

## Articles of Association

### **§1. Name, Seat, Business Year**

The name of the Association is *Canada Meets Germany Alumni Forum e.V.* The Association is seated in Wiesbaden, Germany. The business year is the calendar year. The first business year shall start at the date of publication in the Register of Associations and end on December 31<sup>st</sup> of the calendar year of registration.

### **§2. Aim and Purpose**

1. The aim of the Association is the establishment and maintenance of a network of young people in Canada and Germany with the goal of advancing the bilateral dialogue, the cultural exchange and intercultural understanding between Canada and Germany.
2. The Association will achieve this aim through the organization of annual study tours through Canada and Germany to allow the participants to get in contact with diverse societal aspects of their home and host country respectively. The mutual understanding of both cultures is strengthened by an exchange on scientific, cultural, political and economical topics. Furthermore, the Association will initiate regional events and members' reunions to stimulate the German-Canadian dialogue on a regular basis and to strengthen interpersonal relations. By this means, the Association aspires toward convincing young people of the idea of an exchange between Canada and Germany who are serving as guarantors for an excellent cultural diplomacy between both countries and hence acting as so called *Young Leaders* for the transatlantic dialogue.
3. The Association supports the network *Canada Meets Germany – a forum for young leaders (CMG)*, being the organization of its alumni (alumni forum). As a sponsoring society it is raising funds for the CMG program. In this context, the Association can transfer funds to the managing body of the CMG network (currently the non-profit organization *institute for cultural diplomacy e.V.*, registered as a tax-exempt association at the revenue office in Berlin Charlottenburg, Germany) for the exclusive promotion of the annual CMG study tour respecting its tax-exempt purpose. The fundraising occurs in particular through charging membership fees and collection of donations from members and third parties.
4. The Association is constituted as and shall be operated exclusively for not-for-profit purposes serving the public good in the spirit of the provision relating to tax-exempt purposes (“Steuerbegünstigte Zwecke”) under the German Fiscal Code. The Association acts altruistically and does not pursue goals primarily serving its own eco-



conomic interest. The capital of the Association may only be used for a purpose which is compliant with these Articles and no part of the Association's capital will be available for the personal benefit of any member of the Association. The members will not receive any allowances out of the Association's assets. No person shall benefit through disproportional compensation or through expenses which are non-compliant with the Association's aim and purpose.

5. The core operations of the Association are as follows: fundraising, public relations, organisation of CMG events and study tours, call for applications and recruitment of members for the CMG network.

### **§3. Membership**

1. All former and active participants of the CMG program and its predecessor program, *Canadian German Young Leaders Forum*, as well as program directors of CMG may become members of the Association.
2. A prerequisite to acquire membership status is a formal application for admission addressed to the Managing Board, which application shall be substantially in the form of Appendix A. By signing the application form, the applicant commits himself or herself to comply with the provisions of these Articles. The Board shall admit members to the Association at its own discretion.
3. The Managing Board can extend an invitation of membership to persons and legal entities not mentioned under 1 who are nevertheless committed to the German Canadian exchange and the CMG program. The Board shall report to the General Assembly about the invitation of members. An invited member needs to sign a formal application form to commit himself or herself to comply with the provisions of these Articles.
4. Each member can choose between a basis membership and a sustaining membership. Both membership flavours grant the same rights and they only differ in the amount of the membership fee.
5. The Association may award honorary membership to persons and legal entities who have rendered outstanding services to the German-Canadian dialogue. An honorary membership is extended by the Board and may be accepted by the beneficiary through a commitment to the Articles in writing. An honorary membership needs to be confirmed by the General Assembly. Honorary members obtain the same rights as regular members.
6. Members that are legal entities need to assign a person who will represent the member on the General Assembly and exercise voting rights. The nomination and the replacement of this representative shall be communicated to the Management Board.
7. The membership and the exercise of membership rights are not transferable. Exceptions hereof are regulated under 6.

### **§4. Termination of Membership**

1. Membership in the Association shall be terminated by death, notice of resignation in writing, expulsion or removal from the list of members.



2. A member may declare in written form his resignation effective at the end of the business year with three months' notice.
3. A member may be expelled from the Association if he or she wilfully and grossly violates these Articles or acts against the interests of the Association. The General Assembly decides on the expulsion.
4. A member who is in arrears with annual membership fees for more than three months will be reminded of the outstanding payment via postal mail or email. If the member does not pay the outstanding fees, the Board may remove him or her from the list of members which will terminate his or her membership.
5. After termination of membership, any and all claims on the Association's capital are excluded.
6. Membership fees already paid will not be reimbursed after the termination of membership.

## **§5. Membership Fees**

1. The amount of membership fees payable by members of the Association shall be decided by the Founding Assembly and can be changed by the General Assembly.
2. The membership fee will be payable by February 1<sup>st</sup> of the current business year. If a member joins the Association after February 1<sup>st</sup>, the membership fee will be payable one month after admission. The amount of the membership fee shall be pro-rated to the remaining period of the business year in relation to the current business year.
3. The membership fee shall be collected via direct debit. Alternatively, the membership fee may be transferred to the Association's bank account in Germany or to a trust account in Canada.
4. Honorary members are exempt from membership fees.

## **§6. Managing Board**

1. The Managing Board consists of the president, the vice-president, the treasurer and two associated Board members. The vice-president acts as secretary. The Managing Board operates voluntarily and does not receive any compensation for its activities.
2. The Managing Board conducts the Association's business and represents the Association judicially and extra-judicially. The president and vice-president are each entitled to represent the Association acting on their own. The president may authorize further members of the Board or members of the Association to represent the Association.
3. The Managing Board is responsible for all matters of the Association which are not explicitly assigned to the competence of the General Assembly. The Board will make decisions by simple majority which shall be recorded in the meeting minutes. The Board has a quorum if at least two Board members are present amongst which one is entitled to represent the Association.



4. The Managing Board constitutes the steering committee for the core operations of the Association. An assigned Board member shall be responsible for reporting on a core operation.
5. The Managing Board can only incur obligations for the Association in such way that the liability of its members is limited to the assets of the Association. Accordingly, all contracts or sundry formal obligations concluded in the name of the Association must contain a clause that the resulting liabilities for the members are limited to the Association's capital.
6. In case that certain provisions of these Articles conflict with the publication in the Register of Associations or with the acceptance of the Association's not-for-profit status ("Gemeinnützigkeit") through the responsible revenue office, the Managing Board may arrange for the relevant changes at its sole discretion.

## **§7. Election of Board Members**

1. The president, vice-president and treasurer are each elected to the ordinary General Assembly for a period of two years (the legislative period). Only members of the Association may run for office. The member receiving the majority of all valid votes cast shall be elected.
2. As first official act, the president will nominate two associated Board members who do not necessarily need to be members of the Association. It is intended that two Board members of a partner organization operating in Canada pursuing the same purpose be admitted to the position of associate Board members. The associated Board members need to be confirmed by the General Assembly through a majority vote.
3. Each Board member shall remain in office until a successor is elected or nominated and confirmed respectively. The re-election of Board members is possible.
4. The Founding Assembly will elect the president, vice-president and treasurer for the duration of a legislative period and confirms two further associated Board members.
5. A position on the Board that is vacated early or any other vacant office will be staffed through a decision of the remaining Board members.

## **§8. General Assembly**

1. The ordinary General Assembly will take place once each business year. The date shall be determined by the previous General Assembly.
2. An extra-ordinary General Assembly will take place whenever it is required in the interests of the Association. The Managing Board can determine the necessity of an extra-ordinary General Assembly. Furthermore, such an Assembly is convened if it was requested in writing to the Managing Board by at least one-fifth of all members. In such a case, reasons need to be given.
3. Extra-ordinary General Assemblies can be conducted as Virtual Assemblies. In this case, members will be permitted to communicate via telephone, video conference or through the internet.



4. Ordinary as well as extra-ordinary General Assemblies are called by the president or vice-president by means of postal mail, fax or email notification to member's recent address. The given agenda is to be disclosed by such means. The term for convocation shall always be two weeks, with the exception of extra-ordinary Assemblies which can be called within a week's time.
5. The Founding Assembly is considered an ordinary General Assembly.

## **§9. Duties of the General Assembly**

The General Assembly shall:

1. decide on matters mentioned in these Articles;
2. elect the president, vice-president, treasurer and confirm the associated Board members and can recall them;
3. formally approve the actions of the Managing Board, accept the annual report by the Managing Board and decide on the Association's budget;
4. elect or appoint at least one auditor for the current business year and accept the audit report for the past year;
5. decide if and how many additional non-representing members of the Managing Board are elected;
6. decide on membership fees;
7. decide on the Association's activities; and
8. decide on changes to these Articles, changes of the Association's purpose and on the dissolution of the Association.

## **§10. Conduct of the General Assembly**

1. The General Assembly is chaired by the president and in his absence by the vice-president. In case that both president and vice-president are not in attendance, the caucus will be conducted by one of the remaining Board members. In the absence of all Board members, the Assembly will elect a chairman.
2. The General Assembly has a quorum if at least one Board member and either one-third of all members or 15 members are in attendance. In case the General Assembly has no quorum, another General Assembly may be called within two months which has a quorum in any case provided that at least one Board member attends. The Founding Assembly will have a quorum with a minimum of seven participants.
3. During a Virtual Assembly, all members who are connected via telephone, video conference or through the internet shall be deemed to be in attendance.
4. The agenda proposed by the Board can be altered or accompanied by a resolution of the General Assembly.
5. The General Assembly will decide on carrying a motion by simple majority of all valid votes cast. Abstentions are considered valid votes. The expulsion of members, the alteration of these Articles and the dissolution of the Association require a majority of three-quarters of all valid votes cast.



6. The Managing Board is elected by secret ballot, unless all attending members agree on voting by hand signal. Any other voting is carried out by hand signal, unless two-thirds of all attending members require a secret ballot.
7. A Virtual Assembly allows voting by email on various topics on the agenda as well. After announcing a deadline for the ballot (the due day) the chairman will act as moderator of an internet dialogue on topics on the agenda in form of a weblog or an email exchange until the day of the voting. The dialogue needs to be accessible to all members. The participation of members and the resulting quorum and acceptance of a resolution arising from the contributions to the discussion and/or from the casting of votes via email no later than midnight Canadian Pacific Time on the due day. All polls under this decision making process are never secret for technical reasons.

## **§11. Minutes of Decisions**

1. Resolutions adopted in Board meetings as well as resolutions of the General Assembly have to be recorded in the meeting minutes, which will indicate the venue and the date of the meeting. The minutes (protocol) need to be signed by the secretary and the chairman.
2. The protocol of a General Assembly will be made accessible to all members of the Association by electronic means within two weeks of the meeting. This may happen either by email delivery or by publication on an internal webpage of the Association.

## **§12. Revision**

The auditor, elected or appointed by the General Assembly, shall be responsible for auditing the accounting and inspecting the compliance of activities and resolutions with these Articles. The results of the audit will be presented to the ordinary General Assembly.

## **§13. Dissolution of the Association**

The dissolution of the Association will be resolved by the General Assembly. In case of dissolution or discontinuation of the Association's tax-exempt purpose, the capital of the Association will vest in a legal person under public law or in a tax-exempt legal body which must use it directly and exclusively for non-profit purposes fostering the cultural exchange and intercultural understanding between Canada and Germany in the spirit of these Articles.

## **Miscellaneous**

The English version of these Articles is a translation of the German "Satzung" for convenience only, building the legal basis for registration of the Association under German law. In case the reading of the English translation allows a different interpretation than the German version, the German "Satzung" has priority and takes precedence over the corresponding section of these Articles. All other sections remain valid.



## Appendix A. Form of Application

To: **Canada Meets Germany Alumni Forum e.V.** (the "Association")  
 Managing Board  
 Schnitterweg 7  
 D-65207 Wiesbaden  
 Hessen, Germany

I,

\_\_\_\_\_ Title, Given Name, Surname

\_\_\_\_\_ Street

\_\_\_\_\_ City, Postal Code

\_\_\_\_\_ Province/State, Country

\_\_\_\_\_ Email

\_\_\_\_\_ Telephone

hereby apply for

basic membership at an annual membership fee of 60,00EUR (or 100,00CAD)

sustaining membership at an annual membership fee \_\_\_\_\_EUR  
 (at least 100,00EUR or 160,00CAD)

in the Association.

By signing this application and upon acceptance of my application by the Managing Board, I agree to comply with the provisions of the Articles of Association and any other rules or regulations established by the Association for the duration of my membership. Furthermore, I agree to keep my membership in good standing by paying the Association's membership fees as prescribed in the Articles of Association.

\_\_\_\_\_ Dated

\_\_\_\_\_ Signature

