

STATUTES OF GESELLSCHAFT DER FREUNDE VON BAYREUTH E. V. (THE SOCIETY OF FRIENDS OF BAYREUTH)

§ 1 • NAME, REGISTERED OFFICE, FISCAL YEAR

1. The name of the association is: “Gesellschaft der Freunde von Bayreuth e. V.”
2. It is a non-profit-making association with its registered office in Bayreuth and is entered in the Register of Associations of Bayreuth Local Court.
3. The fiscal year is the calendar year.

§ 2 • OBJECT

1. The object of the association is:
 - a) to promote the arts and culture for the purposes of Fiscal Code (AO) section 52 para. 1, para. 2 no. 5;
 - b) to provide altruistic support for individuals for the purposes of Fiscal Code section 53 (Charity).
2. The objects of the association shall be achieved above all by making charitable contributions to Bayreuther Festspiele GmbH, by exercising the Society’s rights and discharging its obligations as a shareholder of Bayreuther Festspiele GmbH, by taking steps to provide appropriate rehearsal and Working conditions for the Bayreuth Festival, by making charitable contributions to the Richard-Wagner-Stipendienstiftung and by supporting the new generation of performers.
3. The association shall exclusively and directly pursue charitable objectives for the purposes of the section on “tax-privileged objectives” of the Fiscal Code. The association operates altruistically; it does not primarily pursue any commercial interests of its own. The association's funds may only be used for purposes laid down in the Statutes. The members do not receive any payments from the association’s funds. No one shall benefit from expenditure not related to the object of the association or from unreasonably large remunerations. It shall be permissible to form reserves provided they remain within the limits of what is permissible under charity law.
4. The association achieves its objectives by discharging its obligations itself or by seeking the assistance of aides pursuant to AO section 57, provided the work of such aides can be regarded as the corporate body’s own work. The association may procure funds with which to pursue the tax-privileged objectives of another corporate body (AO section 58 no. 1), and may also donate its own funds to another tax-privileged entity to be used for tax-privileged purposes (AO section 58 no. 2).

§ 3 • ACQUISITION OF MEMBERSHIP

Any individual or legal entity with legal capacity can become a member, provided he himself applies to the Board of Management to become a member (applicant). The Board shall then decide on the admission of a member to the “Gesellschaft der Freunde von Bayreuth e.V.”. In the event that the application is rejected by the Board, the application shall be submitted to the Board of Trustees. The latter’s decision shall be final.

§ 4 • MEMBERSHIP FEES

1. Members shall pay an annual fee and an admission fee, the amount of which shall be determined by the Board of Trustees.
2. By a majority decision, the Board of Management may exempt individual members from payment of the admission fee and annual fee.

§ 5 • TERMINATION OF MEMBERSHIP

1. Membership shall terminate
 - a) upon the member’s death;
 - b) by voluntary resignation;
 - c) by expulsion;
 - d) by cancellation of the membership.
2. A voluntary resignation shall be declared in writing vis-à-vis the Board of Management. It shall be permissible with effect from the end of a fiscal year subject to a period of notice of three months. Where written form is stipulated in these Statutes, text form shall suffice to satisfy the requirement except where something else is laid down in an individual case.
3. If a member grossly offends against the interests of the association, he or she may be expelled from the association by a resolution of the Board of Trustees. Before such a resolution is adopted, the member shall be given an opportunity to justify himself in writing or in person before the Board of Trustees within a reasonable period of time; the member may also seek the assistance of an adviser, who does not need to be a member of the association. Written comments shall be read out at the meeting of the Board of Trustees. If a decision is taken to expel a member, he or she shall be notified of the reasons for the expulsion by registered letter (registered mail deposited in the letterbox).
4. Membership will be cancelled if a member is in arrears with the payment of the annual membership fee and fails to pay it even after two written reminders from the Board of Management. The second reminder must draw the member’s attention to the impending cancellation of his or her membership. The reminder shall still be valid even if the letter is returned to the Board because delivery was not possible. Membership is cancelled by a resolution by the Board of Management without the need to inform the member concerned.

§ 6 • EXECUTIVE BODIES

The executive bodies of the association are

- a) the General Meeting of Members;
- b) the Board of Trustees;
- c) the Board of Management.

§ 7 • FUNCTIONS OF THE GENERAL MEETING

1. The members exercise their rights at Ordinary and Extraordinary General Meetings. An Ordinary (Annual) General Meeting shall be held at least once a year. The Board of Management may issue a decision enabling Members to attend a General Meeting without being physically present at the place of the meeting and to exercise their membership rights by means of electronic communication or to cast their votes in writing prior to the meeting without attending the meeting.
2. The General Meeting shall decide on:
 - a) amendments to the Statutes;
 - b) dissolution of the association;
 - c) election of the members of the Board of Trustees;
 - d) receipt of the reports of the Board of Management and the Board of Trustees on the association's activities.
 - e) ratify the actions of the Board of Trustees.

Motions on items a) to c) must be presented to the members at least 4 weeks before the date of the General Meeting. For adoption, the motions shall require a majority of three quarters of the votes cast.

3. The Board of Management shall convene the General Meeting by written invitation, giving notice of no less than four weeks and notifying the members of the agenda. The invitation shall be sent to the last e-mail or postal address notified. The meeting is chaired by the Chairman or Deputy Chairman of the Board of Trustees. If neither of these office holders is present, the Meeting shall decide who is to chair it. Every member has one vote. Minutes shall be taken of the Meeting, which shall be signed by the Chairman or his Deputy and one member of the Meeting.
4. The Chairman of the Board of Trustees must convene an Extraordinary General Meeting at any time if a third of the members of the Board of Trustees or the majority of the members of the association request a meeting in writing. § 7 para. 3 clause 1 of the Statutes applies mutatis mutandis. This Extraordinary General Meeting shall have a quorum if at least ten per cent of the members of the association are present. For adoption, resolutions shall require a majority of three quarters of the votes cast. The motions presented by the Board of Trustees must be placed on the agenda.

§ 8 • BOARD OF TRUSTEES

1. The Board of Trustees consists of at least ten members, who are elected by the General Meeting. As a matter of principle, only persons who are present at the General Meeting, either in person or via a videoconference, are eligible for election.
2. In addition to the elected members, the following shall have a seat and vote on the Board of Trustees:
 - a) the Members of the Board of Management, who shall not have voting rights for matters specified in § 9 para. 1 a) to c).
 - b) the chairman of Richard-Wagner-Verband International e.V. or a deputy nominated by him or her.
 - c) the Senior Mayor of the town of Bayreuth.
3. The term of office of the members of the Board of Trustees is five years. Re-election is possible – also more than once.
4. The Board of Trustees shall elect a Chairman and up to two Deputy Chairmen from among its members. It may adopt rules of procedure.
5. The day-to-day tasks of the Board of Trustees shall be delegated to a working committee. The latter shall consist of the Chairman of the Board of Trustees, his deputy and at least three members to be elected by the Board of Trustees. The working committee shall have a quorum if at least three members are present.

6. The members of the Board of Trustees shall act in an honorary capacity. This shall not affect their entitlement to reimbursement of expenses.

§ 9 • FUNCTIONS OF THE BOARD OF TRUSTEES

The Board of Trustees represents the Members in their entirety within the framework of these Statutes. In this capacity, its duties are:

- a) to elect and ratify the actions of the Board of Management,
- b) to support the Board of Management in managing the affairs of the association; it passes the final decision on all matters submitted to it by the Board of Management;
- c) to approve the annual accounts, the annual report and the budget;
- d) to offer the General Meeting suggestions for the election of new members to the Board of Trustees;
- e) to appoint honorary members;
- f) to appoint a chartered accountant or an accountancy firm as auditors.

§ 10 • BOARD OF MANAGEMENT

1. The Board of Management consists of:

- a) the Chairman;
- b) up to two Deputy Chairmen;
- c) the Treasurer;
- d) up to two associate members.

2. The Board of Management is elected by the Board of Trustees and may not have more than five members. The term of office of the members of the Board of Management is five years. Re-election — also more than once — is possible. The members of the Board of Management shall act in an honorary capacity. This shall not affect their entitlement to reimbursement of expenses.

3. The Board of Management as a whole or the Chairman alone or one of his Deputies alone shall represent the association in and out of court. The association is represented with binding legal effect for the purposes of section 26 para. 2 of the German Civil Code by the Chairman or one of his Deputies. The Board of Management may appoint an authorised Managing Director to handle the general business of the association and may maintain a secretariat.

§ 11 • RESPONSIBILITIES OF THE BOARD OF MANAGEMENT

1. The Board of Management is responsible for the managing the affairs of the association. It is responsible for all matters relating to the association, except where they are assigned to other bodies of the association under the Statutes. In particular, it has the following duties:

- a) preparing the Ordinary General Meeting;
- b) convening the General Meetings on behalf of the Board of Trustees;
- c) implementing the resolutions adopted by the General Meeting and the Board of Trustees;
- d) administering the association's assets;
- e) exercising the association's rights resulting from holdings;
- f) drawing up and adopting a budget for each fiscal year;
- g) keeping the association's books and preparing the annual accounts and annual report;
- h) concluding and terminating service and employment relationships.

2. Measures according to paragraph 1 items e) and f) require the consent of the Board of Trustees.

§ 12 • ADOPTION OF RESOLUTIONS BY THE BOARD OF MANAGEMENT

The Board of Management adopts its resolutions at meetings which are convened informally, by a majority of the members of the Board present. In the event of a tie, the Chairman or, in his absence, the Deputy nominated by him shall have a casting vote. Written votes are permissible.

§ 13 • ACCRUAL OF RIGHTS

On the dissolution or termination of the association or on the cessation of its present object, half of the association's assets shall accrue to the "Freunde von Bayreuth" foundation and the other half to the town of Bayreuth, which must use them directly and exclusively for charitable purposes, namely for the promotion of the Bayreuth Festival.

§ 14 • ENTRY INTO FORCE

These amended Statutes enter into force upon their entry in the Register of Associations.

Bayreuth, dated _____