

The European Guitar Builders, e.V.

By-Laws

(This is a translation of the by-laws of the association provided as a courtesy to all members. Applicable is only the German version under German law.)

§ 1: Name, Location

The association is registered under the name of ”.....The European Guitar Builders.....“.

The association’s main location is inBerlin..... . Business year is the calendar year.

The association is not-for-profit oriented and does not pursue self-oriented economic goals.
The activities of the association are not geared towards a business (commercial) operation.

The association will be registered with the district court of Charlottenburg and will then have the addition “e.V. “ after its name.

§ 2: Mission and goals

The European Guitar Builders is an alliance formed by professional independent European luthiers.

The members of the association support each other by sharing knowledge, resources, and experience in order to preserve and innovate the historically grown art and craft of European guitar building. Through collaboration with musicians, guitar builders support them in the practice and expression of their art. Hereby the members of the association make a vital contribution to fostering the European musical culture.

The association aims to further sustainable development, ecologic awareness and economic growth in a for the members of the association ethically responsible way.

The association strives with its activities to raise awareness and educate customers about the values they support with their choices.

In addition, it is the association's aim to establish and nurture a collaboration with European learning institutions resp. schools for the building of musical instruments. Beyond that the association's goal is to become the connecting link between the respective national associations of guitar builders and foster the interchange and sharing of the diverse know-how and traditional European craftsmanship.

1. The association's mission shall be achieved especially by/through:
 - 1.1. the organization of events
 - 1.2. the establishment of a media and Internet presence
 - 1.3. supporting projects which support the mission
 - 1.4. establishment of a growing network in order to further and support the mission

§ 3: Acquisition of Means

The means required to realize the mission will be acquired through:

- membership fees
- donations
- the application for grants
- the organization of events

The General Assembly can determine a minimum membership fee.

§ 4: Use of Means acquired

1. All means acquired by the association are appropriated for the purpose of the mission as described in §2.
2. Members do not receive shares of revenue. Upon leaving the association they receive neither compensation nor are membership fees reimbursed.

3. There can be no benefit for individuals claiming expenses not related to the association's mission or through granting of disproportionate high benefits.

§ 5: Membership

1. Natural or legal persons, who fit the criteria of the requirements for full, support, or honorary membership and want to support the mission of the association, can become members.

- 1.1. **Full Membership:** Full membership is available to natural persons only, who have to meet the following requirements:

Professional luthier, who is proprietor or partner in his/her company (self-employed and independent)

The luthier / company is located in Europe

Recommendation by another full member

Business philosophy is compatible with the association's philosophy and mission.

The application will be reviewed by the executive board and has to be confirmed with simple majority. Full members participate in the general assembly and have the right to vote; they can be voted to the executive board; and they pay the annual membership fee determined by the general assembly.

Under special circumstances the board can decide to award full membership to applicants who do not fulfill all the requirements. In such cases this application has to be approved by the board with simple majority

1.2. **Support Membership:** can be obtained by persons and organizations who want to support the association, its mission, and philosophy. Support members can participate in the general assembly, but do not have the right to vote; they pay the annual membership fee determined by the general assembly.

Under special circumstances the board can award an support member the right to vote in the general assembly by confirming the application with simple majority.

1.3. **Honorary Membership:** Will be awarded upon application by a member of the board and has to be confirmed unanimously. Honorary Members are exempt from paying membership fee and do not have voting rights in the general assembly.

2. An application for membership can be denied without stating a reason. The decision by the board is final.
3. Membership can be revoked by board decision if membership criteria are no longer fulfilled.
4. All members commit to support and further the mission and goals of the association actively within their abilities, to comply with the by-laws and the decisions of the association and its executive committees, and to pay the membership fees in a timely manner.
5. Termination of Membership: Membership can be cancelled at any time in writing. The membership also terminates through death of the member, withdrawal, or expulsion. The expulsion of a member is decided by the board with simple majority and is permissible if a member has not paid its dues for 2 years, or who is continuously and intentionally contravening the association's mission.
6. For liabilities incurred in the association's name only the association's funds can be held responsible. There is no individual liability for the association's members.

§ 6: Leadership – Executive Board

1. The Executive Board is charged with the leadership of the association. As such the board decides upon all matters not attributed in the by-laws to other organs of the association.
2. Each board member alone can represent the association in the name of the board – judicial as well as extra-judicial.
3. The board consists of a minimum of 6 elected full members of the association.
4. Tenure of the board is 3 years. Board members remain until new elections can happen. Unlimited re-election is permissible.
5. The board elects out of its 6 members for the duration of 3 years the president, the treasurer, the secretary as well as their substitutes.
6. The board is quorate if 4 members are present, if one of the members present is the according to no. 5 elected president or treasurer. Resolutions are passed with simple majority. Resolutions can be made by way of circulation. In the situation of a voting tie the vote of the president is decisive. This does not apply to resolutions referring to § 9 of these bylaws; a quorum is only present if all members of the board participate in the decision-making.
7. All board members volunteer. Substantiated expenses will be reimbursed.
8. The board has to present the annual financial statement to the General Assembly. If a general assembly is not held the annual financial statement has to be published to the full members by way of circulation (email). The controllers elected according §7 will audit the board in regards to financial transactions and present their report to the General Assembly.
9. The board decides on membership admission and termination.
10. Additional board members can be co-opted by the current board, but not more than 1/3 of the current number of elected board members. Their tenure needs to be confirmed by the next general assembly and lasts until the next regular board elections take place.

§ 7: Controller

Cash management and accounting of the association is audited annually by one member, who is elected by the General Assembly for this purpose for the duration of three business years. Unlimited re-election is permissible.

§ 8: General Assembly

1. The General Assembly is the assembly of all members as prescribed by the law. The board president convenes the regular General Assembly at least every 3 years. Additionally, an extraordinary General Assembly has to be summoned within 4 weeks upon decision of the board or upon the request of at least 1/3 of the members.
2. The invitation to the General Assembly happens in writing including the agenda. Between the day of invitation and the day of the assembly shall be at least 10 days. The president leads the assembly.
3. The General Assembly especially has the following duties:
 - 3.1. the election or recall of the board members and the controllers,
 - 3.2. the approval of the annual financial statement presented by the board as well as the report by the controllers,
 - 3.3. the relief of board members when their term has expired,
 - 3.4. the determination of the (minimum) membership fees,
 - 3.5. discussion of and voting on agenda items,
 - 3.6. decisions regarding changes of the by-laws.
4. Elections and decisions in the General Assembly are usually determined with a simple majority vote of rendered valid votes by members present, except decisions concerning § 9, No. 1 and 2. Decisions can also be made by circulation in writing.

5. Discussions and decisions will be noted in the meeting minutes, which are signed by the leader of the assembly and the secretary (the one writing the minutes).
6. Appeals by members to the general assembly have to be submitted to the board in writing (by email confirmation of receipt is required) at least 3 weeks before the date of assembly.

§ 9: Changes of Bylaws and Dissolution

1. Changes to the bylaws have to be decided upon by the board with a 2/3-majority vote and require a minimum of 3/4ths of the votes of the members present at the General Assembly.
2. A dissolution of the association has to be decided upon by the board with a 2/3-majority vote and requires confirmation by the General Assembly with a 4/5 majority of the votes of members present.
3. Should a dissolution of the association be decided upon or if the association loses non-profit status any funds remaining after fulfilling outstanding obligations shall be donated to 'Playing for Change', a non-profit organization who will use the proceeds exclusively for such purposes.

§ 10: Applicable Law, Date of Commencement

The only law applicable is the German law.

These bylaws take effect on November 30th, 2013.