

## **Club Constitution**

[„Vox coelestis“-e.V. Weimar = „VCV(W)“]

### **1. Preliminary notes:**

All following male terms count for male and female forms alike, for example: “the chairman”/ “the chairwoman”. Additional to these statutes the club may be free to give itself additional rules and regularities.

### **2. Name/ Office/ Business year:**

- 2.1 The club carries the name “Vox coelestis”. It is to be entered in the register of associations and afterwards holds the addition “e.V.”.
- 2.2 The registered office of the club is Weimar; it has been founded in Weimar on August, 9<sup>th</sup>, 2004.
- 2.3 The club is neutral towards all political, racial and confessional topics.
- 2.4 The business year of the club is the legal year.
- 2.5 The club follows exclusively and directly non-commercial aims in the sense of the paragraph about “Tax deductible purposes” of the Fiscal Code.

### **3. Aims/ Structure:**

- 3.1 Aims, purposes and content of this club predominantly are investigation, support, promotion and exertion of late romantic music, especially for organ and reed organ, including the entire musical work of Professor Wolf-G. Leidel (Weimar); this purpose of the constitution of the club which may consist of three sections (1.: “Immobiles” – 2.: “Musik” – 3.: “Publikum”) that may again be subdivided into departments, such as “music for organ” in the section of “music”, which hereafter may consist of working groups, such as “late romanticism for organ” in the department of “music for organ” in the section “music”, is particularly realised by
  - upkeep and cultivation of the chapel belonging to the cemetery of Weimar-Ehringsdorf and which is a listed building under monumental protection
  - maintenance, investigation, documentation, cataloguing and conservation of organs and reed organs of the late romantic period
  - organisation of concerts, lectures, recitations and competitions of legitimate content and educational nature
  - protection, publication, maintenance and filing of compositions and documents, including the administration of estates of Wolf-G. Leidel
  - promotion and maintenance of young people studying composition in terms of the purpose of this club
- 3.2 The club operates in an unselfish manner; in the first instance it does not follow self-profitable purposes.

3.3 Funds of this club may only be used for statutory purposes. Members do not obtain any attributions from club funds: no person may be aided and abetted either by expenditures unknown to the purpose of the corporate body or by disproportional commission.

#### **4. Membership:**

4.1 Every native and legal person may become a dues-paying member. The annual general meeting finally decides about the application for admission.

4.2 Honorary members have to be confirmed by the annual general meeting and are exempted from contributions.

4.3 The membership ends

- with the death of the member
- by voluntary withdrawal
- by cancellation from the register of members
- by exclusion from the club

Voluntary withdrawal happens in written form before a board member; it can only be accepted by the end of a business year with a term of notice of three months.

A member may be cancelled from the register of members by board decision if he is in arrears of the contribution despite two dunning letters; the cancellation has to be communicated to the member in written form.

A member may be excluded from the club if he has grossly offended against the interests of the club, here a board decision is also essential for the exclusion. Before the decree the member may be heard to justify himself. A possible item of written comment of the affected person has to be read out during this general meeting.

4.4 All members have to pay membership fees. The amount of the annual membership fees and its maturity date are fixed by the annual general meeting.

#### **5. Agencies:**

Agencies of the club are the board members and the annual general meeting or an equal special session.

5.1 The executive board

--5.1.1 Composition: It consists of nine people (following § 26, “BGB-Bürgerliches Gesetzbuch”): chairman, assistant chairman, secretary/ minute taker, financial manager, legal advisor of the club, representative of the section “Immobilien” (Kustos), representative of the section “Musik”, representative of the section “Publikum” and a public and media agent. The executive board may decide to elect a nonvoting advisory board.

--5.1.2 The club is juristically and extrajudicially each represented with two members of the board conjointly, preferably in accordance with the chairman or the assistant chairman. Double office holding in one person is only licit in case of need.

--5.1.3 The board is elected by the general meeting for two years, counting from the day of election. It may hold office until the re-election of the executive board. If a member of the board retires during the term of office, the executive board has to elect a substitute member (from all registered members) for the remaining term of office of

the retired person. Wolf-G. Leidel is chairman for his lifetime. Only the executive board may decide in extreme emergency about his elimination by the plenary meeting of all members with a 5/6 majority of votes from this office.

--5.1.4 The executive board generally comes to his decisions during board meetings that are called either by the chairman or the assistant chairman; in any case, the convocation has to happen at least seven days in advance. The notification of an agenda is not essential. The executive board may only make decisions if at least two members of the board, among them the chairman or the assistant chairman are present. The majority of all counting votes determines the decision. At a parity of votes the vote of the head of the board meeting decides. The chairman is in charge of the board meeting, the assistant chairman takes over this task in absence of the chairman. The decisions of the executive board have to be recorded in writing for means of proof, and have to be signed by the person in charge of the meeting. A decision of the executive board may either be taken in written form or telephonically if all members of the board agree with the arrangement to be made. The minutes are taken either by the secretary, if he is absent the person in charge decides about it.

## 5.2 The general meeting(s)

--5.2.1 Every present member, honorary members included, has one vote in the general meeting. The general meeting is responsible in particular for the following concerns:

- acceptance of the annual report of the executive board
- exoneration of the executive board
- regulation of the amount and maturity date of annual membership fees
- election and dismissal of board members
- possible decisions about changes in the constitution and liquidation of the club
- possible nomination of honorary members

--5.2.2 The annual general meeting has to be held at least once a year, if possible during the last quarter of the year. It is to be called by the executive board two weeks in advance in written form, including an agenda. The respite starts with the working day following the day of the invitation posting. The letter of invitation is to be reckoned to be received by the member if it is sent to the latest address the member has confirmed in written form to the club. The agenda has to be assigned by the executive board.

--5.2.3 The general meeting is in charge of the chairman, at his hindrance of the assistant chairman, at his hindrance of another member of the executive board. If there is no member of the executive board present, the general meeting appoints a leader. The minutes are taken by the secretary. If he is absent, the leader of the meeting appoints a recording clerk.

The character of the acclamation is determined by the leader of the meeting. The acclamation has to be accomplished in written form if one third of the voting members apply for it. The general meeting is a closed one, however, the leader of the meeting may invite guests. The general meeting decides upon the presence of press, radio and television.

Every properly called general meeting is a quorum, unattached by the number of the appeared. At large, the general meeting decides upon all matters with simple majority of all counting votes, abstentions from voting remain out of consideration. To change the constitution, including the purpose of this club, a majority of three quarters of all counting votes is necessary. If no contestant has gained the absolute majority of all counting votes during the first ballot, a second ballot has to take place between the two contestants with the highest number of votes. Minutes about all decisions of the

general meeting have to be kept. In the end it has to be signed by the leader of the meeting, as well as the secretary. It has to include the following determinations:

- place of the meeting
- time of the meeting
- chairman of the meeting
- secretary
- number of present members
- agenda
- single votes
- character of voting

If the constitution is to be changed, the appropriate regulation has to be mentioned.

--5.2.4 Supplementary requests and proposals for the agenda: Every member may apply for further concerns to be added to the agenda at least a week before the meeting in written form to the executive board. The leader of the meeting has to amend the agenda at the beginning of a meeting. Requests for the complement of the agenda that are only made during the general meeting, all members of the general meeting may decide upon. A majority of three quarters of all counting votes is necessary for the acceptance of a request or proposal. Changes in the constitution, the liquidation of the club, election and dismissal of members of the executing board may only be decided upon if these applications were made before with the agenda to all members.

--5.2.5 The executive board may at any time summon an extraordinary general meeting; it has to be called either if the interests of the club demand it, or if the convocation is required by the tenth part of all members in written form, stating purpose and reasons by the executive board. For all extraordinary meetings “5.2.1”/ “5.2.2”/ “5.2.3” and “5.2.4” apply accordingly.

## **6. Liquidation of the club**

- 6.1 The liquidation of this club may only be decided upon during a general meeting with 4/5 majority of votes. Provided that the general meeting does not decide differently, the chairman and assistant chairman are conjointly authorised to represent the liquidation. As aforesaid constitution states, they also count for the case in which the club may be liquidated for another reason or if it loses its legal capacity.
- 6.2 In case of liquidation of this club or in case of the omission of tax-deductible purposes the assets of the club go to the “Thüringisches Landesmusikarchiv”, Hochschule für Musik “Franz Liszt”, Hochschulzentrum am Horn , Carl-Alexander-Platz 1, D-99425 Weimar. It has to use it directly and exclusively for purposes in the sense of this constitution.

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 The protrusive constitution has been adopted during the foundation meeting in Weimar, W.-Hauff-Straße 4, private residence of Wolf-G. Leidel, and restaurant “Ilmtalschlösschen”, Taubacher Straße 25, on the 9th of August, 2004, between 19.00hrs. and 22.30hrs.

Weimar, 9<sup>th</sup> of August, 2004

Founder members:

Wolf-G. Leidel  
Sabine Leidel  
Ursula Naß  
Manfred Richter  
Kornelia Lukoschek  
Rolf Lukoschek  
Uta Schäfer  
Thomas Schäfer  
Rüdiger Tietz  
Ralph Schmidtsdorf

Address of the club:

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(Prof. Wolf-G. Leidel)  
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Address of all founder members:

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