

# **Johannes-Brahms-Association Hamburg**

Registered International Association [Internationale Vereinigung e.V.]

## **Articles**

**[Note: this is a convenience translation - the German version governs]**

### §1. Name and Seat of the Association

The Association bears the name “Johannes-Brahms-Gesellschaft Hamburg Internationale Vereinigung e.V.” [” Johannes Brahms Registered International Association Hamburg”]. The seat of the Association is Hamburg. The Association is entered in the Association Register of Hamburg Municipal Court.

### §2. Objects of the Association

- 1) The Association serves the memory of Johannes Brahms and his circle, his works and his cultural legacy. It is devoted to all endeavours regarding the national and international research into Brahms. In this connection it issues the series “Brahms-Studien” and operates the Johannes-Brahms-Museum in Hamburg.
- 2) In the further fulfilment of the Association objects, the Association is devoted to the development of young musicians, and to this end is active in encouraging artists and researchers to address the works of Johannes Brahms.

### §3. **Not for profit Status**

1) The Association is a charitable organisation, not pursuing primarily its own financial purposes but rather exclusively and directly non-profit objects within the meaning of the applicable German legislation on tax-privileged purposes.

2) The assets of the Association may only be applied for objects within these Articles. The members receive no financial benefits from the Association assets. No person may be benefited through expenses which are outside the Association objects or which constitute disproportionate disbursements.

#### **§4. Membership**

1) Both natural and legal persons may be admitted as regular members of the Association.

2) Admission for regular membership is to be applied for in writing to the presidium. In the event that the Governing Board refuses permission, this will be decided upon on request at the next following Members' Meeting.

3) Regular membership lapses

- a) on death or liquidation of the legal person;
- b) on resignation which is to be notified to the Governing Board in writing within a notice period of no less than three months to the end of a calendar year;
- c) through expulsion on the basis of a resolution of the Governing Board based on contribution arrears of at least two years or for cause arising from the person of the Member. The Member concerned may appeal against exclusion

at the following Members' Meeting.

4) The Governing Board may propose to the Members' Meeting that honorary membership be granted to persons who have rendered particular service to the objects of the Association. Honorary Members have the same rights as regular members.

#### **§5. Membership Contributions**

The Members' Meeting at the proposal of the Governing Board determines the level of the annual minimum membership contribution. The Governing Board may determine a reduction for members of limited means, students and school pupils. The Governing Board will agree with legal persons on their membership contributions. The members undertake to pay the contribution at the beginning of the calendar year. Honorary members are exempt from contributions.

#### **§6. Organs of the Association**

The organs of the Association are

- a) the Members' Meeting
- b) the Governing Board.

#### **§7. The Members' Meeting**

1) The Members' Meeting is entitled to reserve to itself decisions on all Association matters. Apart from the tasks governed in Sections 4 and 5 it has particular responsibility for

- a) election of the Governing Board
- b) choice of auditor
- c) the checking and approval of the annual accounts and discharging the Governing Board
- d) passing resolutions on budget planning
- e) passing resolutions on proposals to amend the Articles or dissolution of the Association
- f) passing resolutions on other proposals put before the Members' Meeting by the Governing Board or from among the membership.

## **§8. Conduct of the Members' Meeting**

- 1) The Members' Meeting is held as a regular or extraordinary Members' Meeting.
- 2) The regular Members' Meeting takes place annually, at the latest on 30 June.
- 3) The Governing Board may at any time convene an extraordinary Members' Meeting. Such meeting is to be held within six weeks if applied for in writing by at least one 10th of the membership.
- 4) The Members' Meeting is to be convened at least four weeks in advance by the President or his Deputy at the same time publicising the agenda.
- 5) Proposals by members to the Members' Meeting for an amendment of the Articles or which have significant financial implications for the Association assets are to be put before the Governing Board in writing in good time such that they

made be included in the invitation to the meeting.

6) The Members' Meeting is to be chaired by the President or another member of the Governing Board. If no member of the Governing Board is present, the Members' Meeting selects the chair person.

7) The Members' Meeting is quorate regardless of the number of members present. Each member has one vote. A member may transfer his vote to another member through a written declaration of proxy; a member may hold no more than three proxies.

8) Apart from resolutions described in the following sentence, resolutions are passed with a simple majority of votes; in the event of a tie, the resolution is deemed to be rejected. Resolutions on the amendment of the Articles or dissolution of the Association require a majority of two thirds of the members present and entitled to vote.

9) The Members' Meeting decides on the form of ballot. Elections are conducted by a show of hands unless a secret ballot is requested.

10) Written minutes of the Members' Meeting are to be prepared and signed by the chair of the meeting and by the person taking the minutes.

## **§9. The Governing Board**

1) The Governing Board of the Association consists of

- a) the President
- b) two Vice-Presidents
- c) the Secretary
- d) the Treasurer

all as the executive board, as well as of

e) at least three auxiliary board members, who may be assigned particular tasks by the Governing Board.

2) A member of the Governing Board is elected by the Members' Meeting for a period of three years. The Members' Meeting decides whether the election should proceed altogether or for individual posts. A member of the Governing Board remains in office until election of a new Governing Board. In the event that a Governing Board member leaves during the period of office, the Governing Board may co-opt an additional member; this requires approval at the following Members' Meeting.

3) The President and the Vice-Presidents each represent the Association separately as a board within the meaning of § 26 BGB [German Civil Code] both legally and extra-judicially.

4) In the event the President is prevented from acting, he will be represented by a Vice-President, or if the Vice-President is prevented, by another member of the executive board.

5) The Governing Board is responsible for all affairs of the Association to the

extent they are not subject to the Members' Meeting or assumed by it. The Governing Board implements the resolutions of the Members' Meeting.

### **§10. Auditing the Accounts**

Two auditors will be elected for a period of three years by the Members' Meeting for a constant monitoring of the administration of the assets as well as invoices and the accounts. The auditor is to present written reports to the Members' Meeting.

### **§11. Business Year**

The calendar year is the business year.

### **§12. Dissolution of the Association**

1) The Association may be dissolved by resolution of two duly convened Members' Meetings, in which the vote takes place only in the second meeting, which in turn must take place at least four weeks after the first meeting.

2) Upon dissolution of the Association or upon loss of tax-privileged objects, the documents written by the hand of Johannes Brahms in possession of the Hamburg Johannes-Brahms-Association, as well as original documents connected with his life and work pass to the Johannes Brahms Archive of the Hamburg State and University Library Carl von Ossietzky . The assets remaining after settlement of obligations pass to the Carl Toepfer Foundation, which consistent with its non-profit status will use such assets exclusively for musical or musicological objects so as to promote the work of Johannes Brahms. Approval of the financial authorities is

to be gained for the securing of non-profit status.

3) The Governing Board is responsible for the liquidation of the Association.

### **§13. Coming into Force**

1) The Articles came into force on 12 June 2002. The Association Articles dated 25 November 1982 are simultaneously cancelled.

2) The Articles were amended with effect from 21 June 2006.

The Articles were further amended with effect from 7 June 2007.

The Articles were further amended with effect from 1 July 2009.

The Articles were further amended with effect from 30 June 2011.