



# Statutes of the Nassauischer Kunstverein Wiesbaden e. V.

Founded 16.7.1847  
Amtsgericht Wiesbaden VR 1463  
Statutes adopted 16.07.2022

## I. PURPOSE, NAME, SEAT

### **§ 1 – Purpose**

The purpose of the Association is to promote art, especially modern and contemporary art, and the appreciation of art by all sectors of the population. The goal is to be achieved through suitable activities such as art exhibitions, (residency) scholarships, mediation offers, publications, art trips as well as by offering annual gifts and editions.

### **§ 2 – Non-profit status**

- I. The Association shall exclusively and directly pursue non-profit purposes within the meaning of the provisions of the German Fiscal Code (Abgabenordnung). The Association shall act selflessly; it shall not primarily pursue its own economic purposes.
- II. The Association's funds may only be used for the purposes set out in the Articles of Association.
- III. The members do not receive any benefits from the association's funds. No person may be favored by expenditures, which are strange to the association purpose. The members have no right to participate in the assets of the association.

### **§ 3 – Name**

The name of the Association is Nassauischer Kunstverein Wiesbaden e. V.

### **§ 4 – Seat of the Association**

The seat of the Association is Wiesbaden. The Association is entered in the Register of Associations.

### **§ 5 – Accounting Year**

The accounting year is the calendar year.

## II. MEMBERSHIP

### **§ 6 – Members**

Members of the Association may be natural persons or legal entities. Membership is acquired through a written declaration of membership, which must be addressed to the Board of the Association. Furthermore, by unanimous decision of the Board, honorary membership may be granted to persons who have rendered outstanding services to the goals of the Association. Honorary members do not pay membership fees.

### **§ 7 – Obligation to pay dues**

Upon joining, each member is obligated to pay the membership fee.

### **§ 8 – Amount of contribution**

The amount of the annual membership fee shall be determined by the General Meeting. The contribution is due on January 1 of each year and is to be paid in advance. The Board is authorized to grant exceptions in special cases.

### **§ 9 – Admission to exhibitions**

Members are entitled to free admission to the exhibitions of the Nassauischer Kunstverein Wiesbaden as well as those of cooperation partners, insofar as corresponding agreements exist with these.

### **§10 – End of Membership**

- I. Membership ends through resignation, exclusion or death. Resignation must be declared in writing and can only take place at the end of September of each year.
- II. the exclusion of a member can take place by decision of
  1. the board of directors, if the member is in arrears with the payment of the membership fee for more than 12 months despite a reminder;
  2. the general meeting, if the member significantly harms or has harmed the interests of the association.
- III. the decision is to be communicated to the member in writing.
- IV. Upon termination of membership, the membership card must be returned. There is no right to repayment of dues.

### **III. ORGANS OF THE ASSOCIATION**

#### **§ 11 - Organs**

Organs of the Nassau Art Association are, in order of rank:

1. the General Assembly,
2. the Board of Directors.

#### **1. The General Assembly**

#### **§ 12 - The General Assembly**

- I. The General Assembly is the supreme body of the Nassau Art Association. It is to be convened as an ordinary or extraordinary general meeting.
- II. an ordinary general meeting takes place annually. It shall be convened by the chairperson with at least two weeks' notice, stating the agenda and the place of the meeting.
- III. extraordinary general assembly meetings must be convened by the chairperson with a notice period of two weeks, if this is requested in writing, stating the reasons:
  1. by the chairperson,
  2. by resolution of the majority of the members of the Executive Board,
  3. at the request of at least one third of the members of the Kunstverein.
- IV. if the chairman or chairwoman is prevented or for other reasons does not send out an invitation, the invitation shall be sent out by his or her deputy.

#### **§ 13 - Chairing of the meeting**

The chairperson opens and leads the general meeting. If he or she is unable to do so, the meeting shall be chaired by his or her deputy, a member of the Executive Board or a member elected from among the members of the General Assembly.

#### **§ 14 - Rights of the Members**

Each member of the Nassau Art Association may participate in the General Assembly and has the right to speak, to make motions and to vote.

#### **§ 15 - Tasks**

- I. The General Meeting is responsible for
  1. the election of the Board and the Chairperson,
  2. the election of the auditor as well as a deputy auditor
  3. the acceptance of the annual report to be submitted by the Executive Board each year,
  4. the approval of the accounts for the past fiscal year and the discharge of the Executive Board,
  5. the fixing of the membership fee,
  6. resolutions in accordance with § 10 of the Articles of Association
  7. amendments to the Articles of Association,
  8. the dissolution of the Association.
- II. the general meeting passes resolutions with a simple majority of the members present. Amendments to the Statutes and the dissolution of the Association require a three-quarters majority of the members present.

#### **§ 16 - Elections**

- I. Elections shall be by open ballot. If a member present at the general meeting requests a secret ballot, this must be complied with.

- II. Several candidates shall be elected in one ballot, with those receiving the most votes being elected.
- III. in the event of a tie, a run-off election shall be held.

#### **§ 17 - Minutes**

The secretary shall take minutes of the resolutions of the general meeting, which shall be signed by the secretary and the chairperson and submitted for approval at the next meeting of the executive committee.

#### 2. The board of directors

#### **§ 18 - Number of Members**

The Board shall consist of ten members, i.e. nine elected persons and the respective head of the Cultural Office of the City of Wiesbaden or a representative appointed by this person.

#### **§ 19 - Term of office**

- I. The members of the board are elected by the general meeting for three years.
- II. The chairperson is elected by the general meeting in a separate ballot from the board. The term of office is also three years, unless there is an opposing candidacy. In the latter case, a new election shall be held regardless of the term of office.
- III. if a member of the board resigns prematurely, a by-election for the remainder of the term of office shall be held at the next general meeting.

#### **§ 20 - Allocation of tasks of the executive committee**

- I. The Board shall appoint the following offices from among its members:
  - 1. the deputy chairperson or the deputy chairperson,
  - 2. the secretary,
  - 3. the treasurer.
- II. the Chairperson and the members of the Executive Board named under 1. to 3. shall form the Executive Board and shall represent each other in the aforementioned order.
- III. the members of the executive committee are executive committee in the sense of §§ 26 BGB. Two of them each represent the association judicially and extrajudicially.

#### **§ 21 - Remuneration**

The Association may pay members of the Executive Board and other elected officials lump-sum expense allowances and/or other remuneration for their activities. The Board shall decide on the amount of the lump-sum expense allowance and/or other remuneration, taking into appropriateness and proportionality.

#### **§ 22 - Executive Board Meetings**

- I. The Executive Board shall adopt resolutions by a simple majority of the members of the Executive Board. If only 5 board members are present at a board meeting, they may pass resolutions in derogation thereof, provided that these relate to agenda items listed in the invitation.
- II. the secretary shall draw up minutes of the board meeting, which shall be signed by the secretary and the chairperson and shall be kept. These minutes shall be submitted for approval at the next board meeting.

#### **§ 23 - Decisions**

The Executive Board shall have the exclusive right to decide on all matters concerning the Association, insofar as they are not reserved for the adoption of resolutions by the General Meeting. In exceptional cases, decisions may be made by circulation. This does not apply if at least two board members object to this type of decision-making.

#### **§ 24 - Office**

A member of the administrative office who is bound by instructions cannot at the same time be a member of the board.

#### **§ 25- Assets of the Association**

In the event of the dissolution or termination of the Association or in the event of the discontinuation of tax-privileged purposes, the assets of the Association shall fall to the City of Wiesbaden, which shall use them directly and exclusively for charitable purposes for the promotion of the fine arts.