

## **Articles of Association of JoinMainLand e.V.**

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### **§ 1 Name and registered office**

- (1) The name of the association shall be "JoinMainLand" (hereinafter referred to as the "Association").
- (2) The association shall be entered in the register of associations and shall then bear the addition "e.V."
- (3) The seat of the association is located in Offenbach am Main.

### **§ 2 Business year**

The fiscal year of the association is the calendar year.

### **§ 3 Purpose and Tasks**

- (1) The purpose of the association is to promote the foundation and establishment of international young companies in the Rhine-Main region. It is intended to promote international exchange, strengthen innovation, improve investment conditions and raise awareness of the business location so that young companies from Germany, the European Union and third countries settle in the Rhine-Main region. The association actively supports interested young companies in settling here.
- (2) The Association works to fulfil the following tasks through appropriate measures:
  1. to support young companies in settling in the Rhine-Main region by providing information, networking and integration into existing economic and social ecosystems, e.g. of founders, employees, investors, customers, universities, companies, associations, federations, corporations and institutions.
  2. to represent the Rhine-Main region as a business location for young companies.
  3. promoting exchanges between young companies in Germany, the European Union and third countries.
- (3) The association may initiate networks and become a member of other networks, associations, societies, etc. which are in line with the purpose of the association.
- (4) The association can represent the interests of all members in public in its own name.
- (5) The association is politically and denominationally neutral.

### **§ 4 Unselfish activity**

The association is selflessly active; it does not primarily pursue its own economic purposes.

## **§ 5 Use of funds**

The association's funds may only be used for purposes in accordance with the statutes. In principle, the members do not receive any contributions from the funds of the corporation. The members shall not receive any shares of the association's assets upon their resignation or upon the dissolution of the association.

## **§ 6 Prohibition of Benefits**

No person may be favoured by expenses that are alien to the purpose of the corporation or by disproportionately high remuneration.

## **§ 7 Memberships**

(1) Four types of membership are distinguished:

1. full members,
2. corporate members,
3. supporting members,
4. start-up members

a) Natural persons may become full members of the Association,

(b) members of the undertaking may, in particular, be legal persons and open-ended become trading companies,

c) Supporting members of the association can be natural and legal persons, provided that they are suitable to promote the aims of the association due to their activity, their profession or their participation in the economic or social life. Supporting members are not entitled to vote in the general meeting, but can participate in the

I'll be attending all the meetings,

(d) Start-up members may, in particular, be legal entities planning to set up in the Rhine-Main area or already established there. They may not exist for more than five (5) years at the time of application and the maximum number of employees may not exceed sixty (60). In the case of foreign companies planning to settle in the Rhine-Main region, the size of the branch, the subsidiary or the company to be founded is decisive. Start-up members who have been in existence for more than five (5) years or whose number of employees exceeds sixty (60) full-time equivalents for the first time automatically become company members with the corresponding rights and obligations at the beginning of the following financial year,

(2) Admission shall be by a majority resolution of the Executive Board. The rejection of an application for admission need not be substantiated. The membership of legal entities or commercial partnerships shall be granted for one (1) year; it shall be extended by one (1) year in each case unless the membership has been terminated in due time pursuant to § 9 para. 2.

## **§ 8 Membership fee**

(1) The type and amount of the membership fee shall be determined by the Executive Board within the framework of a fee schedule. However, the first fee schedule shall be determined by the Founding Meeting. The membership fee schedule shall be reviewed at regular intervals. Further details on the contribution regulations can be found in Annex A to the articles of association.

(2) With the accession to the association, the respectively valid contribution regulations are considered to be accepted by the member.

## **§ 9 Termination of Membership**

(1) Membership may be terminated in particular by resignation or exclusion from the Association.

(2) The resignation takes place by written explanation opposite the executive committee or the managing director. The resignation can only be declared with a three-month deadline at the end of the business year.

(3) The executive committee is entitled to exclude a member from the association in case of an important reason. An important reason shall be assumed if

1. a member grossly violates the interests of the association,
2. a member is in arrears with the payment of the membership fee despite two written reminders.

(4) The termination of membership shall not affect the obligation to pay the full membership fee in accordance with § 8 of the statutes for the current financial year.

## **§ 10 Organs of the Association**

Organs of the association are the board of directors, the management, the board of trustees as well as the

general meeting

## **§ 11 Board of Directors**

(1) The Executive Board shall consist of a maximum of ten (10) members, namely the Chairman, the Deputy Chairman, the Treasurer, the Secretary and up to six (6) assessors and shall be elected by the General Assembly.

(2) The executive committee is the legal representative body within the meaning of § 26 BGB (German Civil Code). It represents the association through two (2) members jointly, including chairman or deputy chairman.

(3) The term of office of the executive committee runs until the decision of the new election by the general meeting. The resolution must be made with a majority of  $\frac{3}{4}$ . If a member of the Executive Board resigns during the term of office, the Executive Board may appoint a substitute member for the remaining term of office of the resigning member.

(4) Each board member is entitled to resign from office. The resignation must be declared in writing to the Chairman. The resignation must be declared in writing to the Executive Board three (3) months in advance. The executive committee can appoint a member according to paragraph 5 to the vacant position until the next ordinary general meeting.

(5) Only ordinary members and delegates of company members may be elected.

(6) The activities of the board are free of charge. However, the Executive Board can unanimously determine the possibility that Executive Board members are to be compensated for their expenses in an appropriate amount.

## **§ 12 Competence of the Executive Board**

(1) The executive committee determines the principles for the work of the association. In addition, it is incumbent upon it:

1. to pass resolutions on the admission and exclusion of members,
2. the appointment of an auditor to audit the annual accounts,
3. the submission of the draft budget to the general meeting,
4. the appointment of the management,
5. the admission of natural persons to the Board of Trustees,
6. the transfer of tasks to individual members of the association or the employment of professionally qualified personnel. In particular, the Executive Board is entitled to conclude an employment contract with an executive member of the Executive Board; the executive member of the Executive Board must abstain from voting on the resolution. For the purpose of passing resolutions on the conclusion of the employment contract, the Executive Board is exempt from the restrictions of § 181 BGB (German Civil Code). Furthermore, the Executive Board may, at its dutiful discretion, appoint persons as managing directors who are not members of the Executive Board and employ them against payment; these persons shall have the status of a special member of the association according to § 30 BGB,
7. the adoption of the contribution regulations,
8. the proposal to amend the Articles of Association. This requires a two-thirds majority of the votes cast.

(2) The Executive Board may delegate the adoption of resolutions for the admission of all or only certain types of members to the management.

(3) The Executive Board has a veto right over the resolutions of the Management Board in important decisions. Important decisions are 1. the admission of a new member, 2. decisions of the committees.

(4) The executive committee can, if it serves the statutory purpose of the association, determine the foundation of a new corporation or the participation in an existing corporation.

(5) The Executive Board may form committees and - to the extent permitted by law - delegate certain tasks to these committees. Each committee shall be headed by a member of the Executive Board. All members of the Association may belong to the committees.

## **§ 13 Meetings of the Management Board, Resolutions**

(1) The Executive Board shall appoint a Chairman from among its members. The chairman shall invite the executive committee to a meeting of the executive committee and prepare the meeting. The invitation must be sent at least four (4) weeks before the meeting by post or e-mail.

(2) The Board meeting shall be held at least once (1) a year.

(3) Unless otherwise agreed, the Board of Directors decides by a simple majority of the members. Abstentions are not included in the determination of the majority.

(4) The executive committee has a quorum if at least half of the executive committee is present.

(5) Voting is also possible in writing or by email.

(6) If a member of the executive committee is also a member of the management board, he must abstain from voting on resolutions of the executive committee with regard to the management of the company.

(7) Simple resolutions can also be voted by email and do not require a separate convening of a board meeting. Simple resolutions are:

1. the adoption of resolutions on the admission and exclusion of members according to § 12 (1) No. 1,
2. the exercise of the right of veto with regard to the admission of new members pursuant to § 12 (3),
3. the admission of natural persons to the Board of Trustees pursuant to § 12 (1) No. 5.

(8) Abstentions shall not be included in the determination of the majority.

## **§ 14 Management**

(1) The Executive Board may appoint one or more managing directors as special representatives to manage the day-to-day business. He does not have to be a member of the association. The executive committee determines the individual tasks and the powers of representation of the management, supervises these and decides with substantial management measures.

(2) If determined by the board, the management can decide on membership applications.

(3) Part of the management of the current business is:

1. bookkeeping, cash management and account management,
2. personal responsibility and management,
3. the preparation and implementation of press and public relations work, projects and events of the association,
4. administration of memberships and ventures.

(4) In the management of the current business, the management is bound by the budget decided by the general meeting and the resolutions of the executive committee.

(5) Within the scope of his duties, each managing director is a special representative of the association within the meaning of § 30 BGB (German Civil Code). He shall be entitled to represent the Association out of court together with another managing director or, in the case of the appointment of an individual managing director, together with a member of the Executive Board. If the managing director is also a member of the executive board, the managing director may not himself act as a representative of the executive board.

## **§ 15 General Meeting**

(1) The voting and non-voting members of the Association shall be invited to an ordinary general meeting in each calendar year; in addition, extraordinary general meetings may be held if required.

(2) The general meeting is responsible for the following resolutions:

1. election and dismissal of board members,
2. election and dismissal of the auditors, 3. amendments of the statutes,
4. dissolution of the association.

(3) An extraordinary general meeting must be convened, if this is requested by half of the board members or one-third of the club members entitled to vote under indication of the reasons and the purpose in writing or by email to the chairman of the board.

(4) The convening of a general meeting shall be made by the chairman of the board or, in his absence, by his deputy in writing with simultaneous notification of the agenda. The convening period shall be four (4) weeks, but may not be less than two (2) weeks.

(5) Unless otherwise specified, the General Meeting shall pass its resolutions by a simple majority of the members present and entitled to vote.

## **§ 16 Chairmanship and Resolutions of the Members' Meeting**

(1) The general meeting shall be chaired by the chairman of the board.

(2) Each ordinary and each corporate member has one (1) vote at the General Meeting.

(3) Promotion and start-up members are not entitled to vote.

(4) The General Meeting constitutes a quorum if at least seven (7) and at least 25 per cent of the ordinary members are present or represented. In the event that the meeting does not have a quorum, the General Meeting shall be convened again. The invitation for the new General Assembly shall be issued within a period of two (2) weeks. The new General Assembly shall be quorate if invited in due time, irrespective of the number of members present. This must be indicated in the invitation letter.

(5) The general meeting decides - unless the statutes expressly state otherwise - with the simple majority of the present or represented ordinary members.

(6) The dissolution of the association can be decided only in a general meeting with a majority of 2/3 of the ordinary members, which must reach at the same time half of all ordinary association members.

(7) Abstentions are not included in the determination of the majority.

(8) The resolutions of the general meeting are to be recorded in written minutes, which are to be signed by the chairman of the meeting.

## **§ 17 Competence of the General Assembly**

The tasks of the general meeting include:

1. election of the executive committee to be elected by the general meeting,
2. to ratify the actions of the entire Management Board and the management,
3. setting the budget,
4. voting on amendments to the statutes and the dissolution of the association.

### **§ 18 Board of Trustees**

- (1) The Board of Trustees advises the Executive Board.
- (2) Any natural person may become a member of the Board of Trustees. Membership in the association is not necessary.
- (3) Members of the Board of Trustees are appointed by the Executive Board for an indefinite period of time. They may terminate their membership at any time. The board of directors or the general meeting can recall a member of the board of trustees with a simple majority at any time.
- (4) The executive committee shall convene an advisory board meeting at least once (1) a year in which it reports to the board of trustees.

### **§ 19 Dissolution of the Association**

- (1) If the dissolution of the association is decided by the general meeting, the association will be liquidated. The liquidator is the chairman of the board.
- (2) If the Association is dissolved, the assets of the Association shall be transferred to a legal entity under public law or another tax-privileged corporation for the purpose of promoting research, science and young enterprises in Germany.

### **§ 20 No obligation to make additional contributions**

The members of the Association owe the Association only the membership fees stipulated in the Articles of Association. In particular, there is no obligation for members to make additional contributions.

### **§ 21 Entry into force**

These statutes were adopted at the founding meeting on 15 August 2017 in Frankfurt am Main. It shall enter into force after legal capacity has been granted.

## **Annex A**

### **Contribution order**

**(as of August 2017)**

On 15 August 2017, the board of the association adopted the following contribution regulations:

- (1) The association members pay a membership fee. The membership fee is charged annually. Note: Honorary members are exempt from the payment of dues.
- 2) The dues are collected on the first bank working day of each year from the member's account via the SEPA Direct Debit Scheme. The member grants the association a SEPA mandate for this purpose.
- (3) The annual membership fee depends on the status of the Association membership. It amounts to
  1. for full members of the association: 100,00 EUR
  2. for members of the association: staggered according to the balance sheet total of the company.
    - a. With a balance sheet total greater than EUR 5,000,000.00, the contribution amounts to EUR 15,000.00.
    - b. With a balance sheet total of less than EUR 5,000,000.00 but greater than EUR 2,500,000.00, the contribution is EUR 10,000.00.
    - c. With a balance sheet total of less than EUR 2,500,000.00, the contribution amounts to EUR 5,000.00.
  3. for sustaining members of the association: The fee to be paid is determined by the board of directors according to the individual efficiency of the sustaining member.
  4. for start-up members: 250,00 EUR
- (4) The membership fee, as well as the admission fee, can be paid by economically equivalent contributions in kind.
- (5) If necessary, the Executive Board may amend these membership fees by resolution.
- (6) Amendments to the contribution regulations must be adopted no later than four (4) months before the end of the financial year. The Board of Directors shall submit resolutions to amend these Fees at the next General Meeting.

Resolved on 15 August 2017