

**Articles of Association
of
The German – Croatian Jurist Association**

**Article 1
Name, seat and purpose of the association**

1. The name of the association is "Deutsch - Kroatische - Juristenvereinigung" (The German – Croatian Jurist Association). The association is entered in the register of associations.
2. The seat of the association is Frankfurt am Main.
3. The purpose of the association is the advancement of international understanding and mutual knowledge of legal systems, legal practice in the field of law as well as the advancement of science and research and networking between jurists in Germany and Croatia. In addition to that, the German - Croatian Jurist Association aims to contribute through appropriate measures to the advancement of the legal systems.

The objective of the Articles of Association is achieved in particular through encouragement, support and organization of scientific and legal events and works and by exchange of information and opinions between the German and Croatian jurists. A further objective is the advancement of harmonization of legislation also in the context of European aspects and encouragement of and support to cross-border student and academic exchange programs.

4. The association pursues exclusively and directly purposes for the public benefit in the meaning of the section "tax-privileged purposes" of the Tax Code. The association does not act for own benefit and does not primarily pursue own economic purposes. The funds of the association may only be used for statutory purposes. The members may not receive any allocations from the funds of the association. No benefits by means of expenditure unrelated to the purpose of the association or disproportionately high remuneration may be provided to any person. On termination of the membership or dissolution or liquidation of the association, the members shall have no claim on the association's assets.

**Article 2
Business year**

Business year corresponds to the calendar year.

**Article 3
Membership**

1. From among the natural persons any jurist with special interest for German and Croatian law, including the law students may become an ordinary member of the association. For legal entities and partnerships whose area of activities coincides with the purpose of the articles of association it is possible to become ordinary members of the association. Non-jurists may become members provided that they can demonstrate their ability to significantly advance the purpose of the association.
2. About the admission of new members decides the board on the basis of written applications for admission. A member is admitted upon receipt of a written statement of admission.

3. The general meeting can nominate honorary members who have especially promoted the purpose of the association.
4. Sponsoring members of the association can be natural and legal persons who demonstrate the board that they are able to promote the purpose of the association
5. Membership in the association ends:
 - a) with death of a member and, in the case of legal entities and partnerships, on their dissolution,
 - b) by written termination of membership sent to the board with membership ending at the end of the business year and with a notice period of three months,
 - c) by exclusion due to gross violation of association's interests or in case of arrears in payment of at least 2 annual membership contributions. Before passing the decision about exclusion, the member affected should have the right to be heard in person or in writing. In case of legal entities the right to be heard pertains to the authorised representative of the entity affected. The decision on exclusion should be explained in writing and delivered to the member by registered mail, return receipt requested. Within one month from the receipt of the decision, the member can file appeal to the board. About the appeal decides the general meeting. If the member does not make use of his right to appeal, he shall be deemed to have subjugated to the decision on exclusion.

Article 4

Rights and obligations of members

1. Ordinary members have the right to participate at general meetings of the association. Honorary and sponsoring members may participate in general meetings of the association, but have no voting rights. The members are obliged, to the extent possible, to promote the purpose of the association.
2. Ordinary and sponsoring members are obliged to pay annual membership contributions in the amount to be determined by the general meeting at the proposal of the board. The board may in case of social hardships in its discretion decide to reduce the contributions.
3. Annual membership contributions are payable in advance, not later than 31 March each calendar year and are payable in full amount also if the admission occurs in the course of the year. Contributions are not refundable, also in the case of leaving the association. Honorary members pay no membership contributions.

Article 5

Association's organs

Association's organs are:

1. board
2. general meeting
3. advisory board

Article 6 Board

1. The board consists of 5 members, in particular:
 - a) president
 - b) vice president
 - c) board member
 - d) minute taker
 - e) treasurer
2. The board in terms of Article 26 of the German Civil Code (BGB) consists of a president and vice president. Each of them is authorised to represent the association solely and individually.
3. The board is responsible for day-to-day business and running of the association.
4. The board is elected by the general meeting for a period of 2 years, starting election; the term of office lasts until a new election of the board.
Each board member is elected individually. As board members may be elected only members of the association. Should any board member retire during his term of office, the board shall elect a replacement member for the rest of the term of office of the retiring member i.e. for the period until the next general meeting. Regardless of the preceding provision the board may co-opt two additional board members, but not more than twice in a single term of office.
In special cases the board may set up committees i.e. convene and dismiss them.

Article 7 Passing of board decisions

1. The board generally passes decisions at meetings convened in writing, by phone or by cable by the president or, in case of his prevention, by another board member. In each case the meetings are convoked one week prior to the meeting. No information about the agenda is necessary. The board has a quorum if at least three members of the board are in attendance. Board decisions are passed by simple voting majority; in the case of a split vote, the president shall cast the deciding vote. The minute taker shall keep minutes at each board meeting. The minutes are signed by the minute taker and the president. The decisions can also be passed in writing if all board members consent to such decision-making provision.
2. The board may pass a decision to appoint an executive director.

Article 8 Treasurer

The treasurer keeps the treasury of the association and is accountable to the general meeting. The treasurer is elected for a period of 2 years.

Article 9 Advisory board

An advisory board of not more than 3 members may be appointed by the general meeting. The advisory board advises the board about important matters of the association.

Article 10
General meeting

1. Ordinary general meetings are convoked at annual basis, in the second semester of the year at the latest with a two-week notice, in writing, indicating the agenda. The period starts to run from the day immediately following the dispatch of the invitation. A member is deemed to have received the invitation if the invitation is sent to the last known address of the member notified to the association in writing. The agenda is determined by the board.
2. The board may at any time convoke an extraordinary general meeting. The board must convoke an extraordinary meeting if at least 10% of the members but not less than 10 members request so.

Article 11
Passing of decisions of the general meeting

1. General meetings are chaired by the 1. president and in case of his prevention by another board member – to the exclusion of the co-opted board members. During the election, with the conduct of the general meeting and the prior discussion can be entrusted the election committee. The chairman determines the manner of voting. The votes shall be cast in writing and by secret ballot if so requested by any of the voting members attending the voting.
2. The general meeting has a quorum regardless of the number of present members of the association.
3. The general meeting generally passes decisions by simple majority of the votes validly cast. Abstentions do not count. To amend the articles of association a $\frac{3}{4}$ majority of the votes validly cast is required, and for dissolution of the association a $\frac{4}{5}$ majority of the votes validly cast.
4. The following applies to the elections: if in the first round no candidate reaches a majority of the votes validly cast, a runoff vote takes place between the two candidates who reached the highest number of votes. The minute taker elected by the general meeting signs the minutes of the general meeting which are read at the next ordinary general meeting and approved by it.

Article 12
Responsibilities of the general meeting

The general meeting is responsible for the following matters:

1. granting of approval to the board and election of the board,
2. approval and appointment of the treasury auditor who reports to the members of the association about audit of bookkeeping records and treasury,
3. adoption of the board's annual report and treasury report,
4. passing of a resolution on amendments to the articles of association and fulfilment of all statutory tasks.

Article 13
Dissolution of the association and devolution of its assets

1. On the dissolution of the association, the general meeting shall appoint one or more liquidators entrusting them with the liquidation of assets and authorising them to dispose of the assets and to settle debts.

2. On the dissolution of the association or loss of tax-privileged purposes, the assets of the association shall be devolved on "Deutsche Stiftung für Internationale rechtliche Zusammenarbeit e.V." (English translation: „*German Fund for International Legal Cooperation, Registered Association*“) (Bonn), which may use these assets exclusively and directly for public-benefit, charitable or religious purposes.

The foregoing articles of association were adopted at the constitutional general meeting on 27 January 1996 and amended by unanimous decision of all members of the general meeting held on 2 February 2018.