



AmCham
GERMANY

BYLAWS

English Version

The English version of the Bylaws of AmCham Germany is provided for information purposes only.
In case of different interpretations of the German and English version, the German language version controls.

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Part I

General Information

§ 1 Name, registered office and fiscal year

- (1) The association has the name “AMERICAN CHAMBER OF COMMERCE IN GERMANY E.V.” (hereinafter also referred to as ‘AmCham Germany’). The AmCham Germany is registered in the Register of Associations (Vereinsregister) at the local court Berlin. It has its registered office in Berlin.

The fiscal year is the calendar year.

- (2) The official languages of AmCham Germany are English and German.

§ 2 Mission

- (1) AmCham Germany promotes global trade relations based on the strong foundation of the American-German partnership.

It actively supports and promotes the interests of its members through its network in business, politics and the various AmChams worldwide.

AmCham Germany enables intercultural understanding, cooperation and new investments through principles of transparent dialogue, free trade, and a competitive and open business climate.

- (2) AmCham Germany is a non-profit association and does not pursue its own commercial aims.

Part II

Acquisition and Loss of Membership

§ 3 Membership Categories

The AmCham Germany consists of

- Corporate members;
- Individual members;
- Delegate members;
- Honorary members.

§ 4 Corporate Member, Individual Member

- (1) Companies and organizations that wish to support and promote the goals of AmCham Germany may become corporate members.
- (2) Natural persons that wish to support and promote the goals of AmCham Germany may become individual members.

§ 5 Delegate Member

Employees of corporate members may be accepted as delegate members.

§ 6 Honorary Member

- (1) Each winner of the „AmCham Transatlantic Partnership Award“ is an honorary member of AmCham Germany.
- (2) Honorary membership may be conferred on any person who has performed outstanding service in German-American economic and trade relations.

The Board of Directors shall decide on the granting of honorary membership by a majority of three-quarters of the members present, after obtaining prior consent of the person being considered for honorary membership. In the invitation to the respective meeting of the Board of Directors, reference must be made to the vote to be taken regarding the conferring of honorary membership.

- (3) The Board of Directors may elect the United States Ambassador to Germany as an Honorary President of AmCham Germany. The provisions of paragraph 2 apply to this election accordingly.
- (4) Former presidents of AmCham Germany may be nominated as an Honorary President by the Executive Committee and the Board of Directors with a three-quarters majority of the present members. The Membership Meeting shall then decide on the election of the nominee by a simple majority of the votes of the members present or represented.

- (5) Honorary Members and Honorary Presidents pay neither a membership due nor a fee for their participation in events. This excluded, they have all rights and duties of a member yet do not have the right to vote.
- (6) Honorary membership in the Board of Directors of AmCham Germany can be conferred to any person who was or is a member of the Board of Directors and who has rendered outstanding service to German-American economic and trade relations. Honorary Members of the Board of Directors may attend all meetings of the Board of Directors. On a proposal by the Nominations Committee, and after obtaining the prior approval of the President and the person concerned, the Board of Directors shall decide by a majority of three-quarters of the members present whether to grant Honorary Membership in the Board of Directors. In the invitation to the respective meeting of the Board of Directors, reference shall be made to the vote to be taken regarding the conferring of Honorary Membership in the Board of Directors. If regular membership in the Board of Directors still exists at the time the conferring of honorary membership is granted, the former automatically terminates. Honorary Members of the Board of Directors shall be considered honorary members in accordance with § 6, para. 2, and all other corresponding provisions of these statutes shall apply, e.g. concerning voting rights as well as membership and event fees.

§ 7 Acquisition of Corporate Membership, Individual Membership and Delegate Membership

- (1) An applicant must send a written application for admission to AmCham Germany.
- (2) The Executive Committee decides on each admission by a simple majority.

§ 8 Termination of Membership

- (1) The membership shall terminate by death, voluntary resignation, deletion from the membership list or by exclusion from AmCham Germany.
- (2) Resignations from the AmCham Germany can be declared in writing with a notice period of three months to the end of a calendar year. A delegate member may resign himself or herself by written declaration of resignation, or the corporate member that applied for admission of that delegate member may do so on his or her behalf.
- (3) The Board of Directors may decide by secret ballot with a three-quarter majority of the present members to exclude a member, if that member acts contrary to the interests of AmCham Germany, in particular, when the business conduct of the member or its personal conduct endangers the reputation of AmCham Germany or harms German-American relations. The invitation to the respective meeting of the Board of Directors shall refer to the decision to be taken on the exclusion of a member.

Before the meeting of the Board of Directors, the member must be given the opportunity to defend himself or herself before the Board of Directors in person, in writing or by a third party. The member must be notified of this possibility by registered letter with acknowledgement of receipt at least two weeks before the meeting of the Board of Directors at which its exclusion will be addressed.

- (4) If a member is excluded, the annual membership due paid will not be refunded.

Part III

Rights and Duties of Members

§ 9 Rights of Members

- (1) All members are entitled to use the services of AmCham Germany according to their membership status.
- (2) Only corporate members and individual members have voting rights at membership meetings. Each member entitled to vote shall have one vote. Voting rights may be delegated by a written power of attorney (proxy) to another voting member or to a delegate member.

§ 10 Membership Dues

- (1) The annual membership due has to be paid one calendar year in advance. If the membership begins during a calendar year, the membership due has to be paid on the first day of the month following the month in which the member was informed in writing about their admission to AmCham Germany; in this case the membership due shall be paid only for the calendar quarters corresponding to the duration of the membership in the calendar year.
- (2) The annual contribution shall be fixed by the Board of Directors by a three-quarters majority of votes. Additional voluntary contributions from members are possible and welcome.
- (3) The corporate member that has submitted the application for admission of a respective delegate member shall pay the latter's annual due.
- (4) Membership may be terminated, if a member fails to pay the annual membership due despite two written reminders. The first reminder may be effective and sent three months after the due date. The second reminder shall be effective and sent two months later by registered letter with acknowledgement of receipt, indicating that the membership may be terminated. Despite termination of membership pursuant to § 10, para. 4, the entire annual membership due for the corresponding calendar year remains due for payment.

Part IV

The Bodies and Institutions of AmCham Germany

Overview

§ 11 Bodies and Institutions of AmCham Germany

The bodies and institutions of AmCham Germany are

- a) the Membership Meeting;
- b) the Executive Committee;
- c) the Board of Directors;
- d) the Nominations Committee;
- e) the General Manager;
- f) Standing Committees.

§ 12 Membership Meeting (Annual Membership Meeting)

- (1) The Membership Meeting (Annual Membership Meeting) should take place during the first six months of each calendar year. The President of the Chamber shall convene the Annual Membership Meeting by notifying each member in writing (also, e.g., by fax or email). The notification must be sent at least four weeks before the meeting to the last known postal or electronic contact address of a member. If postal notification is used, it shall be deemed received on the second day after postmark. If electronic notification is used, this shall be deemed to have been received immediately after dispatch. Each invitation must contain the complete agenda.
- (2) The Annual Membership Meeting has quorum if at least 10% of the members entitled to vote are present or represented.
- (3) In addition to the other responsibilities of the Annual Membership Meeting under these Bylaws, the Annual Membership Meeting shall receive the annual report of the President for the past calendar year of AmCham Germany.

§ 13 Extraordinary Membership Meeting

- (1) The President shall convene an Extraordinary Membership Meeting, if the Executive Committee resolves to convene such. The Executive Committee must so resolve, if one tenth of AmCham Germany's members that are entitled to vote request this in writing to the Executive Committee, stating purpose and reason for convening such a meeting.
- (2) The President shall convene the Extraordinary Membership Meeting by notifying each member in writing (also, e.g., by fax or email). The notification must be sent at least two weeks before the meeting to the last known postal or electronic contact address of a member. If postal notification is used, it is deemed received on the second working day following postmark. If electronic notification is used, it is deemed received immediately after dispatch. Each invitation must contain the complete agenda.
- (3) The relevant provisions of §12 apply to quorum.

Executive Committee, Board of Directors

§ 14 Executive Committee

- (1) The Executive Committee is responsible for managing the AmCham Germany. The Executive Committee consists of the President, the Executive Vice President, six Vice Presidents and a Treasurer. The AmCham Germany may be represented by two members of the Executive Committee. The Executive Committee members are ex officio members of the Board of Directors and form the executive board as meant under German law. The Executive Committee has a quorum if five members are present.
- (2) The guidelines and instructions issued by the Board of Directors govern the Executive Committee. This provision has no external effect.
- (3) The President shall chair all ordinary and extraordinary meetings of the Executive Committee or the Board of Directors. The President is an ex officio member of all committees with the exception of the Nominations Committee (§ 17). In the absence of the President, the Executive Vice President or in his or her absence, the most senior Vice President shall have the same rights and powers as the President.
- (4) Within the last three months of each calendar year, the Executive Committee must submit a budget for the next financial year to the Board of Directors. The Treasurer must report on the financial situation of AmCham Germany at every meeting of the Executive Committee. The Treasurer shall report to the Board of Directors on the financial situation of AmCham Germany once a year or several times if the AmCham Germany finds itself in a difficult financial situation.

§ 15 Board of Directors

- (1) The Board of Directors shall supervise and advise the Executive Committee. The Board of Directors consists of at least 20 members, in addition to the members of the Executive Committee, who are ex officio members of the Board of Directors.
- (2) The Board of Directors shall hold an ordinary meeting at least twice a year. Extraordinary meetings may be called by the President or, in his absence, by the Executive Vice President or by the most senior Vice President present. These extraordinary meetings shall be convened in each case by written notification (also, e.g., by fax or email) four weeks in advance.
- (3) In the absence of the President and all Vice Presidents, a member of the Board of Directors shall be elected by simple majority to chair the meeting.
- (4) Unless the Bylaws provide otherwise, the Board of Directors shall decide by simple majority. In the event of a tied ballot, the vote of the chairperson shall count twice.
- (5) Resolutions of the Board of Directors are passed in meetings or by written procedure (e.g. by fax or email), by telephone, video conference or in another comparable form, provided that no member of the Board of Directors objects to the manner of resolution. The corresponding regulations regarding voting majorities laid down in these Bylaws shall apply to the respective voting content. Each member of the Board of Directors must be given a period of 5 working days after receipt of the voting notification to cast a vote through written procedure. The result of the resolution will then be communicated to the members of the Board of Directors after the end of the voting period by written procedure (also, e.g., by fax or email).

§ 16 Election of the Executive Committee and of the Board of Directors

- (1) The Executive Committee and the Board of Directors shall be elected at the Annual Membership Meeting by open or secret ballot through a simple majority of votes. The elected persons should be legal representatives of corporate members or delegate members primarily. A company may only be represented by one member on the Board of Directors, including the Executive Committee. The majority of all members of the Board of Directors, including the Executive Committee, shall be representatives of corporate members or delegate members.
- (2) The President and the Executive Vice President must be representatives of corporate members or delegate members. The term of office of the members of the Executive Committee is two years. The office begins at the end of the Annual Membership Meeting at which the election takes place and terminates at the end of the second following Annual Membership Meeting. These members may be re-elected. The term of office ends prematurely if the member of the Executive Committee leaves the company or group of companies to which he or she belonged when he or she took office, or if this company ceases to be a member of AmCham Germany. The Board of Directors may also confirm the previous member of the Executive Committee in his or her office instead of electing a substitute member; § 16, para. 4, applies analogously.
- (3) The term of office of the members of the Board of Directors is two years. The beginning and end of the term of office is determined in accordance with § 16, para. 2, sent. 3, as applicable. They can be re-elected. The term of office ends prematurely if the member of the Board of Directors resigns from the company or group of companies to which he or she belonged when he or she took office, or if this company is no longer a member of AmCham Germany. The Board of Directors may also confirm the previous member of the Board of Directors in his or her office instead of electing a substitute member; § 16, para. 4 applies analogously.
- (4) The Board of Directors may elect substitute members to replace members of the Executive Committee or of the Board of Directors who resign during their term of office. The election shall require a three-quarters majority of the votes of the members of the Board of Directors and is valid from the date of the election for the period up to the next Annual Membership Meeting. If a Nominations Committee exists at the time the member resigns, it shall, at the request of the Board of Directors, nominate without delay a suitable candidate for the substitute member to be elected.

§ 17 Nominations Committee

- (1) At least nine months before the next Annual Membership Meeting, the Executive Committee shall nominate five members for the Nominations Committee to the Board of Directors by simple majority vote. The members of the Nominations Committee shall then be appointed by a resolution of the members of the Board of Directors with a three-quarters majority of votes, also at least nine months before the next Annual Membership Meeting. A maximum of two members of the Nominations Committee may be members of the Executive Committee at the same time.

The Nominations Committee shall draw up a list of candidates for election to the Executive Committee or to the Board of Directors in due time before the next Annual Membership Meeting. The Nominations Committee should not nominate any of its members as candidate for the Executive Committee of AmCham Germany.

- (2) The Nominations Committee will first consult with the Executive Committee and then, after approval by the President, submit its election proposal together with information regarding the candidates by written procedure (also e.g. by fax or email) to each member of AmCham Germany entitled to vote at latest four weeks before the Annual Membership Meeting. The General Manager of AmCham Germany is responsible for sending the election proposal under the supervision of the Nominations Committee.
- (3) The election proposal must contain the information, that fifty members can submit a nomination for the election to the Executive Committee or to the Board of Directors at the next Annual Membership Meeting. Such proposals must be received by the General Manager of AmCham Germany at least fifteen calendar days before the planned election. The General Manager must send the proposals to all members by written procedure (also, e.g., by fax or email).

§ 18 General Manager

- (1) AmCham Germany has one General Manager. The Board of Directors appoints and dismisses the General Manager on recommendation of the Executive Committee.
- (2) The General Manager leads the daily business of the AmCham Germany according to the instructions of the Executive Committee and the Board of Directors. Rules of procedure can regulate further details.

§ 19 Standing Committees

- (1) AmCham Germany has standing committees which are established by the Board of Directors.
- (2) The President appoints the chairpersons of the committees. The committees shall follow in their work for AmCham Germany the guidelines of AmCham Germany as set out by the Board of Directors and the President.
- (3) Their chairpersons shall convene meetings of the respective committee, as necessary.
- (4) Each committee shall submit a written annual report to AmCham Germany for presentation at the Annual Membership Meeting. A copy of the minutes of a committee shall be sent to the Managing Director.

§ 20 Minutes of Meetings

Minutes, containing all resolutions that have been passed, shall be kept at every Membership Meeting and at every meeting of the Executive Committee or of the Board of Directors. The minutes must be signed by the chairperson of the meeting and shall be available for inspection by the members of the relevant body at any time. The minutes of the Board of Directors and the written annual reports of the Standing Committees set out in § 19 shall be available for inspection by all members at the Membership Meetings.

Part V

Final Provisions

§ 21 Voting

Unless these Bylaws explicitly provide otherwise, majorities of votes in decisions and resolutions of the Membership Meeting, the Board of Directors or the Executive Committee always refer to the members or committee members present or duly represented in each case.

§ 22 Audit of Financial Statements of AmCham Germany

The Board of Directors shall appoint an independent auditor each year that is neither a member of the Executive Committee, nor a member of the Board of Directors, as auditor of the finances of AmCham Germany. The auditor shall examine the accounts and receipts of AmCham Germany and prepare a written report for the Board of Directors for submission to the Annual Membership Meeting.

§ 23 Amendments to the Bylaws

- (1) Amendments to the Bylaws shall be adopted by a three-quarters majority vote of the Membership Meeting.
- (2) The Board of Directors may resolve to propose amendments to the Bylaws to the Membership Meeting. Moreover, 10 % of the voting members of AmCham Germany may propose amendments to these Bylaws to the Membership Meeting up to one month before the Membership Meeting. The members entitled to vote shall sign and submit the proposal for the amendment of the Bylaws to the General Manager, who shall present the proposal at the next meeting of the Board of Directors. The Board of Directors must put the proposal to the vote at the Membership Meeting.
- (3) After prior consultation with the Legal Counsel of AmCham Germany, the Executive Committee is entitled to unanimously decide on editorial changes to these Bylaws, in particular, if changes are required by the register of associations or the tax authority and are expedient to obtain entry of a resolved amendment to the Bylaws in the register of associations. These changes shall be announced at the next Membership Meeting.

§ 24 Dissolution of AmCham Germany

The motion for dissolution of AmCham Germany must be filed by at least two thirds of the members. The dissolution can only be decided upon in a Membership Meeting. A three-quarters majority at this meeting is necessary to dissolve the Association. If AmCham Germany is dissolved, its assets will go to an institution for the promotion of German-American relations, which will be determined by the Membership Meeting.

§ 25 Effective Date

These Bylaws become effective upon their entry in the register of associations (Vereinregister) and replace all previous provisions thereto.