

Constitution

Anfi Mitglieder Club Deutschland e.V.

1. Club Name

- 1.1 The club's official name is „Anfi Mitglieder Club Deutschland“.
- 1.2 It is to be entered into the official Register of Associations (Societies). Thereafter, the name will receive the suffix „e.V.“ (eingetragener Verein = registered society).

2. Place of Business

The club's official place of business is Aschaffenburg.

3. Financial Year

The financial year is the calendar year.

4. Purpose of the club

- 4.1 The club wishes to promote understanding among nations, particularly with people of other nationalities who are also members of the Anfi clubs in Gran Canaria. It tries to influence companies and associations in order to represent the interests of its members.

5. Altruism

The club works altruistically; it is primarily a non-profit-making organisation. The company's assets may be used only for the purposes defined in the constitution. The members do not receive any gratuities out of the club's resources.

No person may benefit from any payments that are unrelated to the purposes of the club or from any disproportionate remunerations.

6. Membership

6.1 Prerequisites

- 6.1.1 Any person with unlimited contractual capability may obtain ordinary membership.
- 6.1.2 A juristic person may also obtain ordinary membership.
- 6.1.3 Under-age persons cannot become members of the club.

6.2 Obtaining membership

- 6.2.1 Applicants send a written application to the executive board.
- 6.2.2 The executive board decides whether the applicant will be accepted and communicates its decision to the applicant in writing and without explanation.
- 6.2.3 Honorary membership can be bestowed only with the agreement of the advisory board.

6.3 Termination of membership

- 6.3.1 Membership ends with the member's death or, if the member is a juristic person, with the dissolution of the company.
- 6.3.2 Membership ends at the end of the current business year when written notice of resignation is presented to a member of the executive board.
- 6.3.3 Should a member fail to render payment of due fees in spite of two reminders, the executive board can delete them from the membership list with immediate effect.
- 6.3.4 A member can be excluded from the club if their behaviour contravenes the interests of the club in a gross manner. The General Meeting decides on the exclusion.

7. Fees

The club levies fees whose type and amount are decided by the General Meeting.

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8. Liability

Liability due to ordinary negligence is excluded for any form of damage that a club member may suffer whilst participating in any of the club's events.

9. Executive Board

9.1 Structure and Formation

9.1.1 The executive board consists of at least a president, a vice-president and at least two other members.

9.1.2 Executive board members must have been club members for at least three years or be founder members.

9.1.3 The executive board is elected by the annual general meeting for a period of three years and remains in office until the election of a new executive board.

9.2 Duties of the executive board

9.2.1 The executive board gives itself operational rules.

9.2.2 The executive board applies itself to the management of the club and the stewardship of its business.

9.2.3 The executive board is obliged to obtain the agreement of the advisory board on all important decisions.

9.3 Representation of the club

For the purpose of § 26 BGB, the board (Vorstand) consists of the president and vice-president. Each of them is authorised to represent the club.

10. General Meeting

10.1 The Meeting

10.1.1 An ordinary General Meeting shall take place every year.

10.1.2 A General Meeting must also be convened when one fifth of the members demand such a meeting and state the purpose and the reason in writing.

10.1.3 A General Meeting must also be convened when a member requests one (see 12.4).

10.1.4 The president or vice-president gives written notice of a General Meeting at least two weeks in advance. The legitimacy of the convening invitation is determined by its despatch date.

10.1.5 Every invitation must contain the anticipated agenda.

10.1.6 The General Meeting is chaired by the president, or if indisposed by the vice-president. If the vice-president is also indisposed the General Meeting elects someone in attendance to chair the meeting.

10.1.7 Every member can add items to the agenda at the latest one week before the General Meeting by submitting them in writing to the convening organ.

10.1.8 Items can be added to the agenda during the Meeting via an emergency motion.

10.1.9 The General Meeting elects at least one auditor whose task it is to examine the accounts and to check that the club's decisions are being complied with. The auditor reports in writing to the advisory board, the executive board and the General Meeting.

10.1.10 A protocol of the General Meeting proceedings must be produced and then be signed by the chairperson of the meeting and the secretary.

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10.2 Decision making

- 10.2.1 The method for taking decisions is decided principally by the chairperson. The decision process must however be carried out in writing if one third of the members attending requests this.
- 10.2.2 The meeting constitutes a quorum able to change the "Purpose of the Club" or to liquidate the club only if four fifths of the members eligible to vote are present or have submitted their decision in writing.
- 10.2.3 Voting rights may be transferred to other members of the club.

10.3 Majorities

- 10.3.1 Decisions are fundamentally taken with a simple majority of the valid votes.
- 10.3.2 Four fifths of the valid votes are required in order to change the constitution or to liquidate the club. In addition to these majorities in 10.3.2 the agreement of the advisory board is required.

11. Advisory Board

11.1 Structure and formation

The advisory board consists of the founder members plus honorary members who have been elected by the General Meeting.

11.2 Duties

- 11.2.1 The advisory board gives itself operational rules.
- 11.2.2 The advisory board controls the executive board's administration of the club.
- 11.2.3 The advisory board has the right to issue instructions to the executive board.
- 11.2.4 The advisory board also carries out the special tasks defined in this constitution (§6.2.3 and §13.1).

12. Special Rights

- 12.1 The members of the advisory board have the special rights 12.3 to 12.6.
- 12.2 The founder members and the members of the executive board have the special right 12.3.
- 12.3 The holders of this special right do not pay any fees or cost apportionments.
- 12.4 The holders of this special right have the right to demand an extraordinary General Meeting.
- 12.5 The holders of this special right can only be expelled from the club if the member has been convicted to a prison sentence with the consequences of § 45 StGB.
- 12.6 The holders of this special right can utilise club resources after consultation with the executive board according to the conditions thereby agreed.

13. Dissolution

- 13.1 The president, the speaker of the advisory board and another member of the advisory board elected by the General Meeting represent together the authorised liquidators.
- 13.2 Deviating from § 48 BGB, the decisions of the liquidators are validated by a majority of two thirds.
- 13.3 The assets of the club that remain after its liquidation are allocated to a charity, to be chosen by the liquidators.

Enacted 7. August 2005

This is a translation of the German original and that alone is binding.