

---

# AmCham Germany By-Laws

Registered with the  
Amtsgericht Berlin  
Charlottenburg  
on August 12, 2009

---

**Part I General Information**

- § 1 Name, Domicile, Fiscal Year
- § 2 Mission

**Part II Acquisition and Loss of Membership**

- § 3 Categories of Membership
- § 4 Corporate Member, Individual Member
- § 5 Delegate Member
- § 6 Sustaining Member
- § 7 Honorary Member
- § 8 Acquisition of Corporate Membership, Individual Membership and Delegate Membership
- § 9 Termination of Membership

**Part III Rights and Responsibilities of Members**

- § 10 Rights of Members
- § 11 Membership Dues

**Part IV Executive Body and Institutions of the Chamber**

- § 12 Executive Body and Institutions of the Chamber
- § 13 Annual Membership Meeting
- § 14 Extraordinary Membership Meeting
- § 15 Executive Committee
- § 16 Board of Directors
- § 17 Election of Members of the Executive Committee and Board of Directors
- § 18 Nominations Committee
- § 19 General Manager
- § 20 Permanent Committees
- § 21 Minutes of Meetings

**Part V Final Provisions**

- § 22 Voting
- § 23 Audit of the Chamber`s Financial Statements
- § 24 Amendments to the By-Laws
- § 25 Dissolution of the Association
- § 26 Enactment

## **Part I**

### **General Information**

#### **§ 1 Name, Domicile and Fiscal Year**

- (1) The name of this Association shall be the "AMERICAN CHAMBER OF COMMERCE IN GERMANY E.V." The Chamber has been registered in the Vereinsregister des Amtsgerichts Berlin. It is domiciled in Berlin.

The Chamber's fiscal year shall correspond to the calendar year.

- (2) The official languages of the Chamber are English and German.

#### **§ 2 Mission**

- (1) The mission of the Chamber is:

- a) to promote economic and trade relations between the United States of America and the Federal Republic of Germany
- b) to inform the members and the public about conditions and developments of economic and trade relations between the United States of America and the Federal Republic of Germany
- c) to represent the interests of affected groups or associations of groups in the American or German business community vis-à-vis governments, government offices and authorities, associations, and other international bodies in the United States of America and the Federal Republic of Germany.

- (2) The activities of the Association are of an altruistic nature and the Association does not have any economic purposes of its own.

## **Part II**

### **Acquisition and Loss of Membership**

#### **§ 3 Categories of Membership**

The membership of the Chamber consists of:

- corporate members
- individual members
- delegate members
- sustaining members
- honorary members.

#### **§ 4 Corporate Member, Individual Member**

- (1) Companies, as well as organizations which support the aims of the Chamber and want to promote these aims, are eligible to be corporate members.
- (2) Individuals who support the aims of the Chamber and want to promote these aims are eligible for individual membership.

#### **§ 5 Delegate Member**

Employees of corporate members are eligible to be delegate members.

#### **§ 6 Sustaining Member**

Sustaining members are corporate members who pay the higher membership dues stipulated for this group.

#### **§ 7 Honorary Member**

- (1) All recipients of the "AmCham Transatlantic Partnership Award" are honorary members of the Chamber.
- (2) Honorary membership may be conferred on any individual with outstanding merits in the area of German-American economic and trade relations.

The decision to confer honorary membership shall be made by a three-quarter majority vote of the members present at a meeting of the Board of Directors. This vote shall be taken after the individual concerned has given his or her consent to such conferment of honorary membership. The invitation to the respective meeting of the Board of Directors shall call notice to the vote to be taken on the conferment of honorary membership.

- (3) The Board of Directors may elect the American Ambassador to Germany to the position of Honorary President of the Chamber. The provisions of section 2 shall also apply to this appointment.
- (4) Former Presidents of the Chamber may be nominated for the title of "President Emeritus" by the Board of Directors or the Executive Committee by a three-quarter majority vote of the members present at a meeting of the Board of Directors or Executive Committee. The title of "President Emeritus" shall then be awarded by a simple majority vote of the members present, either in person or by proxy, at an Annual Membership Meeting.
- (5) Membership dues shall be waived for honorary members, Honorary Presidents and Presidents Emeriti. They shall have all the rights and responsibilities of regular members, with the exception of the right to vote.

#### **§ 8 Acquisition of Corporate Membership, Individual Membership and Delegate Membership**

- (1) An applicant for membership must submit a written application to the Association.
- (2) For admission, an application for membership must be approved by a simple majority vote of the members of the Executive Committee.

#### **§ 9 Termination of Membership**

- (1) Membership in the Chamber shall terminate by death, by voluntary cancellation, by elimination from the list of members, or by exclusion from the Chamber.
- (2) Cancellation of Chamber membership may be made by written notice no later than three months before the end of the calendar year. In the case of delegate members, the statement of cancellation may be submitted by the delegate member himself or herself or by the corporate member who sponsored the delegate member's application for membership.
- (3) The Board of Directors may expel a member by secret ballot; a three-quarter majority vote of the members present at the meeting shall be required for such an expulsion. A decision to expel a member may be taken if the member has acted in a manner contravening the best interests of the Chamber, especially if the business or personal

conduct of the member in question has jeopardized the good reputation of the Chamber or German-American relations. In this case, the invitation to the meeting of the Board of Directors should call attention to the vote to be taken on the expulsion of a member.

The member in question shall be given an opportunity to defend himself or herself before a meeting of the Board of Directors, with this defense being submitted either personally or in writing, or by a third party. The member must be notified, by registered letter with confirmation of delivery, of this opportunity at least two weeks in advance of the meeting of the Board of Directors at which his or her expulsion will be on the agenda.

- (4) In the event of expulsion, the annual membership dues of the expelled member shall not be refunded.

### **Part III**

## **Rights and Responsibilities of Members**

#### **§ 10 Rights of Members**

- (1) All members are entitled to utilize the services of the Chamber. Special services and facilities may be offered by the Chamber for sustaining members.
- (2) Only corporate members and individual members shall have voting rights at membership meetings. Each member with voting rights shall have one vote. This voting right can be transferred to another member entitled to vote or a delegate member by a written Power of Attorney.

#### **§ 11 Membership Dues**

- (1) Membership dues are to be paid one calendar year in advance. If membership commences after the beginning of a calendar year, the amount payable shall be due on the first day of the month following the month in which the member received written notification of admission to the Chamber; in this case, membership dues are to be paid for the number of calendar year quarters corresponding to the period of the membership during the calendar year.
- (2) The annual amount of the membership dues shall be set by the Annual Membership Meeting after it has taken account of the recommendation of the Board of Directors;

this decision shall be adopted by a simple majority vote. The voluntary payment of additional dues is possible and welcome.

- (3) The annual membership dues of a delegate member are to be paid by the corporate member who sponsored the delegate member's application for admission to the Chamber.
- (4) The membership status of any member who fails to pay his or her annual membership dues, even after receiving two written reminders, may be terminated. The first reminder may be mailed three months after the date on which payment was due. The second reminder is to be sent two months after the first by registered letter with confirmation of delivery; it must contain a warning that continued failure to pay the dues may result in the member's deletion from the list of members. Even in the event of a termination of membership pursuant to § 11, section (4), the member shall be required to pay the entire amount of the membership dues charged for the calendar year in question.

## **Part IV**

### **Executive Body and Institutions of the Chamber**

#### **Overview**

#### **§ 12 Executive Body and Institutions of the Chamber**

The executive body and institutions of the Chamber are:

- a) the Annual Membership Meeting
- b) the Executive Committee
- c) the Board of Directors
- d) the General Manager
- e) Permanent committees.

#### **§ 13 Annual Membership Meeting**

- (1) The Annual Membership Meeting shall be held during the first six months of each calendar year. The President of the Chamber shall convene the Annual Membership Meeting by mailing a written invitation to each member. This notice shall be sent to the last known address of the member at least four weeks in advance of the Meeting. It

shall be considered received on the second working day after the date of postmark. Each invitation must contain the complete agenda of the Meeting.

- (2) A quorum shall be present at the Annual Membership Meeting when at least 10 % of the members entitled to vote are present, either in person or by proxy.
- (3) In addition to the other areas of responsibilities of the Annual Membership Meeting as set down in the By-Laws, members present shall take notice of the Annual Report submitted by the President of the Chamber for the past calendar year.

#### **§ 14 Extraordinary Membership Meeting**

- (1) Extraordinary Membership Meetings shall be convened by the President when a resolution to this effect is passed by the Executive Committee. The Executive Committee is obliged to pass such a resolution when this is demanded by one tenth of the members carrying voting rights and these members have submitted a written statement to the Executive Committee, explaining the purpose of and the reasons for their demand.
- (2) With respect to the invitation, the agenda of the Meeting, and the quorum for this Meeting, Paragraph 13 shall apply accordingly.

#### **Executive Committee, Board of Directors**

#### **§ 15 Executive Committee**

- (1) The Executive Committee consists of the President, the Executive Vice President, six Vice Presidents and one Treasurer. The Chamber shall be represented by two members of the Executive Committee. The members of the Executive Committee are ex officio members of the Board of Directors; at the same time, they constitute the Executive Committee (Vorstand) of the Chamber as defined by German law. A quorum shall be reached at a meeting of the Executive Committee if five members are present.
- (2) The Executive Committee is bound by the guidelines and directives issued by the Board of Directors. This provision shall have no external effect.
- (3) The President shall chair all Regular and Extraordinary Meetings of the Executive Committee or the Board of Directors. He or she is ex officio member of all

committees. In the absence of the President, the Executive Vice President - and in his or her absence, the Vice President with the highest seniority - shall have the same rights and powers as the President.

- (4) The Executive Committee shall, within the last three months of each calendar year, submit a budget for the next fiscal year to the Board of Directors. At each meeting of the Executive Committee, the Treasurer shall report on the Chamber's financial situation. The Treasurer shall also report to the Board of Directors on the financial situation of the Chamber once a year under normal circumstances and more frequently in the event that the Chamber finds itself in a difficult financial position.

## **§ 16 Board of Directors**

- (1) The Board of Directors is responsible for setting the direction of the Chamber. The Board of Directors shall have, in addition to the members of the Executive Committee who are ex officio members of the Board of Directors, at least 20 and no more than 30 members. I.
- (2) The Board of Directors shall hold at least three Regular Meetings each year.

The President may convene Extraordinary Meetings by written notification four weeks in advance of the scheduled meeting whenever such a meeting is deemed advisable or desirable for the purpose of pursuing the interests of the Chamber or in the absence of the President by the Executive Vice President or the Vice President with the highest seniority. A quorum exists at a meeting of the Board of Directors when the meeting is attended by one third of its members.

- (3) In the absence of the President and all the Vice Presidents, a member of the Board of Directors shall be elected, by simple majority vote, to chair the Meeting.
- (4) Unless other provisions have been made in the By-Laws, the Board of Directors shall pass resolutions by a simple majority vote. In the event of a tied ballot, the Chairperson's vote shall be counted twice.

## **§ 17 Election of Members of the Executive Committee and Board of Directors**

- (1) The members of the Executive Committee and the Board of Directors shall be elected at the Annual Membership Meeting by a simple majority vote cast in either open or in secret ballot. The persons elected to these two bodies should be predominantly legal

representatives of corporate members or delegate members. Only one member of any company may be represented on the Board of Directors (and the Executive Committee). The majority of all members of the Board of Directors (and the Executive Committee) shall be representatives of corporate members or delegate members.

- (2) The President and the Executive Vice President must be representatives of a corporate member or a delegate member. Furthermore, they should be American citizens. The term of office of the members of the Executive Committee shall be two years. They may be reelected. The term begins with the end of the Annual Membership Meeting in which the election occurs and ends with the conclusion of the second Annual Membership Meeting thereafter.
- (3) The term of office of members of the Board of Directors of the Chamber shall be two years. They may be reelected. With regard to the term § 17 section (2) sentence 5 applies accordingly. In the event that a position which becomes vacant in the course of a year is filled pursuant to Paragraph (5), the person chosen shall be elected only for the remainder of the predecessor's term in office at the following Annual Membership Meeting.
- (4) The Board of Directors may elect substitute members to the Board of Directors or the Executive Committee to replace those who have left either of these executive bodies. A three-quarter majority vote of the Board of Directors members shall be required to elect these substitute members and their terms of office shall start with the election and extend up to the following Annual Membership Meeting. If a Nominations Committee is in existence at the time when a member retires from office, it shall, when requested to do so by the Board of Directors, nominate a suitable candidate for substitute election without delay.

## **§ 18 Nominations Committee**

- (1) At least nine months before the next Annual Membership Meeting, the Executive Committee shall, by a simple majority vote, nominate five candidates for the Nominations Committee. No more than two members of the Nominations Committee may be members of the Executive Committee at the same time. The final appointment of members to the Nominations Committee shall then be made via a three-quarter majority vote of the members of the Board of Directors.

It is the duty of the Nominations Committee to draw up a list of candidates for election to the Board of Directors or the Executive Committee. The Nominations Committee

shall not nominate any of its members as candidate for the Executive Committee of the Chamber.

- (2) The Nominations Committee shall mail the list of proposed candidates no later than four weeks prior to the Annual Membership Meeting, together with personal information on the candidates, to each member of the Chamber entitled to vote. The General Manager of the Chamber, under the supervision of the Nominations Committees, shall be responsible for mailing the list of candidates.
- (3) The list of candidates proposed for election must contain the information that 50 members may submit a list of candidates for the election to the Board of Directors or Executive Committee at the next Annual Membership Meeting. The names of the candidates so proposed must be received by the General Manager of the Chamber no later than fifteen calendar days before the scheduled elections. The General Manager shall notify all members of this proposal of candidates by mail.

#### **§ 19 General Manager**

- (1) The Chamber has a General Manager. This General Manager shall be appointed and removed from office by the Board of Directors after considering the recommendation of the Executive Committee.
- (2) The General Manager shall conduct the daily business of the Chamber consistent with the directives of the Executive Committee and the Board of Directors. Rules of procedure may regulate details.

#### **§ 20 Permanent Committees**

- (1) The Chamber has permanent committees which are established by the Chamber's Board of Directors.
- (2) The chairpersons of the committees shall be appointed by the President. In the conduct of their activities for the Chamber, the committees shall be bound by the guidelines of the Chamber set down by the Board of Directors and the President.
- (3) Committee meetings shall be convened by the chairpersons as required.

- (4) Each committee submits to the Chamber a written annual report to be presented at the Annual Membership Meeting. A copy of the minutes of each committee meeting shall be sent to the General Manager.

### **§ 21 Minutes of Meetings**

Minutes, containing all resolutions passed, shall be taken at all meetings of the general membership, as well as of each meeting of the Board of Directors or the Executive Committee. Such minutes are to be signed by the Chairperson of the meeting and shall be available to the members of the particular body at all times. Moreover, the minutes shall be open to all members of the Chamber at the Annual Membership Meetings.

## **Part V Final Provisions**

### **§ 22 Voting**

Unless explicitly specified otherwise in these By-Laws, voting majorities for decisions made and resolutions passed at meetings of the general membership, of the Executive Committee, and of the Board of Directors are always based on the members of the Chamber, or any body of the Chamber, present or represented at the particular meeting.

### **§ 23 Audit of the Chamber's Financial Statement**

An independent auditor, who may not be a member either of the Board of Directors or of the Executive Committee, shall be appointed each year by the Board of Directors, to audit the financial situation of the Chamber. After examining the accounts and records of the Chamber, the auditor shall submit a written report to the Board of Directors for presentation at the Annual Membership Meeting.

### **§ 24 Amendments to the By-Laws**

- (1) These By-Laws may be amended by a three-quarter majority vote at the Annual Membership Meeting.
- (2) The Board of Directors may decide to propose amendments to the By-Laws to the Annual Membership Meeting. In addition, amendments to the By-Laws may be

proposed by 10 % of the Chamber`s eligible voters no later than one month before an Annual Membership Meeting. The proposed amendment is to be signed by the members carrying voting rights, and handed over to the General Manager who shall present the proposal at the next meeting of the Board of Directors. The Board of Directors is obliged to submit the proposal to the Annual Membership Meeting and to put it to vote.

## **§ 26 Dissolution of the Association**

The motion to dissolve the Chamber must be made by at least 2/3 of the membership. The decision to dissolve the Association may be made only by the Annual Membership Meeting. The resolution to this effect must be passed by a three-quarter majority vote. In the event of dissolution of the Association, the assets of the Association shall be transferred to an institution devoted to the promotion of German-American relations, which shall be chosen by the Annual Membership Meeting.

## **§ 27 Enactment**

These By-Laws shall take effect upon their entry into the Vereinsregister des Amtsgerichts, and shall replace all By-Law provisions thus far in effect.