

# **STATUTES OF THE LAW 1901 Mbi-Music ASSOCIATION**

"People always say that you can't change the world, but I believe that you don't lose anything by trying. Having lost my parents when I was very young, I had a very difficult childhood, with no real guidance and no opportunities. I was a dreamer like all the other children, but without opportunities; my dreams remained only dreams. Music and dance were my refuge, in short, these two things saved my life. My objective with Mbi-Music is simply to give "joie de vivre" and to accompany children who are in similar conditions to mine, and are dreamers as I was, to realise their dreams. Then in turn, they will be in a position to pass on their know-how to others like them, and so on."

Romuald Chrissotome Tchinda, Founder of Mbi-Music

## **ARTICLE 1 – Name**

The association is founded between the members of the current statutes and governed by the law of July 1, 1901, and the decree of August 16, 1901, under the title: Mbi-Music.

## **ARTICLE 2 – Social Objective**

This international association, which has no religious nor political purpose, aims to guide orphans and disadvantaged children and teenagers, without any discrimination, through a 360° music programme with instruments, dance, singing, DJ production, etc.

The association is based on the volunteering of supervisors allowing social actions in the training and support of projects for children and teenagers through discovery workshops, courses, concerts, networking with professionals, organization of shows and performances, the loan of equipment, instruments, etc.

Funding measures will be implemented to finance the programmes offered by the association; these are detailed in Article 10 – Resources.

The association is a single legal entity organised internationally into national branches and regional delegations. These branches and delegations must follow the rules set forth in the Mbi-Music Branch Agreement.

## **ARTICLE 3 – Head office**

The head office is located at the following address: 21 rue Martial Singher 64400 Oloron-Ste-Marie. It may be moved to a different location through the decision of the Board of Directors.

## **ARTICLE 4 – Duration**

The duration of the association is unlimited.

## **ARTICLE 5 – Composition**

The association is composed of:

- a) Honorary members or "MONINGA" (meaning friends in Lingala, the language of the Congo): board members, individuals who are regularly involved (supervisors, organisers, branch managers, teachers...) or those solicited for their advice on an ad hoc basis. Moninga can be individuals or legal entities. Moninga can participate in decisions during the general assembly or upon invitation by the Board of Directors.
- b) Benefactor members or "ILUNGU" (meaning members in Zulu, a language of South Africa): individuals or legal entities who provide financial or material assistance to the association (donations, provision of premises, instruments...). Ilungu can participate in the decisions of the general assembly.
- c) Active members or "ALABATI" (meaning members in Amharic, the language of Ethiopia): individuals who give their time voluntarily (e.g.. during events organised by the association) and/or who have paid the annual membership fee. Alabati can participate in the decisions of the general assembly.

## **ARTICLE 6 – Admission**

For “Alabati” members, the association is open to any adults, without conditions or distinctions. They only need to sign the charter of the association and pay the annual fee.

For "Moninga" and "Ilungu" members, their participation must be validated by the Board of Directors, and they must sign and agree to respect the Charter of the association.

## **ARTICLE 7 – Membership Fees**

“Alabati” members are those who have committed themselves to pay the annual fee determined each year by the General Assembly.

"Moninga" members are those who have rendered services to the association; they are automatically members (without having to pay the membership fee).

"Ilungu" members are those who donate an amount that is greater than the annual membership fee; they are automatically members (without having to pay the membership fee).

## **ARTICLE 8 – Cancellation of Memberships**

Memberships will be cancelled through the following:

- a) Resignation (given orally or by email for “Alabati” members, or by registered letter to the Board of Directors at least 3 months in advance for “Moninga” and “Ilungu” members);
- b) Death;
- c) Expulsion decided by the Board of Directors for the non-payment of the membership for “Alabati” members (following two reminders and/or one month's delay) or for serious reasons for “Moninga” and “Ilungu” members (list of serious reasons can be found in the internal regulations), the person concerned having been invited (by registered letter) to provide explanations in front of the Board and/or in writing.

## **ARTICLE 9 – Affiliation**

The current association is not affiliated to any federation.

The association may join other associations, unions or groups through the decision of the Board of Directors.

## **ARTICLE 10 – Resources**

The resources of the association include:

1. The membership fees.
2. Donations.
3. Subsidies from the State, departments and municipalities.
4. All resources authorised by the laws and regulations in force, and which are not generated by actions that infringe the fundamental principles of the association. The resources coming from activities validated and authorised by the Board of Directors such as sales of objects, clothes, organisation of shows, trips, sports, and musical events, etc.

## **ARTICLE 11 – Ordinary General Assembly**

The ordinary general assembly includes all the members of the association in any capacity. It will take place every year in January.

Physical presence is not compulsory, the people who cannot attend can send a letter 15 days before the meeting to specify any topics that need to be addressed.

One month before the fixed date, the members of the association are convened by the secretary. The proposed agenda is included in the invitation. Only the items on the agenda may be discussed.

The president of the association, assisted by the members of the Board, presides over the meeting, and presents the legal situation or the activity of the association.

The treasurer reports on his management and submits the annual accounts (balance sheet, profit and loss account and appendix) to the assembly for approval.

The general assembly sets the amount of the annual membership fee.

Decisions are taken by majority vote of the members present or represented or having expressed their vote in writing beforehand. All deliberations are taken by a show of hands or, if necessary, adapted according to the situation (anonymous voting, etc.).

After the agenda has been completed, the Members of the Board leaving the association are replaced. The decisions of the general assemblies are binding for all members, including those who are absent or otherwise represented.

## **ARTICLE 12 – Extraordinary General Meeting**

If necessary, or at the request of more than half of the registered members, an Extraordinary General Meeting may take place, in accordance with the terms of the current statute and only for

the purpose of amending the articles of association or for dissolution or for deeds concerning real estate.

The convening procedures are the same as for the ordinary general assembly.

The deliberations are taken by a majority vote by all members present or represented.

## **ARTICLE 13 – Board of Directors**

The Board of Directors ensures compliance with these statutes, internal regulations, the charter, the branch agreement and coordinates the branches.

The association is managed by a Board of at least two members (President and Vice President), elected for one year by the General Assembly. Members are eligible for re-election.

A secretary may also participate in the Board as well as one or more resource members invited from time to time to advise the Board. Half of the Board may be renewed each year.

In the event of vacancies, the Board shall temporarily replace its members. They shall be replaced definitively at the next General Assembly. The powers of the members thus elected end on the expiration of the term of office of the replaced members.

The Board of Directors shall meet at least once every six months, when convened by the President, or at the request of one quarter of its members, or as required based on the activities of the Association.

Decisions are taken by majority vote; in the event of a tie, a new vote may be taken after discussion or after a further 15 days if necessary. If no decision is taken, one or more founding members will be asked to decide.

Any member of the Board who, without excuse, fails to attend three consecutive meetings shall be deemed to have resigned.

The Board of Directors may delegate any of its powers, for a specific period of time, to one or more of its members (signature of a lease of cheques, etc.).

## **ARTICLE 14 – The Executive Committee**

The Board of Directors shall elect from among its members an Executive Committee composed of

- 1) A president;
- 2) One or more vice-presidents;
- 3) A secretary and, if necessary, an assistant secretary;
- 4) A treasurer and, if necessary, an assistant treasurer.

Occasionally, honorary members (resource members) may be asked to replace members of the Executive Committee. The conditions will be stipulated in the minutes of the Board of Directors.

## **ARTICLE 15 – Allowances**

All functions, including those of the members of the Board of Directors and the Executive Committee, are free and voluntary. Only expenses incurred in the performance of their duties, which are assessed and approved in advance by the Board of Directors, are reimbursed based on

receipts. A supporting document (Branch Agreement) may be considered when developing branches. The financial report presented to the Ordinary General Meeting by an individual beneficiary shows the refund of expenses for missions, travel or representation expenses.

These provisions may be refined in internal regulations (nature of the expenses, missions, quality of the beneficiaries, etc.).

## **ARTICLE 16 – Internal Regulations**

Internal regulations are established by the Board of Directors and validated by a majority vote by its members.

These rules are intended to set out the various points not included in the current statutes, in particular those relating to the internal administration of the association.

## **ARTICLE 17 – Dissolution**

In the event of the dissolution of the association as provided for in Article 12, one or more liquidators are nominated and the net assets, if any, shall be transferred to a non-profit organisation (or to an association with similar aims) in accordance with the decisions of the Extraordinary General Meeting which decides on the dissolution. The net assets may not be vested to a member of the association, even partially, unless a donation is taken back.

## **ARTICLE 18 – Donations**

The association is committed to respecting administrative procedures and following the legal framework. The association is committed to present its registers and accounting documents on demand from the administrative authorities concerning the use of the donations that it would be authorized to receive, to allow its establishments to be visited by representatives of these competent authorities and to give them an account of the operation of the said establishments.

Statute made in Oloron Ste Marie on 7<sup>th</sup> June 2021

Romuald Chrissotome Tchinda - President

Laure Loustau - Vice-President and Treasurer