

CONSTITUTION OF THE ASSOCIATION OF PATRONS OF THE SALZBURG EASTER FESTIVAL

Updated version dated 16 April 2025

PREAMBLE

After Herbert von Karajan founded the Salzburg Easter Festival in 1967 with the aim of stage and commission operas and concerts there before and after Easter, the 'Association of Patrons of the Salzburg Easter Festival' was founded in the same year to support this aim. Since then, the Association has played a key role in making the Festival a reality through its donations, which are essential to its existence.

This support should be continued and stepped up.

For this reason, the Association of Patrons of the Salzburg Easter Festival hereby adopts the following constitution, which replaces the previous one

STATUTES

§ 1 NAME, REGISTERED OFFICE OF THE ASSOCIATION

- 11 The Association is known as the 'Association of Patrons of the Salzburg Easter Festival'.
- 12 The Association has its registered office in Salzburg.
- 13 The Association is apolitical, non-profit and not-for-profit.
- 14 The Association's financial year begins on 1 July and ends on 30 June of each year.

§ 2 PURPOSE OF THE ASSOCIATION, ACTIVITIES AND MEANS OF ACHIEVING THE ASSOCIATION'S PURPOSE

- 21 The purpose of the association is
 - a) to provide every possible financial and moral support to Osterfestspiele Salzburg GmbH, thereby promoting and sustaining an appreciation of classical music across the centuries;
 - b) to support the involvement of young people in particular in musical performances before, during and after the Easter period;
 - c) to maintain the Salzburg Easter Festival as a magnificent, diverse, international event in the cultural life of the city and the province of Salzburg;
 - d) the development and promotion of the arts of music, theatre or dance.
- 22 The Association pursues this objective by providing financial and non-monetary support for the events organised by "Osterfestspiele Salzburg GmbH".
- 23 The Association's funds are derived from annual membership fees, grants, sponsorship income, donations and other contributions.

- 24 Activities aimed at achieving the association's objectives include lectures, meetings and discussion events, the publication of printed materials to inform members, the education and training of members in matters relating to the musical arts, and participation in domestic and international events in line with the association's objectives.
- 25 The Association is obliged to make its funds available to Salzburger Osterfestspiele GmbH for the purpose of staging the respective Easter Festival. It is entitled to use donations to build up reserves, provided the donor so wishes. In such cases, the interest earned on these reserves must be used for the staging of the Easter Festival.

§ 3 MEMBERS

- 31 Membership of the Association is open to both individuals and legal entities.
- 32 The admission of new members is decided by a resolution of the Board, which may delegate this decision-making authority to a member of the Board.
- 33 Membership fees are set at the general meeting. These fees should not be less than the current amount of €300.00 per member (with the exception of Young Patrons).
- 34 The General Meeting may resolve to introduce a different membership structure with varying minimum subscription fees without the need to amend the Articles of Association.
- 35 Membership ceases
 - a) upon death; in the case of legal entities, upon the dissolution of the company;
 - b) by resignation, which the member must give notice of during the first three months of each financial year, with effect from the end of the financial year;
 - c) by resolution of the Board, if a member is in arrears with more than two annual instalments.
- 36 Members are obliged to do their utmost to promote the interests of the Association and to refrain from any action that might undermine the Association's reputation or purpose. They must comply with the Association's constitution and the decisions of its governing bodies, and are obliged to pay their membership fees on time.

§ 4 HONORARY PRESIDENT/HONORARY MEMBERS

- 41 The Board of the Association of Patrons may, after consulting the Board of Trustees, appoint as Honorary President a person who has rendered outstanding services to the Easter Festival through their exceptional and long-standing commitment.
- 42 Furthermore, the Board of the Association of Patrons may, after consulting the Board of Trustees, propose honorary membership for deserving members of the Association.
- 43 The Honorary President and Honorary Members shall be invited to attend Executive Board meetings, Board of Trustees meetings and General meetings as guests.

§ 5 GOVERNING BODIES OF THE ASSOCIATION

The governing bodies of the Association are:

- a) the general meeting (§ 6)
- b) the Executive Board (§ 7),
- c) the Board of Trustees (§ 8),
- d) the auditor (§9),
- e) the arbitral tribunal (§ 10).

§ 6 GENERAL MEETING, DUTIES

- 61 The General Meeting is a plenary meeting to which all members shall be invited at least once a year – if possible during the Easter Festival. The Chair of the Executive Committee – or, if the Chair is unable to attend, one of the Deputy Chairs – shall convene this General Meeting. The Chair – or, if the Chair is unable to attend, a Deputy Chair – shall chair the meeting.
- 62 Minutes of the General Meeting's resolutions must be drawn up and signed by the Chair and the Secretary.
- 63 The invitation to the general meeting must be issued in writing, giving one month's notice – excluding the date on which the invitation is sent and the date of the meeting. The invitation may also be sent electronically.
- 64 A duly convened general meeting shall constitute a quorum regardless of the number of members present at the meeting.
- 65 Any member who is unable to attend may grant a proxy to another member; such a proxy must not be subject to specific instructions. A proxy may be transferred to members of the Executive Committee. No member may hold more than 10 proxies.
- 66 The power of attorney must be granted in writing – including electronically.
- 67 Each member has one vote.
- 68 The Board of the Association may at any time decide to convene an extraordinary General Meeting – with a notice period of just 14 days; the Board is obliged to convene a General Meeting if at least 10% of the members entitled to vote request this in writing.
- 69 The General Meeting has the following responsibilities:
 - a) The election, appointment and removal of members of the Executive Board and an auditor within the meaning of Section 22(4) of the Associations Act
 - b) Elections to the Board of Trustees
 - c) Receipt and approval of the Executive Board's report on the Association's activities and financial management, as well as the annual accounts prepared by the Executive Board, together with the auditor's report.

d) Discharge of the Association's governing bodies

e) Amendment of the Articles of Association

f) Dissolution of the Association

6.10 Resolutions of the General Meeting shall be passed by a simple majority in an open vote, unless otherwise provided for in the Articles of Association or by law.

6.11 If more than 10% of the members present and represented at the general meeting request a secret ballot, the item on the agenda shall be put to a secret ballot.

§ 7 EXECUTIVE BOARD

7.1 The Executive Committee shall consist of three to five members, who must be drawn from the circle of patrons of the Easter Festival.

The Executive Committee shall decide, after consulting the Board of Trustees, whether the Executive Committee to be elected shall consist of three, four or five members.

7.2 The members of the Executive Board are:

a) The chair,

b) The vice-chairman,

c) The treasurer,

d) Up to two further members

7.3 The Executive Committee is elected at the General Meeting, with the chair of the meeting having the discretion to decide whether to put all candidates forward for election en bloc or individually.

7.4 The General Meeting elects the Executive Committee by a simple majority. The candidates receiving the highest number of votes are elected. The election may be conducted by open ballot; however, if more than 10% of the votes present and represented request a written ballot, the Executive Committee must comply with this request.

7.5 The Executive Committee thus elected shall decide who is to assume the roles of Chair, Deputy Chair and Treasurer

7.6 Members of the Executive Committee are elected for a term of three years. Re-election is permitted. If a member of the Executive Committee resigns, the remaining members may co-opt a replacement, whose election is then to be decided at the next General Meeting. The Executive Committee member thus appointed shall be elected for the remainder of the term of office.

7.7 The Executive Committee works on a voluntary basis. Necessary expenses shall be reimbursed.

78 The Executive Committee represents the Association, with two members of the Executive Committee each having joint signing authority. The Executive Committee shall adopt rules of procedure and may decide whether to appoint a managing director. It shall, in particular, have the following duties:

- a) Reporting to the General Meeting on the association's activities and financial management.
- b) Preparing the annual accounts within the first 5 months of a financial year for the preceding financial year, submitting them to the auditor, and providing the auditor with the information required for the audit.
- c) Preparing and convening ordinary and extraordinary General Meetings.
- d) Managing the association's assets.
- e) Admitting and expelling members.

79 The Executive Board shall seek advice from the Board of Trustees on all important matters and shall be available to the Board of Trustees, at its request, to provide information and advice.

§ 8 BOARD OF TRUSTEES

81 The Board of Trustees consists of up to 12 members. They are elected by the General Meeting, on the recommendation of the Executive Board, for a term of three years, provided they do not already sit on the Board of Trustees by virtue of their office.

82 The following are ex officio members of the Board of Trustees:

- the Artistic Director of the orchestra
- the Managing Director of the Salzburg Easter Festival

83 The Board of Trustees shall elect a Chair and a Deputy Chair from among its members..

84 The role of the Board of Trustees is to advise and support the Executive Board in the fulfilment of its duties.

85 The Executive Board shall discuss with the Board of Trustees any projects it intends to finance and support within the framework of the Easter Festival.

86 The Board of Trustees shall meet at least once a year, prior to the Annual General Meeting. It shall pass its resolutions and make its recommendations by a simple majority of the Board members present. Proxy voting at Board of Trustees meetings is not permitted.

87 The Chair of the Board of Trustees may instruct the Association's Executive Committee to issue invitations to Board of Trustees meetings, to prepare for them, and to draw up and distribute the minutes.

88 The members of the Board of Trustees serve in an honorary capacity. Necessary expenses shall be reimbursed.

§ 9 AUDITO

91 The General Meeting shall appoint an auditor within the meaning of Section 22(4) of the Associations Act for the duration of the Executive Committee's term of office. The auditor may be re-elected. If an appointment is necessary before the next General Meeting, the Executive Committee shall select and appoint the auditor. The auditor need not be a natural person or a member of the Association; however, he must be independent and impartial and may not simultaneously be a member of the Executive Committee.

92 The auditor shall, in particular, be responsible for auditing the financial management of the Association with regard to the correctness of the accounts and the use of funds in accordance with the Articles of Association for each financial year, as well as for preparing an audit report within four months of the Executive Committee's preparation of the annual accounts and for submitting the audit report to the Executive Committee.

§ 10 ARBITRATION AGREEMENT

Any disputes arising from the association's membership shall be settled by an arbitration tribunal consisting of five persons. The arbitration tribunal shall be constituted as follows: within eight days, each party to the dispute shall submit in writing to the Executive Committee the names of two association members to act as arbitrators. These arbitrators shall, by a simple majority, elect a chairperson for the arbitration tribunal from among the association's members. In the event of a tie, the decision shall be made by lot.

The arbitration tribunal shall make its decisions, without being bound by specific rules, to the best of its knowledge and belief, in the presence of all its members, by a simple majority of votes. Both parties to the dispute shall be given a fair hearing. The decisions of the arbitration tribunal are final within the association. Members who do not submit a dispute arising from their association membership to the arbitration tribunal, or who do not recognise the decision of the arbitration tribunal, may be expelled from the association by the Executive Committee.

The arbitration tribunal must reach a decision within six months of its constitution. If no decision is reached, the parties to the dispute may take legal action.

§ 11 DISSOLUTION OF THE ASSOCIATION

11.1 The voluntary dissolution of the Association may only be resolved at an extraordinary general meeting convened for this purpose and only by a two-thirds majority of the valid votes cast.

11.2 In the event of the dissolution of the Association or the cessation of its previous charitable purpose, the Association's remaining assets, after the liabilities have been settled, shall in any event be used for the charitable purposes set out in these Articles of Association, in accordance with Section 4a(2) of the Income Tax Act 1988. Therefore, the remaining assets of the Association shall be transferred to a body subject to the mandatory condition that they be used exclusively for the charitable purpose specified in these Articles of Association, provided that such body meets the requirements for the granting of tax relief in accordance with Sections 34–47 of the Federal Tax Code (BAO). In particular, only a non-profit, charitable or religious organisation may be considered for this purpose.

11.3 The last Executive Committee of the Association must notify the competent association authority in writing of the voluntary dissolution within four weeks of the resolution being passed.