

# **Wirtschaftswissenschaftliche Gesellschaft an der Humboldt-Universität zu Berlin e.V.**

*Society for Economics and Management at Humboldt-Universität zu Berlin*

## **Articles of Association**

### **§ 1 Goals of the Society**

- (1) The Society is committed to the cooperation of business practice and economics in the spirit of the social market economy and entrepreneurship. With this in mind, the Society fosters and promotes cooperation between business and the School of Business and Economics at Humboldt-Universität zu Berlin. When performing its duties, the Society considers both the microeconomic and macroeconomic perspective.
- (2) The Society is committed to international economic cooperation. In light of the growing international integration of all economic processes and the growing international importance of Berlin as one of the world's metropolises, the Society aims to promote international exchange across all areas of the economy and economic sciences.
- (3) The society promotes the transfer of expertise from business to the School and from the School to business. Using active contributions from its members, it supports the School's scientific work in research and teaching. One of its key concerns is the practice-oriented training of students. The company contributes to increasing the efficiency of the School through infrastructural measures. The Society cultivates the School's relations with the economic institutions of the region.
- (4) To do so, the company can take the following actions, in particular:
  1. Organising events, colloquia and discussion groups
  2. Promoting research
  3. Promoting international scientific exchange
  4. Promoting students and young researchers
  5. Publishing the results of work done by the School and the Society
  6. Establishing a coordination centre for cooperation between business and the School
  7. Maintaining contacts with other economic societies and faculties
  8. Maintaining contacts with other faculties and management teams within Humboldt-Universität zu Berlin
  9. Providing organisational and financial aid for expanding the School's infrastructure
  10. Establishing an association of School alumni

- (5) The Society pursues purposes that are exclusively and directly non-profit. It is solely dedicated to its duties in the cooperation between business practice and economics. It does not pursue commercial purposes and is not geared towards any profit-oriented purpose. It does not seek profits for itself, for its members, or for any other person or company.

## **§ 2 Name, registered office and financial year**

- (1) The Society is to be entered in the register of associations. As of the time of registration, it shall bear the name "Wirtschaftswissenschaftliche Gesellschaft an der Humboldt-Universität zu Berlin e.V."
- (2) The registered office of the Society is in Berlin.
- (3) The financial year is the calendar year.

## **§ 3 Membership**

- (1) The following people can become an individual member of the Society:
  1. People who have earned a diploma, doctoral degree or Venia Legendi from the School.
  2. People who work at the School as professors or non-professorial teachers, or as (emeritus) professors at the economics faculty of another university, or hold a managerial position in a research institution of equal rank.
  3. People who hold leading positions in commercial enterprises or economic institutions active in the region.
- (2) Companies and other economic institutions that support the goals of Society can acquire institutional membership.
- (3) The Board of Directors can award honorary memberships. This requires a unanimous vote.

## **§ 4 Acquiring membership**

- (1) The Board of Directors decides on the admission of individual and institutional members.
- (2) The admission process is initiated for graduates of the School upon application. In all other cases, the admission process is initiated by a written proposal from at least three members of the Society. The proposal must be justified.
- (3) If two thirds of the present members of the Board of Directors agree to an admission proposal, the Board shall inform the members via a circular letter that it intends to consider the proposed individual for membership.
- (4) If 15 or more individual members object to the proposed admission within one month of the circular letter being sent, the Board of Directors will confer again; it must take the objection into account when making its decision.
- (5) If objections are not raised, the Board of Directors will offer membership to the nominated party after the deadline. If the nominated party consents in writing, they will be recorded as a member of the Society from the moment the declaration is received by the Board of Directors. The same applies if the Board of Directors, with two thirds of the votes of its present members, describes the objection raised against an admission proposal as unfounded.

## **§ 5 End of membership**

Membership is terminated if

1. a member dies,
2. a member withdraws,
3. a member is excluded.

#### **§ 6 Withdrawal**

- (1) Members can withdraw from the Society at any time. A written declaration to this effect must be made to the Board of Directors.
- (2) Once the declaration of withdrawal has been received by the Board, all membership rights shall expire.
- (3) The obligation to pay fees shall remain in place for the financial year already underway at the moment of withdrawal.

#### **§ 7 Exclusion**

- (1) Members can be excluded from the Society due to behaviour
  1. that significantly disrupts cooperation within the Society or
  2. that damages the public reputation of the Society or Humboldt-Universität.
- (2) The exclusion process is to be initiated at the request of
  1. the Board of Directors  
or
  2. at least 15 individual members of the Society.
- (3) The Board decides on the request to have a member excluded. The request is accepted if it is approved by two thirds of the Board members present.
- (4) Before the decision regarding exclusion is made, the member in question and, in the case of para. 2 number 2, a representative of the individual submitting the request must be given the opportunity to make a statement.

#### **§ 8 Membership fee**

The membership fees are set by the General Assembly. Individual annual fees are agreed upon with the institutional members.

#### **§ 9 Executive bodies of the Society**

- (1) The executive bodies of the Society are:
  1. the Board of Directors,
  2. the Board of Trustees
  3. the General Assembly
- (2) If the Board of Directors has appointed a Managing Director (§ 11 para. 3) and the Chairperson of the Board has authorised him/her to represent the company in legal dealings (§ 11 para. 4), then the Managing Director shall be deemed an executive body of the Society.
- (3) In addition, the Society can have an advisory board and committees that are not executive bodies of the Society.

#### **§ 10 Board of Directors**

- (1) The Board of Directors consists of the Chairperson of the Board, a Deputy Chairperson, up to six other individual members of the Society and, as per to the following sentence, the Dean

of the School. The respective Dean of the School of Business and Economics must always be offered the position of Board member. If he/she consents in writing, he/she will be recorded as a member of the Society from the moment the declaration is received by the Board of Directors. When the Dean's term expires, he/she shall offer his/her position on the Board of Directors to his/her successor. The Dean shall also be a member of the Society during his/her term of office. In addition to the Dean, one of the Board members must be a professor at the School.

- (2) The Board is elected by the General Assembly.
- (3) The office of Chairperson of the Board must always be offered to the President of the Chamber of Commerce and Industry of Berlin (IHK). At the end of his/her term as President of the IHK, the Chairperson of the Board of Directors shall offer his/her position as Chairperson to his/her successor in the IHK. If the latter agrees, the office of Chairperson of the Board of Directors of the Society is passed on to the new President of the IHK on the day he/she takes office. If he/she is not available, the Chairperson of the Board is elected from the members of the Board who do not belong to the School.
- (4) The Board elects the Deputy Chairperson and the Treasurer from within its ranks.
- (5) The Board is elected for four years. Re-elections are allowed. The old Board shall remain in office until the beginning of the new Board's term of office. The term of office shall end prematurely if a Board member leaves the institution he/she represents.

#### **§ 11 Representation of the Society in legal dealings**

- (1) The Society is represented in and out of court by the Board of Directors, whereby the Chairperson of the Board and the Deputy Chairperson can each represent individually, and the other Board members can only represent with a second member, including the Treasurer. If the Chairperson of the Board is prevented from representing, the Deputy shall serve as the acting Chairperson of the Board.
- (2) The Chairperson of the Board can authorise another member to represent the Society individually in legal dealings.
- (3) The Board can appoint a Managing Director, whose work is primarily aimed at implementing the purpose laid out in the Articles of Association internally.
- (4) If the Society has a Managing Director, the Chairperson of the Board can authorise the Managing Director to represent the Society in legal dealings and determine the relevant legal context, beyond his/her powers outlined in para. 3. The Managing Director is then a special representative within the meaning of § 30 of the German Civil Code (BGB).

#### **§ 12 Duties of the Board of Directors**

- (1) The Board of Directors fulfils all of the Society's duties that are not expressly reserved for the General Assembly. In particular, it ensures the implementation of the Society's work programme and the orderly management of financial and material resources. The Board of Directors works on a voluntary basis.
- (2) The day-to-day running of the Society is the responsibility of the Chairperson and his/her Deputy.
- (3) The Board of Directors decides on matters of fundamental importance.
- (4) The Board of Directors reports to the General Assembly regarding the work done in the past year and the work programme for the coming year. It submits the annual budget of the Society to the General Assembly for approval.

- (5) Board meetings are convened by the Chairperson no later than two weeks before the scheduled date, stating the agenda. The Board of Directors has a quorum if more than half of the Board members are present, including the Chairperson or the Deputy Chairperson. Board members cannot appoint someone to act on their behalf. If the quorum is determined, a new Board meeting must be convened within four weeks. This shall constitute a quorum in any case if it is expressly stated in the invitation. Unless these Articles of Association stipulate otherwise and no member of the Board of Directors disagrees, resolutions may be passed by way of circulation.
- (6) The Board shall decide as per the majority of its present members. In the event of a tie, the motion shall be rejected.
- (7) The Board is authorised to make changes to the Articles of Association that are necessary due to official requirements, requirements for the register of associations or complaints, or in order to achieve non-profit status. The respective amendment to the Articles of Association must be submitted to the next ordinary General Assembly for confirmation.

### **§ 13 Board of Trustees**

- (1) The Society has a Board of Trustees. The Board of Trustees is to consist of personalities from national and international business and economics. The Board of Trustees represents the Society externally and advises the Board of Directors on fundamental issues. In addition, the Board of Trustees supports the Society with events and projects with an international focus.
- (2) The Board of Trustees elects a Chairperson and one or two Deputy Chairpersons from its members. Regulations governing the holding and calling of meetings, voting, chairmanship and membership duration can be arranged in the rules of procedure that the Board of Trustees sets itself.
- (3) The first members of the Board of Trustees are appointed by the General Assembly. The Trustees appoint new members to the Board of Trustees by means of co-option.
- (4) The Board of Trustees makes decisions in meetings. These meetings are usually held once a year. Members of the Board of Trustees can only be represented in the meetings by another member of the Board of Trustees.
- (5) The members of the Board of Trustees receive no compensation other than the reimbursement of their expenses.

### **§ 14 General Assembly**

- (1) Individual and institutional members are entitled to vote in the General Assembly. The General Assembly is convened once a year by the Chairperson of the Board of Directors; the agenda must also be stated and a notice period of at least four weeks must be observed.
- (2) Extraordinary General Assemblies are convened by the Board of Directors if the interests of the Society so require. At least four Board members must agree to the assembly being convened. Extraordinary General Assemblies are also to be convened if a quarter of the individual members submit a written request, stating their justifications.
- (3) The General Assembly has a quorum if at least one tenth of the members are present. Unless the Articles of Association stipulate otherwise, resolutions are passed by a majority of those present.

### **§ 15 Duties of the General Assembly**

- (1) The General Assembly decides on
  1. appointing the Board of Directors,
  2. the duration of the term of office of the Board of Directors,
  3. selecting auditors,

4. the discharge of the Board of Directors,
  5. the amount of the membership fee,
  6. amendments to the Articles of Association,
  7. dismissing the Board of Directors,
  8. the dissolution of the Society.
- (2) Resolutions as per para. 1 numbers 6-8 can only be made by the General Assembly if more than half of all members are present and two thirds of those present agree.

#### **§ 16 Auditing**

- (1) The General Assembly elects two auditors. Their term of office lasts two years. Re-elections are allowed.
- (2) The auditors check the books annually after the end of the financial year. These auditing activities also cover the profitability of the Society's spending policy and its compliance with § 1 of these Articles of Association.
- (3) The auditors report to the General Assembly on the results of the audit. On the basis of their report, the General Assembly makes decisions regarding the discharge of the Board of Directors.

#### **§ 17 Advisory Board**

- (1) To support and supervise the work of the Board of Directors, the Society can appoint an Advisory Board, which is elected by the General Assembly. The duties of the Advisory Board and the cooperation between the Board of Directors and the Advisory Board are determined by the General Assembly.

#### **§ 18 Committees**

- (1) The Board of Directors of the Society can form committees to carry out the Society's duties.
- (2) The Board of Directors makes decisions regarding the establishment of these committees. The committees are required to observe these Articles of Association.
- (3) Committee members must be individual members of the Society. They can involve external experts in the committees' work in consultation with the Chairperson of the Board of Directors.

#### **§ 19 Economic practices**

The Society may not benefit anyone through administrative tasks that are incompatible with the duties of the Society mentioned in these Articles of Association.

#### **§ 20 Dissolution of the Society**

If the Society is dissolved or if its tax-privileged purposes cease to exist, the assets of the Society shall pass over to the School of Business and Economics at Humboldt-Universität zu Berlin and must be used directly and exclusively for non-profit, charitable or church-related purposes in coordination with the Tax Office for Corporations I (Finanzamt für Körperschaften I).