

THE FREEMUSE CHARTER

I Name and Status

1.1 The name of the organisation is Freemuse. Hereafter in this Charter the organisation shall be referred to as Freemuse.

1.2 Freemuse is an international non-partisan and non-profit membership organisation as defined by Norwegian law. The Secretariat is based in Oslo. The secretariat may be moved to another country following a two third decision by the Executive Committee.

1.3 Freemuse may establish representations in other countries.

II Objectives

2.1 The overall objective of Freemuse is to advocate and defend artistic freedom and creativity as defined by the Universal Declaration of Human Rights and in accordance with the recommendations made in the UN Special Rapporteur in the field of Cultural Rights' report 'The right to freedom of artistic expression and creativity.'

2.2 Freemuse seeks to advance and defend these rights through documentation, monitoring, and publishing of violations on artistic freedom.

Freemuse seeks to assist artists at risk through alert actions and advocacy.

Freemuse aims at serving as a focal point for a network of concerned artists, individuals, scholars, organisations, institutions, and media promoting rights to freedom of artistic expression and creativity, and develop partnership and cooperation projects with sister organisations, locally, regionally and internationally in order to promote its goals.

III Membership

3.1 Membership of Freemuse is open to individuals, national, regional, and international organisations, and institutions concerned with freedom of artistic expression and artistic creativity that further and respect the aims and objectives of Freemuse.

3.2 Members can be:

a) paying members, who pay an annual fee.

b) supporting members who are supporting Freemuse, but do not pay a fee; or

c) honorary members, i.e. individuals who have made exceptional contributions to further the work of Freemuse. Honorary members do not pay a fee.

3.3 The Executive Committee may adopt new members through a simple majority vote. New paying members may be adopted based on one of the following procedures:

i) A letter of motivation.

ii) Recommendations from at least two members of Freemuse.

iii) An invitation from the EC

3.4 Members shall advance the interests of the organisation and avoid any action, which might discredit or damage the organization or interfere with the achievement of its aims.

3.5 Members are obliged to inform the Freemuse secretariat of their current contact details.

3.6 The amount of the dues paid by paying members shall be proposed by the Executive Committee to the General Assembly.

3.7 Dues paid by paying members will be designated for Freemuse activities and actions.

a) Membership runs from January to December. New members will be enrolled in January in the forthcoming year of their application.

b) Members must notify the secretariat at latest 31 September should they wish to terminate their membership. Otherwise, full membership fee for the forthcoming year will be charged.

IV Constituent Bodies and Meetings

4.1 The constituent bodies are:

- The General Assembly
- The Executive Committee

4.2 General Assembly

4.2.1 Definitions and procedures for the General assembly

a) The General Assembly is the highest body of Freemuse

b) A General Assembly meeting consists of paying members in good standing.

c) An ordinary General Assembly meeting shall be held at least once every third year, on such date, time and place as shall be determined by the Executive Committee. The Executive Committee may also call an extraordinary General Assembly meeting when deemed necessary.

d) The paying members shall be notified of the date of a General Assembly meeting at least three [3] months before the date of the meeting. An agenda, including proposed motions, shall be sent to the paying members no less than four [4] weeks before the General Assembly meeting.

e) At least eight [8] of the paying members in good standing shall constitute a quorum at a General Assembly meeting. At least three [3] members of the Executive Committee must be present. Participants in the General Assembly can be physically present at the venue or present through a telecommunication medium.

f) Paying members, whether individuals, institutions, or organisations, shall each have one vote in the General Assembly meetings.

h. Motions to the General Assembly may be put forward by any paying member or group of paying members in good standing.

i) All motions shall be submitted to the Executive Committee no later than eight [8] weeks prior to the Assembly in order to be included in the agenda.

j) Urgent motions may be presented at a General Assembly meeting at the discretion of the Executive Committee.

k) Motions to amend this Charter can be put forward by the Executive Committee to a General or Extraordinary Assembly with at least (6) weeks notice.

4.2.2 The following matters shall be included in the Agenda the General Assembly, after preparation by the Executive Committee:

a) Establishment of the meeting with the election of a chairperson, rapporteur and two to sign the protocol.

b) Annual reports, including the accounts after the audit since the last ordinary General Assembly.

c) Submitted motions or cases

d) Determination of the membership fee.

e) Election of Executive Committee members on the proposal of the Election Committee.

f) Approval of the auditor following a proposal from the Executive Committee.

g) The Executive Committee s action plan and budget

4.2.3. Amendments of this Charter requires two-thirds majority vote in a general or extraordinary assembly. This shall stand adapted upon ratification by two-thirds majority of votes in a subsequent extraordinary assembly within twelve [12] weeks.

4.3 Executive Committee

a) The elected Executive Committee shall be composed of five [5] members. The members should, as far as possible, represent relevant facets of the purposes of Freemuse and reflect and gender balance.

b) Members of the Executive Committee shall be elected for a term lasting to the next ordinary General Assembly after their term has begun with the possibility of re-election only twice. To ensure continuity, at least two members of the Executive Committee shall continue

for a second period. The EC may through simple majority decide, which members should continue.

c) After the General Assembly the EC constitutes itself with a chair and a co-chair. These are selected through a majority vote by the EC members.

d) In the event of the death or resignation of any of its members, the Executive Committee may co-opt up to two [2] members, who will serve until the next General Assembly.

e) The Executive Committee shall hold at least two meetings annually. A quorum is two-thirds of the members of the Executive Committee. Meetings may be in person or by internet conference call or by a comparable and legally valid communication means.

f) Decisions by the Executive Committee are made by simple majority vote. In the case of a tie, the Chair of the Executive Committee shall have the casting vote. Reversions of decisions made by the Executive Director or removal of the Executive Director requires two-thirds majority.

g) The EC may organise meetings without the ED being present.

h) Six months before each General Assembly the EC appoints an Election Committee with the purpose of identifying possible, qualified new members of the EC.

i) The Executive Committee, with two-thirds majority, may exclude any member deemed to have violated the Charter and interests of Freemuse. The excluded member is notified by writing (e-mail). The member may contest the EC decision and present his or her defence to the next GA that will take the final decision regarding the exclusion through a simple majority.

4.5 Executive Director

a) The Executive Director works under the authority of the EC and shall be responsible for the daily running and activities of the organization within the framework laid down by the General Assembly and the Executive Committee. The Executive Director has no voting rights at Executive Committee meetings and General- and Extraordinary Assemblies but takes part in the meetings unless the Executive Committee decides otherwise.

b) The Executive Director shall be the chief official of Freemuse and has the right to represent and sign in the name of Freemuse according to the contract and authorisation given by the Executive Committee.

c) In the case that the Executive Director is sick or on leave the Chair of the EC has the mandate to sign on behalf of- and represent Freemuse

4.6 Secretariat

4.6.1 The Secretariat shall be the operating bureau of Freemuse and shall be made up of the Executive Director and such professional, administrative and clerical employees of the organization as may be required from time to time.

4.6.2 The Secretariat implements the spirit of this Charter and as lined out by the Annual Activity Plan, the Plan of Action or otherwise.

4.6.3 The working language of the Secretariat shall be English.

4.7 Board of Advisors and Ambassadors

4.7.1 The Board of Advisors and Ambassadors shall aid in realizing the aims and objectives of Freemuse. It is also expected that the Board and Ambassadors will facilitate the furthering of Freemuse's relationships with its affiliates and help it reach governmental and non-governmental agencies with influence over the issues with which Freemuse is concerned.

4.7.2 The members of the Board of Advisors and the Ambassadors shall be selected from the widest possible range of disciplines that represent the issues to be addressed by Freemuse. The aim is that the Board shall represent the broadest possible geographical and cultural diversity.

4.7.3 The members of the Board of Advisors shall not have voting rights in the General Assembly unless they are paying members of Freemuse.

4.7.4 The Board of Advisors shall not be remunerated.

V Minutes

With the exception of confidential items or items related to GDPR, the minutes of the General Assembly and the Executive Committee shall be available to paying members of Freemuse.

VI Audit

Auditing of Freemuse will be provided by a chartered auditor and in accordance with International Standards on Auditing (ISAs) and additional requirements applicable in Norway and conform to ISO 9001.

VII Error of Notification

No error or omission in giving notice of any annual, general or special meeting or any adjourned meeting, whether annual, general or special, of the members of Freemuse shall invalidate such meeting or make void any proceedings. Any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings.

Members and other concerned parties shall be contacted at their last address recorded in the records of Freemuse.

VIII Indemnification

Every Executive Director and Executive Committee member of Freemuse or other person who is undertaking any liability on behalf of Freemuse according to the rules, this Charter shall be indemnified and saved harmless out of the funds of Freemuse for all costs incurred in any action brought against the individual, or in respect of any action done or permitted by the individual, in the execution of his/her duties, except such expenses as are occasioned by the Executive Director s or individual s own neglect or deliberate default.

Appendix

Authorities, Responsibilities and Procedures of the Executive Committee

1 Executive Committee

1.1 The Executive Committee shall have the following responsibilities:

- a) elect a Chair and Vice-chair of the Executive Committee.
- b) appoint and set the terms and salary of the Executive Director.
- c) approve the Annual report, including the accounts after the audit. Decide an Annual Activity Plan, a Plan of Action and a Budget, including approval of all remuneration of staff at the Secretariat.
- d) Supervise the implementation of policies and other affairs of Freemuse.
- e) ratify decisions made by the Executive Director.
- f) reverse decisions made by the Executive Director.
- g) in cooperation with the Executive Director, take all decisions regarding the raising of funds to support the core funding and activities of Freemuse.
- h) remove the Executive Director.
- i) appoint and remove members of the Board of Advisors and Ambassadors.
- j) establish Freemuse bases in other countries; and
- k) suspend a member of the Executive Committee should he/she not fulfil his/her obligations.
- l) All decisions related to the above responsibilities must be made with at least (3) three out of (5) votes. If the Executive Committee has co-opted up to two members. The decisions may be made by simple majority.

1.2 In the absence of the Chair, the Vice-chair shall chair Executive Committee meetings or mandates a member of the committee to do so. The Chair, in consultation with the other members of the Executive Committee and the Executive Director, will be in charge of the agenda. Neither the chair nor the members may prevent an item from appearing on the agenda.

1.3 Any three members of the Executive Committee may call a meeting with a minimum notice of two weeks.

1.4 Minutes shall be distributed to all members of the Executive Committee and the Executive Director within twenty (20) business days after each Executive Committee meeting, except when the Executive Committee specifies otherwise.

1.5 The Chair of the Executive Committee shall, in the absence of the Executive Director, have the power to perform all the duties of the Executive Director.

1.6 Only the Chair and the Executive Director may issue statements on behalf of Freemuse, and only the Chair of the EC may delegate this task to other members of the Executive Committee.

1.7 The Executive Committee shall be paid no salary, though it is understood that all reasonable travel and hotel expenses related to EC meetings, along with a per diem, will be provided by Freemuse.

1.8 The Executive Committee shall nominate an election committee at least six months before a general assembly.

The task of the committee is to actively identify possible, qualified candidates for the EC. The Election Committee shall consist at least one member of the EC and one member of Freemuse. The Election Committee shall present candidates at least eight weeks before the General Assembly.

The Freemuse secretariat shall inform members how they can nominate candidates and present these to the Election Committee.

1.9 The Executive Committee may amend the content of this Appendix provided four (4) out of five (5) EC members agree to do so.

2 Dissolution of Freemuse

2.1. The Executive committee may propose the dissolution of Freemuse to the General - or Extraordinary Assembly. Freemuse may be dissolved through decisions by two-thirds majority of members attending at two separate Assemblies with no less than three months between them.

2.2. The decision shall be executed by the Executive committee which has the sole authority to decide on what to do with existing funds and where the documentation, collected materials and archives should be deposited.