members

- public or private organizations having, or even not having, juridical person status which are engaged mainly in activities of a musical nature;
- individual persons who operate in the field of music and who have shown an outstanding interest in the diffusion of music

culture, for instance (as a non-restrictive example): artists, conductors, professors, teachers, critics, journalists – that is, all those who have particularly distinguished themselves in activities in favour of the diffusion of music culture.

The admission of an Ordinary Member may be proposed by the Executive Council following presentation of an appropriate application by the interested party which will be submitted to the General Assembly for approval.

In the application for membership the Ordinary Member must undertake to pay to the Association the membership fees fixed annually by the General Assembly on the proposal of the Executive Council.

b) Honorary Members

Music Institutions and Associations, composers, musicians both Italian and foreign whose presence as members can confer prestige and attract public attention to the Association, elected by the General Assembly on proposal of the Executive Council.

All National Sections of the IMC International Member Organizations are by right Honorary Members.

Ordinary Members may avail themselves of the services provided by the Association on condition that they have paid their membership fees in full.

Membership of the Association can be terminated for any of the following reasons:

- voluntary resignation;
- exclusion resolved by the General Assembly pursuant to failure on the part of the Ordinary Member to pay the annual membership fee; such default will be established by the Executive Council which will fix a term within which the outstanding amount must be deposited with the Treasurer of the Association in order to avoid exclusion from the Association;
- unworthiness of the Member whose behaviour compromises the good repute of the Association or who in any case acts in a manner held to be improper or unbecoming.

Honorary Members may request special services on the conditions established by the Executive Council.

The Executive Council shall be responsible for inviting members who are in arrears with payment of their membership fees to regularize their position and for fixing a term in which they must settle the amounts outstanding or, in the case of non-compliance, forfeit their status of member.

The Executive Council may decide that certain services, organized by the Association within the framework of its institutional objects, can be enjoyed by persons and agencies that, although non-members, qualify as "Friends of CIDIM", on

the economic conditions and according to the modalities established by the Executive Council.

The Association may underwrite contracts and sponsorship agreements with firms, agencies, companies, public and private bodies for the purpose of increasing its revenues and of highlighting the activities of the Association.

#### **Art. 4** **General Assembly**

The General Assembly is attended by the Ordinary Members and determines the general cultural guidelines of the Association.

Honorary Members are entitled to attend the proceedings of the General Assembly in the capacity of consultants without, however, the right to vote.

The General Assembly also:

- 1) elects the Honorary Presidents, the President, the Executive Council and the Board of Auditors;
- 2) approves the general lines of the annual programme of activity (also if necessary covering several years) and the Budget, including approval of the salary of the President and Vice Presidents, the fees of the members of the Board of Auditors and the attendance fee for members of the Executive Council; it also approves the financial report;
- 3) decides on the election and expulsion of Members;
- 4) examines and approves eventual alterations to the Articles of Association;
- 5) determines the guidelines according to which the Association shall carry out its activities;
- 6) decides on the amount of the annual fees to be paid by Ordinary Members.

The General Assembly shall be convened at least once a year by the President or, if he is unable to do so, by the senior Vice President; the Assembly shall also be convened whenever so requested by at least one-tenth of the Ordinary Members or by three members of the Executive Council. The General Assembly shall be convened by registered letter, facsimile transmission, email or telegram specifying the Agenda and sent not less than eight (8) days prior to the date fixed for the meeting. Notwithstanding the above, if the business to be transacted includes alterations or emendments to the Articles of Association, the said notice of convocation shall be sent to the members not less than twenty (20) days before the date fixed for the meeting together with the text of the proposed modifications duly attached to the Agenda.

If a quorum is not present on the date fixed for the first convocation of the General Assembly, the meeting will stand adjourned to the following day.

Corporate bodies that are members of the Association are represented at the General Assembly by their legal representatives or by persons or fellow members issued with a written proxy.

No Member attending the meeting can hold more than two proxies.

The first convocation of the General Assembly is valid if at least fifty percent of the Ordinary Members entitled to vote are present. In the event of adjournment, the second convocation is valid whatever may be the number of members present, provided always that they are not less than one-fifth of the total number. Voting shall be by show of hands, secret ballot or unanimous consent as decided by the General Assembly and the resolutions shall be valid and binding if carried by a simple majority vote. Resolutions dealing with alterations or emendments to the Articles of Association shall be valid provided they are carried by a majority of 2/3 (two-thirds) of the members present.

Decisions reached by the General Assembly in conformity with the provisions of the present Articles of Association shall be binding for all Members, even if absent or dissenting.

## **Art. 5 Honorary Presidents**

Honorary Presidents elected by the General Assembly shall be invited to attend the meetings of the Assembly and may be nominated, upon request of the Executive Council, to assume specific representative offices such as the presidency of special events, representative functions in events abroad and in meetings with national and foreign Authorities.

## **Art. 6 Executive Council**

The Executive Council shall consist of seven (7) members (who can also not be Ordinary Members) including the President.

The President is elected by the General Assembly, which also appoints the remaining members of the Council on the proposal of the President himself.

Two members of the Executive Council shall be appointed by the General Assembly following the recommendations of the Ministry of Cultural Heritage & Activities and the Ministry of Foreign Affairs. Should the competent Ministries fail to give the aforesaid recommendations thirty (30) days prior to the date fixed for the

re-appointment of the Executive Council, the two missing members shall be co-opted by the Executive Council at its first meeting, chosen from leading personalities in the field of music culture and organization.

The Executive Council is convened by the President or, in his absence, by the senior Vice President by letter, facsimile, email or telegram at least five (5) days before the date of the meeting. The proceedings of the Executive Council shall be valid when the majority of its members are present. The resolutions put to the Council are carried by a simple majority of those present; in the event of an equality vote the President has the casting vote. The minutes of the meetings shall be recorded in an appropriate Minutes Book and signed by the President and by the Secretary appointed by the President for the purpose of recording the minutes during the session.

## **Art. 7**

### **Executive Council: Powers and Terms of Office**

The Executive Council is appointed for a period of four (4) years and its members are eligible for re-election.

The Executive Council shall be responsible for all activities undertaken for the realization of the institutional objects of the Association; in particular, the Executive Council shall be responsible for: submitting the Financial Report and the Budget; engaging and determining the duties and salaries of the personnel; appointing such consultants and collaborators as necessary for the favourable progress of the Association and fixing their remuneration.

The Executive Council shall also provide for the organizational structure of the Association, appointing Work Groups and Sub-committees for this purpose and setting up a Secretariat.

Finally, the Executive Council shall be responsible for implementing the provisions specified in Art. 14 of these Articles of Association.

## **Art. 8**

### **President and Vice Presidents**

During the course of its first meeting the Executive Council shall elect 2 (two) of its members to the office of Vice President of the Association by a simple majority of the members present.

The President, elected by the General Assembly for a period of four years, is the legal representative of the Association; as such, he both convenes and presides over the General Assembly and the Executive Council, implements the resolutions of the General Assembly and of the Executive Council and can be

delegated to carry out any business within the competence of the corporate bodies.

In the event of urgent business, the President can take decisions even if these are, strictly speaking, within the competence of the Executive Council; the said decisions shall be submitted to the Executive Council for ratification at the first meeting subsequently convened. Should the President be absent or for any reason incapacitated, his powers and duties shall be assumed by the senior Vice President. The duties of the Vice Presidents shall be established by the Executive Council immediately after their election.

### **Art. 9 Board of Auditors**

The Board of Auditors is composed of 3 (three) members appointed by the General Assembly which shall also appoint one of the three members to act as Chairman of the Board.

The Auditors shall be appointed for a period of 3 (three) years, are eligible for re-election and shall be present at the meetings of the Executive Council.

### **Art. 10 Regional Offices**

The Executive Council is authorized to set up regional offices in Italy and abroad, organized along the same lines and having the same objects as CIDIM, in order to achieve an efficient decentralization and a more balanced territorial distribution of initiatives as well as an improved coordination of the activities of Members.

### **Art. 11 Financial Year**

The Financial Year shall run from the 1<sup>st</sup> of January to the 31<sup>st</sup> of December of each year.

### **Art. 12 Income and Property of the Association**

The property of the Association shall consist of:

- a) such fixed or movable assets as may be acquired by the Association;
- b) the aggregate amount of reserve funds made up from eventual surpluses;
- c) eventual contributions, grants, donations and legacies.

All revenues of the Association shall be directed to the management of corporate activities and to the increment of the corporate assets of the Association.

The following will be directed to increasing the corporate assets:

- a) The annual dues chargeable to Ordinary Members and eventual budget surpluses;
- b) the donations, bequests, legacies and gifts made for the above-mentioned purpose;
- c) the grants and contributions received from public and private organizations and/or from private persons as well as sponsorships provided by third parties for the activities of the Association;
- d) generous subsidies accorded for the above-mentioned purpose.

### **Art. 13** **Statement of Assets and Liabilities**

An Assets & Liabilities Statement shall be drawn up each year and after verification by the Auditors shall be approved by the General Assembly and published as appropriate.

### **Art. 14** **Participation in other Organizations**

CIDIM shall be permitted to join other organizations, institutions and associations, both public and private, Italian and foreign, provided that their objects are similar to those of the Association.

### **Art. 15** **Duration of the Association**

The duration of the Association shall be until 31 December 2100 and can be extended at the end of this term by decision of the General Assembly of Members.

The Association may be dissolved prior to the end of the above-mentioned term by a favourable vote of at least three-quarters of the Members. In this case, the property and assets of the Association shall be transferred, with the approval of the Ministry of Cultural Heritage & Activities, to some other music institution or organization having objects similar to those of the Association.