

Access Your Global Network.

AmCham Germany By-laws

English Version

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Part I
General Information

§ 1 Name, Domicile and Fiscal Year

- (1) The name of this Association shall be "AMERICAN CHAMBER OF COMMERCE IN GERMANY E.V." (hereinafter also referred to as "AmCham Germany"). AmCham Germany is registered in the Vereinsregister (register of associations) of the Amtsgericht (local court) Berlin. It is domiciled in Berlin.

The fiscal year corresponds to the calendar year.

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

§ 2 Mission

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

It actively supports and promotes the interests of its members through its networks in the business community, political circles and the American Chambers of Commerce around the world.

AmCham Germany promotes inter-cultural understanding, co-operation and new investments based on the principles of a transparent dialogue, free trade and a competitive and open economic climate.

- (2) The activities of AmCham Germany are of an altruistic nature and it does not have any commercial purposes of its own.

Part II

Acquisition and Loss of Membership

§ 3 Categories of Membership

The membership of AmCham Germany consists of:

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

§ 4 Corporate Member, Individual Member

- (1) Companies as well as organizations, which support the aims of AmCham Germany and want to promote these aims, are eligible to be corporate members.
- (2) Individuals who support the aims of AmCham Germany 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 Honorary Member

- (1) All recipients of the "AmCham Transatlantic Partnership Award" shall be honorary members of AmCham Germany.
- (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 mention the vote to be taken on the conferment of honorary membership.

- (3) The Board of Directors may elect the United States Ambassador to Germany to the position of Honorary President of AmCham Germany. The provisions of section 2 shall apply to this appointment accordingly.
- (4) Former Presidents of AmCham Germany may be nominated for the title of Honorary President by the Board of Directors and the Executive Committee by a three-quarter majority vote of the members present at a meeting of the Board of Directors and Executive Committee. The title of Honorary President 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 and Honorary Presidents. They shall have all the rights and responsibilities of regular members, with the exception of the right to vote.

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

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

§ 8 Termination of Membership

- (1) Membership in the Chamber shall terminate by death, by voluntary resignation, by elimination from the list of members, or by exclusion from AmCham Germany.
- (2) Resignations from AmCham Germany may be declared in writing no later than three months before the end of a calendar year. In the case of delegate members, the declaration of resignation 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 exclude a member by secret ballot; a three-quarter majority vote of the members present at the meeting shall be required for such exclusion. A decision to exclude a member may be taken if the member has acted in a manner contravening the best interests of AmCham Germany, especially if the business or personal conduct of the member in question has jeopardized the good reputation of

AmCham Germany or the German-American relations. In this case, the invitation to the meeting of the Board of Directors should mention the vote to be taken on the exclusion 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 exclusion will be on the agenda.

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

Part III

Rights and Responsibilities of Members

§ 9 Rights of Members

- (1) All members are entitled to utilize the services of AmCham Germany in line with their membership status.
- (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.

§ 10 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 AmCham Germany; 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 Board of Directors with 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 § 10, 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 AmCham Germany

Overview

§ 11 Executive Body and Institutions of AmCham Germany

The executive body and institutions of AmCham Germany are:

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

§ 12 Membership Meeting

- (1) The Membership Meeting (Annual Membership Meeting) shall be held in each case 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 AmCham Germany for the past calendar year.

§ 13 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, § 12 shall apply accordingly.

Executive Committee, Board of Directors

§ 14 Executive Committee

- (1) AmCham Germany shall be run by the Executive Board. The Executive Committee consists of the President, the Executive Vice President, six Vice Presidents and one Treasurer. AmCham Germany 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 board 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, with the exception of the Nominations Committee (§ 17). 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 AmCham Germany's financial situation. The Treasurer shall also report to the Board of Directors on the financial situation of AmCham Germany once a year under normal circumstances and more frequently in the event that AmCham Germany finds itself in a difficult financial position.

§ 15 Board of Directors

- (1) The Board of Directors shall supervise and advise the Executive Board. The Board of Directors shall include, in addition to the members of the Executive Committee who are ex officio members of the Board of Directors, at least 20 members.
- (2) The Board of Directors shall hold at least two Regular Meetings each year. Extraordinary Meetings may be convened by the President or in his/her absence by the Executive Vice President or the Vice President with the highest seniority by written notification four weeks in advance of the scheduled meeting.
- (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.

§ 16 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 corporate members or delegate members. The term of the members of the Executive Board shall be two years. The term shall commence at the end of the Annual Membership Meeting during which the election takes place and end upon the conclusion of the second following Annual Membership Meeting. They may be re-elected. The term shall end prematurely if the member of the Executive Board resigns from the company and/or the group of companies to which he/she belonged when he/she started his/her term or if this company is no longer a member of AmCham Germany. By virtue of a corresponding application of § 16 section 4, the Board of Directors may confirm instead of electing a substitute member also the previous member of the Executive Board in his/her office.
- (3) The term of the members of the Board of Directors shall be two years. The beginning and the end of the term shall be governed by § 16 section (2) sentence 3 applying accordingly. They may be re-elected. The term shall end prematurely if the member of the Board of Directors resigns from the company and/or the group of companies to which he/she belonged when he/she started his/her term or if this company is no longer a member of AmCham Germany. By virtue of a corresponding application of § 16 section 4, the Board of Directors may confirm instead of electing a substitute member also the previous member of the Board of Directors in his/her office.
- (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 members of the Board of Directors 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.

§ 17 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. The appointment of the members of the Nominations Committee shall then be made by a resolution of the members of the Board of Directors with a majority of three-quarters of the vote likewise at least nine months before the next Annual Membership Meeting. No more than two members of the Nominations Committee may be members of the Board of Directors at the same time.

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

- (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 AmCham Germany no later than fifteen calendar days before the scheduled elections. The General Manager shall notify all members of this proposal of candidates by mail.

§ 18 General Manager

- (1) AmCham Germany 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 AmCham Germany according to the directives of the Executive Committee and the Board of Directors. Rules of procedure may regulate details.

§ 19 Standing Committees

- (1) AmCham Germany has standing committees which are established by the Board of Directors.

- (2) The chairpersons of the committees shall be appointed by the President. In the conduct of their activities for AmCham Germany, the committees shall be bound by the guidelines of AmCham Germany laid down by the Board of Directors and the President.
- (3) Committee meetings shall be convened by the chairpersons as required.
- (4) Each committee shall submit a written annual report to AmCham Germany to be presented at the Annual Membership Meeting. A copy of the minutes of each committee meeting shall be sent to the General Manager.

§ 20 Minutes of Meetings

Minutes, containing all resolutions passed, shall be taken of all Membership Meetings, as well as of each meeting of the Board of Directors or the Executive Committee. Such minutes shall 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 of the Board of Directors as well as the written annual reports of the standing committees shall be open for inspection to all members in accordance with § 19.

Part V Final Provisions

§ 21 Voting

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

§ 22 Audit of AmCham Germany's Financial Statements

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 AmCham Germany. After examining the accounts and records of AmCham Germany, the auditor shall submit a written report to the Board of Directors for presentation at the Annual Membership Meeting.

§ 23 Amendments to the By-Laws

- (1) These By-Laws may be amended by a three-quarter majority vote by the Membership Meeting.
- (2) The Board of Directors may decide to propose amendments to the By-Laws to the Membership Meeting. In addition, amendments to the By-Laws may be proposed by 10 % of AmCham Germany's eligible voters no later than one month before a Membership Meeting. The proposed amendment shall 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 shall be obliged to submit the proposal to the Membership Meeting and to put it to vote.

§ 24 Dissolution of AmCham Germany

The motion to dissolve AmCham Germany must be submitted by at least two thirds of the membership. The decision to dissolve may only be adopted by the Membership Meeting. The resolution to this effect must be passed by a three-quarter majority vote. In the event of dissolution of AmCham Germany, its assets shall be transferred to an institution devoted to the promotion of German-American relations, which shall be chosen by the Membership Meeting.

§ 25 Enactment

These By-Laws shall take effect upon their entry into the Vereinsregister (register of associations) of the Amtsgericht (local court), and shall replace all By-Law provisions thus far in effect.