



ARTICLES OF ASSOCIATION

**GOETHE
INSTITUT**

Sprache. Kultur. Deutschland.

ARTICLES OF ASSOCIATION

of 21 September 2000
as amended on 3 July 2018

ARTICLE 1 NAME, HEADQUARTERS, ACCOUNTING YEAR, LEGAL NATURE

- (1) The name of the Association is "Goethe-Institut e. V."
- (2) Its headquarters are in Munich, Germany.
- (3) The accounting year corresponds to the calendar year.
- (4) The Association is registered in the Register of Associations.

ARTICLE 2 OBJECTIVE OF THE ASSOCIATION; NON-PROFIT MAKING CHARACTER

- (1) The objective of the Association is to further knowledge of the German language outside Germany, foster international cultural cooperation and convey a comprehensive picture of Germany by providing information on cultural, social and political life in Germany. The Association pursues exclusively and directly non-profit making objectives as defined in the section "Tax-favoured objectives" of the German Fiscal Code. It promotes science and research, education and schooling, art and culture as well as understanding between peoples in Germany, Europe and the world. The objective of the Articles of Association is realised in particular through the performance of the tasks arising from the Basic Agreement between the Federal Republic of Germany and the Goethe-Institut e. V. as amended. The Goethe-Institut e. V. maintains cultural institutes outside Germany and in Germany. Its headquarters are in Munich. The headquarters have a representation in Berlin and branch offices in Germany.
- (2) The Association acts on a selfless basis. The activity of the Association is not primarily concerned with profitable objectives. The funds of the Association may only be used for objectives in accordance with the Articles of Association. In their capacity as members, members do not receive any support payments out of the funds of the Association.
- (3) No persons may be granted preferential treatment as a result of payments which are alien to the objectives of the Association or through disproportionately high remuneration.

ARTICLE 3 MEMBERSHIP

- (1) The Association consists of
 - ordinary members,
 - extraordinary members and
 - members by virtue of office.
- (2) The total number of ordinary members is limited to 30.
- (3) Ordinary members are
 - the Federal Republic of Germany,
 - personages from different branches of the cultural, scientific and social life of the Federal Republic of Germany, who are elected by the General Meeting on the recommendation of the Board of Trustees and on account of recommendations made by members at the General Meeting.

- (4) Extraordinary members are
 - one member of parliament from each party in the German parliament (Bundestag) who is nominated by his/her party for the duration of a parliamentary term,
 - two representatives from Land governments, each of whom is nominated for four years by the Permanent Conference of the ministers of education and the arts of the Länder of the Federal Republic of Germany.
- (5) Members by virtue of office are the President and members of the Board of Trustees named in Article 7 Section 3 Subsection 2 regardless of any ordinary membership they may have, as well as members of the Board of Trustees named in Article 7 Section 3 Subsection 4 for the duration of their period of office.
- (6) Extraordinary membership and membership by virtue of office are equal to ordinary membership, unless stipulated otherwise by the Articles of Association.
- (7) Ordinary membership begins – except for the Federal Republic of Germany –
 1. on the 15 July of any given year, after the General Meeting has decided upon the admission of the member. Elections of new members normally take place only during the General Meeting in the first half of the year,
 2. at any other point in time, if this is stipulated by the General Meeting in the resolution on admission.
- (8) Ordinary membership expires as a result of resignation declared in writing or – except for the Federal Republic of Germany –
 1. after the elapse of five years,
 2. as a result of expulsion or
 3. as a result of death.
- (9) Extraordinary membership ends
 1. upon the expiry or loss of the mandate forming the basis for membership,
 2. as a result of any other lapse of the requirements for the international assignment,
 3. as a result of resignation declared in writing or
 4. as a result of death.

ARTICLE 4 THE EXPULSION OF A MEMBER

- (1) A member may be expelled by resolution of the General Meeting owing to injury to the reputation/interests of the Association or for any other important reason.
- (2) The member has the right to be heard before the resolution is passed.
- (3) The member must be informed in writing of the resolution concerning his/her expulsion.
- (4) It is permissible to appeal against the resolution to the General Meeting within a period of one month.
- (5) All offices held by the member in the Association expire upon his/her expulsion.
- (6) Sections 1 to 5 may not be applied to the employee representatives on the Board of Trustees. The right to extraordinary termination of employment remains unaffected.

ARTICLE 5 THE EXECUTIVE BODIES OF THE ASSOCIATION

- (1) The executive bodies of the Association are
 - the General Meeting,
 - the Board of Trustees,
 - the Executive Committee.
- (2) The members of the bodies are only liable to the association for damages that they inflict in the exercise of their office to the association or third parties for intentional or grossly negligent breaches of duty.

ARTICLE 6 THE GENERAL MEETING

- (1) The General Meeting has the following duties:
 1. Deliberation and recommendation with regard to conceptual issues relating to the work of the Goethe-Institut e. V.,
 2. Passing of resolutions concerning amendments to the Articles of Association as well as approval of the conclusion, amendment or termination of the Basic Agreement between the Federal Republic of Germany and the Goethe-Institut e. V.,
 3. Acceptance and deliberation of the annual report of the Board of Trustees,
 4. Acceptance of the annual accounts and the annual report of the Executive Committee,
 5. Adoption of resolutions concerning the formal approval of the actions of the Executive Committee,
 6. Acceptance of the reports of the advisory committees,
 7. Election and admission of members on recommendation of the Board of Trustees and on account of recommendations made by members at the General Meeting and expulsion of members,
 8. Election of members of the Board of Trustees,
 9. Management of membership contributions,
 10. Election of the auditor.
- (2) Two ordinary General Meetings take place every year. They are called by the President. Members must be invited in writing, stating the provisional agenda, at least six weeks before the date of the meeting. The duties set out under Section 1 Subsections 3-5 must be dealt with at the second ordinary General Meeting in the year.
- (3) Motions for the ordinary General Meeting must be submitted with a written justification at least four weeks before the General Meeting. This does not apply to motions for the amendment of existing motions. The final agenda is sent to the members by the President at the latest two weeks before the ordinary General Meeting.
- (4) The President may call an extraordinary General Meeting.
He/she is obliged to do so if at least 7 members request this in writing, stating the purpose and the reasons. In this case the members must be invited in writing, stating the agenda, at least six weeks before the date of the extraordinary meeting. Section 3 applies accordingly.
- (5) The General Meeting is chaired by the President.
- (6) Each member present at the meeting has one vote.
- (7) The General Meeting has a quorum if at least one third of the members are present. If there is no quorum, the President may immediately call a new General Meeting, to the calling of which the provisions of Section 4 apply. This General Meeting shall have a quorum irrespective of the number of members present. Section 9 and Article 10 remain unaffected.

- (8) Unless specified otherwise by the Articles of Association, all the resolutions of the General Meetings shall be adopted by a simple majority of the members present. The representative of the Federal Republic of Germany may raise an objection to the resolutions of the General Meeting falling within the scope of the contractual duties which are inconsistent with the guidelines, planning or coordination in the area of foreign cultural policy or public relations. Reasons must be given for the objection at the meeting at which the resolution is adopted. The resolution is regarded as annulled by the objection. If the representative of the Federal Republic of Germany cannot be reasonably expected to express an opinion immediately, he/she may raise a provisional objection. This causes the resolution to be suspended. A final statement must be submitted in writing to the President within a period of one month and, in case the objection is upheld, must be justified.
- (9) Amendments to the Articles of Association require a majority of three quarters of the members appearing.
- (10) The agenda may be supplemented during the General Meeting by motions on matters of urgency provided that two thirds of the members present agree thereto. This shall not apply to motions relating to amendments to the Articles of Association or the dissolution of the Association. Section 3 Sentence 2 remains unaffected.
- (11) Minutes shall be kept of the resolutions of the General Meeting which shall be signed by the chairperson and the minute- keeper. Divergent opinions shall be included in the minutes upon request.
- (12) A member cannot take part in the deliberation and voting if the subject concerns his/her personal affairs.

ARTICLE 7 THE BOARD OF TRUSTEES

- (1) The Board of Trustees has the following duties:
 1. Appointment of the Executive Committee, which requires the consent of the Foreign Office, and supervision of the activities of the Executive Committee; representation of the Association both in court and out of court vis-à-vis the Executive Committee.
 2. Adoption of resolutions concerning guidelines for the work of the Institute.
 3. Adoption of resolutions concerning the long-term conceptual planning for the Institute as a whole that has been prepared by the Executive Committee and the Board of Trustees and discussed at the General Meeting.
 4. Adoption of resolutions concerning the draft versions of business, financial and investment plans drawn up by the Executive Committee.
 5. Acceptance and examination of the annual accounts and recommendation with respect to the formal approval of the actions of the Executive Committee at the General Meeting. The annual accounts including the bookkeeping and the annual report, to the extent that the latter explains the bookkeeping, must be examined by a chartered accountant before they are submitted to the Board of Trustees.
 6. Examination of the annual report of the Executive Committee.
 7. Prior agreement to the decisions and measures of the Executive Committee of fundamental importance to the Association, in particular:
 - a) the opening and closing of Institutes,
 - b) the taking on of new duties and cessation or modifications to existing key duties of the Association,
 - c) the conclusion of collective agreements,
 - d) essential measures in the business organisation,
 - e) acquisition, sale and encumbrance of real estate and other real estate rights,
 - f) granting of rights of lien or other real rights to the movable property of the Association,
 - g) the raising and granting of loans, assumption of suretyships, waiver of accounts receivable and conclusion

of settlements. The respective maximum values for and/or types of legal transactions of this nature not subject to approval are stipulated in the rules of procedure of the Board of Trustees.

h) In its rules of procedure the Board of Trustees may reserve the right to decide on the filling of particularly important positions or on the conclusion, amendment and termination of contracts with the holders of such positions. For certain business transactions, the Board of Trustees may also grant its general approval to the Executive Committee in its rules of procedure. In urgent cases, such approval may be obtained using the written circular procedure.

8. The issuance of the rules of procedure of the Association.

9. Preparation of the General Meeting; proposals concerning the admission of new members.

(2) The representative of the Foreign Office may raise an objection to resolutions of the Board of Trustees in the area of contractual duties that are inconsistent with the guidelines, planning or coordination of foreign cultural policy and public relations. Article 6 Section 8 Sentences 3-7 apply accordingly.

(3) The Board of Trustees consists of:

1. the President,

2. six members who are elected by the General Meeting from among its members in a secret ballot for a term of four years. The election is regulated by election regulations.

3. one representative each from the Foreign Office and the Federal Ministry of Finance,

4. three members elected by the employees of the Goethe-Institut e. V. for a term of four years. Eligible for office are all the employees eligible to vote at the time of the election for the works councils who have been employed with the Association for at least half a year. Eligibility for office of employees employed outside Germany is limited to the region. This matter is dealt with in more detail in the election regulations for the election of the employee representatives to the Board of Trustees as amended. The provisions of the Works Council Constitutional Act concerning dismissal protection and relocation protection for members of works councils apply accordingly. If an employee loses eligibility, his/her mandate expires.

(4) All re-elections that become necessary are for the remaining term of the respective period in office.

(5) The Board of Trustees elects the President, who is not required to belong to the Association, in a secret ballot for a term of four years; from among the members elected in accordance with Section 3 Subsection 2 for the term of four years, the Board of Trustees elects the first and second Vice-President, who represent the President in that order. The election of the President and the Vice-Presidents requires the confirmation of the Federal Minister for Foreign Affairs. In the event of a new election the current President and/or Vice-Presidents remain in office until the next successor in office has been confirmed by the Federal Minister for Foreign Affairs. They may only exercise their right to vote if they are again elected as members of the Board of Trustees in accordance with Section 3 Subsection 2.

(6) Apart from the duties named elsewhere in the Articles of Association, the President has the following duties:

1. he/she represents the Association regardless of the legal power of representation of the Executive Committee,

2. he/she calls the meetings of the Board of Trustees and chairs them,

3. he/she represents the Board of Trustees between meetings,

4. in the event of decisions of the Executive Committee that cannot be postponed and require the approval of the Board of Trustees, he/she may grant approval instead of the Board of Trustees. In this case he/she must inform the Board of Trustees immediately.

5. In other urgent cases he/she may bring about decisions by the Board of Trustees using the written circular procedure. He/she determines that a resolution by the Board of Trustees has materialised if the majority of the members of the Board of Trustees have given their consent in writing,

6. he/she may participate in meetings of the Executive Committee as well as in meetings of committees and advisory committees.
- (7) The Board of Trustees adopts its resolutions by a majority of the votes cast by the members who are present and entitled to vote. In the event of a tie in the votes, the President has the casting vote. The Board of Trustees has a quorum if at least four elected members are present.
- (8) A member of the Board of Trustees shall not participate in deliberations and voting if the subject thereof concerns his/her personal affairs.
- (9) The members of the Executive Committee shall take part in meetings of the Board of Trustees in an advisory capacity. The President may also invite other persons to meetings of the Board of Trustees.
- (10) The meetings of the Board of Trustees should take place at least four times a year.
- (11) To prepare for its meetings, the Board of Trustees may form committees from among its members, at the meetings of which representatives of the Foreign Office and the Federal Ministry of Finance may take part. Furthermore, the Board of Trustees may set up a special committee from among its members, which is composed of the President, the Vice-Presidents, one representative each from the Foreign Office and the Federal Ministry of Finance as well as one employee representative, and may empower this committee on a case-by-case basis to make decisions instead of the Board of Trustees between the meetings of the Board of Trustees.
- (12) The Board of Trustees may appoint advisory committees to advise it and the Executive Committee, the composition, duties and working methods of which are set down in rules of procedure. Representatives of the Foreign Office may participate in the meetings of the advisory committees.
- (13) The Board of Trustees acts on a honorary basis, i.e. the members of the Board of Trustees receive no remuneration. Only the expenses they incur are reimbursed. Further details are set out in the rules of procedure of the Board of Trustees.

ARTICLE 8 THE EXECUTIVE COMMITTEE

- (1) The Executive Board conducts the business activities of the Association. The rules of procedure define the specific duties and powers of members of the Executive Board.
- (2) The Executive Committee consists of at least two and a maximum of three members. The Executive Committee is chaired by the spokesperson of the Executive Committee who has the title of "General Secretary". Members of the Executive Committee are appointed for a term of five years; repeated appointments for the same period of time in each case are possible. All the members of the Executive Committee are the Executive Committee within the meaning of Article 26 of the German Civil Code (BGB) and each and every one represents the Association in court and out of court.
- (3) If a member of the Executive Committee resigns prematurely from his office, the President shall appoint a temporary representative until the Board of Trustees appoints a successor. In this case the President shall immediately call a meeting of the Board of Trustees for the purposes of a new election.

- (4) Other persons may also be appointed to represent the Association through the rules of procedure in accordance with Article 30 of the German Civil Code.
- (5) In individual cases the Foreign Office may, as an exception, request the Executive Committee to act or not act in the area of its contractual duties for important political reasons. The Executive Committee must comply with such a request and report immediately thereon to the members of the Board of Trustees. The Foreign Office bears sole responsibility for requests of this kind.
- (6) The members of the Executive Committee are entitled to adequate remuneration. Further details are defined in the rules of procedure of the Board of Trustees.

ARTICLE 9 COMMITMENT OF ASSETS

- (1) Upon their resignation or upon the dissolution or annulment of the Association, members may not have returned to them more than any contributions in cash that they gave or more than the joint value of contributions in kind made. The contributions in cash or the contributions in kind made include assets (including real estate) which the Association acquired using funds made available by the Federal Republic of Germany as a grant in accordance with Sections 23 and 44 of the German Federal Budgetary Regulations (BHO) as well as Sections 49 and 49a of the German Administrative Procedure Act (VwVfG) but do not include membership contributions and donations.
- (2) Upon the dissolution or annulment of the Association or upon the lapse of its current purpose, the assets of the Association shall go to a public corporation or to another tax-favoured body for use for the promotion of science and research, education and schooling, art and culture as well as understanding between peoples.
- (3) Resolutions concerning the future use of the assets may be carried out only after obtaining the prior approval from the tax authorities.

ARTICLE 10 DISSOLUTION OF THE ASSOCIATION

- (1) The Association shall be dissolved through a resolution by the General Meeting. By way of derogation from Article 6 Section 2 of the Articles of Association, the Board of Trustees must send the invitation to a General Meeting which is to decide on the dissolution in writing two months before the meeting. The invitation is considered given if the Executive Committee affirms at the General Meeting that, upon the instigation of the President, it sent an invitation to the members by registered letter, announcing the agenda.
- (2) The General Meeting has a quorum if at least half the members are present. If the General Meeting does not have a quorum, a second meeting must be called within one month which must take place two months after the previous General Meeting at the latest.
- (3) The second General Meeting may adopt a resolution to dissolve the Association irrespective of the number of members present.
- (4) In any case, the dissolution resolution requires the approval of three quarters of the members present.

ARTICLE 11 TRANSITIONAL PROVISIONS

- (1) By derogation of Article 3 Section 2 those members who belonged to the Association at the time when the Articles of Association of the Goethe-Institut e. V. dated 15 June 1976 were adopted are not counted in the total number of ordinary members. By derogation of Article 3 Section 8 Subsection 1, their membership shall not end as a result of the lapse of time either.
- (2) After the merger of the registered association "Goethe-Institut" with the registered association "Inter Nationes", the following transitional provisions apply:
 1. By derogation of Article 3 Section 2, the following applies: The mandates of the members of the previously registered Associations "Goethe-Institut" and "Inter Nationes" current at the point in time when these Articles of Association came into effect continue to exist until the end of their respective period of validity. A re-election of these members is possible without this requiring any proposal by the Board of Trustees as defined in Article 7 Section 1 Subsection 9. Further details are defined in rules of procedure. The election of new ordinary members takes place again only once the number of members falls below 30.
 2. By derogation of Article 7 Section 3 and 4 the following applies: The term of office of the President and the six members of the Board of Trustees of the previously registered Association "Goethe-Institut" who are elected by the General Meeting, as well as the three members of the Board of Trustees elected by the employees of the previously registered Association "Goethe-Institut" ends on 31 December 2001. The chairperson of the General Meeting and the representative on the governing board of the previously registered Association "Inter Nationes" elected by the employees are members of the Board of Trustees of the Goethe-Institut e. V. until the end of their respective term of office. This Board of Trustees has a quorum if five of the members of the Board of Trustees elected are present in accordance with Article 7, Section 3 Subsections 1 and 2.
 3. By derogation of Article 8 Section 2 the following applies: The Executive Committee may consist of up to four members for a term of five years from the point in time when these Articles of Association enter into effect. In this case, in the event of a tie in the votes on the resolutions of the Executive Committee the General Secretary shall have the casting vote.

ARTICLE 12 FINAL PROVISION

The Basic Agreement between the Federal Republic of Germany and the Association as amended shall not be affected by these Articles of Association.

2016 Goethe-Institut e. V.

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