

Registered in the Bonn
Register of Associations
2016

Statutes

The people of our times have the task of ensuring peace, social progress and democratic development of the society. International cooperation, transnational integration – particularly in Europe -, cross-border cooperation in as many fields as possible could contribute substantially to this.

In order to make as many people as possible understand these tasks, to help them realise that they are a personal obligation and opportunity and to reinforce the willingness and ability to act responsibly, the Gustav Stresemann Institute was founded as a legal successor to the European Youth Campaign – German Secretariat – founded in 1951. The association was entered in the Register of Associations of the Local Court of Bonn on 7 March 1960.

After amendments to the statutes by the members' meetings held on 4 February 1963, 22 August 1972, 13 June 1973, 2 February 1981, 17 November 1987, 28 November 1989, 18 January 1991, 27 May 1994, 14 May 2004 and 30 April 2010, the members' meeting held on 20 May 2016 resolved the following new version of the statutes:

§ 1 Name – Legal form – Association’s headquarters

- 1) The association bears the name:
GUSTAV-STRESEMANN-INSTITUT e.V. für übernationale Bildung und europäische Zusammenarbeit.
- 2) The association has been entered in the Register of Associations at the Local Court of Bonn.
- 3) If in theses statutes a function is described in the male form, it shall also include the female form.
- 4) The association is based in Bonn.

§ 2 Charitable nature

- 1) The association exclusively and directly pursues charitable objectives within the meaning of the “tax-privileged purposes” section of the German Tax Code. The objective is explained in § 3.
- 2) The association operates selflessly; it does not pursue its own economic interests primarily.
- 3) Funds may only be used for purposes defined in the statutes. The members will not receive any payments from the association’s funds. Upon withdrawal or upon dissolution or closure of the association, they will receive not more than their deposited capital shares and the ordinary value of their contribution in kind.
- 4) No one shall be favoured by cash disbursements which are alien to the purposes of the association or by disproportionately high remuneration.
- 5) Upon dissolution or closure of the association or if the existing purpose becomes obsolete, its assets shall be allocated to another tax-privileged association or a recognised charitable corporation which pursues the purposes of § 3.1 according to the statutes. The assets are always to be used for the purposes listed in § 3.1.

§ 3 Objective and tasks

- 1) The objective of the association is to reinforce political responsibility especially through youth and adult education as well as to promote European unification and international cooperation. To this end, the

association shall hold its own educational events, it shall sponsor events held by other institutions and operate an educational institution in Bonn.

- 2) The association shall work together with people and groups who recognise human rights as their objective and realise it in democratic work.

§ 4 Structure

The association can form specialised divisions and appoint advisory councils for them.

§ 5 Membership

- 1) Members of the association can be individual persons or legal entities who want to cooperate according to § 3 and who meet the requirements stated there.
- 2) A written application for membership shall be submitted to the executive committee. The members' meeting shall decide on admission with a 2/3 majority of the present votes (including the transferred votes, § 7.2).
- 3) Membership ends upon withdrawal, expulsion or death.
- 4) Withdrawal shall be effected by written notification addressed to the executive board. The withdrawal shall be effective upon receipt of the notification by the executive board.
- 5) The members' meeting shall decide on expulsion with a 2/3 majority including the transferred votes, § 7.2 after hearing the member to be expelled.
The decision on expulsion is effective upon service (registered mail with return receipt) of the decision to the member to be expelled.

§ 6 Bodies

- 1) The bodies of the association are:
 - the members' meeting
 - the executive board
 - the managing committee.
- 2) Unless the responsibility of a specific body is otherwise regulated by law or these statutes, the members' meeting shall be responsible.

§ 7 Members' meeting

- 1) Each member has one vote.
- 2) The members' meeting shall be convened by the executive board at least once a year. The invitation is to be effected at least three weeks prior to the meeting stating the time, venue and agenda via e-mail. A written invitation shall be sent only in cases where an e-mail address is lacking.

Every members' meeting convened in due and proper form constitutes a quorum. Minutes of the members' meeting shall be taken and they shall be signed by the chairman of the meeting.

Members who are hindered from attending the members' meeting can transfer their voting right in writing to another member who will attend the members' meeting. Each member can represent only **one** absent member.

- 3) Apart from the responsibilities resulting from the law and the statutes, the members' meeting shall have the following tasks in particular:
 - approval of the budget
 - ratification of the executive board
 - determination of contributions.
- 4) The consent of at least half of the members is necessary when passing the following resolutions:
 - election of the executive board
 - ratification of the executive board

The regulation defined in § 11 applies to the amendment of the statutes and the dissolution of the association.

- 5) An extraordinary members' meeting can be convened by the executive board or must be convened by the executive board at the request of a third of the members. It shall constitute a quorum if at least half of the members are present.
- 6) At the request of the executive board, members' resolutions can be effected in writing in special cases. Such resolutions shall however require the express consent of 2/3 of the members.

§ 8 Executive board

- 1) The members of the executive board shall be elected during the members' meeting at the recommendation of the members of the association or the executive board for a term of four years. If a member of the executive board withdraws during the term in office, by-elections will be held for the remainder of the term in office.
- 2) The executive board shall consist of the chairman and up to four vice-chairmen.

The following applies to the elections:

- a) The chairman and the vice-chairmen shall be elected in separate rounds of elections. The vice-chairmen can be elected in a joint round of elections.
 - b) Each eligible voter has one vote for each electoral office to be occupied.
 - c) A person who receives more than half of the votes of all present members who are entitled to vote including the transferred votes (absolute majority) according to § 7.2 is elected. If no candidate gets the absolute majority during the first round of elections, the election for these electoral offices shall be repeated.
 - d) If during a second round of elections no candidate obtains the absolute majority, a runoff election shall be held for the respective office between the candidates who obtained the most votes. The one with the most votes shall be elected. In case of a tie, the decision shall be made by the lot drawn by the chairman of the meeting.
- 3) The executive board has the following duties and powers:
 - a) The executive board shall represent the association internally and externally provided that it doesn't leave representation to the managing committee.
 - b) The executive board shall decide on the appointment and dismissal of the managing committee and regulate their services.
 - c) The executive board shall monitor and advise the managing committee.

- d) The executive board shall decide on the principle positions and strategies of the association as well as on the fundamentals of project support according to the guidelines stipulated by the members' meeting.
- e) The executive board shall decide on the business plan and the annual financial statement to be presented to the members' meeting for the purpose of decision-making.
- 4) The chairman shall convene and chair the executive board meetings. He shall act for the executive board internally and externally. One of the vice-chairmen shall have the responsibilities and powers of the chairman if the chairman is indisposed.
- 5) The executive board shall constitute a quorum if at least half of its members are present.
- 6) Upon lapse of the four-year term in office, the members of the executive board shall remain in office until their successors are elected and they take office.

The executive board's term in office commences upon conclusion of the members' meeting in which the board has been elected.

- 7) The members of the executive board are unsalaried. Their liability is limited to intent and gross negligence.
- 8) The executive board can give itself an agenda.

§ 9 Managing committee

- 1) The members of the managing committee shall be appointed and dismissed by the executive board. The executive board shall decide on their ratification.
- 2) The managing committee shall consist of at least one member.
- 3) The managing committee is a committee according to § 26 of the German Civil Code. If more than one managing committee member is elected, the association will be represented by two managing committee members jointly.

- 4) The chairman of the managing committee shall preside. The managing committee shall make its resolutions with the majority of the votes cast. In case of a tie, the chairman's vote shall tip the scale.
- 5) The managing committee shall transact considering the resolutions of the members' meeting and the executive board.
- 6) The managing committee shall attend the members' meetings as well as the executive board meetings and any other committees in an advisory capacity, provided that the respective committee does not decide to hold a meeting without the managing committee or without its individual members. The executive committee is to be notified about current transactions and immediately about unusual transactions, provided with documents and allowed to inspect.
- 7) The managing committee can give itself an agenda unless the executive board issues this.
- 8) The managing committee members shall be remunerated appropriately for their work. Full particulars will be regulated by the executive board.

§ 10 Financial year – Statement of account – Auditing of accounts

- 1) The financial year is the calendar year.
- 2) The executive board shall present a statement of account for each financial year.
- 3) The members' meeting shall resolve measures of the audit.

§ 11 Amendment of the statutes – Dissolution

- 1) An amendment of the statutes and the dissolution of the association can only be resolved by a members' meeting convened specifically for this purpose.
- 2) A decision on the amendment of the statutes or the dissolution of the association requires a majority of 2/3 of the votes cast including the transferred votes according to § 7.2.
- 3) Addenda or amendments to these statutes which become necessary at the instigation of the register court or the tax office can be resolved upon unanimously by the executive board. The members are to be informed about this immediately.

§ 12 Transfer clause

- 1) The amendment of these statutes becomes effective when it is approved by the tax office and recorded at the register court.
- 2) Until the time this amendment of the statutes becomes effective, the previous version of the statutes will remain effective.
- 3) With the coming into effect, the duties and powers which according to the previous statutes were assigned
 - to the managing committee shall be transferred to the executive board
 - to the chairman of the managing board shall be transferred to the executive board chairman
 - to the director shall be transferred to the managing committee.