

# **Statutes Charitable Association**

**teatreBlau**



**As of: 11.06.2018**



# **Statutes**

## **§ 1 Name, place of incorporation and fiscal year**

- (1) The Association has the name Teatre BLAU
- (2) The Association is incorporated in Potsdam, Germany
- (3) The fiscal year is the calendar year. The fiscal year 2018 starts with the date of incorporation of the Association.

## **§ 2 Purposes of the Association**

- (1) The Association will plan and produce international projects in performing and fine arts, literature and music, and enable appropriate possibilities for the realisation and presentation thereof.
- (2) This also comprises promoting and supporting young artists from several forms of art.
- (3) Core purpose is fostering the international dialogue and the communication between cultures through the realisation of artistic projects (with a focus on the cooperation with Spain). The Association aims at establishing artistic exchange in an international context and finding appropriate partners. The aim is to establish networks and to initiate cooperations that support these goals.

## **§ 3 Charitability**

- (1) The Association serves charitable purposes and works on a non-profit basis. It works exclusively and directly for charitable purposes in the sense of the section "tax-privileged purposes" of the General Tax Code (Abgabenordnung – AO).
  - a. The Association's assets must exclusively be used for purposes according to its statutes.
  - b. The Association's members, in their role as members, must not be granted any membership fees from the Association's assets.
- (2) The Association must not benefit any natural or legal person through expenses which are not covered by the purposes of the Association, or which are disproportionately high.

## **§ 4 Membership**

- (1) The Association has regular and sustaining members. Sustaining members have no voting rights in the Members' Meetings.
- (2) Any natural person can become a member of the Association if they accept the Association's Statutes. The application for a membership must be submitted in writing to the Association's Board, who will decide on acceptance of the application.
- (3) The annual membership fee for each member is 20,00 EUR. The amount of the annual membership fee will be agreed in the Members' Meeting. The Association's Board reserves the right to suspend a member's duty to pay the annual membership fee for a limited period of time without curtailing that member's rights.
- (4) Membership is terminated through leaving, exclusion, or death.

- (5) A member wishing to leave the Association must notify their intention to leave to the Board in writing; membership ends after a three months period [after the Board has received that notification]. A member may revoke their notification to leave the Association in writing without a rationale within two weeks after the notification has been submitted to the Board.
- (6) A member may be excluded from the Association, if they do not comply with their legal or statutory duties towards the Association, or if they damage the Association's reputation.
- (7) The Members' Meeting will decide on the exclusion.
- (8) Prior to exclusion, the member who shall be excluded must be given the opportunity to comment on the intended exclusion towards the Members' Meeting.

## **§ 5 Executive Bodies of the Association**

- (1) The Executive Bodies of the Association are:  
The Members' Meeting  
The Board

## **§ 6 The Members' Meeting**

- (1) The Members' Meeting is the highest Executive Body of the Association. It consists of the regular members only.
- (2) It is summoned at least annually by the Board. The invitation shall be communicated in writing two weeks prior the meeting date and shall comprise the agenda as defined by the Board.
- (3) The Board may summon extraordinary Members' Meetings and is obliged to do so upon a respective request by [at least] one third of all members.
- (4) The Members' Meeting decides on:
  - a. The election of the Board members
  - b. Acceptance of the reports of the elected bodies
  - c. The exclusion of members with a majority of two thirds
  - d. The dismissal of Board members
  - e. Changes to the Statutes and liquidation of the Association.
- (5) Any Members' Meeting duly summoned is deemed quorate.  
Decisions according to sec. 6 para 4 require presence of at least seven members.  
Members taking part via audio or video device will be counted as present.
- (6) If no quorum is reached, a new Members' Meeting must be summoned earliest two weeks and latest four weeks after the initial date. In such a case, the members present are deemed quorate. The respective invitation must allude to the exceptional quorum.
- (7) The Members' Meeting concludes its decisions with simple majority to the extent that law or these Statutes do not constitute different requirements. In the event of a tie, a proposal shall be deemed refused.
- (8) The representation of voting rights is allowed if a respective power of attorney has been granted in writing.
- (9) The Members' Meeting elects the Board members every three years in an open election; each candidate must be elected individually.

- (10) All Members' Meetings must be minuted; the minutes must be signed both by the chairperson of the Meeting and the keeper of the minutes. All minutes of Members' Meetings must be retained for at least xx years, starting with the 1<sup>st</sup> January of the respective following year.

## **§ 7 The Board**

- (1) The Board consists of at least five members. It represents the Association externally and legally. The Board may grant powers of attorney upon a respective Board resolution.
- (2) The Board consists of three Board members, the treasurer and the secretary pursuant to sec. 26 of the German Civil Code (Bürgerliches Gesetzbuch – BGB).
- (3) The Association is represented by at least two Board members conjointly. The Board is elected by the Members' Meeting.
- (4) The Board is responsible for the ongoing activities of the Association. It is bound by the decisions of the Members' Meeting. Board resolutions are taken with simple majority. Board resolutions are effective, if the majority of the Board members has attended the Board meeting.
- (5) Dispositions over the Association's assets can be made by at least three Board members conjointly. Electronic signatures are legally effective.
- (6) The external power of representation is unrestricted. Internally, Board members are bound by the Board's resolutions.
- (7) The Board resolves upon cost- and financial planning.
- (8) In particular, any legal transactions that creating a proprietary commitment or a liability of the Association exceeding a value of 300,00 EUR, require verbal consent of at least three Board members; such consent must be documented in writing. Deviations of up to 20% in the cost- and financial planning which are balanced through other positions are allowed and require the same consent procedure.
- (9) The Board may designate a Business Manager for the Association's daily business. The Board grants power of attorney to the Business Manager.
- (10) Board meetings must be minuted; these minutes must be signed by the Board.

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## **§ 8 Curatorship**

- (1) The Members' Meeting may, upon proposal of the Board, decide on implementation of a curatorship. Members of the curatorship may be natural as well as legal persons; they do not have to be members of the Association. The curatorship's function is to foster the purposes of and to provide advice to the Association.

## **§ 9 Members' Rights and Obligations**

- (1) Each regular member has one vote in the Members' Meeting.
- (2) Each regular member has the right to make proposals with regard to the members of the Executive Bodies of the Association and to be elected as a member thereof.
- (3) Each regular member has the right to set up project groups and to request the Association's support in that regard.

- (4) Each member has the duty to observe the Association's Statutes, to foster the Association's purposes and aims to their best endeavours, to actively participate in the Association's self-management, and to adopt a democratic self-management.

## **§ 10 Funding**

- (1) The Association supports itself.
- (2) It is funded through membership fees, donations, public funds, and own revenues.
- (3) It is liable with its assets.

## **§ 11 Liquidation of the Association**

- (1) Upon liquidation of the Association, or if tax-privileged purposes are no longer present, the assets of the Association shall be transferred to a charitable body to use them for the maintenance and support of the Association's purposes as defined in sec. 2 above.
- (2) During liquidation, the Association shall be treated as still existent. Proprietary matters are managed by the Board.
- (3) The transfer of assets takes place only after potential liabilities have been balanced.
- (4) In general there is no right for members to reclaim membership fees or donations.
- (5) Decisions on the future use of the assets must only be executed after approval by the responsible tax authorities.

## **§ 12 Final regulations**

- (1) Place of jurisdiction is Potsdam.
- (2) These Statutes become effective on the date of incorporation.