

# ARTICLES OF ASSOCIATION OF AFRIKA-VEREIN DER DEUTSCHEN WIRTSCHAFT E.V.

In the resolutions of the General Assembly of 14 April 2014

This English translation of the German original is provided for convenience purposes. Only the original German version is binding.

## Section 1

### Name, Registered Office

1. The name of the Association is Afrika-Verein der deutschen Wirtschaft e.V.  
The official English translation of the name of the Association is the German-African Business Association (hereinafter "the Association").
2. The registered office of the Association is in Hamburg, Germany.
3. The Association is registered with the Register of Associations of *Amtsgericht Hamburg* (Hamburg District Court) under No. 69 VR 2953.

## Section 2

### Object of the Association

1. The object of the Association is the promotion of international understanding, education, and charitable purposes within the meaning of Section 53, No. 1 of the *Abgabenordnung* (German Tax Code). The Association's field of activities focuses on the countries of Africa. The Association brings together people, companies, and organisations with an interest in its field of activities. The Association altruistically promotes the public interest in the material, intellectual, and humanitarian areas of common interest shared by the Federal Republic of Germany and the Association's field of activities. This pertains to, in particular, the understanding between peoples, the development of economic and cultural relations within and between individual regions, the promotion of trade in developing countries, and the provision of information and training in the fields of language, culture, and legal and economic relations necessary for the development of mutual understanding. The Association does not pursue any political or religious ends.
2. In this regard, the object of the Articles of Association is in particular achieved by:
  - the offering of a platform for contacts, the exchange of opinions and information, and balancing mutual interests through Association events (e.g., discussion groups,

forums, and information days) and participation in such events by third parties;

- the collection of relevant information and passing this on through the Association's publications and through responding to requests by members or third parties;
  - the promotion of information as well as of education and training to individuals whose interests focus on the Association's field of activities (e.g., intercultural training as well as competency training with respect to developments in the various countries of Africa and cultural, political, and economic relations);
  - the cooperation of the Association with other organisations, chambers of commerce, and authorities that foster relations between the Federal Republic of Germany and the Association's field of activities; and
  - the collection and distribution of funds for disaster relief and humanitarian aid, however, these funds may only be used for specific purposes and in accordance with the Articles of Association.
3. The Association exclusively and directly pursues public-benefit and charitable purposes within the meaning of the *Steuerbegünstigte Zwecke* (tax-privileged purposes) chapter of the *Abgabenordnung* (German Tax Code). The activities of the Association are altruistic; they do not primarily serve the Association's own economic purposes. The funds of the Association may be used only for the purposes set out in the Articles of Association. No individual may benefit from Association expenditure that is unrelated to the purposes of the Association, nor may any individual receive disproportionately high remuneration. Members may not receive payments from the funds of the Association.

### **Section 3**

#### **Acquisition of Membership**

1. Institutions, companies, legal entities, and natural persons with an interest in Africa may become members of the Association, as long as they have an economic, academic, or personal connection with Africa. The acquisition of individual members by owners, board members, or managing directors of companies or legal entities is excluded.
2. The Executive Committee decides on applications for admission to the Association. For routine applications, this decision can be delegated to the Management. Applications for admission are to be addressed to the Management in writing.

3. Membership is acquired once the notice of acceptance has been received by the applicant.
4. An appeal against a decision to reject the application may be lodged within 14 days of receipt of the relevant notification. The Management Board is to decide on the appeal.

#### **Section 4 Termination of Membership**

1. Membership is terminated by written notice or by exclusion.
2. Termination is only possible at the end of the fiscal year (Section 17) with a notice period of nine months.
3. Where there is good cause, exclusion is to be carried out by a member of the Management Board after hearing the member to be excluded.

Reason for exclusion is, in particular, gross violation of the obligations arising from membership in the Association (e.g., failure to pay membership contributions, despite repeated reminders).

4. The Chairperson may prohibit a member against whom exclusion proceedings are pending from using the facilities of the Association for the duration of the exclusion proceedings.
5. Exclusion is to be by decision of the Executive Committee. The member concerned is entitled to appeal against the exclusion to the Management Board within two weeks of receipt of the exclusion notice. The appeal is to be sent to the address of the Association. The appeal has to be justified in writing and has a suspensive effect until the next Management Board meeting addressing the exclusion.

#### **Section 5 Rights and Obligations of Members**

1. All members have equal rights to information, advice, and support from the Association in all matters relating to its area of responsibility.
2. Contributions are to be paid, the amount of which is determined by the General

Assembly. Reductions, waivers or deferrals are decided by the Executive Committee. A reduction or waiver may be granted for substantive reasons.

Contributions are payable for the current financial year, and are due in January of each year. After the payment due date, the Executive Committee is entitled to determine a reasonable interest rate and to levy appropriate reminder fees.

Honorary members are exempt from the obligation to make contributions.

3. If a member is more than six months in arrears with the payment of annual contributions in part or in whole, they lose the right to vote in the General Assembly as well as the rights detailed in Section 5, No. 1 of the Articles of Association.

## **Section 6 Bodies of the Association**

The bodies of the Association are the General Assembly, the Management Board, the Executive Committee, and the Management.

## **Section 7 General Assembly**

1. The General Assembly is constituted by all members of Afrika-Verein der deutschen Wirtschaft e.V.
2. The Ordinary General Assembly takes place annually within five months of the end of a fiscal year.

In particular, the General Assembly has to:

- a) receive the annual report of the Management Board;
- b) provide final approval for the budget estimates for the current fiscal year;
- c) approve the annual accounts. The annual accounts are to be audited by an auditor prior to the Ordinary General Assembly. The auditor is to draw up their report in writing, and explain it orally in the Ordinary General Assembly on request;

- d) decide on discharging the Management Board;
  - e) elect the Management Board and the auditors;
  - f) determine the amount of the contributions;
  - g) decide on documents submitted by the Management Board and on motions of the members;
  - h) decide on amendments to the Articles of Association; and
  - i) decide on dissolution of the Association.
3. With the consent of the Executive Committee, the Chairperson is entitled to call an Extraordinary General Assembly at any time. The Chairperson is to call an Extraordinary General Assembly at the request of at least 5 percent of all members. This request needs to be justified.
4. Ordinary and Extraordinary General Assemblies are convened in writing on the order of the Chairperson, stating their time, location, and agenda.

A notice period of three weeks applies to the Ordinary General Assembly. The Extraordinary General Assembly is to be convened with a notice period of two weeks.

Proof that the meeting has been duly convened shall be deemed to have been furnished in the minutes of the meeting.

5. The Chairperson is obliged to include motions in the agenda from at least ten members. Such motions are to be submitted to the Chairperson in writing, with the reasons for the motions, directly after receipt of the invitation and at no later than one week before the date of the meeting.

If there is an objection to their consideration, motions not on the agenda may only be addressed if this is supported by at least three-quarters of the members present or represented.

6. The Ordinary General Assembly has a quorum regardless of the number of members present or represented.

An Extraordinary General Assembly has quorum when at least 10 percent of all members are personally present or represented. If there is no quorum, a second Extraordinary General Assembly with an identical agenda may be convened within three weeks, which is quorate regardless of the number of members present.

7. Absent members may be represented by other members. The representative is to be in possession of a written power of attorney, and may represent no more than two other members.
8. Resolutions of the General Assembly are to be adopted by a simple majority unless a larger majority of votes is required by law or by the Articles of Association. In the event of a tied vote, the motion is deemed to be rejected.

Amendments to the Articles of Association or the dissolution of the Association require a three-quarters majority of members present or represented.

9. The General Assembly is to be chaired by the Chairperson or, if they are unable to do so, by a Deputy Chairperson. The chairperson of the meeting is to determine the form of voting. However, voting is to be anonymous at the request of the Management Board or at least tenth of the members present or represented.

Minutes are to be taken for every General Assembly, which are to be signed off by the chairperson of the meeting and the keeper of the minutes.

## **Section 8**

### **Management Board**

1. The Management Board consists of a minimum of 15 elected members and a maximum of 30 elected members.
2. The General Assembly elects the Management Board from among its members. If members of the Management Board leave the Management Board because they step down, leave the Association, or are excluded from the Association, the Management Board may itself appoint members of the Management Board for the remaining term of office of the member leaving the Management Board, which is to be confirmed at the next Ordinary General Assembly.

The same applies if the General Assembly does not elect the maximum number of members. The member groups and industries in the Association should be

proportionately represented in the Management Board.

Members of the Management Board whose employment with a member of the Association ends during their term of office are to resign from the Management Board within three months; this does not apply if the member of the Management Board is employed by another member of the Association within the above-mentioned period and this is accepted by the Executive Committee.

3. The term of office of members of the Management Board is three years. It begins with the conclusion of the General Assembly in which they were nominated and ends with the conclusion of the General Assembly that decides on re-election.
4. The Management Board elects from among its members the Chairperson and up to five Deputy Chairpersons, including the Treasurer. These form the Executive Committee. The Management Board assigns certain duties and areas of responsibility to the Executive Committee. These include, in particular, the selection and control of the Management. The Management Board decides on the Rules of Procedure, which define the duties of the Executive Committee.
5. The Management Board meets on a regular basis, at least twice a year. The Management is invited to the meetings of the Management Board unless the Chairperson excludes such participation for specific reasons.

Meetings of the Management Board are convened in writing by order of the Chairperson or, if they are unable to do so, by order of a Deputy Chairperson. The time, location, and agenda of the meeting are to be announced in good time.

Meetings of the Management Board have to be convened at the request of at least 25 percent of Management Board members.

The Management Board has a quorum when all of its members have been invited.

Meetings of the Management Board are to be chaired by the Chairperson or, if they are unable to do so, by a Deputy Chairperson.

6. If no member of the Management Board objects, resolutions can also be passed by means of a circulated document (also by fax or email). For circulated documents, members can vote for up to one week after the request to vote has been sent.
7. The Management Board passes its resolutions by its members that are present taking

part in a simple majority vote. If a vote results in a tie, the chairperson of the meeting casts the deciding vote. Absent members can be represented by other members. The representative has to be in possession of a written power of attorney, and may not represent more than two other members.

8. Minutes are to be taken for every Management Board meeting, which are to be signed off by the chairperson of the meeting and the keeper of the minutes.
9. Members of the Management Board may be re-elected after their term of office has expired.
10. The right to stand for election ends once candidates are over 70 years old.

## **Section 9**

### **Duties of the Management Board**

The Management Board decides on the fundamental structural work of the Association, in particular, the principles of the educational work and the appropriate measures for further developing international understanding. It ensures the exchange of information about the activities of the Association. The duties of the Management Board also include:

- a) reporting to the General Assembly through the Chairman on the previous fiscal year;
- b) providing provisional approval for the budget estimates for the coming fiscal year;
- c) electing the Chairperson and Deputy Chairpersons, including the Treasurer, who form the Executive Committee;
- d) deciding on questions of fundamental or programmatic importance; and
- e) passing resolutions on matters referred to it by the Executive Committee

## **Section 10**

### **Executive Committee**

1. The Executive Committee consists of the Chairperson and up to five Deputy Chairpersons, including the Treasurer.



2. The term of office of members of the Executive Committee ends with their term of office as members of the Management Board. Members may be re-elected.
3. The Executive Committee meets on a regular basis, at least twice a year. The Management is invited to the meetings of the Executive Committee unless the Chairperson excludes such participation for specific reasons.

Meetings of the Executive Committee are convened in writing by order of the Chairperson or, if they are unable to do so, by order of a Deputy Chairperson. The time, location, and agenda of the meetings are to be announced in good time.

Meetings of the Executive Committee are to be convened at the request of at least three members of the Executive Committee.

The Executive Committee has a quorum if at least half its members are present or represented. Meetings are to be chaired by the Chairperson or, if they are unable to do so, by a Deputy Chairperson.

4. If no member of the Executive Committee objects, resolutions can also be passed by means of a circulated document (also by fax or email). For circulated documents, members can vote for up to one week after the request to vote is sent.
5. The Executive Committee passes its resolutions by its members taking part in a simple majority vote. If a vote results in a tie, the Chairperson casts the deciding vote. Absent members can be represented by other members. The representative has to be in possession of a written power of attorney, and may not represent more than one other member.
6. Minutes are to be taken for every Executive Committee meeting, which are to be signed off by the Chairperson and the keeper of the minutes.

## **Section 11**

### **Representation of the Association, Duties of the Executive Committee**

1. The Executive Committee is the *Vorstand* (Board) within the meaning of Section 26 of the *Bürgerliches Gesetzbuch* (German Civil Code). Each member of the Executive Committee has sole power of representation. Internally, this power of representation is only to be exercised if the Chairperson is prevented from doing so.

2. The Executive Committee is responsible for the guidance and supervision of the Management, the execution of the resolutions of the Association, and the management of the assets of the Association, including those of its subsidiaries. The Executive Committee submits individual questions of fundamental importance to the Management Board for resolution.
3. The Executive Committee appoints one or more Managing Directors to manage day-to-day business. A member of the Management may not be a member of the Management Board at the same time. The Executive Committee defines the duties and the powers of representation of the Management in the Rules of Procedure, supervises the Management, and passes resolutions on important Management measures.
4. The Executive Committee may entrust one or several members of the Executive Committee with specific tasks.

## **Section 12 Committees**

In order to fulfil the purposes of the Association's Articles of Association, the Management Board may establish expert and regional committees, which are legally and fiscally part of the Association. The chairpersons of the committees are appointed by the Chairperson of the Association on the proposal of the Management Board. Committee chairpersons who are not members of the Management Board participate in Management Board meetings in an advisory capacity. Committee chairpersons appoint the members of the committees. The Management is also to be invited to the meetings of the committees and country divisions, unless the committee or country division excludes the participation of the Management for specific reasons. Members of the Executive Committee have the right to participate and speak in the meetings at any time.

Members and non-members of the Association from Germany or abroad may belong to the country divisions. The Management Board decides on other questions regarding the structure of the country divisions on a case-by-case basis.

## **Section 13 Management**

1. The Executive Committee appoints one or more Managing Directors and Deputy Managing Directors to manage the business of the Association. A Managing Director can be appointed as the Chief Executive Officer. The Management consists of the Chief Executive Officer, the Managing Directors, and any Deputy Managing Directors. Several

Managing Directors may represent each other; the focus of the respective areas of work is determined by the Executive Committee.

2. Members of the Management are *besondere Vertreter* (special representatives) within the meaning of Section 30 of the *Bürgerliches Gesetzbuch* (German Civil Code). Further details shall be laid out in Rules of Procedure to be adopted by the Executive Committee.
3. The Management is to conduct business in accordance with the resolutions and directions of the Management Board or, in the absence thereof, in accordance with the instructions of the Chairperson.

#### **Section 14** **Transitional Provisions**

The Articles of Association were last amended on 23 April 2012, coming into force with the entry of the amendment in the Register of Associations. Members of the Management Board elected or co-opted in accordance with Section 8 of the previous version of the Articles of Association are to remain in office until their respective terms of office expire. The Chief Executive Officer, ex officio a member of the Management Board in accordance with Section 8 of the previous version of the Articles of Association, ends their term of office on the Management Board when their term of office as Chief Executive Officer ends. The term of office of the Chairperson of Afrika-Kollegium e.V, ex officio a member of the Management Board in accordance with Section 8 of the previous version of the Articles of Association, ends with the entry of the amendment to the Articles of Association into the Register of Associations. The terms of office of members of the Executive Committee elected in accordance with Section 8 of the previous version of the Articles of Association ends with the entry of the amendment to the Articles of Association in the Register of Associations.

#### **Section 15** **Honorary Membership**

In the case of special services to Afrika-Verein der deutschen Wirtschaft e.V., the Executive Committee can award honorary memberships at the suggestion of the Management Board.

#### **Section 16** **Dissolution of the Association and the Use of Association Assets**

1. The General Assembly decides on the dissolution of the Association and the use of Association assets. This decision requires a majority of three-quarters of the members

present or represented.

2. The General Assembly that decides on the dissolution of the Association and the use of Association assets has a quorum if at least two-thirds of the members are present. If there is no quorum, a second General Assembly is to be convened within three weeks, which is quorate regardless of the number of members present.
3. The final General Assembly is to appoint two liquidators for the winding-up process.
4. In the event of the dissolution of the Association or the loss of tax-privileged purposes status, the assets of the Association are to be transferred to a legal entity under public law or another tax-privileged organisation for the purposes of promoting international understanding with the countries of Africa.
5. Members have no rights to Association assets in the event of dissolution of the Association or the members leaving the Association.

#### **Section 17**

#### **Fiscal Year**

The fiscal year is the calendar year.

#### **Section 18**

#### **Court of Jurisdiction**

The place of performance and court of jurisdiction are the registered office of the Association.

Hamburg, 14 April 2014