



Unofficial convenience translation

Articles of association of Goethe Institut e.V.

Of 21 September 2000

In the version of 03. July 2024

Article 1 Name, registered office, financial year, legal nature

- (1) The name of the organisation shall be “Goethe Institut e. V.”
- (2) The registered office is in Munich.
- (3) The financial year corresponds to the calendar year.
- (4) The association is entered in the Register of Associations.

Article 2 Purpose of the association, charitable cause

(1) The purpose of the association is to promote knowledge of the German language, to foster international cultural co-operation and to convey a comprehensive image of Germany by providing information about its cultural, social and political life; this purpose is also achieved through exchange on civil society topics and European integration as well as through cooperation on education. The association pursues exclusively and directly charitable purposes within the meaning of the section ‘tax-privileged purposes’ of the German Tax Code. It promotes science and research, education and upbringing, art and culture as well as international understanding in Germany, Europe and the world. The purpose of the statutes is realised in particular through the fulfilment of the foreign-country-related tasks resulting from the current version of the framework agreement between the Federal Republic of Germany and Goethe-Institut e. V., namely teaching German, cooperating with teaching administrations, institutions and German teachers, further training language teachers and Germanists, developing and improving teaching methods and language examinations, awarding scholarships for learning the German language, organising and arranging cultural events, participating in cultural cooperation and cultural exchange, implementing the Visitors Programme of the Federal Republic of Germany, providing print media, videos and electronic media, awarding donations in kind and supporting translation work. Goethe-Institut e. V. maintains cultural institutes abroad and in Germany. The head office is located in Munich. The head office has a representative office in Berlin and branch offices in Germany. The purpose of the association stated in this paragraph is also realised by the corporation in its capacity

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as a funding body within the meaning of Section 58 No. 1 of the German Tax Code, in particular through the procurement of funds and through the intellectual and financial support of other corporations and public corporations for the realisation of the aforementioned tax-privileged purposes.

(2) The association is a non-profit organisation. The association's activities are not primarily aimed at achieving its own economic purposes. The association's funds may only be used for the purposes set out in the articles of association. Members shall not receive any benefits from the association's funds in their capacity as members.

(3) No persons may benefit from expenditures that are alien to the purposes of the association, or by 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
- Persons from various branches of cultural, scientific and social life in the Federal Republic of Germany or persons from abroad who have a close connection to the cultural, scientific and social life of the Federal Republic of Germany and the German language. They are elected by the General Assembly on the recommendation of the Executive Committee and on the basis of proposals from the general meeting.

(4) Extraordinary members are

- one member of parliament from each of the parliamentary groups in the German Bundestag, appointed by his/her parliamentary group for the duration of a legislative term,

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- two representatives of the state governments appointed by the Standing Conference of the ministers of education and cultural affairs of the states of the Federal Republic of Germany for a period of four years.

(5) Members by virtue of office are the President and the members of the Executive Committee named in Section 7 (2) No. 2, irrespective of their ordinary membership, as well as the members of the Executive Committee named in Section 7 (2) No. 4 for the duration of their term of office.

(6) Extraordinary membership and membership by virtue of office are equivalent to ordinary membership, unless otherwise stipulated in the articles of association.

(7) Ordinary membership begins, except for the Federal Republic of Germany,

1. on 15 July of each year, after the general meeting has decided on the admission of the member. As a rule, elections of new members shall only take place during the general meeting in the first half of the year,
2. at another time if this is determined by the general meeting in the resolution on admission.

(8) Ordinary membership shall expire upon written notice of resignation or, except for the Federal Republic of Germany,

1. at the end of five years; a one-time re-election - usually for a period of five years - is permitted; in justified exceptional cases, the general meeting may re-elect an already re-elected member once on the proposal of the Executive Committee.
2. by exclusion or
3. by death.

(9) Extraordinary membership shall commence on the day following receipt of the written nomination of the respective member by Goethe-Institut e.V.; it shall end

1. upon expiry or loss of the mandate which is the basis for membership.
2. by other cessation of the requirements for the appointment.
3. by written resignation or
4. by death

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Article 4 Exclusion of a member

- (1) A member may be expelled by resolution of the general meeting due to damage to the reputation or interests of the association or for another important reason.
- (2) The member must be heard before the resolution is passed.
- (3) The member must be notified in writing of a resolution for expulsion.
- (4) An appeal against the resolution may be lodged with the general meeting within a period of one month.
- (5) Upon expulsion, all offices held by the member in the association shall lapse.
- (6) Paragraphs 1 to 5 shall not apply to the employee representatives on the Executive Committee. The right to extraordinary termination of the employment relationship remains unaffected.

Article 5 Bodies of the association

- (1) The bodies of the association are
 - the general meeting,
 - the Executive Committee,
 - the Executive Board.
- (2) The members of the bodies shall only be liable to the association for damage caused to the association or third parties in the exercise of their office for wilful or grossly negligent breaches of duty.
- (3) The bodies of the association shall ensure good corporate governance in the course of the proper performance of their duties. In particular, the standards and recommendations of the Public Corporate Governance Code of the Federal Government shall guide their actions.

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Article 6 General meeting

- (1) The general meeting of members has the following tasks:
1. to advise and make recommendations on conceptual issues relating to the work of Goethe-Institut e. V,
 2. to pass resolutions on amendments to the statutes and to approve the conclusion, amendment and cancellation of the framework agreement between the Federal Republic of Germany and Goethe-Institut e. V,
 3. to receive and discuss the annual report of the Executive Committee,
 4. to receive and discuss the annual report (in the form of the yearbook) of the Executive Board
 5. to pass a resolution on the adoption of the annual financial statements of Goethe-Institut e. V., including the management report, and on the adoption of the individual financial statements, including the management report, for the public funds and own funds accounting areas,
 6. to take a resolution on the discharge of the Executive Board,
 7. to elect and admit members at the proposal of the Executive Committee and on the basis of proposals from the general meeting and to expel members,
 8. to elect members of the Executive Committee,
 9. to regulate membership fees,
 10. to elect the auditor/auditing company.
- (2) At least one ordinary general meeting shall be held each year. It shall be convened by the President. The members shall be invited in writing (by post or email) at least six weeks before the date of the meeting, stating the provisional agenda. At the ordinary general meeting, the tasks in accordance with Article 1 nos. 3, 4, 5 and 6 must be carried out.
- (3) Motions for the ordinary general meeting must be submitted in writing no later than four weeks before the general meeting. This does not apply to amendments to existing motions. The final agenda shall be sent to the members by the President at least two weeks before the ordinary general meeting.
- (4) The President may convene an extraordinary general meeting.

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He/she is obligated to do so if at least 20% of the members request this in writing, stating the purpose and reasons. In this case, the members must be invited in writing at least six weeks before the date of the extraordinary general meeting, stating the agenda. Clause 3 applies accordingly.

(5) The general meeting is chaired by the President.

(6) Each member present has one vote at the meeting.

(7) The general meeting shall constitute a quorum if at least one third of the members are present. If there is no quorum, the President may immediately convene a new general assembly, which shall be convened in accordance with the provisions of paragraph 4. This general meeting shall constitute a quorum regardless of the number of members present. Clause 9 and Article 10 remain unaffected.

(8) All resolutions of the general meeting shall be passed by a simple majority of the members present, unless otherwise stipulated in the articles of association. The representative of the Federal Republic of Germany may lodge an objection to resolutions of the general meeting in the area of contractual tasks that contradict guidelines, planning or coordination in the field of foreign cultural policy or public relations. The objection must be substantiated at the meeting at which the resolution was passed. The objection shall be deemed to have cancelled the resolution. If the representative of the Federal Republic of Germany cannot reasonably be expected to comment immediately, he/she may lodge a preliminary objection. This suspends the resolution. A final declaration must be submitted in writing to the President within a period of one month and reasons must be given in the event that the objection is upheld.

(9) Members may participate in the general meeting in electronic form without being present at a meeting venue and may exercise membership rights by means of electronic communication. The President shall decide whether the general meeting and the exercise of membership rights shall take place in an in-person meeting or by means of electronic communication or in a hybrid (partly electronic / partly in-person) meeting after weighing up the respective circumstances. The ordinary general meeting of Members pursuant to Article 6 (2) shall be held as an in-person meeting. The general meeting is to be held as an in-person

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meeting if the law prescribes the in-person form or if at least 20% of the members request this in writing, stating the reasons. The request must be submitted at least four weeks before the general meeting.

(10) Amendments to the articles of association require a majority of three quarters of the members present.

(11) The agenda can be supplemented by urgent motions during the general meeting, provided that two thirds of the members present vote in favour. This does not apply to motions for amendments to the articles of association or dissolution of the association. Clause 3 sentence 2 remains unaffected.

(12) Minutes shall be taken of the resolutions of the general meeting, which shall be signed by the President and the keeper of the minutes. Dissenting opinions shall be recorded in the minutes upon request.

(13) A member may not participate in the discussion and vote if it concerns his/her personal affairs.

Article 7 Executive Committee

Responsibilities

(1) The Executive Committee has the following tasks:

1. to appoint the Executive Board, subject to the approval of the Foreign Office, and to supervise the activities of the Executive Board; to represent the association in and out of court vis-à-vis the Executive Board.
2. to pass resolutions on the guidelines for the Institute's work.
3. to pass resolutions on the long-term conceptual plans for the Institute as a whole prepared by the Executive Board and discussed by the Executive Committee and the general meeting.
4. to take a resolution on the draft business, finance and investment plans drawn up by the Executive Board.
5. to accept and examine the annual financial statements, including the management report, as well as the individual financial statements, including the respective management report,

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for the accounting areas of public funds and own funds together with the audit reports of the auditor and recommendation regarding the discharge of the Executive Board to the general meeting. The annual financial statements, including the management report of Goethe Institut e.V., to be prepared by the Executive Board must be audited by an auditor before being submitted to the Executive Committee. In addition to the annual financial statements of Goethe-Institut e.V., the individual financial statements to be prepared by the Executive Board, including the management report, for the public funds and own funds accounting areas, which make up the overall financial statements of Goethe-Institut e.V., shall be audited by the Executive Committee after being audited by an auditor/auditing firm.

6. to accept and examine the annual report (in the form of the yearbook) of the Executive Board.

7. to acknowledge and discuss the half-yearly reports of the Executive Board.

8. to give prior approval of the Executive Board's decisions and measures of fundamental importance to the association, in particular:

- a. opening and closing institutes,
- b. assuming new tasks and terminating or changing previous essential tasks of the association,
- c. concluding collective labour agreements,
- d. principles of company organisation,
- e. acquiring, alienating and encumbering property and other property rights,
- f. granting pledges or other rights in rem to the movable assets of the association,
- g. taking out and granting loans, assuming guarantees, cancelling claims and concluding settlements. The respective value limits for the types of legal transactions of this type that do not require approval are set out in the Executive Committee's rules of procedure.
- h. The Executive Committee may reserve the right to decide on the appointment of particularly important positions or on the conclusion, amendment and cancellation of contracts with the holders of such positions in its rules of procedure. For certain transactions, the Executive Committee may also give its general approval to the Executive Board in its rules of procedure. In urgent cases, approval may be obtained by circular resolution.

9. to issue the association's rules of procedure and election regulations.

10. to prepare the general meeting; proposals for the admission of new members.

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Composition

(2) The Executive Committee consists of:

1. the President,
2. six members, who shall be elected by the general meeting from among its members by 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 Executive Committee, the general meeting may authorise the one-time re-election of a member who has already been re-elected. The election procedure is determined by election regulations in accordance with Article 7 (1) No. 9.
3. one representative each from the Federal Foreign Office and the Federal Ministry of Finance,
4. three members elected by the employees of Goethe-Institut e. V. for a term of four years. All employees who are eligible to vote in the election to the works councils and who have been employed by the organisation for at least six months are eligible for election. Further details are regulated in the election regulations for the election of employee representatives to the Executive Committee as amended. The provisions of the Works Constitution Act on protection against dismissal and transfer for works council members apply accordingly. If an employee loses his/her eligibility for election, his/her mandate shall expire.

(3) Any by-elections that become necessary shall apply for the remaining duration of the respective election period.

(4) The Executive Committee shall act in an honorary capacity, i.e. the members of the Executive Committee shall not receive any remuneration, but only reimbursement of expenses incurred. Further details are set out in the rules of procedure of the Executive Committee.

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President and Vice President(s)

(5) The Executive Committee elects the President, who need not be a member of the association, by secret ballot for a term of four years. One re-election is possible. The Executive Committee shall elect the first and second Vice Presidents from among the members elected in accordance with Clause 2 no. 2 by secret ballot for a term of four years, who shall represent the President in this succession. Re-election is possible once. The election of the President requires the confirmation of the Federal Minister for Foreign Affairs. In the event of a new election, the previous President shall remain in office until his/her successor has been confirmed by the Federal Minister for Foreign Affairs. He/she may only exercise his/her right to vote if he/she has been re-elected as a member of the Executive Committee in accordance with Clause 2 no. 2.

(6) The President shall have the following duties in addition to those otherwise specified in the articles of association:

1. he/she represents the association without prejudice to the legal power of representation of the Executive Board,
2. he/she convenes and chairs the meetings of the Executive Committee,
3. he/she represents the Executive Committee between meetings,
4. in the case of decisions by the Executive Board that cannot be postponed and require the approval of the Executive Committee, he/she may grant approval instead of the Executive Committee. In this case, he/she must report to the Executive Committee immediately.
5. In urgent cases, he/she can bring about the decisions of the Executive Committee by way of circulation (in writing or by email). He/she shall establish that a decision of the Executive Committee has been reached if the majority of the Executive Committee members have agreed in writing or by email,
6. he/she may participate in Executive Board meetings as well as committee and advisory board meetings.

(7) The duties of the Vice Presidents shall be determined by the rules of procedure of the Executive Committee.

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(8) Notwithstanding Article 7 (4), the President and Vice Presidents shall receive an expense allowance, the amount of which shall be stated in the business plan.

Meetings

(9) The Executive Committee passes its resolutions by a majority of the votes of the voting members present. In the event of a tie, the President has the casting vote. The Executive Committee shall constitute a quorum if at least four of the members elected in accordance with Article 7 (2) No. 2 of the articles of association are present.

(10) The representative of the Federal Foreign Office may lodge an objection to resolutions of the Executive Committee in the area of contractual tasks that contradict the guidelines for the planning or coordination of foreign cultural policy or public relations work. Article 6 (8), sentences 3-7, apply accordingly.

(11) A member of the Executive Committee shall not take part in deliberations and votes if their personal affairs or interests are affected or if there is a conflict of interest for other reasons. Each member of the Executive Committee is obligated to disclose this to the Executive Committee immediately if the circumstances mentioned in clause 1 exist.

(12) The members of the Executive Board participate in the meetings of the Executive Committee in an advisory capacity. The President may also invite other persons to the meetings of the Executive Committee.

(13) The meetings of the Executive Committee shall take place at least three times a year.

(14) The members of the Executive Committee may participate in the meeting of the Executive Committee in electronic form without being present at a meeting venue and may exercise membership rights by means of electronic communication. The President shall decide whether the Executive Committee meeting and the exercise of members' rights shall take place in an in-person meeting or by means of electronic communication, or in a hybrid (partly electronic / partly in-person) meeting. The meeting must be held in person if the law prescribes the in-person form or if at least four of the members request this in writing or by email, stating the reasons. The requests must be submitted at least three weeks before the Executive Committee

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meeting. This paragraph does not apply to the election of the President in accordance with clause 5.

Committees and advisory boards

(15) To prepare its meetings, the Executive Committee may form ad hoc or permanent committees from among its members, whose meetings may be attended by representatives of the Federal Foreign Office and the Federal Ministry of Finance. The Executive Committee may also dissolve committees that have been formed.

(16) The Executive Committee may appoint advisory boards to advise it and the Executive Board, the composition, tasks and working methods of which shall be laid down in rules of procedure. Representatives of the Federal Foreign Office may attend the meetings of the advisory boards.

Article 8 Executive Board

(1) The Executive Board manages the business of the association. The duties and powers of the members of the Executive Board are governed in detail by the rules of procedure.

(2) The Executive Board shall prepare the annual financial statements, including the management report, which shall be audited by an auditor. In addition to the overall annual financial statements of Goethe-Institut e.V., the Executive Board shall prepare individual financial statements, including the management report, for the public funds and own funds accounting areas that make up the overall financial statements of Goethe-Institut e.V., which shall also be audited by an auditing firm. The overall annual financial statements, including the management report, and the individual financial statements, including the management report, for the public funds and own funds accounting areas shall be submitted to the Executive Committee for review together with the audit reports of the auditor.

(3) The Executive Board consists of at least two and up to three members. The President of the Executive Board shall be the spokesperson of the Executive Board; he/she shall bear the title "Secretary General". The members of the Executive Board are appointed for a period of five years; repeated appointments for the same period are possible. All members of the

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Executive Board are members of the Executive Board within the meaning of Section 26 BGB and represent the association individually in and out of court.

(4) If a member of the Executive Board leaves office prematurely, the President shall appoint a temporary representative until a successor is appointed by the Executive Committee. In this case, the President shall immediately convene a meeting of the Executive Committee for the purpose of a by-election.

(5) The rules of procedure may also appoint other persons as representatives in accordance with Section 30 BGB.

(6) In individual cases, the Federal Foreign Office may exceptionally request the Executive Board to take action or refrain from action in the area of contractual duties for important political reasons. The Executive Board must comply with such a request and report to the members of the Executive Committee without delay. The Federal Foreign Office bears sole responsibility for such requests.

(7) The members of the Executive Board are entitled to appropriate remuneration.

Article 9 Asset commitment

(1) In the event of the dissolution or cancellation of the association or the discontinuation of tax-privileged purposes, the assets of the association shall be transferred to a public corporation or another tax-privileged corporation for the purpose of promoting science and research, education and training, art and culture as well as international understanding.

(2) Resolutions on the future utilisation of the assets may only be implemented after the approval of the tax office.

Article 10 Dissolution of the association

(1) The association shall be dissolved by resolution of the general meeting. The invitation to a general meeting to decide on the dissolution must be issued in writing by the Executive

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Committee two months before the meeting, in deviation from Article 6 (2) of the articles of association. The invitation shall be deemed to have been issued if the Executive Board assures the general meeting that it has sent an invitation to the members by registered letter at the request of the President, stating the agenda.

(2) The general meeting shall constitute a quorum if at least half of the members are present. If the meeting does not have a quorum, a second meeting must be convened within one month, which must take place no later than two months after the previous general meeting.

(3) The second general meeting may decide to dissolve the organisation regardless of the number of members present.

(4) In any event, a resolution to dissolve requires the approval of three quarters of the members present.

Article 11 Transitional provisions

(1) Notwithstanding Article 3 (2), those members who were members of Goethe-Institut e. V. at the time the articles of association of 15 June 1976 were adopted shall not be counted towards the total number of ordinary members. Notwithstanding Article 3 (8) Clause 1, their membership shall not end due to the passage of time.

Article 12 Final provisions

The framework agreement between the Federal Republic of Germany and the association in its currently valid version is not affected by these articles of association.

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