



Articles of the American-German Business Club Frankfurt e. V.

(From 11.12.2017)

§1 Name, Legal Form, Seat, Language

1. The Club has the Name "American-German Business Club Frankfurt e. V.". It will be registered in the Club Register of the Municipal Court ("Amtsgericht") Frankfurt.
2. Seat of the Club is Frankfurt am Main.
3. The language of the Club is English. The Articles will be published in German and English. In case of ambiguities between the two texts, the German language version shall prevail.

§2 Purpose and Objectives of the Club

The purpose of the Club is to foster support of multiculturalism, tolerance in all branches of culture, international friendship through the encouragement of friendly relationships between Germany and the USA, as well as the support of education, including assistance to students.

The realization of these purposes is achieved through lectures, concerts and informal events at American institutions. Thereby is transmitted knowledge and background information concerning societal and interpersonal relationships, culture, history and economy of both countries. We support German-American relationships through the creation of a forum in which persons of both countries can meet and interact informally to discuss topics of mutual interest.

As supporter and active participant of the Newcomers' Festivals in Frankfurt, we welcome new residents of Frankfurt of all nationalities and assist them in the orientation and integration in a German-language environment.

An objective of the Club is also the professional education of students at the high school level. Through a training project, the young people learn business English and recognize through their efforts their own capabilities and the importance of creative thinking and constructive work within a team. The youths are supported by experienced AGBC members from various professions as mentors. The entire program is conducted in English throughout.

§3 Charitable Goals

1. The Club exclusively and directly pursues charitable goals within the requirements of the Section "Charitable Purposes" ("*steuerbegünstigte Zwecke*" der *Abgabenverordnung*) of the General Tax Code.
2. The Club is independently active; it does not primarily pursue its own economic interests. The funds of the Club may only be expended for those purposes and objectives set forth in

these Articles.

3. The members receive no financial benefits from the funds of the Club or of the Association of Clubs. No person may be benefitted through an expenditure, which is incompatible with the purposes of the Club, or through unreasonably high compensation. Documentation of the expenditure of funds is through proper bookkeeping and receipts concerning income and expenditure, including the individual purpose for the item.

§4 Fiscal Year

The fiscal year is the calendar year. The Club will commence operation on 1 January 1997.

§5 Membership

1. Members of the Club can be natural and legal persons, whether domestic or foreign, who support the purposes and the Articles of the Club. In the management of the Club, legal persons can only be represented through a designated natural person. Memberships are:
 - the "corporate"-Membership for legal persons, and
 - the "individual"-Membership
 - the "couple"-Membership
 - the "juniors"-Membership

The "corporate"-Membership is, in contrast to the "individual"-Membership, not limited to specified persons; the legal person can designate as member any eligible employee.

2. The Membership is acquired through a positive determination by the Board of the Club of the written application. The Membership begins in the month of the positive determination.
3. The Membership ends for natural persons through a written declaration of withdrawal or through death; for legal persons, through liquidation or through a written declaration of withdrawal. The written declaration of withdrawal is to be addressed to the Board of the Club. The withdrawal is only effective to the end of the calendar year, subject to a minimum 2-month notice period. Withdrawing members have no right to any property of the Club. Memberships which are not terminated in writing, are automatically renewed for another year.
4. A Member can by resolution of the Board of the Club, be expelled if, in the opinion of the Board, the member has gravely acted against the interests of the Club (for example, through a grave violation of the Articles or through material harm to the Club's primary interests). In an expulsion proceeding, the member is given the opportunity to provide a statement. A resolution of expulsion is to be justified and to be notified to the member by registered letter. The member can, within one-month after receipt of the notification, appeal the decision through a registered letter to the Board of the Club. The appeal of the resolution of expulsion is decided at a membership meeting. With the final determination of the expulsion, all membership rights expire.
5. Honorary memberships can be extended through the Board of the Club.

§6 Contributions, Membership Fees

1. In implementation of its tasks, the Club can accept project-specific contributions and gratuitous services and goods.
2. The membership fee (annual) is to be paid in advance of the calendar year. If the

membership begins during the calendar year, the membership fee is due as of the 1st of the month following the date of receipt of the written acceptance of the membership application. In such case, the membership fee is proportional to the remainder of the year.

3. The amount of the annual membership fee is to be recommended by the Board of the Club and submitted for approval to the membership meeting. Acceptance is by simple majority. Additional, voluntary contributions by members are permitted and welcome.
4. Membership expires automatically if a member, despite written payment reminder with a further due date of at least four (4) weeks, has not paid the annual membership fee. Even in the case of such expiration of membership, the annual fee for that calendar year remains due and payable.

§7 Management

Management of the Club are performed by:

- a) the membership meeting
- b) the Board of the Club.

§8 Membership Meeting

1. The membership meeting will be held at least once annually, before the 30th of September, and will be called by the Board of the Club in writing or by electronic media (fax, email) with a notice of at least two (2) weeks, or if the interests of the Club requires a meeting or if more than twenty percent (20%) of the members, with specification of the purpose of such meeting, requests this of the Board of the Club in writing. The Board of the Club can call an extraordinary membership meeting at any time within the interests of the Club.
2. The membership meeting is responsible for:
 - Amendment of the Articles
 - Election of the members of the Board of the Club for terms of two years as well as the annual approval of their acts
 - Approval of the annual financial statements
 - Approval of the membership fees
 - Approval of the budget for the coming fiscal year
 - Decision concerning the expulsion of a member
 - Liquidation of the Club
3. The membership meeting decides by simple majority of the cast votes. An amendment of the Articles requires a two-thirds majority of the votes cast.
4. The membership meeting has a quorum when at least 10 percent are present or represented by proxy. Each member has one vote and can be represented by another member by written proxy, whereby no member present at the meeting can represent more than three other members. A member is also considered present if that member participates by telephone conference or by other appropriate telecommunication means for the entire meeting.
5. The date of the ordinary shareholders' meeting must be communicated to the members at least two weeks in advance. The members must also be informed as to the agenda of the meeting. Items for the agenda of the meeting from members must be furnished to the Board of the Club at least one week before the meeting. Items presented after such deadline are not required to be included on the agenda. Generally voting shall be conducted through a show of hands. The membership meeting can, however, resolve that for a particular agenda item, another form of voting is to be conducted. The election of the

Board of the Club is generally to be conducted by written ballot or through electronic means. In exceptional cases, an election by mail is permissible. All communication concerning a membership meeting can be conducted by email.

The notice period for the calling of a meeting can be eliminated by unanimous resolution of the membership meeting.

6. The membership meeting can create committees and transfer its authority to them.

§9 Board of the Club

1. The membership meeting elects the members of the Board of the Club for a term of two years. Their term continues until the election of their successor. Re-election to a position is permissible.
2. The Board of the Club consists of at least four persons: the President, the Executive Vice President, a Treasurer, and a Secretary.
3. The Board of the Club represents the Club before Court and third parties. The scope of its authority is determined by these Articles and as to third parties so limited that only the President or the Vice President together with another member of the Board can bind the Club.
4. The Board of the Club conducts the affairs of the Club. It is responsible for all matters of the Club except in so far as such responsibility has been reserved to the membership meeting.
5. The obligation for proper management includes the complete documentation of income and expenditures in conformity with the requirements of the tax provisions applicable to charitable organizations as well as the accounting of the assets of the Club. The Board of the Club is authorized and obligated, within the scope of the budget, to make expenditures.
6. The Board of the Club conducts its activities in an honorary capacity.
7. The office of a member of the Board ends through resignation or death as well as upon the vote of two-thirds of the membership meeting. If the office of the member of the Board ends through resignation or death, the Board of the Club can appoint a successor to serve the remainder of the term. The membership meeting shall elect a successor for the remaining term when such term has been ended by membership vote.

§10 Resolutions of the Board of the Club

1. The Board of the Club has a quorum if, at a Board Meeting, at least three Board members, or – if the number of the Board members is larger than the minimum number set forth in the Articles – two-thirds of the Board members are in attendance in person, by proxy or participates by telephone conference or by other appropriate telecommunication means for the entire meeting, the President or Executive Vice President inclusive. The Board of the Club decides by simple majority of the members who are present (including by proxy). In case of a tie vote, the vote of the President counts twice - in the President's absence, that of the Executive Vice President.
2. The President conducts as Chair all ordinary and extraordinary sessions of the Board of the Club. The President is ex officio member of all committees. In the absence of the President the Executive Vice President has the same rights and authority as the President.
3. The Board of the Club is to prepare within the last three months of the calendar year a budget for the forthcoming calendar year. At every Board meeting, the Treasurer is to report to the Board of the Club the financial situation of the Club.
4. The Board of the Club or a Board member may only then engage in an expenditure if this has been generally provided for in the budget. Extraordinary expenditures, which exceed

the budget, may only be made upon prior approval of a majority of the Board of the Club.

5. The hiring or termination of employees of the Club require the prior approval of the Board.
6. The Board of the Club can grant to the President and to the Treasurer individual signing authority over bank accounts.
7. Resolutions of the Board of the Club can be agreed in writing if all Board member agree to such procedure.

§11 Standing Committees

1. The Club can, among others, have the following committees:
 - Membership Committee
 - Communication Committee
 - Events Committee
 - Finance Committee
2. The Committees will be formed with the consent of the Board of the Club.
3. Any member can become a member of a Committee, whereby the number of Committee members may not exceed ten (10).
4. Meetings of a Committee will be called as necessary by its chairman. Any Committee member can demand the calling of a meeting for a specified reason. The Committee has a quorum if half of its members are present.
5. For the annual membership meeting, each Committee shall provide a written annual report. On the basis of this report, the Board of the Club shall decide over the continuation of the Committee.

§12 Protocols

1. For every membership meeting, as well as for every meeting of the Board of the Club, or of a Committee, a protocol is to be prepared in which all resolutions taken are to be noted. The Protocol is to be signed by the chairman of the meeting and is to be available to all members of the particular body. The Protocols of the membership meeting may be reviewed by all members at any time.
2. The Protocols or extracts from the Protocols may only be approved through the express approval of the President.

§13 Voting

To the extent that these Articles do not expressly determine otherwise, majority votes concerning decisions or resolutions of the membership meeting or of the Board of the Club are based upon the number of members of that body present or represented by proxy.

§14 Audit of the Books and Records

The Board of the Club will appoint each year an independent auditor ("*Kassenprüfer*"), who within the discretion of the Board of the Club can also be a member of the Club, to audit the finances of the Club. The auditor is to review the accounts and records of the Club and to provide a written report to the Board of the Club for presentation at the annual membership meeting.

§15 Liquidation of the Club

1. An application for the liquidation of the Club must be made by at least two-thirds of the members. The liquidation of the Club can only be resolved at a membership meeting called solely for this purpose. The resolution for liquidation must be approved by a two-thirds majority of the votes present.
2. In case of the liquidation of the Club or loss of its preferential tax status, its net assets remaining after the payment of all financial obligations, shall be transferred to the "Association of American German Business Clubs e.V.", as long as this at this point in time still has its preferential tax status, or otherwise to another organization with preferential tax status, which must use those funds directly and exclusively for purposes serving the common good in accordance with §§51-54 of the German Fiscal Code dated 16 March 1976, preferably with the goal of promoting international understanding.