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## **STATUTES OF THE AFRIKA-VEREIN DER DEUTSCHEN WIRTSCHAFT E.V.**

**As per the resolutions of the General Assembly dated May 14, 2024**

### **§ 1 - Name, Registered Office, Fiscal Year**

1. The association is named Afrika-Verein der deutschen Wirtschaft e.V.
2. The registered office of the association is in Hamburg.
3. The association is registered with the Hamburg District Court under No. 69 VR 2953.
4. The fiscal year is the calendar year.
5. In accordance with German grammatical rules, the generic masculine form includes all genders.

### **§ 2 - Activities and Purpose of the Association**

1. The purpose of the association is to promote international understanding, education, and charitable causes. The association's activities focus on African countries. It brings together individuals, companies, and organizations interested in its area of activity. The association promotes public welfare in material, intellectual, and humanitarian areas arising between the Federal Republic of Germany and its area of activity. This particularly includes fostering mutual understanding among peoples, developing economic and cultural conditions within and between different regions, promoting trade with developing countries, development cooperation, and providing the necessary information and training for improving mutual understanding in the fields of language, legal and economic relations, and cultures. The association pursues no political or religious objectives.
2. The purpose of the statutes is achieved through the following measures:
  - The association provides a platform for contacts, exchange of opinions and information, and reconciliation of mutual interests through its own events and participation in those organized by members and third parties.
  - The association collects relevant information and disseminates it through its own publications and responses to inquiries from members or third parties.
  - The association promotes information, education, and training for individuals interested in its area of activity.
  - The association collaborates with other organizations, chambers of commerce, and authorities maintaining relations between the Federal Republic of Germany and its area of activity.

3. The association does not primarily pursue commercial purposes. It does not pursue political or religious goals; its purpose is not aimed at economic gain. The association's funds may only be used for statutory purposes. No person may benefit from expenditures unrelated to the association's purpose or disproportionately high compensation. Members do not receive allocations from the association's funds in their capacity as members.

### **§ 3 - Acquisition of Membership**

1. Institutes, legal entities, and individuals interested in Africa may acquire membership if they have economic, scientific, or personal connections with Africa. Individual memberships for owners or boards/executive directors of companies or legal entities are excluded.
2. Membership applications must be submitted in writing or text form to the Executive Board, which decides on admissions. Applications that are doubtful or intended for rejection are presented to the Presidium for a decision.
3. Membership is acquired upon resolution by the Executive Board or Presidium.
4. In case of a rejection decision, the applicant may appeal within 14 days after notification. The Presidium decides on the appeal.

### **§ 4 - Termination of Membership**

1. Membership ends by written resignation to the Executive Board or by exclusion.
2. Resignation is only possible at the end of the fiscal year with a nine-month notice period.
3. The Executive Board decides on the exclusion of a member.
4. Grounds for exclusion include gross violations of membership obligations, such as breaches of antitrust law, the association's purpose, or failure to pay contributions despite reminders.
5. The affected member must be given the opportunity to comment before an exclusion decision is made.
6. The member may appeal against the exclusion decision within two weeks of receiving the notification. The appeal must be submitted in writing and has a suspensive effect until a decision is made.
7. The Executive Board may deny the use of association facilities to a member under exclusion proceedings.

### **§ 5 - Rights and Obligations of Members**

1. All members have the same entitlement to information, advice, and support from the association in all matters within its scope.
2. Contributions must be paid. The General Assembly adopts a contribution schedule defining the amount of contributions and regulations regarding reductions, waivers, or deferrals.
3. Contributions must be paid annually in January.
4. If a member is in arrears with their annual contribution for more than six months, their voting rights in the General Assembly and entitlement to association services are suspended.

## **§ 6 - Organs of the Association**

The organs of the association are:

- a) The General Assembly
- b) The Executive Board (as per § 26 BGB)
- c) The Presidium

## **§ 7 - General Assembly of Members**

- 1) The entirety of the members constitutes the General Assembly of Members.
- 2) The Ordinary General Assembly should be held annually within six months, but no later than nine months after the end of a financial year, upon invitation by the Executive Management and under the chairmanship of the President.
- 3) The General Assembly of Members is responsible, in particular, for:
  - a) Receiving the management report from the Executive Management,
  - b) Granting final approval of the budget for the current financial year,
  - c) Approving the annual accounts; the annual accounts must be audited in advance by two, or at least one, auditor. The report must be prepared in writing and explained orally upon request at the Ordinary General Assembly,
  - d) Appointment and dismissal of the members of the Presidium,
  - e) Granting discharge to the Executive Management upon the request of the Presidium,
  - f) Electing up to three auditors, one of whom may be a tax advisory or auditing firm,
  - g) Adopting the contribution regulations and determining the amount of membership fees,
  - h) Deciding on proposals submitted by the Presidium, the Executive Management, and the members,
  - i) Approving amendments to the Articles of Association,
  - k) Deciding on the dissolution of the association.
- 4) The Executive Management may convene an extraordinary General Assembly if necessary, in agreement with the Presidium. An extraordinary General Assembly must be convened by the Executive Management upon the request of at least 5 percent of all members or the Presidium.
- 5) Ordinary and extraordinary General Assemblies shall be convened in writing by the Executive Management, stating the time, place, and agenda. An invitation via email is permissible if members have provided an email address for this purpose to the Executive Management. Proper convening is considered proven by noting it in the minutes of the meeting.
- 6) General Assemblies can be conducted as in-person meetings, hybrid meetings, or digital/virtual meetings. The Executive Management shall determine in the invitation whether the General Assembly will be held as an in-person, hybrid, or digital/virtual meeting.

The Executive Management must ensure that members' rights are preserved even in the case of hybrid or virtual meetings. Each member must log in separately; this does not apply to represented members. The Executive Management must ensure, by selecting appropriate software, that virtually attending members can participate in the meeting on an equal footing with those physically present. All members must be given the opportunity to ask questions and submit motions, even if they are participating virtually. Data protection must be ensured.

The necessary access credentials for participation in hybrid or digital/virtual General Assemblies shall be provided to the members no later than the day before the event. Members participating in such meetings using the provided access credentials shall be considered present.

The Executive Management may determine that members who do not participate in the General Assembly as per the first sentence may submit their votes in text form prior to the meeting.

- 7) The notice period for the Ordinary General Assembly is three weeks, while for extraordinary General Assemblies, it is two weeks.
- 8) The Executive Management is obliged to include motions submitted by at least ten members in the agenda. Such motions must be submitted in text form with a justification promptly after receiving the invitation, but no later than one week before the meeting.
- 9) Resolutions on motions not included in the agenda may only be passed if their urgency is confirmed by three-quarters of the attending or represented members.
- 10) The Ordinary General Assembly shall constitute a quorum regardless of the number of members present or represented.
- 11) An extraordinary General Assembly constitutes a quorum if at least 10 percent of all members are present or represented. If a quorum is not achieved, a second extraordinary General Assembly with the same agenda may be convened within three weeks, which shall constitute a quorum regardless of the number of attendees or represented members.
- 12) The right to vote requires membership at the time of the meeting and that membership rights are not suspended pursuant to § 5 para. 4.
- 13) For members who are legal entities, a representative exercises the voting right. Absent members may be represented by other voting members. The representative must hold a written power of attorney and may not represent more than two other votes.
- 14) Resolutions of the General Assembly are passed by a simple majority of the attending or represented members unless a larger majority is required by law or the Articles of Association. In the event of a tie, the motion is deemed rejected.
- 15) Amendments to the Articles of Association and the dissolution of the association require a three-quarters majority of the attending or represented members.
- 16) The General Assembly is chaired by the Executive Director or, if unavailable, by a Deputy Executive Director. The chairperson appoints a minute-taker (with their consent) and determines the voting procedure. However, a secret ballot must be conducted if requested by the Board or one-tenth of the attending or represented members.
- 17) Minutes must be kept of each General Assembly and signed by the chairperson and the minute-taker.

## **§ 8 - Executive Management**

1. The Executive Management constitutes the Board in accordance with § 26 of the German Civil Code (BGB) and consists of two full-time members.
2. The chairperson holds the title of Chief Executive Officer (CEO), while the other member holds the title of Deputy Chief Executive Officer (Deputy CEO). The CEO and the Deputy CEO shall mutually represent each other. The members of the Executive Management shall receive appropriate remuneration for their work.

3. The members of the Executive Management are appointed individually by the Presidium with specific functional assignments. Prior to the appointment, the President should ensure through joint discussions that the members of the Executive Management are likely to work well and trustfully together.
4. The appointment of Executive Management members shall be for a maximum term of five years. A reappointment or extension of the term, each for a maximum of five years, is permissible. The term begins at the end of the Presidium meeting in which the appointment is made. It shall automatically extend beyond the appointment period until the conclusion of the Presidium meeting in which a new appointment decision is made, but no longer than three months.
5. A person who has already reached the age of 67 cannot be appointed as a member of the Executive Management. The term in the Executive Management and the employment contract shall end at the end of the month in which the member reaches the age of 67, deviating from the aforementioned paragraph.
6. Members of the Presidium or the Advisory Board cannot simultaneously be members of the Executive Management during their term of office.
7. The association is jointly represented by the members of the Executive Management. The Presidium may grant individual representation authority to the members of the Executive Management.
8. The members of the Executive Management are only permitted to engage in secondary employment with prior approval from the Presidium. Such approval may be revoked at any time with future effect. Approval should be granted as long as the association's legitimate interests are not affected by the secondary activity. Consulting activities in areas that overlap with the association's fields of activity are generally not approvable.
9. The Executive Management shall hold regular meetings. Further details shall be governed by rules of procedure adopted by the Presidium.

### **§ 9 - Responsibilities of the Executive Management**

- 1) The Executive Management represents the association in and out of court. It manages the association's affairs within the framework of the Presidium's guidelines. In cases of non-compliance, the Presidium Committee may issue directives.
- 2) The Executive Management is responsible for:
  - a) Reporting to the General Assembly and the Presidium on the previous financial year,
  - b) Implementing the resolutions of the General Assembly and the Presidium and managing the association's assets, including those of its subsidiaries.
- 3) The Executive Management ensures the exchange of information with the Presidium regarding the association's areas of activity.

### **§ 10 - The Presidium**

- 1) The General Assembly elects up to 15 association members or their representatives to the Presidium. The term of office is a maximum of three years, and members may be re-elected up to two times. The Presidium should include a balanced representation of member groups and industries.
- 2) Members of the Executive Management cannot be members of the Presidium.

- 3) Presidium members whose employment or mandate with a member organization ends during their term shall leave the Presidium within three months, unless:
  - a) they take up a position with another member organization within the mentioned period, or
  - b) they themselves become a member of the association, and
  - c) the Presidium resolves to maintain their membership in the Presidium.
- 4) If members leave the Presidium, the Presidium may appoint replacements for the remaining term, subject to confirmation by the next Ordinary General Assembly. The same applies if the General Assembly has not filled the maximum number of Presidium positions.
- 5) The Presidium elects a chairperson and two deputies from among its members, one of whom shall be elected as Treasurer. The chairperson holds the title of President, and the deputies hold the title of Vice President. The President and Vice Presidents primarily represent the association externally and lead the Presidium. The President represents the Presidium vis-à-vis the other bodies of the association, insofar as it concerns the statutory duties of the Presidium. In the event of the President's absence, the Vice Presidents shall jointly represent the Presidium.
- 6) The Presidium shall hold regular meetings.
- 7) The Presidium passes resolutions by a majority of the attending or represented members. Absent members may be represented by other members. The representative must hold a written power of attorney and may not represent more than two other votes. The Presidium is quorate if at least five members participate in the decision-making process, either in person or by representation.
- 8) The Presidium is responsible for the fundamental strategic direction of the association, particularly regarding educational activities and initiatives to foster international understanding. Further responsibilities include:
  - a) Appointing and dismissing members of the Executive Management,
  - b) Approving the rules of procedure for the Executive Management,
  - c) Aligning the association's advocacy activities,
  - d) Provisionally approving the budget plan for the current or upcoming financial year,
  - e) Making fundamental decisions regarding the content and structure of the work program.
- 9) Presidium meetings may be conducted as in-person, hybrid, or digital/virtual meetings. The President, or in their absence, a Vice President, determines the meeting format. The President must ensure that members' rights are preserved in hybrid or virtual meetings. Suitable software must be selected to enable virtual participants to participate equally with those attending in person. All members must be able to submit questions and motions, even if they are participating virtually. Data protection must be ensured. The required access credentials for hybrid or digital/virtual meetings shall be provided to members in a timely manner. Members participating virtually using the provided credentials shall be considered present.
- 10) If no Presidium member objects, resolutions may also be passed by written circulation (including via email). In a written circulation procedure, a response deadline of one week from the dispatch of the voting request applies.

### **§ 11 - Presidium Committee**

1. The Presidium forms a Presidium Committee from among its members, consisting of five members. It is composed of the President, the Vice Presidents, and two other members of the Presidium. The President serves as the chairperson of the Presidium Committee.
2. The Presidium Committee is solely responsible for negotiating and concluding employment contracts with the members of the Executive Management, as well as for their modification and termination.
3. The Presidium Committee oversees the Executive Management's activities concerning legal and financial matters. It may inspect and review the association's books, documents, and assets, including cash and bank accounts. The Presidium Committee shall report to the Presidium once a year and as needed, providing recommendations on the discharge of the Executive Management.
4. Any member of the Presidium Committee or the Executive Management may request a meeting, stating the purpose and reasons.
5. The Presidium Committee shall meet once per quarter. The Executive Management shall also participate in the meetings for reporting purposes. The chairperson may exclude members of the Executive Management from specific agenda items or meetings.
6. The Presidium Committee has a quorum when at least three members participate in decision-making. Resolutions are passed by a majority of attending or represented members. Absent members may be represented by other members, provided they hold written authorization and do not represent more than one vote.
7. § 10 paragraphs 9 and 10 apply accordingly to the Presidium Committee.

### **§ 12 - Advisory Board**

1. The General Assembly may elect up to 15 representatives of member companies and up to 10 individuals with special experience and expertise in the association's areas of activity, who do not necessarily have to be members of the association, to an Advisory Board.
2. Members of the association's organs under § 6 b) to c) cannot be members of the Advisory Board.
3. Advisory Board members are elected for a term of three years.
4. The Advisory Board meets once a year upon invitation by the President or Vice Presidents, under their leadership.
5. The Advisory Board advises the Executive Management and the Presidium on substantive and programmatic issues and supports the association's work.

### **§ 13 - Antitrust Clause**

All members are obliged to promote the association's objectives, comply with its statutes and resolutions, and observe legal provisions in the course of their activities. This includes adherence to antitrust law, specifically refraining from anti-competitive agreements and the unlawful exchange of competitively sensitive information.

## **§ 14 - Data Protection**

1. To fulfill the statutory purposes and tasks of the association, personal data of members, including personal and factual information, will be processed in compliance with the EU General Data Protection Regulation (GDPR) and the German Federal Data Protection Act (BDSG).
2. If the conditions outlined in the respective articles of the GDPR are met, each association member has the following rights regarding the processing of their personal data:
  - The right to access under Article 15 GDPR
  - The right to rectification under Article 16 GDPR
  - The right to erasure under Article 17 GDPR
  - The right to restriction of processing under Article 18 GDPR
  - The right to data portability under Article 20 GDPR
  - The right to object under Article 21 GDPR
3. Members, governing bodies, or anyone working for the association are prohibited from processing, disclosing, making accessible to third parties, or otherwise using personal data for any purpose other than the fulfillment of their tasks, in compliance with confidentiality principles. This obligation continues even after leaving the association.
4. To fulfill GDPR and BDSG obligations, the Executive Management shall appoint a Data Protection Officer.
5. The association's and members' personal data shall be protected against unauthorized access by appropriate technical and organizational measures.
6. Further details are governed by the association's data protection regulations.

## **§ 15 - Transitional Provisions**

- 1) The amendments to the statutes shall take effect upon registration in the association register.
- 2) Notwithstanding the provisions of § 10, the first Presidium after the enactment of these statutes shall be appointed with the following stipulations:
  - a) Members of the previous Board shall automatically become members of the first Presidium under § 10. Until the election under lit. c), the Presidium may consist of up to 30 members; § 10 paragraph (5) remains unaffected.
  - b) Members of the previous Presidium shall form the first Presidium Committee under § 11. Until the election under lit. c), the association may have four Vice Presidents. The previous Chairperson, Ms. Sabine Dall'Omo, shall become the first President. The previous Vice Chairpersons, Mr. Roland Göhde, Dr. Martin Güldner, Mr. Frank Nordmann, and Mr. Volker Schütte, shall become the first Vice Presidents under § 10 paragraph 4.
  - c) The complete Presidium shall be newly elected in the Ordinary General Assembly in 2025, which must be held by June 30, 2025. The terms of all Presidium members under lit. a) shall end with this election.
- 3) Notwithstanding the provisions of § 8, the first Executive Management after the enactment of these statutes shall be appointed with the following stipulations:

- a) The previous Executive Director, Mr. Christoph Kannengießer, shall automatically become the Chief Executive Officer under § 8 paragraph 2.
  - b) The previous Executive Director, Ms. Claudia Voß, shall automatically become the Deputy Chief Executive Officer under § 8 paragraph 2.
  - c) The appointments shall each have a term of five years.
  - d) The employment contracts of Mr. Christoph Kannengießer and Ms. Claudia Voß shall continue under their roles as Executive Management members.
- 4) Resolutions passed by the previous Presidium and Executive Management shall continue to be valid under the new structure. Resolutions of the previous Board shall be considered as resolutions of the Presidium.
  - 5) The terms “previous Presidium,” “previous Executive Management,” and “previous Board” refer to the respective bodies under the statutes as of April 14, 2014.
  - 6) Due to earlier statutory provisions, the association has honorary members who are exempt from contribution obligations and entitled to participate in all association events (conferences, seminars, etc.) free of charge and without voting rights in General Assemblies. Existing honorary memberships shall remain valid. The association will not grant any new honorary memberships.

#### **§ 16 - Dissolution of the Association and Allocation of Assets**

1. The dissolution of the association and the allocation of its assets shall be decided by the General Assembly, requiring a three-quarters majority of the attending or represented members.
2. The General Assembly deciding on the dissolution must have two-thirds of the members present. If a quorum is not reached, a second General Assembly shall be convened within three weeks, which shall be quorate regardless of the number of members present.
3. The last General Assembly shall appoint two liquidators to wind up the association’s affairs. Unless otherwise decided, the Executive Management members shall act as liquidators.
4. In case of dissolution, the association’s assets shall be transferred to a tax-exempt organization in Germany operating in the association’s field, to be used exclusively for charitable purposes.
5. Members shall have no entitlement to the association’s assets upon dissolution or termination of their membership.

#### **§ 17 - Jurisdiction**

The place of fulfillment and jurisdiction shall be the registered seat of the association.