

# Articles of Association

## ARBEITSGEMEINSCHAFT KARIBIK e.V.

### A. GENERAL

#### Section 1 Name and registered office

The Association "ARBEITSGEMEINSCHAFT KARIBIK e.V.", established on 03/09/1993, has its registered office in Frankfurt am Main and is registered with the register of Associations [VR] at the Frankfurt am Main District Court under the register of Associations number 10442.

#### Section 2 Purpose

Dissemination of knowledge on the people, countries and culture of the Caribbean states and rendering special services to members through organising participation in market activities (trade fairs, roadshows etc.) for which special fees are charged.

#### Section 3 Association meeting/language

Both meetings of members and the General Assembly of Members of Arbeitsgemeinschaft Karibik e.V. should always be held in the region of the registered offices of the Association (Frankfurt area). The language of meetings of members and the General Assembly of Members shall be German. Minutes and information on members shall always be recorded in both German and English.

### B. ASSOCIATION MEMBERSHIP

#### Section 4 Memberships

1. Legal persons, unincorporated associations, companies, and other associations of persons (including German Civil Code [BGB] societies) or sole proprietorships (traders, business people) which have an interest in promoting tourism in the Caribbean states can become members of the Association. Natural persons can also be appointed as honorary members of the Association.

2. The Association consists of:

- a) ordinary members with voting rights,
- b) contributing members without voting rights,
- c) honorary members without voting rights.

3. The following can be accepted as full members of the association:

- tourism associations and organisations,
- tour operators,
- travel agency chains and travel agency associations,
- shipping companies,
- hotel chains and hotel representatives,
- Switzerland,
- airlines.
- media companies

Each with their registered office/representative office in Germany or Europe

**4.** The following can be accepted as contributing members in the association:

- - tourism associations and organisations
- - tour operators
- - travel agencies, travel agency chains and travel agency associations
- shipping companies
- - hotels, hotel chains and hotel representative offices
- - airlines
- - hotels and service providers from Caribbean states
- - media companies
- - associations and other service providers from/in/relating to Caribbean states

**5.** At the proposal of the Board, the General Assembly of Members can appoint natural persons who have made a particular contribution to the Association as honorary members.

### **Section 5 Acquisition of membership**

**1.** Membership shall be acquired through admission. A written application for admission must be sent to the Board.

**2.** The application to admit a person who is either of limited legal competence or legally incompetent shall be made by their legal representative(s).

**3.** The Board shall make decisions on admission by resolution. Membership shall begin once a resolution has been passed. The member shall receive a written confirmation of admission.

**4.** Entitlement to admission does not exist. Refusal of admission shall not require justification.

### **Section 6 Termination of membership**

**1.** Membership shall terminate through

- a) leaving the Association (termination),
- b) being removed from the list of members,
- c) being excluded from the Association or
- d) death/loss of legal capacity for legal persons.

**2.** Resignation from the Association (termination) shall occur through submitting a written declaration to the Board. Resignation can only be declared at the end of a calendar year and with a notice period of 3 months.

**3.** A member can be removed from the list of members by resolution of the Board if, despite two written reminders, the member is in arrears of payment of contributions to the address last known to the association.

**4.** A decision on removal may only be made after one month has passed since the second reminder was sent and removal was expressly threatened in this reminder. The resolution of the Board on removal should be communicated to the member.

5. Upon termination of membership, for whatever reason, all claims arising from the membership relationship shall expire. Any outstanding membership obligations, in particular outstanding contributions, shall remain unaffected by this.

### **Section 7 Expulsion from the Association**

1. Expulsion can occur provided a member grossly acts against the interests of the Association and its goals, and an important reason is given.

2. The Board shall decide on exclusion when requested to do so. Every member is entitled to submit a request.

3. The exclusion request shall be forwarded to the member concerned, alongside justification, with a request that they explain themselves verbally or in writing within a period of two weeks. When this period has elapsed, a decision must be made, taking into account any comments received from the member.

4. A decision shall be made by the Board by a two-thirds majority.

5. The exclusion resolution shall take effect immediately upon adoption of the resolution.

## **C. RIGHTS AND OBLIGATIONS OF MEMBERS**

### **Section 8 Contribution payments and obligations**

1. Members shall be obliged to pay member contributions and, if stipulated by the General Assembly of Members, an admission fee and/or levy.

2. The amount and due date of member contributions, admission fees, and levies shall be decided by resolution by the General Assembly of Members and take effect the following financial year. Levies may only be stipulated to both fulfil the purpose of the Association and cover a large financial requirement of the Association which cannot be fulfilled by the regular contributions. These may be charged once per financial year and total only the amount of a simple annual contribution.

3. The amount of the contribution can be set differently according to member group. The differences must be justified in an objective manner.

4. Honorary members are not obliged to pay contributions.

5. The Board shall also be authorised to issue and amend contribution regulations which do not constitute part of the Articles of Association, and regulate the details of the contribution system of the Association.

## **D. BODIES OF THE ASSOCIATION**

### **Section 9 Bodies of the Association**

The following constitute the bodies of the Association:

1. the General Assembly of Members (Section 9),
2. the Board (Section 10).

### **Section 10 General Assembly of Members**

1. The General Assembly of Members shall constitute the highest body of the Association.
2. The chairperson of the Association – or if they are unable to do so, one of their representatives – must convene an ordinary General Assembly of Members, to which the members must be invited at least twenty-eight days in advance in writing (alternatively: by simple letter, registered letter/acknowledgement of receipt, fax [including electronic fax without signature] or email); this must be sent to the address last given to the Association and state the agenda. Regarding invitation by simple letter, the period shall begin on the day following the dispatch of the convocation.
3. An extraordinary General Assembly of Members shall be called within a period of fourteen days alongside the corresponding agenda if
  - a. the Board decides this or
  - b. a quarter of the members with voting rights have made a written request for this to the Board.
4. The agenda must contain the following items:
  - a. reports of the Board,
  - b. determination of the quorum and voting rights,
  - c. cash audit report,
  - d. discharge of the Board,
  - e. votes as required by the Articles of Association,
  - f. (if necessary) determination of member contributions, levies, and their due date,
  - g. approval of the budget for the new financial year,
  - h. resolution on existing applications,
  - i. miscellaneous.
5. The General Assembly of Members shall have a quorum if at least 25% of the members with voting rights (Section 13) are present at the General Assembly of Members.
6. The chairperson of the Association – or if they are unable to do so, one of their representatives – shall lead the Assembly. The resolutions shall be passed by a simple majority of the members with voting rights present. In the event of a tie, the chairperson of the Assembly shall cast the deciding vote.
7. Applications can be made:
  - a. by members entitled to vote (Section 13),
  - b. by the Board.

**8.** For a motion to be voted on in the General Assembly of Members, the general assembly must have received the motion in the place of business at least 8 days prior to the assembly in written form. Applications received later than this may only be dealt with in the General Assembly of Members if their urgency is affirmed.

This can be done by the General Assembly of Members deciding by a two-thirds majority of the members entitled to vote present that the motion be included in the agenda as an emergency motion.

**9.** Secret votes shall only occur if at least 1 member entitled to vote present requests this.

**10.** The Board can give itself rules of procedure which do not constitute a part of the Articles of Association; these shall be issued and amended by the Board.

**11.** Each full member shall have one vote in the General Assembly of Members provided their member contribution has been paid. A company representative or member of the Association can be authorised in writing to exercise voting rights; in this case, the principal shall give the proxy written authorisation. The original document, which must be presented to the General Assembly of Members, must designate the authorised representative and contain an explicit declaration of authorisation. However, a member may not represent more than two other votes.

## **Section 11 Board**

**1.** The Board shall consist of the chairperson, a deputy chairperson and a treasurer. The chairperson and their representatives are the Board of directors within the meaning of Section 26 BGB with the proviso that each of them be entitled to represent the Association alone both in and out of court. In the internal arrangement of the Association, the deputy chairperson may only exercise their power of representation if the chairperson is unable to attend. Board members shall serve on a voluntary basis.

**2.** The Board shall be elected in the general assembly of members in accordance with Section 14. Only natural persons who at the time of their election are either in a permanent employment relationship or representative relationship with a full member of the Association and have been nominated by this member can be elected as Board members.

**3.** The Board shall lead the Association. Its meetings shall be chaired by the chairperson – or if they are unable to attend, one of their representatives. It shall convene when either the interests of the Association require this or at least three Board members so request. It shall have a quorum when half the Board members are present. If a Board member resigns, the Board shall be entitled to temporarily appoint a new member until the next election.

4. The Board shall conduct the business of the Association in accordance with the Articles of Association and the resolutions of the General Assembly of Members. The Board shall make its decisions by a simple majority. In the event of a tie, the vote of the chairperson shall decide, or in their absence that of their representative. The Board can issue and amend binding regulations in accordance with Section 17 of these Articles of Association. The entire Board must report its activities to the General Assembly of Members.

### **Section 12 Advisory Board**

1. The Board can appoint a specialised Advisory Board to advise it on the implementation of its tasks.

2. Individuals shall be appointed to the Advisory Board who, based on their professional qualifications, are able to contribute in a special way to the realisation of the Association's goals through their advice and actions.

3. The Advisory Board shall consist of the chairperson, two deputies, who are elected by the Advisory Board, and further Advisory Board members appointed for a period of two years.

4. The chairperson of the Advisory Board shall convene the specialised Advisory Board when necessary and no less than once a year, and chair the meeting.

5. The Board of the Association shall invite the Advisory Board to meetings if this is requested by either the Board of the Association or at least one member of the Advisory Board. The invitation shall be in writing.

## **E. MISCELLANEOUS PROVISIONS**

### **Section 13 budget and cash management; financial year**

1. Details on the budget and cash management shall be regulated by the financial regulations which are not part of these Articles of Association and which are issued and amended by the Board.

2. The financial year shall correspond to the calendar year.

### **Section 14 Voting rights and eligibility**

1. All full members shall have full voting rights which are exercised by an authorised representative (natural person) of the full member. The authorisation must be proven to the Board prior to the start of the meeting. Any transfer of voting rights is otherwise fundamentally excluded.

2. Members who are not entitled to vote can – represented by the natural persons authorised by them – participate in meetings as a guest at any time provided the Board does not bar their participation for the individual case.

## **Section 15 Elections**

1. The Board members and the auditors shall be elected for a period of two years.
2. Officials shall, in accordance with the above Section 14 para 1, also remain in office after their term in office has elapsed until a new election occurs.
3. Re-election is permitted.

## **Section 16 Making resolutions and recording minutes**

1. All bodies of the Association shall pass their resolutions by a simple majority of the votes cast; abstentions and invalid votes shall not be considered.
2. Minutes of meetings and resolutions of the bodies shall be recorded promptly in writing and signed by the respective minute-taker and the head of the Assembly.

## **Section 17 amendments to the Articles of Association**

1. The General Assembly of Members shall decide on amendments to the Articles of Association by a majority of three-quarters of the valid votes cast.
2. Requests for amendments to the Articles of Association must be submitted to the Board at least one week prior to the General Assembly of Members.

## **Section 18 Association regulations**

1. The Association shall give itself Association regulations to regulate internal processes of the Association.
2. The Board shall be authorised to issue and amend the following Association regulations if necessary:
  - a) contribution regulations,
  - b) financial regulations,
  - c) procedural regulations,
  - d) administrative and travel expense regulations.
3. Not all Association regulations constitute part of the Articles of Association and have therefore not been entered into the register of associations.
4. To become effective, the Association regulations must be made known to the group for which the respective Association regulations are intended, in particular the members of the Association. The same shall apply to amendments and repeals.

## **Section 19 Cash audit**

- 1.** The General Assembly of Members shall elect two auditors at the turn of the year who must not belong to the Board or the Advisory Board.
- 2.** The cash auditors shall audit the treasury of the Association once a year. All accounts, accounting documents and receipts must be presented to them. They shall submit a written report to the General Assembly of Members on the results of their audit. If any complaints are found, the Board must be informed in advance.
- 3.** The cash audit report shall constitute a part of the minutes of the General Assembly of Members.
- 4.** The treasury auditors shall request the discharge of the treasurer and the Board if cash transactions have been carried out properly.

## **F. FINAL PROVISIONS**

### **Section 20 Dissolution of the Association and disposal of assets**

- 1.** The dissolution of the Association can only be decided in an extraordinary General Assembly of Members. The only item in the agenda of this Assembly may be "Dissolution of the Association".
- 2.** Such a General Assembly of Members may only be called if
  - a. the entire Board has decided this by a majority of three quarters of its members or
  - b. this was requested in writing by two-thirds of the voting members of the Association.
- 3.** The Meeting shall have a quorum if at least 50% of the members of the Association with voting rights are present. If there is no quorum, a further extraordinary General Assembly of Members can be called in accordance with the formal requirements, which shall then have a quorum regardless of the number of members with voting rights who are present. A decision on dissolution can only be made by a three-quarters majority of the members with voting rights present. Votes shall be cast with names.
- 4.** If the Association is dissolved or annulled, or if its previous purpose no longer exists, the assets shall fall to the members present at that time. The amount of the share of assets to which the individual member is entitled shall be based on the ratio of their relevant member contribution at that point in time to the total of the annual member contributions of all members.

### **Section 21 Validity of these Articles of Association**

These Articles of Association were decided by the General Assembly of Members on 18/05/2019 and shall become effective upon registration in the register of associations. All previous Articles of Association of the Association shall become invalid at this point in time.