

PENNYLESS PLAYERS KULTURVEREIN

(THE PENNYLESS PLAYERS)



**VEREINSSTATUTEN
(English)**

ARTICLES OF ASSOCIATION

§ 1 Name, registered office and field of activity

1. The name of the association is “Pennyles Players Kulturverein”. The official English name is “The Pennyles Players”.

2. The association has its registered office in Graz.

§ 2 Purpose

The association is a non-profit organisation and pursues exclusively and directly charitable purposes and purposes of benefit to the public within the meaning of §§ 34 ff Bundesabgabenordnung (BAO):

- Promotion of art and culture (especially English-language stage plays, improvisational theatre and performance art)
- Easily accessible promotion of cultural activities
- Mediation of culture in the English language
- Implementation of workshops and events in the fields of theatre, improvisational theatre, body and voice training
- Project development
- Networking of artists locally and internationally
- Supporting charitable purposes and purposes of benefit to the public in accordance with §§ 34 ff BAO, in particular through the use of unintended windfall profits.

§ 3 Activities and means for the realisation of the purpose of the association

1. The following non-material means are intended for the realisation of the association's purpose:

- Organising cultural events: Plays, improvisational theatre shows, (scenic) readings, introductions in the field of theatre education, sketches, dramatic contributions to various cultural events
- Public and internal workshops
- Planning and organisation of events
- Networking and cooperation
- Public relations work (website and social media)

The association is authorised to make use of vicarious agents bound by instructions and paid services of others and to pass on funds within the meaning of § 40a Z 1 BAO, provided that the purpose of the association can be better achieved in this way. The association may also act as a vicarious agent for others, provided that the purpose of the association can be better achieved.

2. The necessary material resources are raised through:

- Income from fundraising
- Income from crowdfunding
- Bequests, donations, collections and other contributions
- Subsidies and grants from the public sector
- Support from private individuals and companies
- Sponsoring

- Proceeds from events and the association's own undertakings
- Service fees for organisational, artistic and administrative work
- **Membership fees**
- Equity capital

§ 4 Types of membership

1. All members of the association are full members.
2. Members are all those who actively participate in the association and confirm the continuation of their membership annually by paying the membership fee.

§ 5 Acquisition of membership

1. All natural persons may become members of the association.
2. The governing body decides on the admission of members. Admission can be refused without giving reasons.
3. Until the association is established, the provisional admission of members shall be carried out by the founders of the association. This membership only becomes effective once the association has been established. Until the election of a governing body after the establishment of the association, the definitive admission of members is made by its founders.

§ 6 Termination of membership

1. Membership shall be terminated by death, voluntary resignation, expulsion by the governing body or non-payment of the membership fee.
2. Voluntary resignation can only take place at the end of the month. The governing body must be notified in writing at least one month in advance. If the notification is late, it shall not take effect until the next resignation date. The date of posting or email acts as the decisive factor for timeliness.
3. The exclusion of a member from the association can also be ordered by the governing body for gross violation of other membership obligations or for behaviour detrimental to the association.
4. The member concerned may appeal against an exclusion order to the association's internal arbitration tribunal in accordance with § 15. From the time of the exclusion order until the final internal decision on the appeal, the rights but not the obligations of the member are suspended.

§ 7 Rights and duties of members

1. Members are entitled to attend the general assembly and to participate in the work of the association and its bodies. All members have the right to vote and stand for election.

2. Members are also entitled to participate in projects of the association and to attend its closed events in accordance with the requirements and possibilities.

3. Members are obliged to promote the interests of the association to the best of their ability and to refrain from any action that could damage the reputation and purpose of the association. They must observe the articles of association and the resolutions of the association's bodies. Members are also obliged to pay the annual membership fee on time.

§ 8 Membership fee

1. The amount of the membership fee shall be decided at the annual general assembly by a simple majority of votes.

2. The membership fee is due annually after the annual general assembly. The governing body must send a written request for payment to the members within two weeks of the meeting. Members have a time limit of four weeks to make the payment from the date of issue of said request.

3. At the motion of a member, the governing body may, by a simple majority, exempt this member from the membership fee for one year.

§ 9 Bodies of the Association

Bodies of the association are

1. General assembly (see § 10 and § 11),
2. Governing body (see § 12 to § 14),
3. Auditors (see § 15) and
4. Arbitration tribunal (see § 16).

§ 10 General assembly

1. The ordinary general assembly shall take place every year.

2. An extraordinary general assembly can be convened by the governing body, the ordinary general assembly or at the written request of at least one tenth of the members or at the request of the auditors. An extraordinary general assembly must be convened within four weeks of the resolution or request by the aforementioned parties.

3. The invitation to the first constituent meeting after the formation of the association is issued by the founders.

4. All members must be invited to both ordinary and extraordinary general assemblies in writing by letter or email to the last given address at least two weeks before the date of the meeting. The

invitation to the general assembly must include the provisional agenda. The meeting shall be convened by the governing body.

5. Additions to the provisional agenda must be submitted in writing to the governing body at least 7 days before the date of the general assembly.

6. All members are entitled to participate and vote, with each member having one vote. The transfer of a vote to another member by means of a written notification to the governing body is permitted. A maximum of 2 additional votes may be transferred to one person.

7. The general assembly is quorate regardless of the number of voting members present.

8. Elections and resolutions at the general assembly are generally passed by a simple majority of the votes cast.

9. The general assembly shall be chaired by a person authorised by the governing body.

10. The general assembly may be held online/virtually as long as it is ensured that all members have adequate access to the online platform.

11. Votes must be held by secret ballot if at least one member with voting rights requests this. Votes on motions relating to persons (in particular elections) must always be held by secret ballot.

§ 11 Responsibilities of the general assembly

The following tasks are reserved for the general assembly:

1. Receiving and approving the report on activities and financial management,
2. Passing resolutions on the budget,
3. Electing, appointing and dismissing the members of the governing body and the auditors,
4. Authorisation of legal transactions between members of the governing body or auditors and the association,
5. Discharge of the governing body,
6. Passing resolutions on amendments to the articles of association and the voluntary dissolution of the association,
7. Resolution on the amount of the membership fee,
8. Discussing and passing resolutions on other matters on the agenda.

§ 12 Governing body

1. The governing body shall consist of at least two members, namely at least the chairperson and the treasurer.

2. The governing body is elected by the general assembly.

If an elected member resigns, the governing body has the right to co-opt another eligible member in their place, for which subsequent authorisation must be obtained at the next general assembly. If the governing body ceases to exist entirely or for an unforeseeably long period of time without co-optation, each auditor is obliged to immediately convene an extraordinary general assembly for the purpose of electing a new governing body. If the auditors are also unable to act or are not available, any member who recognises the emergency situation must immediately apply to the competent court for the appointment of a trustee, who must immediately convene an extraordinary general assembly.

3. The term of office of the governing body is one year. Re-election is possible.

4. The governing body may be convened by any member of the governing body.

5. The governing body is quorate if all its members have been invited and at least half of them are present. If the governing body consists of only two members, both must be present in order to constitute a quorum.

6. The governing body shall pass its resolutions by a simple majority of votes; in the event of a tie, the chairperson shall have the casting vote. If only two members of the governing body take part in the meeting of the governing body, it shall pass its resolutions unanimously.

7. The chairperson is elected by the respective governing body by a simple majority of votes.

8. Apart from death and expiry of the term of office, the function of a member of the governing body expires through dismissal (see § 12.9) and resignation (see § 12.10).

9. The general assembly may dismiss the entire governing body or individual members at any time. The dismissal shall take effect upon the appointment of the new governing body or the new member of the governing body.

10. Members of the governing body may resign in writing at any time. The declaration of resignation must be addressed to the governing body or, in the case of the resignation of the entire governing body, to the general assembly.

§ 13 Tasks of the governing body

The governing body is responsible for managing and conducting the day-to-day business of the association. It is responsible for all tasks that are not assigned to another body of the association by the articles of association. The following matters in particular fall within its remit:

1. Preparation of the annual budget and drafting of the report on activities and financial management in accordance with the Vereinsgesetz 2002,

2. Convening and preparing the ordinary and extraordinary general assemblies,

3. Management of the association's assets,

4. Admission and expulsion of members of the association,

5. Admission and cancellation of employees of the association.

6. The governing body may entrust a person with the management of day-to-day business; this person must be provided with the necessary powers of attorney by the persons named in § 12.1.

§ 14 External representation of the association

1. Each member of the governing body is authorised to represent the association externally (individual representation).

2. Legal transactions between members of the governing body and the association (internal transactions) also require the authorisation of a member of the governing body who is not involved in the transaction in order to be valid. If the transaction constitutes an internal transaction for all members of the governing body, the approval of the general assembly is required.

3. Legal authorisations to represent the association externally or to sign on its behalf may be granted by the persons named in § 12.1.

4. In the event of imminent danger, the governing body is authorised to independently take action under its own responsibility, even in matters that fall within the scope of the general assembly; however, these require subsequent approval by the general assembly.

§ 15 Audit

1. Two auditors are elected by the general assembly for a term of one year. Re-election is possible.

2. The auditors are responsible for the ongoing business control and the review of the financial statements for the correctness of the accounting and the use of funds in accordance with the articles of association. They must report to the general assembly on the results of the audit.

3. In all other respects, the regulations on the appointment, dismissal and resignation of members of the governing body apply analogously to the auditors (§ 12.3, 8, 9 and 10).

§ 16 Arbitration tribunal

1. The association's internal arbitration tribunal is appointed to settle all internal disputes.

2. The arbitration tribunal shall be composed of three impartial members of the association. It is formed in such a way that each party to the dispute nominates an impartial member as arbitrator in writing to the governing body within one week. The two nominated arbitrators shall elect a third member to chair of the arbitration tribunal within a further 14 days. In the event of a tie, the nominees shall be chosen by lot. If no suitable association members are available for the roles of the arbitrators and the chairperson of the arbitration tribunal, non-members can also be nominated and elected for these functions.

3. The arbitration tribunal shall reach its decision with a simple majority of votes in the presence of all its members. It decides to the best of its knowledge and in all conscience. Its decisions are final and binding within the association. The arbitration tribunal is not an arbitration tribunal pursuant to §§ 577 Zivilprozessordnung (ZPO).

§ 17 Voluntary dissolution of the association

1. The voluntary dissolution of the association may be decided by the general assembly with a two-thirds majority of the valid votes.

2. This general assembly must also – insofar as assets are available – decide on the liquidation. In particular, it must appoint a liquidator and pass a resolution to whom this person is to transfer the association's assets remaining after covering the liabilities.

3. The last governing body must notify the competent authority in writing of the voluntary dissolution within four weeks of the resolution being passed.

§ 18 Use of the association's assets in the event of members leaving, dissolution of the association or discontinuation of the privileged purpose due to its non-profit status

If the association is dissolved or if the previous beneficiary purpose of the association ceases to exist, the remaining assets of the association after covering the liabilities shall be used for charitable, benevolent or ecclesiastical purposes within the meaning of §§ 34 ff BAO. As far as possible and permitted, it should go to institutions that pursue the same or similar purposes as this association.