

## ARTICLES OF ASSOCIATION

### of the **BRITISH CHAMBER OF COMMERCE IN GERMANY**

as amended by resolution of the Annual General Meeting of 1 June 2017

#### **Article 1**

##### **Name, Seat, Duration and Fiscal Year**

- (1) The Association bears the name of **British Chamber of Commerce in Germany e.V. (hereinafter: Chamber)**. Its legal form is that of a registered association ("eingetragener Verein").
- (2) The Chamber is seated in Berlin. With the concurrence of the Council, the Executive Board may decide to transfer the seat of the Chamber to another town within the Federal Republic of Germany.
- (3) The Chamber shall be established for an unspecified period of time. Its fiscal year corresponds to the calendar year.

#### **Article 2**

##### **Objective**

- (1) The Chamber's objective lies in the reciprocal promotion of business and commercial interests of the United Kingdom and the Federal Republic of Germany and the development and strengthening of links between these two countries.
- (2) The Chamber may conduct any business in the interest of these objectives, in particular it may
  - (a) act as a forum for discussion of Anglo-German questions;
  - (b) promote cooperation and relationships among members;
  - (c) gather and disseminate news and information that is or may be of interest to members and firms in the United Kingdom or in the Federal Republic of Germany;
  - (d) represent the interests of its members in general, but not those of individual members, vis-à-vis public authorities and natural persons;
  - (e) organise and support seminars and training courses;
  - (f) promote academic work by way of awarding scholarships or in other ways.
- (3) The object of the Chamber's activity is not aimed at operating as a business for profit.

#### **Article 3**

##### **Types of Membership**

- (1) Membership of the Chamber may take the form of
  - ordinary membership;
  - sponsoring membership;
  - honorary membership;
  - branch membership;
  - corresponding membership.
- (2) An ordinary member may be any individual or legal entity or association engaged or interested in trade, commerce, industry or services between the United Kingdom and the Federal Republic of Germany.
- (3) A sponsoring member may be any ordinary member that undertakes in writing to pay a minimum annual amount to be determined in addition to the general annual subscription to the Chamber for at least three consecutive years. Sponsoring membership is limited to the period of time designated by the member. The Executive Board publishes the names of all sponsoring members in the Chamber's publications.
- (4) Honorary membership may be conferred upon any person who has made a significant contribution to the work of the Chamber and who has proven worthy of an honorary membership. Honorary members are not obliged to make subscription payments but apart from that, have all the rights and obligations of an ordinary member.

- (5) Branch membership is open to any branch of an ordinary member operating in the Federal Republic of Germany or in the United Kingdom. However, it does not grant a right to vote (Art. 13 s. 1 ss. 3).
- (6) Organisations whose objectives are similar to those of the Chamber may become corresponding members. Like other members, corresponding members are entitled to receive all of the Chamber's publications.
- (7) If a member is not a natural person, it must nominate a representative. Additionally, a member that is not a natural person must nominate a representative for every region for which this member has registered a branch membership.

#### **Article 4 Acquisition of Membership**

- (1) Applications for membership must be made to the Chamber in writing whereby transmission via e-mail is sufficient.
- (2) The Head Office reaches all decisions on membership/types of membership. In doing so it must observe the standard criteria issued by the Executive Board. The Head Office must inform the appropriate regional group and Executive Board in advance.
- (3) The Board must confirm a sponsoring membership after receipt of the written undertaking and payment of the first supplementary subscription pursuant to Art. 3 s. 3.
- (4) Honorary membership is conferred upon a person, by the Member's Meeting upon recommendation by the Council. The Executive Board executes the resolution vis-à-vis the respective honorary member.
- (5) If an application for branch membership is made, the applicant must also provide details on the branch in its application.

#### **Article 5 Termination of Membership**

A membership terminates

- (a) upon the death of the member;
- (b) upon the opening of insolvency or composition proceedings, liquidation or comparable developments;
- (c) upon notice of withdrawal. The said notice must be submitted in writing to the Chamber and the notice period is six months before the end of the calendar year.
- (d) upon exclusion of the member for important or factually justifiable reasons, in particular due to substantial criminal convictions or non-payment of due subscriptions if the member has been sent a written reminder in which reference is made to the possibility of his exclusion and payment is not made within one month after receipt of the reminder. The same applies to the special subscription fees payable by sponsoring members. Exclusions are executed by resolution of the Board. Prior to their exclusion, the affected member must be given the opportunity to state their position.

#### **Article 6 Patronage, Organs and Institutions of the Chamber**

- (1) His Excellency, the Ambassador of the United Kingdom of Great Britain and Northern Ireland, is the patron of the Chamber.
- (2) The organs of the Chamber are:
  - the Patron
  - the Executive Board,
  - the Council,
  - the Members' Meeting,
  - the Board of Trustees.

The Board of Trustees should give the BCCG advisory support (advertisement for the BCCG).

- (3) The institutions of the Chamber are:

- the Head Office,
  - the Regional Committees,
  - the Special Committees;
  - the Working Groups.
- (4) Members of the Executive Board and of the Council are natural persons who are either members of the Chamber themselves or who represent member firms. If the representative function of an individual person (as representative or regional representative) comes to an end or if the membership of the representing member in the Chamber ends, the status of the respective natural person as member of an organ or as a member of a regional group ends accordingly.

## **Article 7 The Executive Board**

- (1) The Executive Board consists of the Chamber's President, up to three Vice-Presidents, the Treasurer and the respective incumbent chairmen/-women of the regional groups. The Chamber's Managing Director is co-opted member of the Executive Board. The President, the Vice-Presidents, the Treasurer and the Managing Director of the Chamber form the Presidium. The Presidium forms the Executive Board as defined by German law.
- (2) The Council elects and appoints the Chamber's President, the Vice-Presidents and the Treasurer. The respective incumbent chairmen/-women of the regional groups become ex officio members of the Executive Board upon their election to (Art. 16 s. 3) - and for the time of their respective offices.
- (3) The term of office of the members of the Presidium is two years and ends upon the Council's meeting, in which the new members of the Presidium are elected and appointed. The President, the Vice-Presidents and the Treasurer retire from their offices upon the Council's meeting, which follows their reaching the age of 75. They may remain members of the Council, if elected thereto.
- (4) The Executive Board is responsible for all affairs of the Chamber, unless responsibility is allocated otherwise by these Articles of Association.
- (5) Resolutions made by the Executive Board require a majority of the votes of the members present (members of the Presidium as well as all further members of the Executive Board). The Managing Director, as a co-opted member of the Executive Board, may not vote on matters concerning his employment with the Chamber. The Executive Board is deemed to have a quorum, if more than half of its members are present. In the event of a tied vote, the motion shall be deemed defeated. Voting by telephone by absent members is permitted if all of the members have been informed as to the time and place and the agenda of the Executive Board meeting and an attempt has been made to contact all of the absent members by telephone.
- (6) The Executive Board may establish rules of procedure for itself.
- (7) The Executive Board must submit an annual written report to the Members' Meeting on the work of the Chamber during the preceding fiscal year, as well as on the Chamber's financial situation.
- (8) The Presidium of the Executive Board represents the Chamber both judicially and extrajudicially. Valid representation of the Chamber requires the cooperation of at least two members of the Presidium; however, the President and the Treasurer are authorised to represent the Chamber individually.
- (9) The Executive Board acts in honorary capacity. Its liability to the Chamber is restricted to intent and gross negligence. This subsection does not apply to the Managing Director as a co-opted member.

## **Article 8 The Council**

- (1) Alongside the members of the Presidium of the Executive Board who are ex officio members of the Council and the Patron or his representative, the Council consists of at least 10 members

that are elected by the Members' Meeting. In this regard, only such persons can be elected who are or become a member or a representative of a member of the Chamber no later than at the time of their appointment while persons who are acting as a representative of a member do qualify for election as Council Member only if they are representatives of sponsoring members of the Chamber. Multiple re-elections are permissible.

- (2) The term of office of the elected Council Members is two years. It begins with the originally convened annual general meeting, even if this is postponed or continued in part at a later date. After the expiration of the term of office, the members of the Council remain in office until the Members' Meeting has held new elections. If a member of the Council resigns from office prematurely or if the membership ends according to Art. 6 s. 4 ss. 2, as an exception, the Council is authorised to appoint another member for the remainder of its predecessor's term of office.
- (3) The Council convenes once a year. Furthermore, it convenes if requested to do so by a majority of its members or its President. The President summons the members to the ordinary or extraordinary Board Meetings in writing and no later than 21 days prior to the date set; the agenda must be included in the notice of convention. Proposals for amendment of the agenda must be submitted to the Council no later than 10 days prior to the meeting. The members of the Council must be informed about these proposals immediately.
- (4) The Council advises and supervises the Executive Board and formulates the directives of the Chamber, if this is not achieved by the Members' Meeting or between the annual conventions of the Council. In the latter case, the Council grants its approval during the following annual general meeting.
- (5) Resolutions of the Council are passed by a majority of the votes of its members present.
- (6) The Council may establish rules of procedure for itself.
- (7) The President of the Chamber is also the Head of the Council. If the President is hindered, he is represented by the longest-serving Vice-President.

#### **Article 9 The Identification Committee**

- (1) At least nine months prior to the date on which the election of members of the Council and/or the Presidium of the Executive Board takes place, the Executive Board, by simple majority of votes forms an Identification Committee consisting of five members, whose task it is to propose suitable personalities for election as members of the Council and the Presidium of the Executive Board to the respective boards. The Identification Committee should only consist of members of the Executive Board or the Council, whereby a maximum of two members of the Identification Committee may be Executive Board Members.
- (2) The Identification Committee first consults the Executive Board and then informs it on the candidate proposals no later than two weeks prior to the date on which the Managing Director of the Chamber sends out the invitations for the Members' Meeting and the Council. Regarding the election, the Members' Meeting is not bound by the proposals of the Identification Committee, but the deadline in Art. 12 s. 4 must be observed for the then required additional candidate proposals. The same applies accordingly to the election and appointment of members of the Presidium of the Executive Board.

#### **Article 10 Special Committees**

- (1) The Executive Board and the Council may form special committees and working groups for specific purposes and tasks at any time. Special committees consist of members of the Executive Board or the Council only; other persons may also be appointed to working groups. However, only one body may be formed for the same or similar purposes and tasks.
- (2) The organs forming these special committees and working groups may also appoint and dismiss their own chairmen and deputy chairmen.

- (3) The chairmen of the organs forming the special committees or working groups or deputies named by them, have the right to presence at every meeting of such a special committee or working group.

### **Article 11 The Members' Meeting**

As the supreme organ of the Chamber, the Members' Meeting is responsible for:

- (a) amendments to the Articles of Association;
- (b) election of the members of the Council with the exception of born and ex officio members;
- (c) election of the auditors;
- (d) discussions on the budget for the upcoming fiscal year;
- (e) exoneration of the members of the Executive Board and of the Council;
- (f) approval of the Executive Board's activity and accounting reports;
- (g) resolutions on setting or raising subscription fees;
- (h) awarding honorary memberships or other honorary posts, such as Honorary Vice-Presidents, whose total number is be limited to eight;
- (i) the dissolution of the Chamber.

### **Article 12 Convention of the Members' Meeting**

- (1) The ordinary Members' Meeting takes place once a year and is convened by the Executive Board, whereby transmission of invitations via e-mail is sufficient. It should be convened within the first six months of the calendar year.
- (2) Extraordinary Members' Meetings take place when deemed necessary by the Executive Board or the Council, or when requested by a minority [of ten per cent] of the members. In any case, the request must be accompanied by a written presentation of the desired agenda items.
- (3) The Executive Board summons the members to the ordinary and extraordinary Members' Meetings in writing, no later than 28 days prior to the date set; the agenda must be included in the notice of convention.
- (4) Proposals for amendment of the agenda must be submitted to the Executive Board no later than 18 days before the meeting. The members must be notified of these proposals immediately in order to afford them the opportunity to cast their vote(s) in writing.

### **Article 13 Voting Rights**

- (1) Each ordinary and each honorary member has one vote. Branch and corresponding members are entitled to participate in the Members' Meetings. Branch members have no additional voting rights. Corresponding members have no right to vote.
- (2) A member's right to vote is suspended for as long as he is in arrears with his subscription payments.
- (3) In the exercise of a member's voting right, the appointment of a proxy is permitted, if the member has issued a written proxy. The proxy or the company to which he belongs must be a voting member of the Chamber. The appointment of several proxies by one member is not permitted. In order to avoid chance majorities, no proxy can hold written proxies from more than five members.

### **Article 14 Procedure in the Members' Meeting**

- (1) The Members' Meeting is chaired by the President or, in his absence, by the longest-serving Vice-President. If he is also unable to attend, the oldest Executive Board Member present presides over the meeting.
- (2) The Members' Meeting has a quorum if ten voting members are present or properly represented by proxy. Voting takes place openly by a show of hands unless the Members' Meeting decides on a secret ballot.
- (3) Resolutions by the Members' Meeting are passed by a simple majority of the votes cast. Resolutions to amend the Articles of Association and the resolution on the dissolution of the Chamber require a majority of three-quarters of the votes cast. In the event of a tied vote, the motion in question is deemed defeated. Abstentions are counted as no-votes.
- (4) In elections, besides the ordinary and honorary members, the Patron or his representative is also entitled to make nominations. In the event of a tie, lots must be cast to determine the winner.
- (5) Minutes of the resolutions are taken by a secretary appointed by the chairman of the meeting. The minutes must be signed by the chairman of the meeting and by the secretary. Their completeness and correctness must be approved by resolution at the next meeting.
- (6) Concerning all matters, except for the alteration of the Chamber's objective, resolutions may also be passed by written vote or a combination (partly in the Members' Meeting and partly by written vote). Resolutions passed on the basis of written or combined voting are only valid, if
  - (a) the Executive Board resolves on this voting procedure in respect of individual matters requiring a vote;
  - (b) the members are notified in writing of the matters to be voted on;
  - (c) reference is made in the written notification to the fact that the resolution will be passed in written or combined form;
  - (d) the members are given a period of at least 21 days after the posting of the notification to consider their vote, whereby the date it is posted is not included in the calculation of deadline;
  - (e) it is pointed out to the members that the written ballot is only valid, if the signed ballot paper is received by the Head Office by the deadline specified;
  - (f) at least ten per cent of the members (in the event of combined voting, including the votes cast in the Members' Meeting) participate in the resolution;
  - (g) the votes are counted by a person selected by the Executive Board and who is obliged to observe a professional duty of confidentiality, provided that this is requested by the majority of the attendants and representatives; and
  - (h) in the event of combined voting, the result of the vote is announced in the Members' Meeting, and in the case of written vote, it is announced within 21 days after the cut-off date.

## **Article 15**

### **The Head Office**

- (1) In order to manage current business and to prepare meetings of the Executive Board, of the Council, of the special committees and working groups established by them, to organise the Members' Meeting and similar matters, a Head Office has been established at the seat of the Chamber. The operational management of the Head Office is conducted by one or more managing directors, appointed and dismissed by the Executive Board with the concurrence of the Council.
- (2) The Head Office performs its duties in close cooperation with – and under the supervision of the Executive Board. The Executive Board may establish general guidelines for the work of the Head Office and empower the managing director(s) to carry out certain kinds of transactions or individual transactions with validity for and against the Chamber.
- (3) The Executive Board is responsible for engaging and dismissing the managing director(s).
- (4) The Head Office should provide current membership statistics and a financial survey that are as up-to-date as possible, at every Executive Board meeting.

**Article 16**  
**The Regional Committees**

- (1) Regional committees of the Chamber exist in various regions of the Federal Republic of Germany and in the United Kingdom. In agreement with the Council, the Executive Board may establish additional regions and close existing ones or merge several existing regions.
- (2) The Regional committees act under their own responsibility and under the general supervision of the Executive Board of the Chamber. The Executive Board of the Chamber must be informed of the activities of the regional committees, and of any decisions taken in the form of written protocols, of the passing of a resolution and of the resolution result.
- (3) The regional committees have regional boards which are elected by the members of the regional committees from their midst. The regional boards consist of one chairman (called "Chairman/-woman") and a deputy and a treasurer, if applicable. The age limit in Art. 7 s. 3 sentence 2 applies to these persons accordingly. The term of office is two years. Simple majority is sufficient for the election. Re-election is possible. As of the second and following re-elections, a majority of 75% of cast votes is required for the chairman, his deputy and the treasurer.
- (4) Every member located in the region, or the representative for the region nominated by a member firm, may apply for membership in the respective regional committee. The regional board reaches the decisions on such applications and informs the Chamber immediately accordingly. The rejection of an application for membership in a regional committee is only effective upon approval by the Executive Board of the Chamber.

**Article 17**  
**Financial Resources and Assets**

- (1) The Chamber's financial resources and assets are controlled by the Treasurer who gives reports to the Executive Board.
- (2) The financial resources and assets of the Chamber consist of:
  - annual subscriptions, subscriptions paid by sponsoring members and monetary and nonmonetary contributions;
  - interest and other income from invested capital;
  - other revenue and other asset values.
- (3) Changes in membership subscriptions must be proposed by the Executive Board to the Members' Meeting for their resolution. The members must be notified of the proposals in the same way as they are notified of the items on the agenda prior to the Members' Meeting. An increase in the subscription fees may only be resolved with effect for the following fiscal year.
- (4) The Members' Meeting may resolve to empower the Executive Board for a maximum of five years to increase the subscription fees for ordinary members within specified limits as and when necessary. The Members' Meeting may withdraw such authorisation at any time.
- (5) Annual subscriptions are payable on 1 January of each year or upon the acceptance of a new member. If a member is accepted after 30th June, only half of the annual subscription is payable for that year, but another appropriate regulation on a case-by-case basis may be made by the Managing Director. The membership subscriptions should - as far as possible - be collected by direct debit in order to keep administration costs of the Head Office as low as possible.
- (6) Books must be kept on the Chamber's financial resources and assets as well as on all its revenues and expenses. The regional groups must report on their revenues and expenses and present their accounts to the Treasurer and the Head Office of the Chamber quarterly.

**Article 18**  
**Auditor and Auditor's Report**

- (1) An Auditor must examine the accounting records every fiscal year. The results of this audit must be recorded in a written auditor's report.

- (2) The auditor's report must be submitted to the Executive Board and to the Council. The Council submits the auditor's report to the Members' Meeting. The Council may append a statement to the auditor's report.
- (3) The auditor is elected by the ordinary Members' Meeting upon nomination by the Council. An accountant or an accountancy firm that is a member of the Chamber should be nominated as auditor. The auditors of past accounting years may be re-elected for an unlimited number of times.

### **Article 19 Dissolution and Liquidation**

- (1) If the Members' Meeting resolves to dissolve the Chamber, the members of the Executive Board shall become the liquidators unless otherwise resolved by the Members' Meeting.
- (2) Any surplus remaining after completion of the liquidation must be transferred to the Chamber's foundation or a charitable institution selected by the liquidators, provided such institution's primary objective lies in the promotion of Anglo-German relations, e.g. the Versöhnungswerk der Kathedrale von Coventry e.V. or the Foundation Temple Gift.

### **Article 20 Validity**

These Articles of Association replace the previous Articles of Association of the Chamber. They become binding upon their adoption by the Members' Meeting. As far as the previous Articles of Association intended representatives of regional groups to be part of the Council as ex officio members, the said persons shall remain in office as ex officio members until the next ordinary Members' Meeting which is that which follows the Members' Meeting in which the adoption of these new Articles of Association are passed.

### **Article 21 Language**

An English version of these Articles of Association will be made available upon request. Only the German version is binding.

1 June 2017