

Articles of Association "International Club Berlin (ICB)"

Preamble

In light of the close friendship and relationship of mutual trust between the United Kingdom and Berlin since 1945 and in light of the European unification and the new roll of reunified Berlin as an international metropolis, it has herewith been resolved to found the association "International Club Berlin", hereinafter referred to as ICB, in the German capital.

The ICB is to contribute to ensuring international exchanges in Berlin, in its capacity as the capital of a European Germany, and to carry on the unique character and traditions, which have developed over decades, of the former British Officers' Club in Berlin. It shall serve to promote contacts between the citizens of Berlin and representatives of German public life – in particular from the spheres of politics, business and the arts – and the international community in the capital of the Federal Republic of Germany.

The patron of the Club shall be His Majesty, King Charles III.

Section 1 Name, Legal Form, Office

- (1) The Club shall bear the name

International Club Berlin (ICB) e.V.
- (2) The Club is an association registered in the *Vereinsregister* (Register of Associations) of the *Amtsgericht* (Local Court) Berlin - Charlottenburg.
- (3) The Club shall be domiciled in Berlin.

Section 2 Purpose of the Association

As a country club in the city, the ICB shall serve the purpose of offering people from the spheres of politics, business, the arts, academia, education, media and diplomacy the opportunity to forge social contacts as well as offering sports and leisure activities with the objective of promoting and deepening international understanding and amicable relationships.

Founded in the tradition of the British Officers' Club Berlin, fostering international friendships, especially within diplomatic circles as well as deepening intercultural relationships within the capital determines the philosophy of the Club, in which context the German-British friendship is accorded particular significance due to historical events. Using lecture and discussion events as well as other social and cultural events, information on international developments in politics, business and society are conveyed within the Club and a discourse on the respective subjects is cultivated. The international network is to be enhanced and strengthened by means of a lively exchange with partner clubs in Berlin, Germany and other parts of the world. With its facilities, the Club grounds offer members the opportunity to pursue and maintain their sporting interests and other leisure activities, also together with their families.

Section 3 Fiscal Year

The fiscal year shall be the calendar year.

Section 4 Membership

- (1) Club members may be natural persons and legal entities who support its purposes.
- (2) In order to be accepted into the Club, an individual, written application is required which is to be addressed to the Board. The application must be accompanied by the names of two guarantors. A direct debit authorisation for payment of the application fee and the annual dues is to be attached to the application. The Board shall decide regarding the application for membership according to its own judgment. There is no automatic right to membership. In the case that the application is rejected, the Board shall not be obligated to inform the applicant of the reasons for rejection.
- (3) Resignation from the Club shall occur by means of a written declaration to resign to be submitted no later than six months prior to the end of the calendar year.
- (4) The Board may terminate a membership as per the conditions under a and b, and prohibit the use of the Club grounds if a member does not comply with the obligation to pay dues or does not settle their outstanding catering bills.

These conditions are

- a) in the case of payment of dues in arrears, when 60 days have passed since a written warning was sent
 - b) in the case of gastronomy bills, when they exceed a minimum amount determined by the Board in the Club Rules, a warning from the Club administration has been sent and six months have passed since the date of the first outstanding catering bill.
- (5) Furthermore, the Board may terminate a membership with immediate effect and prohibit the use of the Club grounds,
- if continued membership is unacceptable due to behaviour detrimental to the Club or libellous
 - if terminating the membership is in the urgent interest of the Club
 - if a member repeatedly seriously violates the Club Rules
- (6) The Board may, upon request, agree to suspend membership. The length of suspension and the imposition of an annual charge for such suspension is at the discretion of the Board.
- (7) Should membership end during a fiscal year or should the Board resolve to suspend membership, the member shall continue to be obligated to pay membership dues for the current fiscal year.
- (8) Individual membership
- a) Individual members are natural persons.
 - b) Individual members shall pay a one-off application fee and regular annual dues in line with the usage of the Club.
 - c) Individual members have full rights to use the Club and its facilities.
 - d) Individual membership shall include the spouse or life-partner of members in such a way that the spouse or life-partner shall be authorised to use Club facilities. Their children under 18 years of age may use Club facilities with restrictions.
 - e) Individual members shall have the right to vote and be eligible for election during the Annual General Meeting of members (AGM). Individual members may transfer their voting rights at the General Assembly of Members to another individual or their spouse/partner by means of a written proxy. Any individual member may only cast one proxy vote in addition to their own vote.
- (9) Guest membership

- a) Guest members are the registered members of staff of diplomatic missions accredited by the Federal Government.
- b) Guest members may use the Club and its facilities. They shall have neither voting rights nor be eligible for election during the AGM. Guest membership shall also authorise the spouse or life-partner to use Club facilities. Their children under 18 years of age may use Club facilities with restrictions.
- c) Guest members shall pay annual dues, the amount of which shall be determined by the Board.
- d) Guest members are obligated to inform the Club of the loss of the prerequisites as set forth in Section 4 paragraph 9 a) immediately and in writing.
- e) The obligation to pay dues for the current calendar year shall not be affected by termination of guest membership.

(10) Members with out-of-town residency

- a) Members with out-of-town residency are those physical persons whose main place of residence is not in either Berlin or the Land of Brandenburg.
- b) Members with out-of-town residency may use the Club and its facilities. They shall have neither voting rights nor be eligible for election during the AGM, nor may they act as guarantors for potential new members. Out-of-town residency membership shall also authorise the spouse or life-partner to use Club facilities. Their children under 18 years of age may use Club facilities with restrictions.
- c) Members with out-of-town residency shall pay regular annual dues, the amount of which shall be determined by the Board.
- d) Out-of-town members are entitled to use the pool and tennis facilities up to ten times in one year.
- e) Members with out-of-town residency who no longer qualify for that class of membership as defined under a) are obliged to inform the Club immediately in writing. The decision of the Board of the Club with regard to a member's status under a) is binding. Should the Board ascertain that the conditions for a membership with out-of-town residency under a) are no longer being met, the member in question has the right to terminate membership on exceptional grounds within four weeks of receiving written notification of the Board's decision, otherwise the membership will be continued as an individual membership under the terms of Art. 4, s. 8.
- f) The obligation to pay dues for the current calendar year shall not be affected by termination of out-of-town residency membership.

(11) Junior membership

- a) Natural persons may be junior members until their 29th birthday. They pay a one-off application fee and regular annual dues.
- b) The amount of the application fee and annual dues shall be determined in a Dues Schedule which the Board shall agree upon.
- c) Junior members, their spouses or life-partners shall have full rights to use the Club and its facilities. Their children shall have restricted rights of usage.
- d) As soon as they turn 29, junior members may apply for individual membership.
- e) An application fee for acceptance as an individual member shall only be charged given the condition as set forth under f).
- f) If acceptance as junior member takes place within one year prior to the 29th birthday of the individual and if the junior member applies for acceptance as an individual member after turning 29, then the junior member shall be obligated to pay an application fee which shall be the difference between the application fee for juniors and that for individual members.
- g) Junior members shall have the right to vote and be eligible for election during the AGM. They shall not be permitted to vote on resolutions regarding membership dues or application fees according to Section 6 paragraph 2.
- h) Junior membership is open to young people in full-time training or education only until they have attained their 26th birthday.

- (12) Corporate membership
- a) Legal entities and partnerships may become corporate members.
 - b) Corporate membership authorises three individuals, appointed by the company, to use the Club and its facilities.
 - c) For this, a lump-sum application fee and annual dues shall be paid.
 - d) A list with the names of the company employees who have been recommended to be allowed to use the Club is to be attached to the application for membership.
 - e) The number of proposed company employees may be increased to five. For such additional company employees separate annual dues are to be paid for each respective additional individual, the amount of which shall be determined by the Board.
 - f) Company members may apply in writing to the Board to have their proposed company employees changed at any time.
 - g) At the AGM the corporate member may use their right to vote only as one vote.
 - h) The company employees named by the company member and their spouses or life-partners shall be fully authorised to use the Club and its facilities. Their children under 18 may use the Club with restrictions.

- (13) Others forms of cooperation

In the interest of the Club, the Board may resolve to instigate other forms of cooperation with third parties which is mutually beneficial.

Section 5 Honorary Membership

- (1) The Board may award honorary membership to individuals who have rendered outstanding services to the cause of international understanding or to the Club itself.
- (2) The governing mayor of Berlin and the Ambassador of the United Kingdom to Germany shall be honorary members of the Club for the duration of their time in office.
- (3) An honorary member shall not have to pay dues. He or she and his or her spouse or life-partner shall be fully authorised to use the Club. Their children under 18 shall have restricted rights of usage.
- (4) Honorary members shall be included in the AGM and have the right to vote.

Section 6 Membership Dues and Application Fees

- (1) Membership dues are due annually at the start of the calendar year and at the latest by 31 January. Upon request, the Membership fee may be paid in two installments, i.e on 31.01. and 31.07.
- (2) Membership dues as well as application fees shall be determined for individual and corporate members by the AGM.
- (3) The Board may determine that members who submit their membership application after 30 June of any given year shall pay only half of the annual dues for that respective year, but they must the full application fee. If termination of membership suspension is applied for, full annual dues are to be paid. These shall be due on the day that the suspension of membership ends.
- (4) In an individual case, the Board may allow exceptions to the obligation to pay annual membership dues as well as the obligation to pay an application fee for new members if such an exception is in the interest of the Club.
- (5) In order to cover unscheduled financial needs of the Club, which exceed its usual business activities, at the proposal of the Board the AGM may resolve to collect

apportionments from the individual members of the Club up to a maximum amount of 1.000 EUR per business year.

Section 7 Representative Supervisory Bodies

The representative supervisory bodies of the Club are

- a) the AGM
- b) the Board

Section 8 Board

- (1) The Board consists of
 - a) The president as chairman
 - b) the vice-president as deputy-chairman
 - c) the treasurer
 - d) the secretary
 - e) and up to three other members.
 - f) The Board may co-opt up to three additional Board members for the duration of its time in office.
- (1) One each of the Board members may be an accredited ambassador in Berlin or a junior member.
- (2) The Board may appoint a managing director.
- (3) The chairman and his or her deputy chairman shall form the Board within the meaning of Section 26 of the *Bürgerliches Gesetzbuch* (German Civil Code).
- (4) The chairman, or in the event he or she is prevented from fulfilling these duties, the deputy chairman, shall solely represent the Club both in a legal and non-legal context.
- (5) The Board shall perform its duties voluntarily. Expenditures resulting from operation shall be paid for by the Club.
- (6) The members of the Board shall be chosen in their respective functions by the AGM without a separate voting procedure being required for each candidate. With the exception of the chairman and the deputy chairman, a Board member may assume the function of another Board member if the incumbent party has stepped down. Only individual members and junior members may be elected Board members.
- (7) The Board shall reach a decision by means of a simple majority vote. Decisions by the Board regarding acceptance of a potential new member's application must be unanimous.
- (8) The Board or, upon its recommendation, the General Assembly of Members may create committees or appoint individuals for the administration of tasks or for special purposes.
- (9) The term for Board members is two years. An individual may be directly re-elected five times.
- (10) The liability of the Board members is restricted to acts of premeditation or gross negligence.
- (11) The Board shall determine the Club Rules.

Section 9 Annual General Meeting of Members (AGM)

- (1) The AGM shall be called in writing allowing a notice period of 4 weeks and shall include circulation of the agenda. It shall take place at least once a year.
- (2) The AGM shall be quorate regardless of the number of members in attendance who are authorised to cast a vote.
- (3) The AGM shall rule with a simple majority of the votes cast.
- (4) Amendments to the Articles of Association require a majority of two-thirds of the votes cast.

- (5) The minutes of the meeting are to be signed by the chairman and the secretary.

Section 10 Auditor

In order to review the financial accounting, two auditors shall be elected for the duration of one year during the regular AGM. They are to review the accounting at least once a year and to provide the AGM with a written report about the results. Objections made by the auditors may only apply to the accuracy of bookings and receipts. Whether expenditures approved of by the Board were advisable or necessary shall not be reviewed. Objections are to be brought to the attention of the Board immediately.

Section 11 Disbandment of the Club

- (1) The disbandment of the Club may only be resolved in an Extraordinary General Meeting. A corresponding resolution requires a majority of two-thirds of the votes cast, but also at least from one-third of all members authorised to vote.
- (2) As long as the General Assembly of Members does not rule otherwise, the chairman and deputy chairman shall be the liquidators authorised to represent the Club. Their authorisation to represent is determined according to Section 8, paragraph 5 of the Articles of Association.
- (3) The assets available after the liquidation is concluded shall be used according to Section 2 of the Articles of Association, this being – based on recommendations by the *Senatsverwaltung für kulturelle Angelegenheiten* (Senate Administration for Cultural Affairs) - exclusively for institutions which serve to promote and maintain German-English relations.

Section 12 Transitional Provisions

This new version of the Articles of Association shall not affect the legal status of an existing honorary chairman or an existing honorary presidency or current honorary associated membership.

Individuals who have been associated members up until now may join the Club as individual members or, in the event that the conditions set forth in Section 4 paragraph 10 exist, as members with out-of-town residency. In these instances, application fees shall not be charged.