



ARTICLES OF ASSOCIATION

**GOETHE
INSTITUT**

Sprache. Kultur. Deutschland.

ARTICLES OF ASSOCIATION

of 23 November 2021

as amended on 05 July 2022

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 , 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 foreign-related 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. The purpose of the association referred to in this paragraph shall also be achieved by the corporation in its capacity as a sponsoring body within the meaning of Paragraph 58(1) of the Tax Code, in particular by raising funds and by promoting other bodies and bodies governed by public law in the spirit of the abovementioned tax-advantaged purposes
- (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 or personages from abroad who have close ties with cultural, academic and social life in the Federal Republic of Germany and with the German language. They 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 2 Subsection 2 regardless of any ordinary membership they may have, as well as members of the Board of Trustees named in Article 7 Section 2 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; a one-time re-election – again for a period of five years – is possible; in substantiated exceptional cases, the General Meeting can re-elect a member once who has already been re-elected at the proposal of the Board of Trustees.as a result of expulsion or
 2. as a result of death.
- (9) Extraordinary membership commences on the day following the day when the written appointment of the respective member is received by Goethe-Institut e.V.; it 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.
- (3) In the course of the due fulfilment of their tasks, the executive bodies of the Association ensure good compliance governance. Their actions are guided in particular by the standards and recommendations of the Public Corporate Governance Code of the federal government.

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 and advising on the annual report (in the form of the yearbook) of the Executive Committee,
 5. Adoption of resolutions concerning the approval of the annual financial statements of Goethe-Institut e.V. including the management report and concerning the approval of the individual financial statements, including the management report for the accounting areas Public Funds and Own Funds,
 6. Adoption of resolutions concerning the formal approval of the actions of the Executive Committee,
 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/auditing company.
- (2) At least one ordinary General Meeting takes place every year. It is called by the President. Members must be invited in writing (by post or by e-mail), 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) Without attending at the meeting venue, the members can participate in the General Meeting in electronic form and exercise their member rights by means of electronic communication. Whether the General Meeting and the exercising of member rights is done on site at the venue or by means of electronic communication or in a hybrid (partially electronic / partially on-site) meeting is decided by the President after consideration of the circumstances in each case. The Ordinary General Meeting pursuant to Section 6 (2) should take place as a meeting on site. The General Meeting is to be held as a meeting on site if the law stipulates it be held on site or if at least 20% of the members request this in writing, giving reasons. The application is to be submitted at the latest four weeks before the General Meeting.
- (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 minutekeeper. 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

Duties

- (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 have been prepared by the Executive Committee and discussed in the Board of Trustees and 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 for the whole year including management report and the individual annual accounts, including the respective management report for the accounting areas Public Funds and Own Funds with the audit reports of the auditor and recommendation with respect to the formal approval of the actions of the Executive Committee at the General Meeting. The annual accounts including management report of Goethe-Institut e.V., which are to be drawn up by the Executive Committee must be examined by a chartered accountant / auditing company before they are submitted to the Board of Trustees. In addition to the annual accounts of Goethe-Institut e.V., the individual accounts to be drawn up in each case by the Board of Trustees, including the management report for the accounting areas Public Funds and Own Funds which constitute the overall accounts of Goethe-Institut e.V. will be audited by the Board of Trustees after auditing by a chartered accountant / auditing company.
 6. Acceptance and examination of the annual report (in the form of the yearbook) of the Executive Committee.
 7. Noting of and advising on the semi-annual reports of the Executive Committee.
 8. 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) principles 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.
 9. The issuance of the rules of procedure and election regulations of the Association.
 10. Preparation of the General Meeting; proposals concerning the admission of new members.

Composition

- (2) 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. A one-time re-election – again for a period of four years – is possible: at the proposal of the Board of Trustees, the General Meeting can permit the one-time re-election of a member who has already been re-elected. The election procedure is determined by election regulations pursuant to Section 7 Para. 1 No. 9. one representative each from the Foreign Office and the Federal Ministry of Finance,
 3. 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. 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.
- (3) All re-elections that become necessary are for the remaining term of the respective period in office.
- (4) The Board of Trustees works on a voluntary basis, i.e. the members of the Board of Trustees do not receive any payment; instead, they receive reimbursement of the costs that they incur. Further details are determined by the rules of procedure of the Board of Trustees.

President and Vice-Presidents

- (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. A one-off re-election is possible. From among the members elected in accordance with Section 3 Subsection 2 for the term of four years, the Board of Trustees elects in a secret ballot the first and second Vice-President, who represent the President in that order. One-time re-election is possible. The election of the President requires the confirmation of the Federal Minister for Foreign Affairs. In the event of a new election the current President remains 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 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 duties of the Vice-Presidents are determined by the rules of procedure of the Board of Trustees.
- (8) In deviation from Section 7 (4), the President and the Vice-Presidents receive a reimbursement of costs whose amount is to be indicated in the business plan.

Meetings

- (9) 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 members elected pursuant to Section 7 Paragraph 2 No. 2 of the Articles of Association are present.
- (10) The representative of the Foreign Office can object to discussions of the Executive Committee in the area of the contractual duties that conflict with the guidelines, the planning or coordination of the foreign cultural policy or public relations. Section 6 Paragraph 8, sentences 3-7 apply accordingly.
- (11) A member of the Board of Trustees shall not participate in deliberations and voting if the subject thereof concerns his/her personal affairs or matters or there is a conflict of interests for other reasons. Each member of the Board of Trustees is obligated to disclose it to the Board of Trustees immediately if the circumstances pursuant to sentence 1 exist.
- (12) 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.
- (13) The meetings of the Board of Trustees should take place at least three times a year.
- (14) Without attending at the meeting venue, the members of the Board of Trustees can participate in the meeting of the Board of Trustees in electronic form and exercise member rights by means of electronic communication. Whether the meeting of the Board of Trustees and the exercising of member rights are done in a meeting on site or by means of electronic communication or in a hybrid (partially electronic / partially on-site) meeting will be decided by the President. The meeting is to be conducted as an on-site meeting if the law prescribes the meeting to be held on site or if at least four of the members request this in writing or by e-mail giving grounds. The applications are to be submitted at the latest three weeks before the meeting of the Board of Trustees. This paragraph does not apply to the election of the President pursuant to paragraph 5.

Committees and advisory committees

- (15) To prepare for its meetings, the Board of Trustees may form temporary or permanent committees from among its members, at the meetings of which representatives of the Foreign Office and the Federal Ministry of Finance may take part. The Board of Trustees can also end committees that have been formed again.
- (16) 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.

ARTICLE 8 THE EXECUTIVE COMMITTEE

- (1) The Executive Committee conducts the business activities of the Association. The rules of procedure define the specific duties and powers of members of the Executive Committee.
- (2) The Executive Committee draws up the annual accounts, including the management report which is audited by a certified accountant / the auditing company. In addition to the annual accounts for the full year of Goethe-Institut e.V., the Executive Committee also has to draw up individual accounts, including the management report for the accounting areas Public Funds and Own Funds which constitute the annual accounts of Goethe-Institut e.V. for the full year and which also have to be audited by a certified accountant / auditing company. The annual accounts for the full year including the management report and the individual annual accounts, including the management report for the accounting areas Public Funds and Own Funds will be submitted to the Board of Trustees for auditing together with the audit reports of the auditor.
- (3) 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.
- (4) 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.
- (5) 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.
- (6) 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.
- (7) 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. The President shall receive an allowance for expenses, the amount of which shall be shown in the economic plan. The members of the Executive Committee are entitled to adequate remuneration.

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.

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.

2021 Goethe-Institut e. V.

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