

Statutes of the association "International Club Berlin e.V. (ICB)"

Preamble

In honour and recognition of the close friendship and mutual trust between the United Kingdom and Berlin as an international metropolis, the "International Club Berlin (ICB) e.V." was founded in the German capital in 1994.

As a metropolitan country and business club, the association is intended to facilitate and support international meetings. It is intended to the special character and tradition of the former British continue Officers' Club in Berlin. It serves to promote contacts between citizens of Berlin and representatives of German public life - particularly from the fields of politics, business, media and culture - and the international community as well as diplomatic missions in the capital.

The association is a member of a worldwide network of comparable clubs and organisations that can be used by association members. This is also intended to promote international understanding and exchange.

The patron of the association is His Majesty King Charles III.

§ 1

Name, legal form, registered office

- (1) The association bears the name "International Club Berlin (ICB) e.V."
- (2) The association is entered in the register of associations of the Berlin - Charlottenburg district court under the registration number VR15169B.
- (3) The association is based in Berlin.

§ 2

Goals and purpose of the organisation

- (1) The association is a metropolitan country club and business club with the purpose of offering personalities from politics, business, culture, science, education, media and diplomacy the opportunity for social contacts as well as sports and leisure activities with the aim of promoting and deepening international understanding and friendly relations.

- (2) Founded in the tradition of the British Officers' Club Berlin, the club's philosophy is characterised by the cultivation of international friendships, in particular with the Diplomatic Corps, as well as the deepening of intercultural relations within the capital. German-British friendship is of particular importance in this context. Through lectures and dialogue events as well as other social and cultural events, the association provides information on international developments in politics, business and society and encourages and cultivates discourse on the respective topics.
- (3) Through lively dialogue with partner clubs in Germany, Europe and worldwide, the aim is to consolidate and strengthen the association's international network.
- (4) With its social and sporting facilities, the club complex offers members and their guests the opportunity to pursue and cultivate their professional, social, sporting and other interests and leisure activities, also together with their families and guests.
- (5) Cooperation and interaction between members in the association are characterised by friendliness towards one another, mutual respect, pronounced tolerance and the willingness of members to actively contribute to the association and the achievement of its goals at all times.

§3 **Financial year**

The financial year is the calendar year.

§ 4 **Membership**

- (1) Natural and legal persons who support the purposes of the association can be or become members of the association.
- (2) Admission as a member of the association is generally on a probationary basis in accordance with Section 5 (7) of the Articles of Association. Admission as a member requires a personal, written application to be submitted to the Executive Board. The names of two guarantors, who should be personal members of the association or honorary members, must be added to this application. decides on exceptions The Executive Board and on the application for admission. There is no entitlement to admission. If the application is rejected, there is no obligation to inform the applicant of the reasons for the rejection. to the guarantor requirement

- (3) The admission of a new member is subject to the issue of a direct debit authorisation for the payment of the admission fee, the annual membership fees and any levies.
- (4) Resignation from the association is effected by submitting a written declaration of resignation to the Executive Board with a notice period of six months (by 30 June at the latest) with effect from the end of a calendar year.
- (5) The Executive Board may terminate a membership by a resolution passed by a simple majority and impose a ban on the use of the association's premises if
- a) 45 calendar days have elapsed fruitlessly since a written reminder was sent in the event of default in payment of the contribution, or
 - b) if a reminder has been issued by the management for outstanding catering invoices and three months have elapsed since the date of the first outstanding catering invoice.

The obligation to pay contributions remains unaffected by this.

- (6) The Executive Board may terminate a membership with immediate effect by a resolution passed by a simple majority and impose a ban on the use of the association's premises if
- a) the continuation of membership is unacceptable due to a member's conduct that is detrimental to the association and dishonourable. This may be the case, for example, in the event of a criminal conviction;
 - b) the termination of membership is in the urgent interests of the Club;
 - c) a member has received two written warnings within 12 months, e.g. for violation of the club rules;
 - d) a member seriously or repeatedly violates the club rules and/or the swimming pool rules.

The obligation to pay contributions remains unaffected by this.

- (7) In less serious cases of the offences listed under § 4 (5) and (6), the Executive Board may decide to temporarily exclude a member and impose a corresponding ban from the premises.
- (8) In a justified exceptional case, the Executive Board may, at the request of a member, decide to suspend membership, usually for a period of two years. The obligation to pay the membership fee for the current financial year remains unaffected. Even in the case of dormant membership, the member must pay an annual membership fee, which is determined in the membership fee regulations. The annual membership fees for dormant members are decided by the Executive Board.

(9) Membership ends with the resignation, exclusion or death of a natural person or the resignation, exclusion or dissolution of a legal entity or partnership. The obligation to pay the membership fee for the current financial year remains in force. The Executive Board may decide on exceptions in special cases upon request.

(10) If membership ends in the course of a financial year or if the Executive Board decides to suspend membership, the obligation to pay the membership fee for the current financial year remains in force.

§ 5

Types of membership

The association has personal members, guest members, expat members, long-distance members, junior members and corporate members.

(1) Personal membership

- a) Personal members are natural persons.
- b) Personal members pay an admission fee and annual membership fees in accordance with the membership fee regulations. Admission fees and annual membership fees for personal members are decided by the General Meeting on the proposal of the Executive Board.
- c) Personal members have the full right to use the club and its facilities. They may act as guarantors for the admission of new members.
- d) Personal membership includes the spouse or partner in such a way that they are authorised to use the Club facilities. The children of personal members may use the Club and its facilities with restrictions until they reach the age of 18.
- e) Personal members have the right to vote and stand for election and the right to vote in the General Assembly. Personal members may informally transfer their voting rights to their spouse or partner. Personal members may transfer their right to vote at the General Meeting to another personal member with written authorisation. Up to two votes can be transferred to a personal member.

(2) Guest membership

- a) Guest members are members of diplomatic and consular missions accredited to the Federal Government (diplomats who are registered on the diplomatic list).

- b) Guest members pay annual membership fees in accordance with the membership fee regulations. The annual fees for guest members are decided by the Executive Board.
- c) Guest members have the full right to use the Club and its facilities. Guest membership also entitles the spouse or partner of a guest member to use the Club facilities. Their children may use the Club and its facilities with restrictions until they reach the age of 18.
- d) Guest members have neither voting rights (active, passive) nor voting rights at the General Meeting. They cannot act as guarantors for the admission of new members.
- e) Guest members are obliged to inform the Club immediately in writing if the conditions under § 5 Para. 2 a) cease to apply.
- f) The obligation to pay the membership fee for the current calendar year remains unaffected by the termination of guest membership.

(3) Expat membership

- a) Expat members are natural persons coming from abroad who have their primary residence in Berlin or the immediate vicinity for a limited period of time or who work in Berlin or the immediate vicinity.
- b) Expat members can acquire a membership that is generally limited to a maximum of three years.
- c) Expat members do not pay an admission fee. They pay annual fees in accordance with the membership fee regulations. The annual fees for expat members are decided by the Executive Board.
- d) Expat members have the full right to use the Club and its facilities. Expat membership also entitles the spouse or partner of an expat member to use the Club facilities. Their children may use the Club and its facilities with restrictions until they reach the age of 18.
- e) Expat members have neither voting rights nor the right to vote at the general meeting. They cannot act as guarantors for new members.

(4) Remote membership

- a) Remote members are natural persons who do not have their centre of life in Berlin or Brandenburg.
- b) Remote members pay annual membership fees in accordance with the membership fee regulations. The annual fees for long-distance members are decided by the Executive Board.
- c) Remote members may use the Club and its facilities. Remote membership also entitles the spouse or partner to use the Club facilities. Their children up to the age of 18 may use the Club and its facilities with restrictions.
- d) Remote members have neither voting rights nor the right to vote at the General Meeting. They cannot act as guarantors for new members.

- e) Remote members are obliged to the club if the requirements under a) cease to apply inform immediately in writing or to provide corresponding proof upon request. It is at the discretion of the Board of Directors to determine whether the requirements for long-distance membership under a) are met. If the Executive Board determines that the requirements for remote membership pursuant to Section 5 (4) a) are not or are no longer met, the member concerned has the option of extraordinary cancellation of membership within four weeks of receiving written notification of the Executive Board's decision. Otherwise, the existing membership shall be continued as a personal membership in accordance with Section 5 (1).
- f) The obligation to pay the contribution for the current calendar year remains unaffected by the termination of the remote membership.

(5) Junior membership

- a) Natural persons up to the age of 29 can become junior members.
- b) Junior members pay an admission fee and annual membership fees in accordance with the membership fee regulations. The admission fee and the annual membership fees for junior members are decided by the Executive Board.
- c) Junior members, their spouses and life partners have the full right to use the club and its facilities. Their children may use the club and its facilities with restrictions.
- d) Junior members can apply for personal membership if they have reached the age of 29.
- e) An admission fee for admission as a personal member is only charged under the condition of letter f).
- f) If admission as a junior member takes place within one year before the age of 29 and the junior member applies for admission as a personal member after the age of 29, the junior member must pay the difference between the admission fee for junior members and the admission fee for personal members as an admission fee.
- g) Junior members have the right to vote and stand for election at the general meeting. They cannot act as guarantors for the admission of new members. Junior members may informally transfer their voting rights to their spouse or partner. Junior members may transfer their voting rights to another personal member or junior member at the general meeting by written proxy. Up to two votes can be transferred to a junior member.
- h) Junior membership is possible for members in training until they reach the age of 26. The annual membership fees for junior members in training are decided by the Executive Board.

(6) Corporate membership

- a) Legal entities and partnerships can become corporate members.

- b) Corporate members pay an admission fee and annual membership fees in accordance with the membership fee regulations. The admission fee and the annual membership fees for corporate members are decided by the Executive Board.
- c) Corporate membership entitles a number of persons nominated by the respective corporate member, to be determined by the Executive Board, to full use of the Club and its facilities. The Board reserves the right to reject a nomination and to ask the corporate member for a new proposal.
- d) Persons nominated by a company member and their spouses or partners are entitled to full use of the club and its facilities. Their children up to the age of 18 may use the Club and its facilities with restrictions.
- e) The application for membership must be accompanied by a list of the names of the company members proposed for use of the club and its facilities.
- f) Company members can apply in writing to the Executive Board at any time for the alternative nomination of new company members. The Executive Board shall decide on the proposal.
- g) At general meetings, the company member may exercise its voting rights with only one vote.
- h) The persons nominated by a company member cannot act as guarantors for the admission of new members.

(7) Probationary membership

- a) As a rule, new members of the association are probationary members (personal members, long-distance members and junior members). The probationary period lasts until the end of the calendar year following the year of admission.
- b) The probationary member pays an admission fee and the regular annual membership fee in accordance with the membership fee regulations. If the probationary membership is terminated by a simple majority decision of the Executive Board, 50% of the admission fee paid will be refunded.
- c) Probationary members have all the rights and obligations corresponding to their membership category.
- d) Probationary members may not act as guarantors for the admission of new members.
- e) Probationary members have the right to vote at the general meeting, but not the right to stand for election and the right to vote.

(8) Exempt membership

The Executive Board decides on the exemption of members from contributions. The exemption from contributions is valid until revoked. Members who are exempt from contributions, with the exception of honorary members, have neither voting nor electoral rights (active and passive) at the General Assembly. They cannot act as guarantors for the admission of new members.

Members who are exempt from contributions are obliged to pay a contribution decided by the General Meeting in accordance with Section 7 (5) of the Articles of Association.

(9) Other forms of cooperation

In the interests of the Club, the Board of Directors may decide on other forms of cooperation with third parties for mutual benefit

§ 6

Honorary membership

(1) The Executive Board may award honorary membership to individuals who have rendered outstanding services to the association and its objectives. Honorary membership is awarded for life.

(2) The Governing Mayor of Berlin and the Ambassador of the United Kingdom accredited in Germany shall be honorary members of the Association for the duration of their term of office or accreditation.

(3) Honorary membership is free of contributions and levies. An honorary member has the full right to use the club and its facilities for themselves and their spouse or partner. Their children may use the club facilities with restrictions until they reach the age of 18.

(4) Honorary members have the right to vote and to stand for election at the General Meeting. They can act as guarantors for the admission of new members

§ 7

Membership fees and admission fees

(1) Membership fees are due annually at the beginning of a calendar year and must be paid by 31 January at the latest. At the request of a member, payment can be made in 2 instalments on 31.01. and 31.07. respectively. Every member is obliged to issue the association with a direct debit authorisation for the collection of the admission fee, the

annual membership fee and any levies. If a direct debit authorisation is not issued or is revoked, the membership fee regulations may stipulate an appropriate administrative fee to be decided by the Executive Board.

(2) The Executive Board may decide that members who submit their application for membership after 30 June of a calendar year must pay half the annual membership fee for the current year, but the full membership fee. If an application is made to end the suspension of membership, the full annual membership fee is due for the year in which the application is made. It becomes due on the day on which the suspension of membership is terminated.

(3) In a justified individual case, the Board of Directors may decide on exceptions to the obligation to pay the membership fee and, in the case of new members, to the obligation to pay an admission fee, or reduce these if such an exception is in the interests of the Club.

(4) In order to cover unscheduled financial requirements of the Association that go beyond ordinary business activities, the General Meeting may, at the proposal of the Executive Board, decide to levy contributions from the personal members of the Association up to a maximum amount of EUR 1,000 per financial year.

§ 8

Organs

The organs of the association are

- a) the general meeting
- b) the Executive Board

§ 9

General Meeting

(1) The ordinary General Meeting shall be convened by the Board of Directors in writing with a notice period of 4 weeks, stating the place, date, time and agenda. It must take place at least once per financial year.

(2) The Executive Board may convene extraordinary general meetings at any time. It must convene such meetings if the interests of the Association so require or if 10% of the members entitled to vote request this from the Executive Board, stating the reasons. The regulations for the ordinary general meeting also apply to the extraordinary general meeting.

(3) General meetings are preferably held in person. They may also be held as video conferences or in hybrid formats if the Executive Board so decides.

(4) The General Meeting has a quorum regardless of the number of members present who are entitled to vote. At least 10% of the members must be present or represented by proxy at General Meetings at which amendments to the Articles of Association are voted on.

(5) The General Meeting passes resolutions by a simple majority of the votes cast in person and by proxy.

(6) Amendments to the Articles of Association of the Association require a majority of two thirds of the votes cast and the votes represented by proxy. The wording of proposed amendments to the Articles of Association must be communicated to the members four weeks prior to the General Meeting.

(7) The General Meeting is responsible for approving the actions of the Executive Board at the end of its term of office. The actions of the Board of Directors as a whole or of the members of the Board of Directors individually may be approved.

(8) The minutes of the meeting shall be signed by the chairman of the meeting and the secretary.

(9) Details, e.g. on the organisation of General Meetings for the adoption of resolutions and the election procedure, are governed by the rules of procedure for the General Meeting adopted by the General Meeting.

§ 10

Executive Board

(1) The Executive Board is elected from the personal members of the association and the junior members. It consists of

- a) the President as Chairman,
- b) the Vice-President as Deputy Chairman,
- c) the treasurer,
- d) the secretary,
- e) up to three further members.

- (2) The Board of Directors may co-opt up to three additional Board members for the duration of its term of office.
- (3) The Executive Board may appoint a managing director.
- (4) The Chairman and the Deputy Chairman form the BGB Executive Board within the meaning of Section 26 of the German Civil Code.
- (5) The Chairman, or in his absence the Deputy Chairman, shall represent the Association alone in and out of court.
- (6) The members of the Executive Board perform their duties on an honorary basis. Reasonable operating expenses shall be assumed or reimbursed by the Association upon presentation of proof.
- (7) The members of the Executive Board are elected in their individual function by the General Meeting, either individually or cumulatively in one election process, without a separate election process having to be carried out for each candidate. With the exception of the Chairman and Deputy Chairman, any member of the Board of Directors may assume the function of another member of the Board of Directors, e.g. if the incumbent has left office during the current election period. A by-election can be held for a new member of the Executive Board until the end of the term of office of the incumbent member of the Executive Board.
- (8) Only personal members and junior members can be elected as members of the Board of Directors.
- (9) Unless otherwise stipulated in these Articles of Association, the Executive Board shall pass all resolutions by simple majority. In the event of a tie, the Chairman shall have the casting vote.
- (10) The Board of Directors may unanimously decide on purely editorial changes to the Articles of Association, e.g. the correction of spelling mistakes or the addition of missing words or punctuation marks.
- (11) The Board of Directors can set up committees to fulfil special tasks within the Association, which are made up of members and, if necessary, external experts who do not have to be members. The committees report to the Executive Board.
- (12) The term of office for members of the Board of Directors is two years. Re-election up to five times is permitted. The Executive Board shall remain in office, even after the end of the regular term of office, until a new Executive Board has been elected.
- (13) The liability of the members of the Executive Board is limited to intent or gross negligence.
- (14) The Board of Directors shall adopt club rules and swimming pool rules, which shall be made known to the members and must be observed by them.

(15) The Executive Board shall adopt rules of procedure. These may be amended at any time by resolution of the Executive Board.

§ 11

Club property

(1) The Executive Board of the association is obliged to ensure the continued existence of International Club Berlin GmbH & Co. Grundbesitzverwaltung KG as the permanent owner of the association's property and to guarantee an economically balanced and sustainable financing structure at all times. It protects the property from unauthorised access by the club or third parties.

(2) The association is not authorised to the shares held by it in International Club Berlin Beteiligungsgesellschaft bürgerlichen Rechtssell, encumber or otherwise dispose of International Club Berlin GmbH & Co. Grundbesitzverwaltung KG or International Club Berlin GmbH, unless only measures of conversion or correction are undertaken. ,

(3) The managing director of International Club Berlin GmbH & Co. Grundbesitzverwaltung KG is International Club Berlin GmbH, which is owned by the association. Its management consists of up to two natural persons who are personal members of the association and have experience in the property industry. They are appointed by the Executive Board and confirmed by the General Assembly. The term of office is five years; reappointment is permitted. The managing directors have overall management authorisation. The managing directors of International Club Berlin GmbH may not hold any office in the association for the duration of their activities for International Club Berlin GmbH or International Club Berlin GmbH & Co. Grundbesitzverwaltung KG. The board of directors and managing directors are obliged to work together in a spirit of trust. At the same time, the managing directors should adopt an independent and critical attitude in the management of the business in order to promote the sustainable continued existence of the club property. In the event of the dismissal of one or more managing directors, the Executive Board must report on this within six weeks at an ordinary or extraordinary general meeting, stating the reasons.

(4) The Executive Board of the Association shall not exercise its right to issue instructions to the managing directors of International Club Berlin GmbH with regard to contracts of use of the Association's property that favour the Association, the complete or partial sale, encumbrance or other disposal of the Association's property that favours the Association.

(5) All significant economic and legal decisions concerning the club property, e.g. the conclusion or amendment of a lease agreement or the taking out of loans to realise investments on the club property, must be made unanimously by the board of the club and the managing directors of International Club Berlin GmbH.

(6) The Executive Board shall report once a year to the General Meeting on all significant business transactions concerning International Club Berlin GmbH & Co.

Grundbesitzverwaltung KG and International Club Berlin GmbH, in particular on their financial situation.

§ 12

Cash auditor

(1) The Annual General Meeting elects two auditors for a term of one year to audit the accounts. They may be re-elected, also individually. The auditors may not be members of the Executive Board.

(2) They shall audit the Association's accounts at least once per financial year and submit a written report to the General Meeting. Complaints by the auditors may only relate to the correctness of the bookings and receipts. The appropriateness and necessity of the expenditure authorised by the Executive Board shall not be audited.

(3) The cash auditors must immediately bring any objections to the attention of the Executive Board.

§ 13

Dissolution of the association

(1) The dissolution of the Association can only be resolved in a General Meeting convened specifically for this purpose. A resolution to this effect requires a majority of two thirds of the votes cast and represented by proxy, but at least one third of all members entitled to vote.

(2) Unless the General Meeting decides , the Chairman and his deputy are authorised liquidators. Their power of representation is determined in accordance with Section 10 (5) of these Articles of Association. otherwise

(3) Any assets remaining after liquidation shall be used exclusively in accordance with the objectives and purposes of the Association as set out in § 2 of the Articles of Association.

§ 14

Final provisions, entry into force

The masculine form is generally used in these Articles of Association solely to improve readability. It expressly includes all genders (m/f/d).

These Articles of Association are also available in English. Only the German language version is legally binding.

These Articles of Association were adopted by the General Meeting and came into force on 29 April 1994.

It applies in the version adopted by the General Meeting on 16 December 2024, which came into force on 3 March 2025.

Berlin, 3 March 2025