

ESME Charter [de] Satzung (English Translation)

Last amended by virtual on November 27, 2020, recorded by the registration court on March 11th 2021.

§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 administrative tasks 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 16 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.
3. Every member has the right to voice their opinion in matters regarding the organization and participate in democratic decision-making processes.
4. Members are expected to be respectful towards each other and seek to resolve conflicts and disputes in an amicable manner

§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 two weeks notice. Membership fees already paid will not be reimbursed. 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 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.
4. In exceptional circumstances the ESME board can invite members to a virtual General Assembly (video conference, telephone conference or a comparable suitable procedure). The meeting organisation will guarantee that only members may participate in the virtual General Assembly, and only members with voting rights are able to cast a vote. The exact form of the meeting will be communicated clearly in the invitation.

§10 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 or virtually present in the case of a virtual GA, 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 or virtually present in the case of a virtual GA.
8. Minutes of the decisions will be recorded and signed by the General Assembly Director and the Secretary.

§11

1. Elections or votes are also possible outside the General Assembly if deemed necessary by the ESME board
2. Such elections or votes may also be held in writing or virtually (email, letter, videoconference, online voting tools etc.) The form of the election or vote will guarantee that only members of the organisation with voting rights will be able to vote.
3. The ESME board must adhere to the regulations set down for the AGM when inviting members to participate in a written or virtual voting procedure

4. Motions or resolutions held virtually or in writing require 30% of entitled members to cast votes (including abstentions) in order to be valid.
5. Motions or resolutions are decided by a simple majority of the votes cast

§12 Board

1. The Board of the Verein in the sense of § 26 BGB is comprised of the following members:

Chairperson

Co-Chairperson

Treasurer

2. A minimum of two of these three signatories are required on all public documentation.
3. The work of the organization is supported by an Extended Board, the composition of which is established in the Bylaws.

§13 Elections and Terms of Office

1. The BGB-Board members and the Auditors are elected to a term of two years; however, a BGB-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
2. 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.
3. Members of the Extended Board hold office in accordance with procedures set forth in the Bylaws.

§14 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).

§15 Bylaws

1. The members shall adopt Bylaws to complement this Charter.
2. The Bylaws may only be amended on the basis of a decision by the members.
3. Any provision in the Bylaws which runs contrary to this Charter shall be null and void, and the corresponding provision of the Charter shall prevail.

§16 Liability

The Verein shall not be liable for damage or loss suffered by members while participating in club sponsored events, unless such damage or loss is covered by insurances. §276 paragraph 3 BGB shall remain unaffected.

§17 Privacy

Every member agrees with the Verein storing its members' personal data and using it internally in order to fulfill its purposes and duties. Upon entry into the Verein, the member furthermore accepts the Verein's Privacy Policy as per the attachment to the membership application.