

Statutes of Association (new version 2010)

Section 1 Name and Registered Office

(1) The name of the club is: "MitOst e.V."

Verein für Sprach- und Kulturaustausch in Mittel-, Ost- und Südosteuropa (Association for Linguistic and Cultural Exchange in Central, Eastern and Southeastern Europe); founded by scholarship holders of the Robert Bosch Foundation

(2) The association has its registered office in Berlin, Germany.

Section 2 Purpose of the Association

(1) The association exclusively and directly pursues charitable objectives within the meaning of the section "tax-privileged purposes" of the German Fiscal Code.

(2) The purpose of the association is its commitment in the fields of international understanding and education, in particular the promotion of cultural and linguistic exchange between the countries of Central and Eastern Europe and German-speaking countries.

(3) The association pursues charitable aims; it does not primarily pursue its own financial interests.

(4) The funds of the association may only be used for statutory purposes. The members do not obtain any benefits from the funds of the association.

(5) No person may benefit from expenditures that are not related to the purpose of the corporation, or through inappropriately high allowances.

Section 3 Activities of the Association

The aim as laid down in the Statutes of Association is served in particular through establishing and maintaining an information and contact network as well as through implementing educational and cultural projects.

Section 4 Entry in the Register of Associations

The association has been registered in the Register of Associations of the Local Court Berlin-Charlottenburg.

Section 5 Regional Groups

(1) The association is an entire association. It is divided into regional groups.

(2) Regional groups promote the purpose of the entire association in its local sphere of influence. They may choose the form of an independent legal person. Regional groups bear the name "MitOst" by adding the state or region in which they act. The organizational structures of a regional group may not be contrary to the Statutes of Association or to the mission statement of the entire association. In addition, the regional groups shall settle their organizational structures as well as their personnel matters on their own. The statutes of a regional group choosing the form of an independent legal person have to define that the membership in the regional group also includes a membership in the entire association. The statutes may not be contrary to the Statutes of

Association of the entire association.

(3) The general meeting of the entire association shall decide on the recognition of regional groups that choose the form of an independent legal person. Recognition shall in particular be denied if it can be expected that the activity of the relevant regional group is contrary to the purpose of the entire association or if the members of the relevant regional group damage the activity or reputation in any other way.

(4) The general meeting of the entire association shall decide on the exclusion of regional groups which have chosen the form of an independent legal person. The resolution must have a two-thirds majority of the valid votes cast. These regional groups shall be excluded if their activities are contrary to the purpose of the entire association or if the members of this regional group damage the activity or reputation in any other way.

Section 6 Entry of Members

(1) Any natural or legal person may become a member of the association.

(2) Minors below the age of 18 need permission of their parents or their legal representative. Members shall only be entitled to vote if they are 16 years old.

(3) The declaration of membership is to be submitted in written form.

(4) The board shall decide on the admittance of members. The entry shall become effective upon delivery of a written declaration of acceptance.

(5) Regional groups that have chosen the form of an independent legal person shall forward any application for admission submitted to them and approved by the board of the respective regional group to the board of the entire association. The application for admission shall be deemed accepted unless a negative decision of the board of the entire association has been received by the respective regional group within 8 days as of lodging at the post office or as of sending the application for admission per email. The board of the entire association shall only refuse admission for good cause. Good cause shall in particular be deemed to exist if it can be expected that the person interested in becoming a member behaves in a manner that is detrimental to the association.

(6) After having been accepted as members of a regional group, which has chosen the form of an independent legal person, the members of this regional group shall also become members of the entire association (multiple membership). However, a membership of MitOst e.V. does not necessarily require the membership in a regional group (direct membership).

(7) As far as these Statutes of Association require a written declaration, a declaration in text form pursuant to section 126b German Civil Code shall be sufficient, that is to say in particular a declaration per email naming the person making the declaration.

Section 7 Withdrawal of Members

(1) The membership shall terminate in case of death, voluntary withdrawal, exclusion from the association or in case of removal from the list of members.

(2) The voluntary withdrawal is effected by means of a written declaration to the board. It shall only be permissible as of April 30th of a calendar year if a period of four weeks is observed.

(3) Any withdrawal from a regional group that has chosen the form of an independent legal person shall not be deemed as withdrawal from the entire association unless the member specified otherwise in his/her notice of resignation.

(4) Upon exclusion from a regional group that has chosen the form of an independent legal person the membership of the members of this regional group in the entire association shall end at the same time. The individual members shall be free to make an application for direct membership in the entire association.

Section 8 Exclusion of Members

- (1) A member can be excluded from the association by means of a resolution of the general meeting with a majority of $\frac{3}{4}$ of the valid votes cast if the member has violated the interests of the association in a grossly manner.
- (2) Upon application of the board, the general meeting shall decide on the exclusion.
- (3) The board shall notify the member to be excluded about its application in written form at least four weeks before the meeting.
- (4) Before the vote, a written statement of the member has to be read out in the general meeting that has to decide on the exclusion.
- (5) The exclusion of a member shall become effective as soon as the resolution is adopted.
- (6) The exclusion from the entire association shall also involve the exclusion from the regional group if the regional group has chosen the form of an independent legal person.

Section 9 Cancellation of Membership

- (1) Furthermore, a member withdraws from the association in case of a cancellation of membership.
- (2) A cancellation of membership may occur if the member has been in arrears with regard to the payment of the annual membership fees for more than two calendar years and if the member did not fully pay this amount after having received a written reminder from the board sent to the last known address of the member within 6 months as of dispatch of the reminder.
- (3) The reminder must include a warning that the membership will be cancelled.
- (4) The cancellation of membership in the entire association shall also involve the cancellation of membership in the regional group if the regional group has chosen the form of an independent legal person.

Section 10 Membership Fees

- (1) Membership in the entire association
The amount of the annual membership fees is determined by the general meeting.
Payment is due on May 1st of each year.
- (2) Membership in regional groups
The amount of the annual membership fees is determined by the regional groups.
The board and the regional groups may conclude a special agreement with respect to the amount of the fees of the entire association which the members of the regional groups have to pay to the entire association.

Section 11 Honorary Members

- (1) Persons who have displayed outstanding merits in the fields specified in section 2 (2) may be appointed honorary members by the general meeting.
- (2) A membership in the organization is not a condition for the appointment as honorary member.
- (3) Honorary members are exempt from the obligation to pay membership fees.
- (4) Honorary members have full voting rights in general meetings.

Section 12 Supporting Members

- (1) Persons who are members of the association pursuant to section 6 may become supporting members. They support the association by spreading its matters and by

means of a higher membership fee. The amount of the annual membership fee of a supporting member is determined by the supporting member.

(2) A person may become a supporting member if he/she wants to particularly promote the objectives of the association and is willing to pay the higher membership fee. A written application is to be submitted to the board which decides on the acceptance.

Section 13 Organs of the Association

(1) Organs of the association are:

- the board
- the general meeting
- the managing directors
- other special representatives, as far as appointed by the board.

(2) The general meeting is entitled to establish further organs.

Section 14 The Board

(1) The entire board consists of the 1st chairman and the 2nd chairman, the treasurer and committee members.

(2) Pursuant to section 26 German Civil Code, the 1st chairman and the 2nd chairman form the board. Each chairman has sole power of representation.

(3) The tasks of the board include in particular the following:

1. preparation and calling of the general meeting as well as preparation of the agenda,
2. preparation of the budget and the annual report, presentation of the annual planning,
3. if necessary resolution on applications for admission of new members,
4. resolution on exclusions and cancellation of members,
5. delegation of tasks to members within the framework of the association's activity,
6. administrative and technical supervision of managing directors of the association.

Section 15 Tasks and Responsibilities of the Board

(1) The board shall manage the association unless management of the association has been attributed to a different organ pursuant to the Statutes. The board establishes the principles with respect to the work of the association. The board shall adopt its rules of procedure. The members have to be notified about the rules of procedure. The board has to inform the members about any changes in the rules of procedure.

(2) With respect to its business, the board shall appoint managing directors as special representatives pursuant to section 30 German Civil Code. The appointment may be revoked by a resolution of the board.

(3) The board may temporarily appoint further persons as special representatives for special matters within the meaning of section 30 German Civil Code. The board may revoke the appointment. The appointment shall automatically terminate upon expiry of the period stated in the commission.

Section 16 Election of the Board

(1) The board is elected by the general meeting for the period of one year. Reelection shall be permissible. Only members of the association can become members of the board. The board shall hold office until a new election.

(2) If a member of the board withdraws before his/her regular term has expired, the board may hold a by-election which is subject to the approval of the next general meeting.

(3) A termination of the membership in the association shall also terminate the office as member of the board.

Section 17 Board Meetings

- (1) The board resolves in meetings that have been summoned by the 1st chairman or 2nd chairman. The presentation of an agenda is not necessary.
- (2) The board constitutes a quorum if at least three members of the board are present. The board decides by a simple majority of votes.

Section 18 Management and Further Special Representatives

- (1) The managing directors are appointed as special representatives by the board pursuant to section 30 German Civil Code. The management shall be responsible for the current activities of the association in accordance with the guidelines and instructions of the board. The management has to represent the interests of the association and its members. Further details shall be specified by the rules of procedure to be adopted by the board.
- (2) In individual cases, the board shall be entitled to give the management or, on a proposal of the management, further special representatives a power of attorney to the effect that they may legally represent the association either alone or together with the 1st chairman and 2nd chairman or together with a member of the board.
- (3) The management and the special representatives shall report directly to the board.

Section 19 General Meeting

- (1) Each member – also an honorary member – has one vote in general meetings. It is not permissible to confer the exercise of the voting right to another member.
- (2) The general meeting shall be responsible for the following matters:
 1. election, removal and approval of the activities of the board upon presentation of the cash report,
 2. resolution on the amendments to the Statutes and on the dissolution of the association,
 3. appointment of honorary members,
 4. recognition of new regional groups that have chosen the form of an independent legal person,
 5. exclusion of regional groups that have chosen the form of an independent legal person,
 6. further tasks as far as this follows from the Statutes or from the law.
- (3) The ordinary general meeting takes place annually. It shall be convened by the board giving six weeks notice; the board shall also circulate the agenda. The invitation shall be made in writing and may be sent in electronic form, that is to say per email in particular, pursuant to section 126 (1) German Civil Code.
- (4) The agenda is to be supplemented if this is requested in writing by a member at least one week before the scheduled date. The members have to be informed about any addition to the agenda at the beginning of the meeting.
- (5) Extraordinary general meetings shall be convened at the request of the members if 1/10 of the members of the association make a written request for a meeting indicating their reasons.
- (6) The general meeting shall constitute a quorum if it has been duly and orderly called.
- (7) Resolutions of the general meeting shall be adopted with a simple majority; amendments to the statutes require a $\frac{3}{4}$ majority of the votes of present members with voting rights. In this case, the valid votes cast shall be decisive.
- (8) The general meeting elects a chairman of the meeting and a keeper of the minutes.

Section 20 Notarization of Resolutions

At every general meeting, minutes shall be kept which are to be signed by the chairman of the meeting and the keeper of the meeting.

Section 21 Cash Auditor

The two auditors who have been elected by the general meeting for a period of 2 years verify the accuracy of the management of the funds of the association. The cash auditing does not involve the effectiveness of the expenditures that have been approved by the board. The auditing has to be done at least once a year; a report of the result shall be provided in the annual general meeting. Cash auditors may not be members of the board.

Section 22 Dissolution of the Association

- (1) The association may be dissolved by resolution of the general meeting with a $\frac{3}{4}$ majority of the votes cast by the members present .
- (2) In case of the dissolution of the association or in case of obsolescence of tax-privileged purposes, the assets of the association shall fall to a legal entity under public law or to another tax-privileged corporation for the purpose of being directly and exclusively used for the promotion of international understanding and the promotion of education in the region of German-speaking countries as well as in Central, Eastern and Southeastern Europe. The general meeting shall be responsible for a determination. Before any implementation, the tax office is to be consulted.
- (3) If the association is dissolved with a view to changing the legal form or merging with a similar other association, thereby warranting the continuing exclusive and direct pursuit of the objective of the previous association by the new legal entity, the association's assets shall pass into the possession of this new legal entity.

The present Statutes of Association have been adopted upon resolution of the general meeting in Perm on October 16, 2010.

Stephan Bull
1st Chairman

Ulrike Würz
2nd Chairman