

CONSTITUTION

OF THE ASSOCIATION

FREUNDE UND FÖRDERER
DER STAATSOPER UNTER DEN LINDEN E.V.

Status 08 September 2011

§ 1

Name and Seat of the Association

The association is named “Freunde und Förderer der Staatsoper Unter den Linden e. V.”.
The seat of the association is Berlin.

§ 2

Purpose and Non-Profit Status

1.

The purpose of the association is to provide the state opera Unter den Linden Berlin with both moral and financial support, to promote and develop the art of musical and dance theater and concerts at both a national and international level as a contribution to international communication and to document this in musical theater. The association’s objectives are exclusively and directly of a charitable nature (*gemeinnützig*) in the sense of the paragraph *Steuerbegünstigte Zwecke* of the fiscal code.

2.

The association makes discretionary financial contributions to:

- a) Important artistic plans of the state opera
- b) Promotion of young artists in all aspects of musical and dance theater and concert both nationally and internationally
- c) Guest performances of the State Opera Ensemble, Unter den Linden Berlin
- d) Guest performances of renowned opera ensembles at the State Opera, Unter den Linden Berlin
- e) Publications by the State Opera Unter den Linden Berlin.

Further, the association may make financial contributions to the restoration of the building of the State Opera, Unter den Linden Berlin

The association may arrange its own cultural events to fulfill its purposes (as per § 68 Nr.7 AO).

For the purpose of carrying out these activities, a deed of trust has been made with the State Opera Unter den Linden Berlin which ensures that donations are passed to the State Opera Unter den Linden Berlin. Certificates of Donation are issued by the association.

3.

The exclusive artistic autonomy of the State Opera’s artistic Director remains unaffected. Financial decisions are made by the association and the management of the State Opera Unter den Linden Berlin in mutual agreement.

4.

The association’s activities are not for its own profit. Its purpose is not primarily commercial.

5.

The funds of the association may be employed for constitutional purposes only. Members receive no remuneration from association funds. No person may benefit from expenditure which is not for the purposes of the association or from unreasonably high remuneration.

§3

Membership

1.

Natural persons aged 7 and upwards and corporate bodies may become members.

The artistic director of the State Opera Unter den Linden Berlin is a member of the association by virtue of his/her position.

2.

a) Natural persons have the choice between the following forms of membership:

Apollo – Young Friends,
Mason (*Steinmetz*)
Friend
Sponsor,
Master builder, (*Baumeister*)
Godparent,
Patron,
Linden Opera Club,
Partner Membership (married or partner)

b) Corporate bodies have the choice between the following forms of membership:

Corporate Membership,
Linden Opera Club

3.

Natural persons, who have given outstanding support to the association or the State Opera, may become honorary members by means of a board resolution. Honorary membership affords the same rights as a regular member and as trustee board member.

4.

Application for membership is made to the association, represented by the board, in writing. If the person has limited legal capacity, the application must also be signed by his or her legal representative. Membership entails the duty to pay membership fees and any other amounts required by the association.

5.

The board determines acceptance of application for membership at its own discretion with a simple majority. The acceptance or rejection of the application is given in writing. A rejection does not necessitate justification.

§ 4

Conditions of Membership

1.

Membership ends through death of a natural person or dissolution of a corporate body or through resignation or through exclusion.

2.

Resignation is submitted to the association, represented by the board. If the person has limited legal capability, the resignation must also be signed by his or her legal representative. The term of resignation is two months to the end of each calendar year.

3.

A member may be excluded by means of board resolution.

- if conduct is likely to cause sustained damage to the image or the purposes of the association
- or
- if the member knowingly violates the interests of the association.

Before the board reaches a resolution, the member must be given the opportunity of a hearing.”

In addition, a member leaves the association on termination of membership. Membership is terminated at the end of the calendar year if the membership fee for that year is in arrears and full payment has not been made one month after a reminder has been sent. The reminder may be sent by post or by email to the most recent address known to the association. The reminder must refer to the impending termination of membership. The reminder is also valid should it be returned as undeliverable. Termination of membership becomes effective through board resolution without additionally informing the member involved.

4.

The member is to be notified of the board resolution concerning exclusion in writing with justification and signature. The member may submit an appeal to the board addressed to the general meetings up to one month following receipt of notification. The following general meeting resolves the matter with a simple majority. Until then, all rights and honorary posts of the excluded member are suspended.

§ 5

Membership Fees

1.

Membership fees are due from all members. In addition to membership fees, members are also encouraged to make donations.

2.

The amount and due date of the various types of membership fees (§ 3 Ziff.2) are determined by the general meeting.

3.

In individual cases, the board can partly or wholly waive or defer fees.

4.

Honorary members may be freed of all duties to pay fees through board resolution.

§ 6

Association Organs

The administrative organs of the association are the general meeting and the board. An extended board and a board of trustees may be established in addition.

§ 7

General Meeting

1.

At the general meeting, each adult member and each corporate member has one vote. Members who are unable to attend may name another member as proxy in writing. No association member may have more than five votes at any general meeting.

2.

The general meeting is responsible for the following matters:

- a) Approval of the annual report from the board
- b) Approval of the board
- c) Determination of the amount and due date of membership fees
- d) Election and dismissal of board members
- e) Resolution concerning constitutional amendments and the dissolution of the association
- f) Resolution concerning an appeal against exclusion through board resolution
- g) Selection of an auditor
- h) Establishment of a board of trustees on recommendation of the extended board.

§ 8

Convening of the General Meeting

1.

The annual general meeting shall take place in the first half year of each calendar year. Invitation shall be issued by the board in writing with advance notice of six weeks and shall include agenda, place and time. Written invitation may be postal or digital, i.e. by email. The notice period begins the day after invitations are sent. The invitation is deemed completed when it has been issued to all known members of the association. The agenda is determined by the board.

2.

Any member can submit an addition to the agenda up to a week before the general meeting takes place. Under the coordination of the chair, the general meeting votes on the approval of such additions requiring a majority of 2/3. Notice of proposals concerning amendment of the constitution, removal of board members or dissolution of the association must be given in writing together with the invitation to the general meeting. They are otherwise inadmissible.

§ 9

Extraordinary General Meetings

The board may call an extraordinary general meeting at any time. It must be called within six weeks if the interest of the association requires or if

- a) 1/10 of members or
- b) the majority of the extended board

request an EGM in writing giving purpose and reasons. The regulations which apply to the ordinary general meeting also apply to the extraordinary general meetings.

§ 10

Resolutions of the General Meeting

1.

The General Meeting is headed by the chairperson or, in his/her absence, by the vice-chairperson or another member of the board. If no board members are present, the general meeting chooses a meeting chairperson. The election of a meeting chairperson and any preceding discussion is led by an election supervisor.

2.

The method of voting is determined by the meeting chairperson, however, it must be a secret ballot if at least 10% of the members present so wish.

3.

The general meeting is not public. The meeting chairperson may allow guests.

4.

The general meeting does not require a quorum to make resolutions.

5.

In general, resolutions require a simple majority of the valid votes submitted i.e. votes in agreement or non-agreement. Abstentions are not taken into consideration.

Amendment to the constitution requires a $\frac{3}{4}$ majority of the valid votes submitted. Amendment to association objectives requires a $\frac{9}{10}$ majority of all members; absent members may submit their vote to the board in writing within one month.

6.

In elections, the candidate with more than half of the votes submitted wins. If none of the candidates receive more than half of the votes, a ballot between the two candidates with the most votes is carried out. The candidate with more votes wins. If the number of votes is equal, the chairperson draws lots.

7.

Minutes are made of the resolutions of the general meeting and signed by the person taking minutes and the meeting chairperson. In the case of amendments to the constitution, the exact wording is included in the minutes.

Should the registration court object to the wording of any parts of the constitution, then, in accordance with § 26 BGB, the board, represented by the stipulated number of members, is authorized to amend or supplement it accordingly in order that amendments resolved by the general meeting can be entered into the association register.

§ 11

The Board

1.

According to § 26 BGB, the board consists of the chairperson, the vice chairman, the treasurer and one further member. Board members have an advisory role and a right of petition towards the artistic director of the State Opera Unter den Linden.

2.

The association is represented by two members of the board: the chairperson or the vice-chairperson and one other member.

3.

The board is subject to rules of procedure.

4.

The board may issue rules of procedure regulating honorary membership.

§ 12

Responsibility of the Board

1.

The board is responsible for all association matters unless these are delegated by the constitution to another organ. Board duties include:

- a) Preparation of and invitation to the General Meeting and determination of the agenda
- b) Implementation of General Meeting resolutions
- c) Proper accounting, preparation of the annual report, preparation of an annual budget
- d) Resolutions concerning acceptance of members
- e) Naming of honorary members
- f) Exemption of honorary members from payment fees and any other duties.

§ 13

Election and Period of Office of Board

The board is elected by the General Meeting for the period of three years from the day of the election onwards. It remains in office until the General Meeting, which elects the board members. Re-election is permitted. Each board member is elected individually. Only association members may become board members. Should a member leave the board before the end of the tenure, the remaining board elects a temporary successor for the remainder of the tenure period and reports the change immediately to the district court. It is not permitted for one board member to take on more than one post. Board membership ends automatically when membership ends

§ 14

Board Meetings and Resolutions

1.

The board passes resolutions at board meetings which are called and chaired by the chairperson or, in his/her absence, by the vice-chairperson.

Invitations to the board meetings are issued at least one week in advance. An agenda need not accompany the invitation. The meeting may be called in writing or verbally.

2.

The board is quorate when the chairperson and one other board member are present. Resolutions are passed with a simple majority. If there is the same number of votes on each side, the chair of the board meeting gives the casting vote.

3.

The vote may take written form if all board members are agreed.

4.

Minutes are to be made of board meetings.

§ 15

Extended Board

1.

According to § 26 BGB, the acting board may coopt further persons to extend the board. The period of office corresponds with that of the acting board.

2.

The extended board advises the acting board and promotes the association through an especially high level of commitment to the association objectives.

3.

The acting board informs the extended board concerning central association issues.

4.

Regulations with respect to invitation to meetings and resolutions of the extended board are the same as those which regulate the acting board.

§ 16

Board of Trustees

1.

The extended board may suggest to the General Meeting that a board of trustees be created, should it consider this beneficial to the purposes of the association. The decision whether to create a board of trustees is the responsibility of the General Meeting.

2.

Members of the board of trustees are appointed by the extended board which also determines the conditions for appointment.

3.

Members of the board of trustees are expected to show exceptional commitment to the promotion of association objectives.

The board of trustees advises the board. It has no authority of decision or directive.

4.

The board is entitled to participate in meetings of the board of trustees.

§ 17

Audit

The annual accounts of the association are audited by an auditor. The auditor is elected by the General Meeting for a period of two years. It is the auditor's task to audit the accounts of the past year. For the purposes of the audit, all association documentation, invoices, bank statements and so forth are to be made available to the auditor. The audit must be completed one month before the general meeting at the latest.

§ 18

Dissolution of the Association

1.

The association can be dissolved only through resolution of the General Meeting with a 9/10 majority of all members. Absent members may submit their vote to the board in writing within one month.

2.

The chairperson and the vice-chairperson are joint representative liquidators unless the General Meeting decides otherwise

3.

Should the association be dissolved or lose its non-profit status, the assets of the association will be passed to the state opera, Unter den Linden Berlin, to be used exclusively for non-profit-making purposes.