

# **Articles of Association of the European Board of Yacht Charter Association**

## **Clause 1 Name and registered office**

- (1) The name of the Association is the European Board of Yacht Charter Associations followed by e.V. (registered association) after registration in the Register of Associations.
- (2) The Association's registered office is in Hamburg.
- (3) The Association must be registered in the Register of Associations, giving it legal personality.

## **Clause 2 Objects of the Association**

- (1) The object of the Association is to safeguard the common interests of yacht charter companies in the countries of the European Union and neighbouring countries outside the European Union. The Association is the European umbrella association of national associations of yacht charter companies, whether they are owner-operated or intermediaries. The Association is intended to be the voice and contact for the officials, councils and parliament of the European Union.
- (2) Ordinary voting membership is restricted to national organisations that represent the interests of the charter sector in a country and which have the status of corporate entities. Every country has one vote. If a representative of a national organisation is prevented from taking part at a meeting or voting, he could
  - a) send a representative of his own organisation holding a written authority with clear instructions from the sitting member.
  - b) authorise with a written authority a member of another Organisation to represent him.Businesses in the sector may also be accepted as associate non-voting members. Only corporate entities can be non-voting members.
- (3) The Association has the right to undertake legal transactions and legal actions which are necessary or appropriate to fulfil its purpose.
- (4) Initially it does not aim to acquire charitable status under German law.

## **Clause 3 The Association's executive bodies**

The executive bodies are:

1. the Management Board,
2. the Members' General Meeting.

## **Clause 4 Management Board**

- (1) The Management Board consists of three members as a minimum: the President, the Vice-President and the Treasurer. The Member's General Meeting can decide on application to enlarge the Management Board by two members (assessors).
- (2) It is elected by a Members' General Meeting for two years and holds office until a new Management Board is elected. If a member of the Board resigns before the end of his term of office, an election will be held for the remainder of the term of office of the resigning member.
- (3) The Management Board represents the Association in and out of Court. The Association is legally represented by the President or, if he is incapacitated, by the Vice-President and, in the event of further incapacity, by another member of the Management Board.
- (4) The Management Board's resolutions are adopted by a simple majority, except in decisions of new membership. For a resolution to be adopted at least three members of the Board must be present. The

Board may draw up byelaws. A member may be represented by another member holding written authority, with clear instructions from the sitting member.

#### **Clause 5 Membership**

- (1) Only one member per nation is accepted. Membership of the Association is acquired by joining it, for which a written application is required. The Management Board decides on membership by unanimity. If the Management Board can not reach agreement on membership questions by unanimity the General Meeting has to decide by simple majority. The decision must be given in writing. Membership cannot be inherited or transferred, but may be exercised by the members' legal representative.
- (2) Memberships ends:
  1. by resignation, which must be given to the Board in writing and is only allowed at the end of a financial year,
  2. by expulsion,
  3. for individuals by death,
  4. for corporate entitles by liquidation or other termination.
- (3) A member may only be expelled from the Association for good cause. If the member breaches his essential obligations as a member of the Association to such an extent that the Association cannot be expected to continue accepting it as a member, is regarded as good cause.
- (4) Each member must pay the annual fee set by the Members' General Meeting within four weeks of receiving the invoice. The Members' General Meeting may charge a once-only enrolment fee for membership, revised each year.
- (5) At the foundation of the Association private individuals will be allowed as members. After the foundation of the Association only corporate entitles can become members.

#### **Clause 6 General Secretary**

- (1) The General Secretary is appointed by the Management Board. His duties are those assigned to him by the Management Board and he may be authorized to represent the Association alone or together with another person.
- (2) He conducts the Association's business on his own responsibility. He carries out simple and current administration. He prepares the Members' General Meeting, calls it, arranges for minutes to be taken and must execute any resolutions adopted.
- (3) He is only answerable to the Management Board and must follow its instructions.

#### **Clause 7 Members' General Meeting**

- (1) An ordinary Members' General Meeting is held once a year. The time period between two Members' General Meetings should not exceed more than thirteen months. Extraordinary General Meetings are held whenever this is advisable in the interests of the Association or demanded by a Board Member or a minimum of 25% of all members. Section 37.1 of the civil code is not affected.
- (2) The member's General Meeting must be called in writing by fax or email by the General Secretary giving four weeks notice and including the agenda. An application to amend the agenda has to be presented in writing by fax or email to the General Secretary not later than two weeks before the meeting. In calculating the period of notice the day of sending the invitation or the application and the day of the meeting are not counted.
- (3) The meeting has a quorum if at least half the voting members attending or being represented. The authority to represent must be in writing, must be presented to the General Secretary and must be kept by him.
- (4) The meeting is chaired by the President or, if he is incapacitated, by the Vice-President and, in the event of further incapacity, by a member of the meeting or representative of a member elected by simple majority.

The chairman of the meeting determines the business, form and order of voting and is responsible for keeping order at the meeting. He records the result of the ballot and announces the resolutions adopted.

- (5) Resolutions of Members' General Meeting are adopted by a simple majority of votes cast unless the law and these Articles require otherwise. Contrary to section 33 of the civil code, amendments of the Articles of Association and changes to the objective of the Association only require a simple majority of votes cast. A Resolution about the liquidation of the Association require a 2/3 majority of votes cast. Agreement may be obtained later in writing from absent members.
- (6) The ordinary Members' General Meeting has authority to:
  1. receive the annual accounts or other annual accounting records from the Management Board,
  2. take decisions on the appropriation of any profit in a financial year,
  3. elect members of the Management Board,
  4. discharge them,
  5. amend the Articles of Association,
  6. change the objective of the Association,
  7. liquidate the Association,
  8. take any other extraordinary measures.

#### **Clause 8 Financial year**

The financial year is the calendar year. The first year begins with registration of the Association and ends on the following 31<sup>st</sup> December.

#### **Clause 9 Liquidation, disposal of the Association's assets**

- (1) When the Association is wound up it shall be liquidated, if required by law. Liquidation shall be carried out by the authorized number of members of the Management Board.
- (2) With the winding-up of the Association the Association's assets will be divided equally among the voting members belonging to the Association at the time of liquidation (right to reversion).

#### **Clause 10 Closing provisions**

- (1) In other matters German law is applicable.
- (2) Place of performance and place of jurisdiction is the Association's registered office.

Hamburg, 29<sup>th</sup> March 2005