

ALLEGATO “B”**Articles of Incorporation**

Art. 1 – “MOISA: the International Society for the Study of Greek and Roman Music and its Cultural Heritage” (hereafter, the “Society”) is hereby incorporated.

The Society is a free de facto non-profit association, according to Title 1, Chapter III, art. 36 and following articles of the Italian Civil Code, as well as the present Articles of Incorporation.

The Society’s registered head office is in Ravenna, at the Dipartimento di Storie e Metodi per la Conservazione dei Beni Culturali, and its address is: via degli Ariani 1, 48100 Ravenna, Italy.

Art. 2 – The Society shall promote the preservation, interpretation, and valorization of ancient Greek and Roman music and musical theory, as well as its cultural heritage to the present day.

The aims of the Society are as follows:

- to foster research (especially of an interdisciplinary nature) concerning music and its place in ancient Greek and Roman society and culture;
- to provide a census of the ancient musical property (archaeological, bibliographical and archival property, musical instruments, audio recordings, iconographic-musical material, theatre material and so forth) from the ancient Greek and Roman civilizations and their cultural heritage in public institutions, private collections and foundations;
- to promote the study and circulation of the musical property deriving from ancient Greece and Rome;
- to carry out ethnomusicological research projects in order to document ancient musical practices as they appear in traditional music;
- to carry out the study of the heritage of Greek and Roman musical practice and theory;
- to organize and host an annual meeting for the communication of news and research among members of the Society, and to conduct the Society’s business;
- to foster communication among members by every means;
- to coordinate national and international research projects and groups in the field and to cooperate with other study groups and associations, universities, music schools and public schools to develop the study of ancient Greek and Roman music and its cultural heritage.

Art. 3 – Official languages of the Society are English, French, German, Italian and Spanish.

Art. 4 – Members of the Society can be as follows:

- ordinary members: individuals or entities paying the annual fees fixed by the Executive Committee for the duration of their membership;
- supporting members: individuals or entities financially supporting the activities of the Society;
- honorary members: individuals, entities or institutions giving ideal or financial contributions to the formation of the Society. Honorary members are not subject to annual fees.

Art. 5 – Admission of ordinary, supporting and honorary members is subject to the approval of the Executive Committee.

Art. 6 – All members are required to comply with these Articles of Incorporation as well as the Society’s by-laws. Non compliance that is in any way prejudicial to the aims or property of the Society shall be addressed by the Executive Committee with a warning or with expulsion from the Society.

Art. 7 – Members regularly paying the annual fees are entitled to vote.

Art. 8 – The assets of the Society consist of:

- annual fees;
- immovable and movable property;
- contributions;

- legacies and donations;
- reimbursements;
- marginal commercial and production activities;
- income from any activities carried out by the Society.

Contributions from members include annual fees as well as any extras decided by the Executive Committee.

Donations and legacies shall be accepted by the Assembly, which shall decide on how to use the money in accordance with the aims of the Society.

Distribution of profits, unused money and funds, reserves and capital shall not be allowed as long as the Society exists and operates, unless specifically required by the Law.

Art. 9 – The Society’s financial year and memberships shall start on January 1st and end on December 31st.

Each year, the Executive Committee shall issue a proposed budget and a financial statement to be approved by the Assembly at the ordinary meeting before the end of October.

The financial statement shall be made available online to all members in good standing at least 15 days before the meeting.

Art. 10 – The organization of the Society includes the following:

- the Assembly of members;
- the Executive Committee.

Art. 11 – The Assembly is the main body of the Society, supervising its management. It includes all members, each of whom is entitled to one vote and only one vote.

The Assembly shall meet at least once a year at the annual meeting to be held before the end of October and at extraordinary meetings.

Extraordinary meetings of the Assembly may be requested by the Executive Committee and by members of the Assembly.

The Executive Committee can request an extraordinary meeting of the Assembly providing that this request is made at least 6 months in advance of the date for the meeting requested.

Members of the Assembly can request an extraordinary meeting of the Assembly providing that they number 10% or more of the Assembly, and that this request is made to the President at least 6 months in advance of the date for the meeting requested.

Notice for all extraordinary meetings must be given online to all members of the Society at least 5.5 months in advance of the date for the meeting requested.

Those members of the Assembly in attendance at any meeting of the Society can deliberate and make resolutions only if they constitute a majority of the members of the Society. All resolutions made under these circumstances and adopted by the vote of a simple majority of those in attendance will be binding on the Society, providing they are not amendments to the Articles of Incorporation of the Society.

All amendments to the Articles of Incorporation of the Society require passage by a vote of at least a 2/3 majority of the members of the Assembly.

Should there not be a suitable majority of members of the Assembly present at any meeting the deliberations of the Society will be conducted online within one month of said meeting and decisions made by an electronic vote in which the majority of voters will prevail, providing that they are not amendments to the Articles of Incorporation of the Society. If the resolution is an amendment to the Articles of Incorporation of the Society, passage by a vote of at least a 2/3 majority of the members of the Assembly is required.

Members of the Assembly who cannot attend any meeting are entitled to vote by proxy, provided they designate in writing another member who is present at the meeting. Designation of a proxy may be made by electronic mail or regular post, and it must be registered with the Secretary of the Society. No member can have more than one proxy.

Public notice of the meetings of the Assembly shall be given at least 30 days before the date of any meeting by distributing this announcement electronically to all members in good standing.

The minutes of the meeting shall be made available to members at the main office and distributed electronically to all members in good standing.

Art. 12 – At the annual meeting, when the Assembly conducts business, it shall:

- elect members who will serve on the Executive Committee;
- approve the proposed budget and financial statement;
- approve the by-laws.

At the beginning of each meeting, the Assembly shall elect a chairman and a secretary for the meeting, who shall sign the final minutes.

Art. 13 – The Executive Committee shall be comprised of an odd number of members (seven maximum).

The Executive Committee shall elect a President, a Vice-President, a Secretary and a Treasurer.

The Secretary must be qualified to manage bank and postal accounts in Italy.

Notice of the meetings of the Executive Committee and of the agenda at these meetings must be communicated to all members of the Executive Committee electronically or by regular post at least 15 days prior to the date of the meeting itself.

If there is a majority of Committee members in attendance at a given meeting, they may conduct Committee business and make decisions by vote. This vote will be binding providing that those in favour constitute a majority of the Committee. Should there not be a majority the vote of the chairman will prevail.

Should there not be a majority of Committee members in attendance at a given meeting, or should any issue decided by vote not receive the support of a majority of the Committee members, the issue shall be put to all members of the Committee for an electronic vote in which the majority of voters will prevail.

Members of the Executive Committee are elected for three years and can be re-elected only once.

If during their three-year mandate members of the Executive Committee cannot perform their duties for whatever reason, the Committee shall appoint a substitute to replace them until the end of their mandate.

Art. 14 – The Executive Committee is the executive managing body of the Society. It shall meet at least twice a year, as requested by:

- the President;
- at least two members of the Executive Committee in a notice conveyed electronically or by regular post to all members of the Committee;
- at least 30% of the Society members, in a notice conveyed electronically or by regular post to the President of the Executive Committee.

The Executive Committee may at its own discretion hold a meeting and conduct business by means of

electronic mail, video-conferencing, or a telephone conference call.

Notice of any meeting of the Executive Committee must be conveyed electronically or by regular post to all members of the Committee 90 days or more in advance of the date for the meeting requested.

The Executive Committee shall have all powers of ordinary and extraordinary administration.

As far as ordinary administration is concerned, it shall:

- approve membership applications;
- prepare statements and reports for the Assembly;
- develop proposals for the management of the Society;
- decide on scientific programs and cultural and publishing activities;
- appoint any technical committees and workgroups;
- sign conventions and contracts with entities and institutions;
- draw up the financial statement, listing costs, expenses and income relevant to the financial year;
- draw up a proposed budget, specifying expected revenue and expenditure for the relevant financial year;
- decide the annual fees;
- decide on the actions to be taken against members detrimental to the Society as per art. 6;
- determine the number of officers to be admitted to the Executive Committee by vote of the Assembly;
- perform any action deemed necessary by the Executive Committee or the Assembly for the maintenance and ordinary operation of the Society

For each meeting, minutes shall be provided and made available to members of the Society at the Society's registered office and also online.

Art. 15 – The President is the chief officer of the Society. The President shall call and chair the Executive Committee meetings, as well as sign all Society administration documents. The President shall also entrust members with the management of specific activities as approved by the Executive Committee.

Whenever the President is not present or cannot, for whatever reason, fulfil his/her duties, the Vice-President or, next in line, the Secretary shall be in charge with all the President's powers.

The Secretary shall also open and close postal and bank accounts. The Secretary shall also prepare an annual report for any given year that is to be approved by the Executive Committee and published to the Assembly.

The Treasurer shall maintain all financial records of the Society. The Treasurer shall also prepare an annual financial statement for any given year that is to be approved by the Executive Committee and published to the Assembly

Art. 16 – The dissolution of the Society shall be decided by the Assembly. Any property of the Society shall be donated to societies having similar objects or public utility institutions, according to the control body as per art. 31 of Italian civil code.

Art. 17 – Elected members shall not be paid for the performance of their duties. Members of the Society can be entitled to reimbursement of documented expenses subject to the Executive Committee's approval.

Art. 18 - Any other matter or question not explicitly mentioned in the Articles of Incorporation will be governed by the Italian Law.