

ESME Charter [de] Satzung (English Translation)

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

§1 Name and Registered Location

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

§2 Purpose of the Association

1. The purpose of the Association is to promote musical activities in Munich and to organize such activities in the English language
2. To fulfill this purpose, the Association 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 Association is neutral in terms of both politics and religion and will be run according to democratic principles.

§3 Non-profit Status

1. The Association pursues exclusively and directly charitable purposes according to German preferential tax regulations ("steuerbegünstigte Zwecke"), in their currently valid version. The Association acts altruistically and does not pursue any commercial goals
2. The funds of the Association may be used solely for purposes in accordance with its Charter. Members do not receive any donations from the Association's funds. No person may benefit from expenses alien to the purpose of the Association nor from disproportionately high compensation
3. Should the Association be dissolved, or should the Association's tax-privileged purposes cease to exist, the Association assets shall pass to a legal entity under public law or to another charitable/ tax-advantaged/ tax-privileged entity whose purpose is for the advancement of music and singing.

§4 Membership

1. The Association 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 Association, either materially or non-materially.

§5 Accepting new members

1. Applications to join the Association shall be submitted in writing to the Association Committee (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 Committee 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 Association, to share in its benefits and to participate in its events
2. Members are obliged, in accordance with their commitment to the Association'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 organisation and participate in the 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 and due payment dates of the membership fees 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 Association 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 Committee
3. The Committee can exclude a member if their behaviour or actions grossly violate the interests of the Association 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 Association.

§9 Calling a General Assembly

1. The General Assembly meets
 - a. once a year at a regular General Assembly
 - b. at an extraordinary General Assembly
 - By decision of the Committee
 - If 1/4 of the members present an objective and reason for an extraordinary assembly, including a proposed agenda, in writing (§126 ff BGB), in which case the Committee must call an extraordinary General Assembly within 56 days
2. Invitation to the General Assembly must be sent by the Committee in writing (§126 ff BGB) at least 28 days in advance with a full agenda
3. Additional petitions, resolutions, etc. to be put to the General Assembly must be submitted to the Committee 14 days in advance either in writing (§ 156 ff BGB).
4. In exceptional circumstances the ESME Committee can invite members to a virtual General Assembly (video conference, telephone conference or a comparable suitable procedure). The meeting organisers will guarantee that only members may participate in the virtual General Assembly, and that 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 Association 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 Association 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 Voting outside the General Assembly

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

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

§12 Committee

1. The Association Committee in the sense of § 26 BGB is comprised of the following members:
 - Chairperson
 - Co-Chairperson
 - Treasurer
2. A minimum of two of these three people are required to represent the Association externally.
3. The work of the Committee is supported by an Extended Committee, the composition of which is established in the by-laws.

§13 Elections and Terms of Office

1. Committee members according to §26 BGB ("BGB Committee) and the auditors are elected to a term of two years; however, a BGB Committee member remains in office until an election for his or her successor has been held. The Auditor(s) may not be member(s) of the Committee. Office holders may be re-elected
2. If a Committee member or auditor leaves their office before the term is up, the Committee can temporarily commission a member to carry out the tasks of the departed officeholder.
3. Members of the Extended Committee are appointed according to procedure regulated in the by-laws.

§14 Dissolving the Association

1. An extraordinary meeting of the General Assembly must be called in order to dissolve the Association
2. A two-thirds majority of the eligible voting members present is required to dissolve the Association
3. In the event of the dissolution or termination of the Association, 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 By-laws

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

§16 Liability

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

§17 Privacy

Every member agrees with the Association storing its members' personal data and using it internally in order to fulfill the Association's purposes and duties. Upon joining the Association, the member furthermore accepts the Association's privacy policy as per the membership application form