

# **ESME Charter [de] Satzung (English Translation)**

## **§1 Name and Registered Location**

1. The Verein (English translation: "association") shall be called "English-Speaking Music Ensembles," and be known by the acronym "ESME"
2. It shall be entered into the Verein Register; after registration the Verein shall use the addendum "e.V." (English translation: "registered association")
3. The registered location of the Verein shall be Munich.

## **§2 Purpose of the Verein**

1. The purpose of the Verein shall be to promote musical activities in Munich and to organize such activities in the English language
2. To fulfill this purpose, the Verein shall undertake the following steps:
  - Put together and promote music groups to offer the members the opportunity to gather for the purpose of making music together
  - Organize events at which the members of the aforementioned music groups can perform music
3. The Verein is neutral in terms of both politics and religion and will be run according to democratic principles.

## **§3 Nonprofit Status**

1. The Verein pursues exclusively and directly non-profit purposes according to German tax regulations entitled "steuerbegünstigte Zwecke", which may be amended from time to time. The Verein acts altruistically and does not pursue any commercial goals
2. The funds of the Verein may be used solely for purposes in accordance with the Charter. Members do not receive any compensation or allowance from the Verein's funds. No person may benefit from financial disbursements unrelated to the purposes of the Verein or from disproportionately high compensation
3. Should the Verein be dissolved, or should the corporation's non-profit purposes cease to exist, the remaining assets are to be given to a legal entity under public law or another

charitable/tax-advantaged/tax-privileged entity whose purposes are for the advancement of music and singing.

#### **§4 Membership**

1. The Verein consists of:
  - a. active (German translation: “aktiv”) members
  - b. supporting (German translation: “fördernde”) members
  - c. honorary (German translation: “ehren”) members
2. Natural persons aged 18 or over can become active members
3. Supporting members are natural or legal persons who support the work of the Verein, either materially or non-materially.

#### **§5 Accepting new Members**

1. Applications to be accepted into the Verein shall be submitted in writing to the Board (German translation: “Vorstand”)
2. If an application is denied, an objection can be made. This can be done before a meeting of the General Assembly. The decision of the board can be overruled by a majority of the General Assembly present.

#### **§6 Rights and duties of Members**

1. Members have the right to use the services and offers of the Verein, to share in its benefits and to participate in its events
2. Members are obliged, in accordance with their commitment to the Verein's work, to participate in the ensembles and are required to pay membership fees.

#### **§7 Membership Fees**

1. Active members are to pay (monetary) membership fees
2. The amount of the fees and payment dates are determined by the General Assembly
3. Honorary members do not pay membership fees.

## **§8 Termination of Membership**

1. Membership is ended when the Member resigns, is excluded or passes away (in the case of a legal entity, when it is dissolved)
2. Membership in the Verein can be terminated with three months' notice. The resignation needs to be submitted in writing to the Board
3. The Vorstand can exclude a member if their behavior or actions grossly violate the interests of the Verein or the Charter
4. An objection to the exclusion can be brought before a meeting of the General Assembly
5. Excluded or former Members have no claims to assets of the Verein.

## **§9 The Organs of the Verein are**

1. The Board (German translation: "Vorstand")
2. The General Assembly

## **§10 Calling a General Assembly Meeting**

1. The General Assembly meets
  - a. Once a year at a regular General Assembly meeting
  - b. At an extraordinary General Assembly meeting:
    - By decision of the Board
    - If one-fourth of the Members call for one, providing an agenda plus the objective and reasons for the meeting in writing via letter, fax or e-mail, in which case the Board must call a General Assembly meeting within 56 days
2. Notice of a General Assembly meeting is to be given by the Board in writing via letter, fax or e-mail at least 28 days in advance with an agenda
3. Additional petitions, resolutions, etc. to be put to the General Assembly must be submitted to the Vorstand 14 days in advance either in writing via letter, fax or e-mail.

## **§11 Decision-making by the General Assembly**

1. The Director of the Assembly is the Verein Chairperson. If the Chairperson cannot be present, then the Vice-Chairperson serves as Director. If neither of them can be present, then the General Assembly chooses a Director
2. If the Secretary is not present, then the General Assembly also designates someone to serve in the Secretary's place
3. All Active and Supporting Members may vote. Each Member has one vote.
4. Voting rights are non-transferable
5. The Members present in person at any duly convened General Assembly shall constitute a quorum, irrespective of the number of Members present
6. Motions and resolutions are decided by a simple majority of the votes cast
7. The Charter or the purpose(s) of the Verein can be amended only by a two-thirds majority of the voting Members present
8. Minutes of the decisions will be recorded and signed by the General Assembly Director and the Secretary.

## **§12 Tasks of the General Assembly**

1. Selecting the Board and the Auditor
2. Receiving the Board and audit reports
3. Approving the actions of the Board
4. Approving the budget and financial management
5. Setting the membership fees
6. Making the final decisions regarding memberships
7. Amending the Charter
8. Adopting and amending the Bylaws
9. Appointing Honorary Members
10. Dissolving the Verein

## **§13 Composition of the Board**

The full Board of the Verein is comprised of the following members:

- Chairperson

[de] = German translation,

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- Vice Chairperson
- Secretary
- Treasurer
- Artistic Manager

#### **§14 Tasks of the Board**

1. The Board Members are not paid for their activities
2. The Board is responsible for carrying out the decisions made by the General Assembly
3. The Board is responsible for the normal business activities of the Verein
4. The Chairman, the Vice Chairman and the Treasurer form the Board in the sense of § 26 BGB. A minimum of two of these three signatories are required on all public documentation
5. The Secretary is responsible for taking the minutes of the meetings of the General Assembly and the Board meetings, maintaining the Verein's archives and handling publicity for the Verein
6. The Treasurer is responsible for transactions and accounting, as well as for the cash report and submitting the required tax returns.

#### **§15 Elections and Terms of Office**

1. The General Assembly shall choose an elections officer, who shall not belong to the outgoing Board and shall not be running for a Board position
2. The Board Members and the Auditors are elected to a term of two years; however, a Board Member remains in office until an election for his or her successor has been held and notarized. The Auditor(s) may not be Member(s) of the Board. Officeholders may be re-elected
3. If a Board Member or Auditor leaves his or her office before the term is up, the Board can temporarily commission a Member to carry out the tasks of the departed officeholder.

#### **§16 Dissolving the Verein**

1. To dissolve the Verein, an extraordinary meeting of the General Assembly must be called

2. A two-thirds majority of the voting Members present is required to dissolve the Verein
3. In the event of the dissolution of the Verein the assets shall be used for tax-advantaged purposes. Decisions on how the assets are to be used may be implemented only with the approval of the financial authorities (Finanzamt).