

# Articles of Association

of the EUROPÄISCHE AKADEMIE BERLIN

in the version as accepted by the General Meeting on 14 December, 2012

## § 1 - Name, Seat, Business Year

(1) The Association is registered under the name of

(2) EUROPÄISCHE AKADEMIE BERLIN E.V.

(3) with the Register of Associations at the District Court of Berlin-Charlottenburg.

(4) Berlin is the seat of the Association.

(5) The business year is identical to the calendar year.

## § 2 - Membership

(1) Natural persons and legal entities may become members of the Association. The Board accepts new members, this must be confirmed by the General Meeting. There shall not be more than 40 members.

(2) Membership ends upon resignation, expulsion or death, and in the case of legal entities, upon their dissolution.

(3) Any member who grossly violates the objectives of the Association or refuses to perform the tasks of the Association or whose behaviour gives rise to concern that the public reputation of the Association may be damaged may be excluded.

(4) The Board decides upon expulsion. The member involved may within one month following the servicing of the expulsion decision call upon the General Meeting as the body of appeal. The decision of the General Meeting is final.

## § 3 - Tasks

(1) It is the purpose of the Association to contribute to international understanding and to promote European education so as to make a contribution towards European cooperation and unity in the political, economic, cultural and social areas as well as in the field of environmental protection.

(2) The Association may operate its own facilities and conduct seminars, conferences and other events and promote them or participate in them in so far as they serve the purpose of the Association. In Order to promote international understanding the Association organises seminars, conferences and events which are attended by participants from other European and non-European countries. Questions dealt with are issues of people living together in the European as well as in the international context. The Association gives support to the creation of European networks focusing on the above-mentioned issues. In the field of promoting education the Association organises seminars, conferences and events dealing with questions of German and European history, structures of European integration or matters of people living together in the international context and the protection of the environment. The Association also supports publications focusing on these issues.

(3) The Association fulfils its tasks in close cooperation with like-minded institutions and associations in Germany and abroad.

## § 4 - Bodies

(1) The bodies of the Association are as follows:

a) the General Meeting

b) the Board.

## § 5 - General Meeting

(1) The General Meeting is responsible for all affairs that must be dealt with by the General Meeting either pursuant to these Articles of Association or by law.

(2) The General Meeting has a quorum if at least one third of the members are present. If a member has correctly transferred his/her vote to another member, this counts as a presence for the quorum.

(3) Decisions taken by the General Meeting require a simple majority of the votes cast, unless anything else is bindingly laid down by these Articles of Association or the law.

(4) At the General Meeting, members not present may have themselves represented by a member present, however, a member may not cast more than one extra vote apart from his/her own vote.

(5) The General Meeting is convened by the Chairman in writing with a 28-day period of notice. A General Meeting must be convened if at least one- third of the members request it.

(6) A General Meeting is to be convened at least once a year as an Annual General Meeting.

(7) The following is to be carried out at the Annual General Meeting:

- the election of the members of the Board,
- acceptance of the report submitted by the Board
- acceptance of the report submitted by the auditors
- decision to discharge the Board,
- decision on the economic plan,
- approval of the appointment of a Managing Director pursuant to § 30 BGB (German Civil Code).

(8) A written record of the General Meeting is to be drawn up, which is to be signed by the Chairman or one of the deputies and by the Secretary to the Board or a minute-taker selected by the General Meeting.

#### § 6 – Board, Special Representative

(1) The Board of the Association consists of

a) the Chairman,

b) up to three deputy chairmen, who are equal in rank among themselves.

(2) Members of the Board serve in office up to the end of the third Annual General Meeting that follows upon the General Meeting at which they are elected.

(3) The Association is represented by the Chairman and one deputy chairman pursuant to § 26 BGB (German Civil Code).

(4) The Board manages the affairs of the Association within the scope of boundaries drawn and tasks set by these Articles of Association, by the decisions of the General Meeting and the Rules of Procedure. The Board may avail itself of a Managing Director for conducting these tasks.

(5) The Board may establish Rules of Procedure, which require the approval of the General Meeting.

(6) A Managing Director may be appointed as a Special Representative pursuant to §30 BGB (German Civil Code) for executing running tasks. The scope of tasks is to be laid down upon appointing the Special Representative. The Managing Director is subject to directions of the Board

#### § 7 - Board of Trustees

(1) The Board may appoint a Board of Trustees. The Board of Trustees has the task of advising on the ongoing work of the Association.

(2) Members of the Board of Trustees shall be personalities of public life attached to the objective and activity of the Association. When appointing members of the Board of Trustees, those institutions and organisations with which the Association cooperates are to be considered.

(3) Members of the Board of Trustees are appointed by the Board following approval by the General Meeting.

(4) Members of the Board of Trustees are appointed for five years, their appointment may be renewed.

(5) The Board of Trustees elects a Chairman and a Deputy Chairman from its own ranks. Current officials of the Board of Trustees are entitled to participate in meetings of the Board of the Association with a consulting vote.

#### § 8 – Fees, Finance

(1) The Association collects membership fees, the amount of which is decided upon by the General Meeting.

(2) In all other respects, the finance of the tasks of the Association is the responsibility of the Board.

(3) The Annual General Meeting will appoint two auditors to carry out a cash audit. They will report to the Annual General Meeting. In addition, the Association will commission an external and chartered public accountant to carry out the financial procedures audit of the Association.

#### § 9 – Amendments to the Articles of Association, Dissolution

(1) Any decisions on an amendment to the Articles of Association require the approval of at least two-thirds of the members.

(2) The dissolution of the Association may only be decided upon at a General Meeting that has been convened expressly for the purpose of deciding upon dissolution. A decision on dissolution requires approval of at least two-thirds of the members of the Association.

#### § 10 – Non-profit Status

(1) The Association pursues exclusively and directly non-profit purposes pursuant to the German Tax Code and does so through measures aimed at contributing to international understanding and, above all, at promoting European cooperation and union.

(2) Any activity with the aim of achieving a commercial profit is excluded. Any profits achieved in any case may only be used for the purposes laid down in the Articles of Association. Members of the Association may not receive a share of any profits and, in their function as members, may neither receive payments from the funds of the Association, nor any payments upon their withdrawal from the Association nor upon the dissolution of the Association.

(3) No person may be favoured by administrative tasks that are not germane to the purposes of the Association or through a disproportionately high remuneration.

(4) Upon the dissolution of the Association or upon the previous purpose ceasing to exist, the fixed assets of the Association shall be transferred to Land Berlin. Moveable property shall be transferred to the “Europa-Union Deutschland” which may only use such property directly and exclusively for non-profit purposes. In the case that this association has ceased to exist, the moveable property shall be transferred to the “Deutsches Rotes Kreuz”, Berlin Regional Association, with the proviso that it may be used for non-profit purposes only.