

Bylaws – Other Music Academy e.V.

I. Name and Domicile

1. The name of the association is “Other Music Academy e.V.”
2. The domicile of “Other Music Academy e.V.” is Weimar, Germany.
3. It is recorded in the register of associations at the Weimar courthouse, registration no. 131055.
4. Its business year is the calendar year.

II. Non-profit status, Mission and Activities

1. The association exclusively and directly pursues non-profit purposes as defined in the section “Tax-Privileged Purposes” of the German tax code. It is active regionally, nationally and internationally.
2. The statutory purpose of the association is to contribute to a more peaceful world through its activity in the domain of culture and educational policy, taking into consideration the idea of interculturality between various socially relevant groups via activities that emphasize interculturality (on both a practical and theoretical level) as an indispensable historical aspect of cultural, social and national identity formation, and via projects that actively promote the development of intercultural awareness. While special attention is paid to the relationship between Jews and non-Jews, the association’s activity is not limited to this subject.
3. The association benefits the general public in the domain of arts and culture and promotes the international ethos of tolerance in all cultural areas, the idea of international understanding as well as youth welfare, science and research.

This mission is to be fulfilled especially via:

- a) events such as workshops, podium discussions, readings, concerts and symposia;
- b) the promotion of projects of other non-profit organizations whose aims correspond to the purpose of the association;
- c) support for research initiatives, scientific projects and publications that illuminate diverse musical traditions, especially with respect to their contemporary development;
- d) the advancement of intellectual exchange among individuals of different origins, nationalities, religions and professions;

- e) courses, projects and workshops in the field of extracurricular youth education combined with cultural, political and international youth work. This aspect of the association's activity aims to further the mission of youth welfare and to support young adults in their development toward becoming responsible and community-minded individuals, in cooperation with social and cultural institutions and with school, vocational and university education systems in Germany and around the world;
- f) the ongoing development of international networks between institutions and cultural organizations that pursue similar goals and are likewise committed to the idea of Europe and international understanding.

The association's purposes can also be realized via the procurement and forwarding of financial and material resources to tax-privileged bodies and legal persons under public law which are designated as non-profit under German domestic tax law.

- 4. "Other Music Academy" is a non-profit association. It does not pursue first and foremost its own financial gain. The association's funds may be used for statutory purposes only. No person may benefit from expenditures that are foreign to the mission of the association or from disproportionately high financial remuneration. Members do not receive benefits from the association's funds in their capacity as members.

III. Membership

1. Every legal or natural person, regardless of their citizenship or religious affiliation, can apply to become a member through a written declaration addressed to the Executive Board, provided they recognize the bylaws of the association.

The association has full members and sustaining members.

2. The Executive Board decides by simple majority whether to accept an applicant for membership. It then informs the applicant of its decision in writing. In case of an applicant's rejection by the Board, a General Assembly meeting can be called to reach a final decision.

3. Every full member has the right to vote in the General Assembly. All members pay membership fees in accordance with the applicable membership fee rules.

4. Membership is terminated by the resignation, cancellation, exclusion or death of the member.

5. Notice of resignation is to be submitted to the Executive Board in writing a minimum of four weeks before the end of the calendar year.

6. Membership will be cancelled if a member's contribution payments are two or more years overdue. The cancellation takes effect at the end of the calendar year. Members will be informed in writing of overdue membership fees in the last quarter of the respective calendar year.

7. A member can be expelled if his or her actions or behavior have caused damage to the association or its public image. The decision to expel is made by the Executive Board. The member is to be informed of the decision in writing by letter. An appeal contesting an expulsion may be submitted to the General Assembly, which makes the final decision. Until a final decision is made, the membership is suspended.

8. Sponsoring membership:

Sponsoring membership is acquired via a written confirmation of the member's willingness to support and the acceptance of the latter by the Executive Board. In this respect, the decision to grant membership rests with the Executive Board alone. Sponsoring members support the association financially and non-materially. They can influence the activity of the association and the decisions of the General Assembly through their proposals and suggestions. Supporting members have no voting rights.

9. Upon termination of a membership, all claims and rights against the association arising from membership also expire.

IV. Bodies of the Association

The bodies of the association are:

- a) the General Assembly
- b) the Supervisory Board
- c) the Executive Board

V. The General Assembly

1. The General Assembly is the ultimate decision-making body of the association. A regular General Assembly is to be convened every financial year. The Executive Board convenes the General Assembly by letter at least four weeks prior to the announced date. The invitation contains a draft of the agenda. Members may supplement this proposed agenda with additional topics up to 7 days prior to the start of the General Assembly. The General Assembly will decide whether to include each of these suggestions at the start of the meeting. Every member has the right to participate in the General Assembly.

2. The General Assembly is responsible for all fundamental matters insofar as these do not fall under the responsibility of the Supervisory Board or the Executive Board. In particular, it is responsible for the following:
 - a) electing and dismissing members of the Executive Board and the Supervisory Board;
 - b) processing requests from members;
 - c) formally approving the actions of the Supervisory Board and the Executive Board;
 - d) determining the membership fee rules;
 - e) modifying the bylaws;
 - f) formally accepting auditing reports;
 - g) dissolving the association;
 - h) excluding members, in the case of an appeal against the decision of the Executive Board in accordance with Section III Paragraph 7.

3. A regular General Assembly meeting will be convened once a year by the Executive Board. In addition, an extraordinary General Assembly meeting can be convened if deemed necessary by the Supervisory Board and/or the Executive Board, or if requested with reasoned justification by at least 1/3 of the members. An invitation, containing the agenda, will be sent in writing via mail, fax or email at least four weeks prior to the date established for the meeting.

4. The General Assembly is conducted by the Executive Board, which chooses the chairperson and the minute-taker. The General Assembly makes its decisions by simple majority. In the event of a tie, the motion shall be considered rejected. Each member of the General Assembly has one vote. A member may authorize another member in writing to represent his or her vote. This authorization must be issued separately for each meeting. A member may not represent more than two votes of other members.

5. Amendments to the bylaws and/or the decision to dissolve the association can only be passed if at least 50% of the members entitled to vote are present or represented by proxy. If a General Assembly is not quorate, an hour after the absence of a quorum has been verified another General Assembly may be convened on the same day. This Assembly shall then be quorate irrespective of the number of members present. If this procedure is adopted, a notice to that effect must be included in the invitation.

6. Amendments to the bylaws and the decision to dissolve the association each require a two-thirds majority of valid votes submitted. Amendments to the bylaws that are requested by courts, supervisory or financial authorities for formal reasons may be made by Supervisory Board on its own.
7. The decisions of the General Assembly are to be recorded in the written minutes of the meeting. The minutes are to be signed by the chairperson of the association and by the minute-taker.
8. General Assembly meetings are generally held at the domicile of the association. However, the Executive Board may decide, as appropriate, to hold an ordinary or an extraordinary General Assembly meeting by exception at another location in Germany.

VI. The Supervisory Board – Composition and Operation

1. The Supervisory Board consists of at least three and at most seven voluntary members who are not part of the Executive Board.
2. The Executive Board participates in meetings of the Supervisory Board upon invitation in an advisory capacity.
3. The term of office for members of the Supervisory Board is four years. The term of office of a member of the Supervisory Board ends through
 - a) expiration of the term of office;
 - b) resignation tendered in writing by the member to the General Assembly; this document is to be presented to the Executive Board;
 - c) by decision of the General Assembly in the event of important reasons;
 - d) ending membership in the association.
4. The term of office of a member of the Supervisory Board can be renewed indefinitely via re-election.
5. In the event that a member of the Supervisory Board elected by the General Assembly withdraws from his/her position, the candidate to have received the highest number of votes in the previous election will succeed the member until the next ordinary General Assembly, which will appoint a new Supervisory Board member for the remainder of the outgoing member's term of office. If replacement via this procedure is not possible, the Supervisory Board will elect a substitute member from among the full members of the association for the remainder of the outgoing member's term of office.

6. The Supervisory Board is a collegial body. After each new election, it elects a chairperson and deputy-chairperson from among its members. The chairperson is the spokesperson of the Supervisory Board. The Supervisory Board is represented before the Executive Board by the chairperson based on decisions made in writing.
7. The Supervisory Board decides independently on its rules of procedure.
8. The chairperson (or, in case of incapability, the deputy chairperson) of the Supervisory Board shall convene at least one meeting a year, stating the agenda in the invitation. Further details are regulated by the rules of procedure.
9. The Supervisory Board makes its decisions by simple majority. Decisions are to be recorded in writing.

VII. The Supervisory Board – Responsibilities

1. The Supervisory Board is a voluntary body that advises and monitors the proper and statutory management of the Executive Board. The Supervisory Board supports the Executive Board in defining, planning and implementing the association's conceptual and strategic orientation. The Supervisory Board represents the association before the Executive Board.
2. The members of the Supervisory Board are obliged to fulfill their statutory obligations personally.
3. If the Supervisory Board approves the annual financial statement, it will recommend the discharge of the Executive Board to the General Assembly.
4. The Supervisory Board also decides on questions regarding
 - a) the completion, modification and termination of service and employment contracts with the Executive Board;
 - b) the acquisition, sale and encumbrance of real estate and equivalent rights;
 - c) the taking out of loans of over 10,000 euros per calendar year;
 - d) the association's participation in companies.

VIII. The Executive Board

1. As defined by Section 26 of the German Civil Code (BGB), the Executive Board consists of the chairperson, a vice-chairperson, a treasurer and up to three

additional board members. The association will be represented in each case by two board members acting together.

2. The conclusion, amendment or termination of contracts which the Executive Board makes with itself as a body authorized to represent other, legally independent enterprises of the association require the written consent of Supervisory Board.
3. The Executive Board is independently responsible for managing the affairs of the association. It is responsible for implementing the resolutions of the General Assembly and the Supervisory Board and informs the latter regarding important matters of the association. The Executive Board is responsible for ensuring
 - a) compliance with the statutory objectives;
 - b) the definition, planning and implementation of the conceptual and strategic orientation of the association;
 - c) compliance with legal regulations.

The Executive Board is responsible for the timely establishment of the association's economic and investment plan, for the timely preparation of its annual financial statement and for producing its annual report. The Executive Board decides on the admission and the expulsion of members of the association by simple majority.

4. The board is authorized to instruct and to discipline employees and all other staff members of the association.
5. The Executive Board is appointed by the General Assembly for a period of five years. Reappointment is permissible.
6. The Executive Board decides independently on its rules of procedure.
7. The Executive Board elects a chairperson, deputy chairperson and treasurer at its first meeting.
8. The Executive Board makes its decisions by simple majority. In the event of a tie, the chairperson has the deciding vote. Written minutes are to be kept of all decisions. The Executive Board may also vote in writing (by circulation procedure, fax or email) if no board member objects. The result of such a written decision is to be recorded in the minutes of the next Executive Board meeting.
9. The General Assembly can appoint a representative to carry out Executive Board duties or portions of those duties in accordance with Section 30 of the German Civil Code (BGB).

10. The Executive Board can appoint a managing director to manage the affairs of the association, who can be authorized to act as the association's special representative. Details are to be regulated separately in the Executive Board's rules of procedure.

IX. Compensation for Activities on Behalf of the Association

1. In principle, the association's bodies exercise their functions on a voluntary basis. However, Executive Board members may be paid a reasonable remuneration for their Board-related activities. The amount of remuneration is decided by the Supervisory Board.
2. Upon decision of the Executive Board, voluntary helpers of the association may receive a reasonable remuneration in accordance with Section 3 no. 26 or Section 3 no. 26 of the German Income Tax Act (EStG).
3. Additionally, the members and staff of the association are entitled to reimbursement of costs according to Section 670 of the German Civil Code (BGB). Receipts for transportation and travel expenses, post, telephone, and other costs incurred through work for the association will be reimbursed as long as the receipt or expenses list is valid and in proper condition. The board can set limits on the amount of reimbursement in consideration of tax law following Section 670 BGB.

X. Budget/Membership dues

1. The amount of membership dues is suggested by the Executive Board and determined by the General Assembly. The Executive Board may allow a reduction in membership dues upon request.
2. Between meetings of the General Assembly, the Executive Board discusses and decides how finances are to be acquired and disbursed in accordance with the bylaws. It is required to fulfill this task solidly.
3. Following the end of each business year, the treasurer creates the association's annual financial report. This report must include complete information about the acquisition and expenditure of funds. The report is to be presented to the General Assembly for confirmation. The General Assembly can decide to engage an independent financial expert to examine the financial report.

XI. Ending the Association's Activity/Dissolving the Association

1. The association may be dissolved by an act of the General Assembly during a meeting called specifically for this purpose. Such an act requires a three-fourths majority of the attending members.

2. In the event that the association is dissolved or its tax-advantaged purposes cease, its assets accrue to the UNICEF Children's Assistance program, which is to use the assets directly and exclusively for purposes which serve the common good.