

CONVENIENCE TRANSLATION

**Statutes  
of the Göttinger Händel-Gesellschaft e.V.**

Article 1 Name and Registered Office

- (1) The Society bears the name "Göttinger Händel-Gesellschaft e.V." (Göttingen Handel Society).
- (2) The Society's registered office is located in Göttingen. The Society was registered here in the Register of Associations on 12 March 1931.

Article 2 Purpose of the Society

The purpose of the Society is to cultivate the musical opus of Georg Friedrich Händel and to encourage its appreciation amongst increasing numbers of people. Essentially, this is done through support of the Internationale Händel-Festspiele Göttingen.

Article 3 Non-Profit-Making Character

- (1) The Society directly and exclusively pursues non-profit-making purposes, in the sense of the Section "Tax-privileged purposes" of the German Fiscal Code, through the promotion of art and culture. It acts in a selfless manner and does not pursue goals primarily serving its own economic interests.
- (2) Any funds of the Society may only be used for purposes defined in the statutes. Members may not receive any other allocations from the Society's assets within the scope of their membership.
- (3) Members who leave the Society are not entitled to receive any part of the Society's assets; the same applies if the Society should be dissolved.
- (4) No person may benefit through expenditures which are not necessary for the promotion of the Society's aims or through disproportionately high payments.

Article 4 Financial Year

The financial year begins on October 1 and ends on September 30.

Article 5 Acquiring Membership

- (1) The Society comprises
  - a) ordinary members,
  - and
  - b) honorary members.
- (2) Membership as an ordinary member is acquired by written application to the Society. The mandatory written form is also fulfilled if the application is made by electronic mail. Honorary membership may be granted for special services to the Society upon proposal by the Executive Committee and resolution by the Members' General Meeting.
- (3) Ordinary members may be individuals, corporations, societies, associations or companies that are prepared to support the work of the Society ideally and financially.
- (4) All further provisions are governed by the Subscription Regulations.

#### Article 6 Rights and Obligations of Members

- (1) Ordinary members have the right to participate in the boards of the Society. Every ordinary member has the right to vote in voting procedures and is eligible for election.
- (2) Honorary members are not required to pay a membership subscription; in every other respect they have the same rights as ordinary members.
- (3) Ordinary members pay an annual subscription. The amount of this subscription is governed by a set of Subscription Regulations, which is passed by resolution of the Members' General Meeting with a simple majority.

#### Article 7 Terminating Membership

- (1) Membership is ended by termination, exclusion or death.
- (2) In order to become valid, termination must be made in writing to the Society. The written declaration of termination must be addressed to the Society for the attention of the Executive Committee. It must be received at least three months before the end of the financial year, that is by June 30 of any year. Should the declaration of termination not be received by this date, it will become valid at the close of the subsequent financial year.
- (3) The Executive Committee shall decide upon exclusion of a member. The member concerned shall be given the opportunity to state their case orally or to submit a written statement. The resolution by means of which the Executive Committee decides on the exclusion of a member requires a 2/3 majority of the members of the Executive Committee present.

Exclusion is possible in the case that

- a) subscriptions or other payment obligations due to the Society are in arrears for a period of more than one (1) year and these are not paid within one (1) month of a dunning letter being sent  
or
- b) a member acts in a manner damaging to the Society

The member concerned can send an appeal to the Members' General Meeting within one month of receiving the resolution concerning exclusion. In this case, the Members' General Meeting must then confirm the exclusion with a simple majority.

#### Article 8 Bodies

The bodies of the Society are

- a) the Members' General Meeting,
- b) the Executive Committee

#### Article 9 Members' General Meeting

- (1) The ordinary Members' General Meeting is held once per year during the Festival. An extraordinary Members' General Meeting must be convened if three members of the Executive Committee or 10% of members with voting rights demand this in writing, stating the reasons.
- (2) The chair of the Executive Committee invites members to the Members' General Meeting with four weeks' notice, stating in writing the agenda and the items to be resolved upon. The mandatory written form is also fulfilled if the invitation is made by electronic mail. Applications for matters to be discussed at the Members' General Meeting must be received in writing by the chair of the Executive Committee at least one week in advance of the meeting.

- (3) The Members' General Meeting resolves on
- a) the election of the Executive Committee,
  - b) the election of the auditor,
  - c) the Subscription Regulations, which are not a component of the Statutes,
  - d) acceptance of the annual report and approval of the annual financial statement,
  - e) formal approval of the actions of the Executive Committee
  - f) nomination of honorary members,
  - g) amendments to the Statutes,
  - h) dissolution of the Society and
  - i) the application by a member excluded by resolution of the Executive Committee for a resolution by the Members' General Meeting.
- (4) Every correctly convened Members' General Meeting constitutes a quorum for the passing of resolutions, irrespective of the number of members participating.
- (5) The Members' General Meeting passes resolutions with a simple majority of the members with voting rights who are present. Resolutions concerning amendments to the Statutes or dissolution of the Society require a three-quarter majority of members present at the ordinary Members' General Meeting.
- (6) As a rule, voting takes place openly. Where a member with voting rights applies for a secret vote, this shall take place if 20% of the members present indicate that they are in favour of such a procedure.
- (7) Resolutions of the Members' General Meeting are recorded in minutes, which are signed by the chair of the Executive Committee or his/her deputy.

#### Article 10 Executive Committee, Management Board

- (1) The Executive Committee is composed of the chair, his/her deputy and up to nine other members. Executive Committee members serve for three years. They may be re-elected. Members of the Executive Committee remain in office until an election is held. Members of the Executive Committee act in an honorary capacity and are reimbursed only for actual expenses that they incur.
- (2) In the sense of Article 26, German Civil Code (BGB), the Executive Committee comprises the chair of the Executive Committee and his/her deputy, each of whom has the authority to represent the Society alone. The chair of the committee or his/her deputy represents the Society judicially and extra-judicially. Each member of the Executive Committee in the sense of § 26 BGB represents the Society released from the limitations of § 181 BGB.
- (3) The Executive Committee elects
- a) the chair and the deputy chair,
  - b) the managing director,
  - c) from its members, the members of the Management Board,
  - d) the representatives of the Göttinger Händel-Gesellschaft e.V. on the Supervisory Board of the Internationale Händel-Festspiele GmbH
  - e) the representatives of the Göttinger Händel-Gesellschaft e.V. at the Shareholders' Meeting of the Internationale Händel-Festspiele Göttingen GmbH
- (4) The Executive Committee prepares the resolutions for the Members' General Meeting and resolves upon the following:
- a) the financial plan for the following financial year,

b) the rules of procedure for the Executive Committee,  
Executive Committee resolutions are passed with a simple majority.

(5) The Management Board comprises up to four members, who must include the chair or his/her deputy. The Management Board acts within the scope of the policy resolutions of the Executive Committee. It carries out business on its own responsibility. The Managing Director participates in the meetings of the Executive Committee in an advisory capacity.

6) The Executive Committee may convene temporary working groups to advise on specific matters; these groups may contain persons who are not members of the Society.

#### Article 11 Audits

The accounting of the Society as well as the annual financial statements are governed by the respective legal provisions. The Members' General Meeting elects the auditors to be charged with the auditing for a period of two years in each case.

#### Article 12 Dissolving the Society

In the event that the Society is dissolved or annulled or if its purpose according to the Statutes should cease to exist, the assets of the Society shall pass to Universitätsbund Göttingen e.V. or its legal successor, which must use these assets directly and exclusively for non-profit-making purposes. The music holdings and the archive shall pass to the Stadtarchiv Göttingen (Göttingen Municipal Archives).

#### Article 13 Transitional Provisions

The new version of the Statutes shall take effect upon being entered in the Register of Associations.

#### Article 14 Applicability

Exclusively the German original of the Statutes is binding. Translations serve information purposes only.

Amended version passed by the Members' General Meeting on 26 May 2017.