

Unofficial Working Translation of the Articles of Association

**Articles of Association
of the
Förderverein BASS2010 e.V.**

§ 1 Name

The name of the association is “Förderverein BASS 2010 e.V.”. It shall be registered in the register of associations. After registration the association will carry the annex “e.V.”.

§ 2 Registered office

The association has its registered office in Berlin, Germany.

§ 3 Fiscal year

The fiscal year of the association is the calendar year. The first fiscal year is a short year, which terminates on December 31 of the founding year of the association.

§ 4 Intended purpose of the association

- (1) The association exclusively and directly pursues non-profit goals in accordance with the paragraph “tax-privileged aims” of the tax code.
- (2) Purpose of the association is the promotion of arts and culture, particularly the promotion of double bass music.
- (3) The purpose of the articles of association is being realized particularly by the promotion
 - Of the preparation, organization and realization of the event BASS2010 in Berlin
 - Of the further development of a national and international network with a European core area in order to improve the exchange and encounter among double bass players
 - Of the introduction of children and youngsters to (double bass) music and the promotion of their education
 - Of master classes, competitions for children/youngsters and adults as well as congresses and concerts.
- (4) The association is working entirely non-profit; it does not pursue commercial interests.
- (5) Financial means of the association may only be used for purposes as specified in the articles of association. The members do not receive any shares of profit and in their function as members any other allowances from the financial means of the association. No person may benefit through expenses foreign to the association’s purposes or through any other disproportionate allowances.

§ 5 Membership

Members of the association can be natural or legal persons of the private or public law, administrative units, trusts, private companies relating to commercial law, disabled or similar associations providing their membership seems useful to the association. The German nationality is not a prerequisite for membership. Persons or corporation, who have earned the association extraordinary merit can be made honorary members by the board with the approval of the assembly of members.

- (1) The application for membership must be submitted in writing to the board, who will decide upon admittance. The application must include name and address of the applicant as well as age and profession in the case of natural persons.
- (2) The membership terminates
 - a) with death or – with regards to legal persons – with dissolution of the member
 - b) with retirement from the membership
 - c) with deletion from the membership list
 - d) with exclusion from the association
- (3) The retirement from the membership is effected through a written declaration to a board member. It is taking effect only at the end of the calendar year and providing a three months notice period has been adhered to.
- (4) A member can be deleted from the membership list by a joint decision of the board if membership fees are outstanding despite two reminders. The deletion can only be decided upon if three months have passed since sending out the second reminder and the outstanding membership fees have not been paid. The deletion must be disclosed to the member.
- (5) The board is entitled to exclude a member if it has grossly infringed upon the interests of the association. The member must be given the opportunity to justify itself personally or in writing before the board in an adequate period of time before the decision is taken. A written justification of the member in question must be read out in the assembly of the board. Reasons must be given when the decision to exclude the member is taken. These must be disclosed to the excluded member. The member retains the right to appeal against the decision of exclusion by the board to the members' assembly. The appeal must be voiced within one month of the decision of exclusion by the board and must be available in writing. If the appeal is handed in on time, the board has to convene the members' assembly within two months to decide upon the appeal. If this does not happen the decision of exclusion is invalid. If the member does not take the opportunity to appeal to the members' assembly or does not do so within the specified period of time, the decision of exclusion takes effect and the membership is considered as terminated.

§ 6 Membership fees

Membership fees will be collected of the members. The amount of the annually fee and its due date is determined by the members' assembly. Honorary members are exempted from the membership fee liability.

§ 7 Bodies of the association

The association consists of the following bodies:

- a) the board
- b) the members' assembly

§ 8 Board

- (1) The board consists of the chairman, the vice chairman, the treasurer, the recording clerk and if appropriate further persons as ordered by the members' assembly.
- (2) The board is elected by the members' assembly for the duration of two years as of the election day and stays in office until a new board is elected. Re-election is possible. If a member of the board retires during the term of office, the board elects a replacement for the remaining term of office of the retirement board member.
- (3) The association is judicially and extra-judicially individually represented by the chairman and the vice chairman of the board as specified in the BGB (*Bürgerliches Gesetzbuch - German Civil Code*).
- (4) Generally the board takes its decisions in board meetings, which are called with a minimum of a week's notice by the chairman or the vice chairman in writing, by telephone or by other means of electronic communication. The disclosure of the agenda is not necessary. Upon decision-making the majority number of valid votes decides. If there is a tie, the vote of the member heading the meeting decides. The board meeting is headed by the chairman; if he/she is not present it is headed by the vice chairman. A decision of the board can also be taken in writing, by telephone or by other means of electronic communication if all board members agree to the decision to be taken.
- (5) The board is responsible for all issues pertaining to the association providing these have not been specifically allocated to another body of the association by the articles of association. The board has particularly these functions:
 1. Preparation of the members' assemblies and detailing of the orders of the day
 2. Calling of the members' assembly
 3. Execution of the decisions taken by the members' assembly
 4. Tabulation of the annual budget, accounting, compilation of an annual report
 5. Decision-making on admittance, deletion and exclusion of members

§ 9 Members' assembly

- (1) At least once a year there will be a regular members' assembly. It will be summoned by the board in accordance with a minimum of two weeks' notice in writing or via other means of electronic communication detailing the agenda. The agenda is determined by the board. The agenda of the board can be complemented or amended with a majority of votes in the members' assembly; this does not apply to changes in the articles of association.

- (2) Every member is entitled to make a written request to the board until up to a week before the members' assembly to include other issues in the agenda. The chairman of the assembly is obliged to complement the agenda at the beginning of the members' assembly. The members' assembly itself can decide upon requests for an amendment to the agenda made during the members' assembly. In order for the request to pass, three quarters of the valid assembly votes are necessary.
- (3) The board can summon an extraordinary members' assembly at any time. It must be summoned if the interests of the association are at stake or if a meeting is demanded by one third of the members in writing to the board detailing purpose and reason.
- (4) In the members' assembly each member has one vote. Another member can be authorized in writing to cast that vote. The authorization must be given for each members' assembly.
- (5) The members' assembly is in charge of the following issues only:
 1. approval of the annual budget as detailed by the board; reception of the annual report of the board; exoneration of the members of the board
 2. stipulation of the amount and due date of the annual membership fee
 3. election of the auditor
 4. election and dismissal of the board members
 5. decision-making on changes of the articles of association and the dissolution of the association
 6. decision-making on complaints against the decline of membership applications as well as on appeals against a decision of exclusion by the board
 7. calling of honorary members

The members' assembly is entitled to formulate recommendations on issues pertaining to the responsibilities of the board. The board is equally entitled to consult the members' assembly on issues pertaining to its field of responsibility.

§ 10 Decision-making of the members' assembly

- (1) The members' assembly is headed by the chairman; should he/she be unavailable, it is headed by the vice chairman. If no board member is present the assembly determines the chairman of the members' assembly. In elections the task of conducting the meeting can be transferred to a electoral commission for the duration of the election and the prior discussion.
- (2) The keeper of the minutes is appointed by the chairman of the assembly.
- (3) The vote must be cast in writing if one third of all members entitled to vote and present is in favour of this.

- (4) Generally, the members' assembly takes decisions with a single majority of the valid votes cast; voting abstentions are not calculated. In order to change the articles of association or to dissolve the association a majority of three quarter of the valid votes cast as well as the approval of three quarters of the founding members necessary providing the latter are still members of the association. The written approval of members not present in the members' assembly can only be declared to the board within the time frame of one month.
- (5) The following applies to elections: If no candidate has reached the majority of votes cast in the first round, there will be a run-off election between the two candidates with the highest number of votes. Whoever receives the majority of votes is elected.
- (6) The decisions of the members' assembly need to be recorded. The record needs to be signed by the head of the meeting as well as the keeper of the minutes. The record will need to contain the following: Location and time of the meeting, name of head of the meeting and of keeper of the minutes, number of members present, order of the day, results of the elections and election mode. If the ordinance has been changes, the exact wording has to be recorded.

§ 11 Administration and management

For administering and managing the association an office can be established.

§ 12 Dissolution of the association and entitlements to proceeds / assets

- (1) The dissolution of the association can only be decided in the members' assembly with the majority of votes specified in § 10. If the members' assembly does not decide otherwise, the chairman and the vice chairman are authorized together to represent the liquidation. The rules take effect if the association is dissolved for another reason or losing its legal capacity.
- (2) In case of the dissolution of the association or if its status as a tax-privileged association is renounced, the assets of the association will go to a judicial person of public law as specified by the board or to another tax-privileged association, which needs to devote the resources in a tax-privileged manner in order to promote (double bass) music.