



# **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**

1. The association is registered under the name of "The European Guitar Builders".
2. The association's main location is in Berlin.
3. Business year is the calendar year.
4. The association is not-for-profit oriented and the activities of the association are not geared towards a business (commercial) operation.

## **§ 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 and heritage.

The association aims to further sustainable development, ecologic awareness and economic growth in a, for the members of the association' ethically responsible way. To this end the association participates in programs, initiatives or similar efforts dealing with these topics (for example CITES regulations etc.).

Furthermore, the association also provides education, information on, and support with current legislation, bureaucratic procedures and other business related concerns to its members.

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:

1. membership fees
2. donations
3. the application for grants
4. the organization of events
5. sponsoring

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 and are exclusively used for these statutory purposes.
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, which is a legally established business under the regulations of the respective home country)
- The business is at least in its 4th year of officially doing business
- The luthier / company is located in Europe
- Endorsement 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. Support memberships need to be approved by the board with simple majority.

The **Executive** Board may grant a Support Member the right to vote in a special case in the General Assembly by a simple majority vote. The following criteria are decisive for granting the Support Member voting rights:

- a) The Support Member is directly or indirectly involved or affected by a resolution of the general meeting.
- b) The Support Member can contribute substantially to the achievement of a cause that the association has set as its goal.

**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 the membership fee and do not have voting rights in the general assembly unless they also have full member status or prior voting rights.

## 2. General Membership regulations

2.1. An application for membership can be denied by the board without stating a reason. The decision by the board is final.

2.2. Membership can be revoked or changed by board decision if membership criteria are no longer fulfilled. More details are explained in §5.3.

2.3. 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.

## 3. Termination of Membership:

3.1. The membership ends a) with the death of the member, b) by voluntary withdrawal or c) by expulsion from the association.

3.2. A member can submit their voluntary termination of membership with a written declaration to the Board by email (a confirmation of receipt is required) with the

end of a calendar year. The withdrawal must be received by December 15. A refund of membership fees for the current calendar year is not possible.

- 3.3. Should an existing full member not or no longer fulfil the requirements for that status a change can be offered to support member status by the board with a simple majority vote. However, the board can decide in special cases whether a full membership will continue to be granted.
- 3.4. The expulsion of a member is decided by the board with simple majority and is permissible if:
  - 3.4.1. A member has not paid its dues for the current calendar year by March 1st of the current calendar year and after having received a reminder of payment.
  - 3.4.2. A member is continuously and intentionally contravening the association's mission. Before the expulsion becomes final the member is being offered the opportunity for a justification.
4. Procedure for withdrawing, revoking or changing a membership:
  - 4.1. The board must inform the member concerned with a written statement (by email) of why they intend to withdraw membership or change the membership status.
  - 4.2. The member then has 14 days to appeal against the reasons and to explain the circumstances (by email with confirmation of receipt).
  - 4.3. After receipt of the objection of the member the Board must decide within one month whether the given reasons of the member can avert an exclusion from the association or a change of status. The member cannot object to this decision.
  - 4.4. In the event of non-payment of the membership fee, the member has the option within 14 days after receipt of the notification concerning the revoking of the membership to pay the outstanding membership fee in order to avoid the exclusion/revoking of the membership from the association.
5. 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 of the association consists of:

- 1.1. the president and the vice president
- 1.2. the treasurer and the vice treasurer
- 1.3. the secretary and the vice secretary
2. 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.
3. Each board member alone can represent the association in the name of the board – judicial as well as extra-judicial.
4. The merging of several board positions in one person is inadmissible.
5. The board consists of a minimum of 6 elected full members of the association.
6. Tenure of the board is 3 years. Board members remain until new elections can happen. Unlimited re-election is permissible.
7. 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.
8. The board is quorate if 4 members are present, and 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 (electronically or by mail). In the case 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.
9. All board members volunteer. Substantiated expenses will be reimbursed.
10. 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 to §7 will audit the board in regards to financial transactions and present their report to the General Assembly.
11. The board decides on membership admission, changes and termination.
12. Election procedures for the Executive Board by the General Assembly:
  - 12.1. A full member, who is not a candidate, serves as election manager.
  - 12.2. Any full member of the association can run for election to the Board.
  - 12.3. The election manager presents the candidates to the General Assembly.

12.4.A minimum of six board members is elected according to § 7. Each full member can cast one vote for each candidate.

12.5.The counting of votes is done publicly by the election manager. He/she announces the election results to the general assembly and they are recorded in the minutes.

12.6.Candidates who receive more than 50% of the votes cast are considered to be elected. If after two voting rounds none or not all six board members are elected by a simple majority of the votes cast, then those candidates with the most votes in the third round will be considered elected to the board.

12.7.The newly elected members of the Executive Board shall hold the constituent meeting for the election of the different board positions as soon as possible.

12.8.A record of the election of the Board is to be made. The minutes must be signed by the election manager.

12.9.The electoral documents, except the minutes, will be destroyed at the earliest after 50 days.

13. The board can co-opt new members to serve on the board (but only up to a maximum of 1/3 of the current number of voted-in members). Co-opted board members have to be confirmed in the next general assembly and their tenure ends with the next regular board elections.

## **§ 7: Controller**

Cash management and accounting of the association is audited annually by a controller, 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 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 30 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 controller,
  - 3.2. the approval of the annual financial statement presented by the board as well as the report by the controller,
  - 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. Each duly convened General Assembly is quorate regardless of the number of appearances. Only full members present can cast a vote (no transfer of votes). Under certain circumstances a request can be made to transfer the right to vote to a proxy. This has to be approved on a case-by-case basis by the board with simple majority.
5. 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 (electronically or by mail).
6. Abstentions are not to be considered.
7. Resolutions are usually passed by hand sign, but may also be passed by written circulation if a majority of the voting members present at the vote so request.
8. Decisions can also be made by circulation in writing (electronically or by mail).
9. 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).
10. 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 5 weeks before the date of the assembly.
11. Each member may apply in writing to the Board of Directors no later than one week before the day of the General Assembly that further matters be put on the agenda retroactively. The chairman of the meeting has to supplement the agenda at the

beginning of the meeting. The general assembly decides if these requests for supplementing the agenda are accepted. A majority of three quarters of the valid votes cast is required to approve the addition.

12. The General Assembly is closed to the public. The chairman of the meeting may allow guests.

## **§ 9: Changes of Bylaws and Dissolution**

1. Changes to the bylaws and the dissolution of the association can only be decided if these applications have been announced to the members with the agenda.
2. Changes to the bylaws have to be decided upon by the board with a 2/3-majority vote and require a minimum of 3/4<sup>ths</sup> of the votes of the members present at the General Assembly.
3. 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. Unless the General Assembly decides otherwise, the President and Vice President are jointly authorized liquidators.
4. Should a dissolution of the association be decided upon any funds remaining after fulfilling outstanding obligations shall be donated to a non-profit organization, who will be selected by the Board, and who will use the proceeds exclusively for purposes appropriately in relation to the association's mission and philosophy.

## **§ 10: Applicable Law, Date of Commencement**

The only law applicable is the German law.

These bylaws take effect on May 3, 2018.