

**Friends of the University of Music and Theatre “Felix Mendelssohn Bartholdy” Leipzig
(registered association)**

Article 1

Name and seat of the Association, business year

- (1) The Association is called *Freundeskreis der Hochschule für Musik und Theater „Felix Mendelssohn Bartholdy“ Leipzig e.V.*
- (2) Its seat is in Leipzig. It has legal capacity and is entered in the register of associations.
- (3) Its business year is the calendar year.

Article 2

Object

- (1) The object of the Association is to promote the university’s artistic, pedagogical, and academic work. This includes raising funds and transferring these funds to the university or other public-benefit institutions that pursue the same purpose, and also the Association operating as the responsible body of legally dependent foundations under private law whose objects correspond to that of the Association. The Association itself may also directly hold artistic, pedagogical, and academic events, such as projects, competitions, and academies. It promotes gifted students or those in need by awarding scholarships. Its members, in particular those of its organs, maintain academic, social, and business links with institutions, businesses, and individuals interested in the university’s work.
- (2) The Association receives membership fees, donations, subsidies, and contributions to allow it to fulfill its object.

Article 3

Public-benefit character

- (1) The Association exclusively and directly pursues purposes in accordance with the chapter “Tax-privileged purposes” of the Fiscal Code of Germany.
- (2) The activities of the Association are of an altruistic nature and the Association has no economic purposes of its own.
- (3) Association funds may only be used for the purposes set out in the Articles of Association. Members receive no allocations from the funds of the Association.
- (4) No person may benefit from expenditure unrelated to the purposes of the Association or from disproportionately high remuneration.
- (5) Where the Association is dissolved or where its former purpose ceases to apply, the assets of the Association shall be assigned to the University of Music and Theatre “Felix Mendelssohn Bartholdy” Leipzig, which must use them directly and exclusively for public-benefit purposes.

Article 4
Membership

- (1) Individual and legal persons can be members of the Association.
- (2) Membership may be acquired by submitting a written application; the Board shall decide whether to accept the application.
- (3) The Board may appoint honorary members.

Article 5
Leaving the Association

Members who wish to terminate their membership may only do so in writing at the end of a business year and must observe a notice period of 3 months.

Article 6
Exclusion of members

A member may be excluded from the Association if they grossly violate the interests of the Association. A gross violation of the interests of the Association exists in particular if a member fails to pay their membership fee in two consecutive years despite receiving two reminders for each of the annual fees. The exclusion shall be declared by the Board. A member who has been excluded can appeal to the General Meeting. The General Meeting may amend the Board's resolution with a majority of two thirds of the votes cast.

Article 7
Membership fee

- (1) The amount and due date of the membership fees are determined by the General Meeting.
- (2) Honorary members may be exempted from the obligation to pay membership fees.
- (3) Fee reduction or exemption may be granted upon application to the Board.

Article 8
Organs

- (1) The organs of the Association are
 1. The Board
 2. The Managing Board
 3. The Board of Trustees
 4. The General Meeting
- (2) The members of the Board, the Managing Board, and the Board of Trustees do not receive remuneration.

Article 9 The Board

- (1) The Board (Section 26 of the BGB, the German Civil Code,) consists of the 1st chairperson, the 2nd chairperson, and the 3rd chairperson. The Board may authorize members of the Managing Board and third parties to represent the Association in certain matters.
- (2) The Association is represented collectively by two members of the Board.
- (3) The 1st and 3rd chairpersons are elected from among the members for a period of 3 years by the General Meeting; they may not be members of the University of Music and Theatre Leipzig. The 2nd chairperson is the current Rector of the University of Music and Theatre Leipzig.

If an elected member of the Board leaves before the end of their term of office, the General Meeting may elect a successor for the remainder of the term of office.

- (4) The Board shall remain in office after its term of office has ended until a new Board is elected.

Article 10 The Managing Board

- (1) The Managing Board consists of the three chairpersons (Article 9, Para. 1), the secretary, and the treasurer.
- (2) The secretary and the treasurer are elected by the General Meeting at the same time as the 1st and 3rd chairpersons and for the same period of office (Article 9, Para. 3).
- (3) The 2nd chairperson may choose to be represented on the Managing Board by the person who represents them as Rector at the University of Music and Theatre Leipzig.

Article 11 Duties and activities of the Managing Board

- (1) The Managing Board is responsible for current activities and manages the assets of the Association; before passing any resolution concerning important matters it must first seek the advice of the Board of Trustees. Another duty of the Managing Board is to elect the members of the Board of Trustees, apart from those elected separately (Article 12, Para. 1).
- (2) The Managing Board may delegate the completion of specific parts of its work to its individual members.
- (3) To the extent necessary for the fulfillment of its duties, the Managing Board convenes for meetings. These are called by the 1st chairperson or, in their absence, by the 2nd chairperson after consultation with the other Board members. The Managing Board has a quorum if its members have been summoned verbally or in writing and at least four of them attend.

- (4) At the request of at least three members of the Managing Board or at least two members of the Board of Trustees, the 1st chairperson or, in their absence, the 2nd chairperson is obliged to call a Board meeting.
- (5) In connection with the role of the Association as the responsible body of legally dependent foundations under private law in accordance with Article 2 Para. 1, the Managing Board is authorized to sign contracts, in particular trust agreements, with those legally dependent foundations under private law.
- (6) The Managing Board is authorized to make amendments or additions to the Articles of Association that are considered necessary by the local tax and revenue office or the registration court.

Article 12 The Board of Trustees

- (1) The Board of Trustees consists of at least 3 members. The first three members are appointed by the Managing Board. All other members are elected additionally by the members of the Board of Trustees. This additional election requires the consent of the Managing Board. Members of the Board of Trustees may belong to neither the Board nor the Managing Board. They are not required to be members of the Association.
- (2) The Board of Trustees elects a chairperson and a deputy chairperson from among its members. If the chairperson or deputy chairperson leaves during their term of office, which lasts as long as that of the Board, a special election must be held without delay to replace the person who has left.
- (3) The Board of Trustees must advise the Managing Board on important matters concerning the management of the Association, especially when making decisions that are highly relevant for the existence or development of the Association.
- (4) The Board of Trustees must invite the members of the Managing Board to its meetings. The members of the Managing Board may participate in the Board of Trustees' meetings but are not entitled to vote.

Article 13 The General Meeting

- (1) All members who attend the General Meeting, including honorary members, have the right to vote.
- (2) The General Meeting is exclusively responsible for the following competencies:
 1. Approval of the budget drawn up by the Board for the following business year, acceptance of the Board's annual report, formal approval of the actions of the Board
 2. Determination of the amount and due date of the annual fee
 3. Election of the members of the Board

4. Passing of resolutions on the amendment of the Articles of Association and on the dissolution of the Association
5. Passing of resolutions on appeals against the refusal of an application for admission as well as on appeals against the Board's decision to exclude a member
6. Confirmation of honorary members

In matters that fall within the Board's realm of responsibility, the General Meeting may decide on recommendations to the Board.

In matters for which it is responsible, the Board may for its part seek the opinion of the General Meeting.

Article 14 Convocation of the General Meeting

- (1) The Ordinary General Meeting takes place once a year. It is called by the Board. All members must be invited personally and in writing three weeks before the scheduled date. The invitations must inform the members of the agenda, which is determined by the Board.
- (2) The Board must call an Extraordinary General Meeting if more than 10% of members request this.

Article 15 Passing of resolutions by the General Meeting

- (1) The General Meeting is chaired by the chairperson or, in their absence, by the deputy chairperson or another member of the Board. If no members of the Board are present then the meeting decides who shall be the chair.
In the case of elections, the chairmanship of the meeting may be assigned to an electoral committee for the duration of the election and the preceding discussions.

The keeper of the minutes is appointed by the chair of the meeting. Non-members may also be appointed keeper of the minutes.

- (2) Voting generally takes place by a show of hands. If any present member should so request, voting must take place by secret ballot.
- (3) The General Meeting is not open to the public. The chair of the meeting may allow guests. The General Meeting shall decide whether to allow representatives of the press, radio, and television.
- (4) A written vote on the agenda is possible.
- (5) In general, the General Meeting shall pass resolutions with a simple majority of the valid votes cast; abstentions are thus not considered. However, amending the Articles of Association does require a majority of three quarters of the valid votes cast. In the case of absence, a vote can be delegated.

An amendment or extension the object of the Association can only be passed with the agreement of three quarters of all members.

(6) The following shall apply to elections:

If in the first round of voting no candidate achieves a majority of the valid votes cast, a runoff shall be held between the two candidates with the most votes.

(7) Minutes must be kept of the resolutions passed by the General Meeting. These minutes must be signed by the respective chair of the meeting and the keeper of the minutes. They must contain the following observations: location and time of the meeting, the names of the meeting chairperson and the keeper of the minutes, the number of members present, the agenda, the results of individual votes, and the form of voting. In the case of amendments to the Articles of Association, the exact wording must be specified.

Article 16 **Motions for additions to the agenda**

Any member may submit a written request to the Board no later than one week before the date of the General Meeting to have additional matters placed on the agenda. The chairperson of the meeting must place any such additional matters on the agenda at the beginning of the General Meeting.

The General Meeting must decide on any motions for additions to the agenda that are not submitted prior to the General Meeting. A majority of three quarters of valid votes cast is required to pass any such motion.

Article 17 **Dissolution of the Association**

(1) The Association can only be dissolved during an Extraordinary General Meeting; the notice period for calling such a meeting is three weeks. The agenda must be specified in the invitation.

The General Meeting can decide to dissolve the Association if at least two thirds of the members are present.

(2) If the meeting does not have a quorum, then another meeting must be called within 4 weeks. This meeting may then decide to dissolve the Association regardless of the number of members present. In every case, dissolution requires a qualified majority of three quarters of the present votes.

Article 18

The Articles of Association above were passed in the General Meeting of January 27, 2009. They come into effect on February 1, 2009.