



# **STATUTES**

***Deutscher Wirtschaftskreis Qatar***

***German Business Council Qatar***

**GBCQ**

**§ 1**

**General Provisions**

- 1) The non-profit organisation “Deutscher Wirtschaftskreis Qatar German Business Council Qatar” (henceforth known as „GBCQ“) is a voluntary association of members.
- 2) The GBCQ’s office is located in Doha, State of Qatar
- 3) The GBCQ shall be registered in accordance with the rules and regulations of the Bundesverwaltungsamt in the Federal Republic of Germany under the Law of German Associations abroad (e.V.)
- 4) The business year commences on 1<sup>st</sup> July and ends on 30<sup>th</sup> June of the following year.
- 5) Language of communication during functions shall be English to facilitate the participation of non-German speaking members.

**§ 2**

**Objectives of the GBCQ**

The GBCQ’s main objectives in common with other German Business Councils in the Golf Cooperation Council shall be to:

- 1) promote business relations between the Federal Republic of Germany and the State of Qatar
- 2) promote German trade and industry sectors in Qatar
- 3) offer a link to organizers of German trade missions and German foreign trade offices promoting Middle East / German business relations
- 4) provide Qatari and German business men on a regular basis with an informal meeting platform to exchange views and information related to potential business opportunities in Qatar and Germany
- 5) develop and reinforce contacts between the Business Councils of other countries active in the State of Qatar.
- 6) represent the business interests of German and Qatari business people when dealing with government institutions, authorities and other official organisations of the two countries.

- 7) assist the Embassy of the Federal Republic of Germany in Doha by providing any information relevant to the promotion of economic relations.
- 8) organise business events, seminars, symposia, discussions as well as social events in order to enhance mutual communication and cooperation.
- 9) organise other activities serving to achieve its objectives and the exchange of information between the members of the GBCQ.

### **§ 3**

#### **Membership**

The following categories of entity are eligible for application of membership with the GBCQ:

- 1) corporate bodies and/or partnerships, which are located in the State of Qatar, and in which German individuals play a managerial role and/or German corporate bodies or German individuals hold a share percentage;
- 2) corporate bodies and/or partnerships, which are located in the Federal Republic of Germany, which are represented in the State of Qatar by Agents or branches;
- 3) corporate bodies and/or partnerships, which are located in Qatar, and in which Swiss and/or Austrian individuals play a managerial role and/or Swiss and/or Austrian corporate bodies or Swiss and/or Austrian individuals hold a share percentage;
- 4) corporate bodies and/or partnerships, which are located in Switzerland and/or Austria, which are represented in the State of Qatar by Agents or branches;
- 5) corporate bodies and/or partnerships that are located in Qatar and which have business relations such as agencies with German, Swiss and/or Austrian companies.
- 6) individuals of German, Swiss, Austrian citizenship.
- 7) The admission as a member of the GBCQ is granted based upon a written application, submitted by the respective applicant to the GBCQ, in which the applicant undertakes to adhere to the provisions of the Statutes of the GBCQ. The Board then decides on the admission of new members. Membership shall commence upon receipt of the Membership fee.

- 8) Any individual who has delivered outstanding services in promotion of business relations between Germany and the State of Qatar, bilateral cultural relations, or the interests of the GBCQ, or, who are particularly suitable for promoting the objectives and interests of the GBCQ, can be awarded Honorary Membership by the Board. The decision requires a simple majority among the Members of the Board whose decision shall be final. Any member elected under the provisions of this article shall not be entitled to vote.
- 9) H.E. The German Ambassador to the State of Qatar shall be, ex officio, an Honorary Member of the GBCQ.

#### **§ 4**

#### **Termination of Membership**

- 1) Membership shall terminate upon:
- a. Death
  - b. written notice of resignation
  - c. withdrawal of membership rights or
  - d. insolvency
- 2) Reasons for withdrawal of membership rights include :
- a. cessation of a prerequisite for admission;
  - b. action or conduct of a member, which will bring the GBCQ into disrepute;
  - c. failure to pay any membership fees due until end of December of the current business year, despite a written reminder. This reminder must contain notice that overdue payment may result in withdrawal of membership rights.
- 3) Withdrawal of membership rights of a member shall be confirmed by the Board. Before deciding, the person in question will be given the opportunity to submit a written statement to the Board. The decision shall be valid if a minimum of three Board members have signed the confirmation of the withdrawal of membership rights. The respective member must be notified as soon as is reasonably practicable in writing of the decision of the Board, this notification shall include the reason for withdrawal of membership rights.

The respective member may appeal against the decision to withdraw his/her membership within one month of receiving the notice of withdrawal of membership rights. The member

shall do this by submitting a letter to the Board, the timely receipt of which shall be of essence. The Board must then submit the appeal to the next assembly of members, which shall make a final decision on the withdrawal of membership rights. Up until this decision, membership and any resultant rights and obligations shall be deemed suspended.

## **§ 5**

### **Rights and Obligations of Members**

- 1) Each member is entitled to the following
  - a. to utilise the GBCQ's services free of charge, within the financial and organisational bounds of the GBCQ
  - b. to utilise the support of the GBCQ within the framework of duties outlined in the Statutes of GBCQ
  - c. to address petitions to the GBCQ or to the Members' Assembly
  - d. other rights provided for by current legislation and these Statutes of GBCQ
  
- 2) Each member has the following obligations :
  - a. to pay membership contributions
  - b. to observe the Articles of GBCQ
  - c. to adhere to the decisions made by the representative bodies of the GBCQ
  - d. other obligations provided for by current legislation and these Statutes.
  
- 3) The GBCQ shall cover its usual expenses by way of annual membership contributions. The amount of the annual contribution and its due date will be in accordance with a contributions scheme to be drawn up by the Board and confirmed by the Members' Assembly, which shall provide for variable amounts of contribution in accordance with the financial status of the members of the GBCQ.

## **§ 6**

## Representative Bodies of the GBCQ

The representative bodies of the GBCQ include:

- 1) the Members' Assembly
- 2) the Board
- 3) the Chair of the Board

### § 7

#### Members' Assembly

- 1) The highest representative body of the GBCQ is the Members' Assembly, which is entitled to comment on all issues within their area of authority.
- 2) The following matters are the responsibility of the Members' Assembly
  - a. amendments to the Statutes of GBCQ
  - b. definition of the primary objective of any activities of the GBCQ, the principles of its composition, and the employment of its assets
  - c. election of the Board, the Chair of the Board including Replacements according to § 8 4) and 5) hereunder, of the treasurer, of the auditors and the members of the Arbitration Committee, for a period of one business year
  - d. dissolution and winding-up of the GBCQ
  - e. confirmation of the annual report and the annual balance sheet of the GBCQ;
  - f. withdrawal of membership rights of individual members.
- 3) The assembly of members shall be called by the Board. The written invitation must include the agenda and be dispatched, as a minimum, 21 days before the date of the meeting of the Members' Assembly.
- 4) Each member is entitled to add additional agenda items for discussion and/or decision, provided the Board is notified in writing of these items at least fourteen days before the members' assembly. The Board must notify the GBCQ members of the items added to the agenda at least one week before the assembly of members.

- 5) The Board shall call an **extraordinary assembly of members**, if the interests of the GBCQ so require, or if a minimum of 20% of the members request this in writing to the Board. The provisions for the ordinary assembly of members shall apply likewise for the periods and conditions for calling an extraordinary assembly of members.
- 6) The Members' Assembly is chaired by the Chair.
- 7) The Members' Assembly and the voting results have to be documented with written Minutes of the Meeting, which are to be made available to the Members within six weeks following the date of the Assembly. The chair will appoint a Protocol Secretary and Minutes must be signed by the Board.
- 8) During any vote at the assembly of members, each member of the GBCQ has one vote. Corporate bodies or partnerships in accordance with § 3 shall exercise their voting right by way of their representatives. If several individuals are members of the same representative organisation, only one representative/member of this representative organisation may exercise his/her voting right. The voting right may be transferred to another ordinary member by way of a written proxy. Any such proxy must be submitted to the Chair of the Board at the latest by the beginning of the assembly of members.
- 9) The Members' Assembly is deemed to have a quorum, if at least minimum of 25% of the voting members are present or represented by way of proxy. Decisions can only be made on issues listed on the agenda.
- 10) As a rule, decisions shall be made with a simple majority of all votes submitted. However, the following decisions require a two-thirds majority:
  - a. dissolution and winding-up of the GBCQ;
  - b. decisions on amendments to the Articles of GBCQ
  - c. definition of the primary objective of any activities of the GBCQ, the principles of its composition
  - d. employment of its assets
  - e. setting-up and appointing executive representative bodies of the GBCQ
  - f. cancellation of their powers-of-attorney.

- 11) As per decision by the Members' Assembly, votes shall be cast by way of secret ballot. If the ballot results in a tie, the vote must be repeated. Should this second ballot also result in a tie, the respective request shall be deemed rejected.

## § 8

### Board and Chair of the Board

- 1) The Board is the cooperative executive representative body of the GBCQ. Whilst taking into consideration the decisions of the Members' Assembly, the Board shall support the fulfilment of the GBCQ's duties, protect the interests of the members of the GBCQ, and draw up the general procedures for the management of day-to-day business. The Board shall participate in the assembly of members of the GBCQ.
- 2) In particular, the Board is responsible for the admission of new members, for the maintenance of the register of GBCQ members, for drawing up the contribution scheme, and for issuing calling notices for the assembly of members. Other responsibilities of the Board include all issues which are – in accordance with current legislation and these Statutes of GBCQ – not the immediate responsibility of the Members' Assembly. The Board may draw up its own standing orders to arrange for the range of responsibilities and other provisions with regard to the activities of the Board.
- 3) The Board consists of 5 people, i.e. the Chair of the Board, and 4 Board Members. The official designation of each Board Member is Vice Chairman. The Vice Chairmen shall exercise their honorary authorities while maintaining strict objectivity, impartiality, and their obligation for confidentiality.
- 3)4) Upon election of the Board the Member' Assembly may elect two people as Replacements which shall move up to the Board for the duration of the current business year and become Board Members in the event that a Board Member prematurely retires from the Board before ending his/her period of office. The order of moving up depends on the number of votes received by the Replacements, whereby the one with more votes received moves up first.
- 4)5) Upon election of the Chair of the Board the Member' Assembly shall elect one person as Replacement from the ranks of the other Board Members who shall move up to become Chairman of the Board for the duration of the current business year in the event

that the Chairman of the Board prematurely retires from the Board before ending his/her period of office.

The period of office of a Board Member and the Chair of the Board shall terminate with the transfer of his/her office to his/her successor. In the event that a Board member and/or Chair of the Board prematurely retires from the Board before ending his/her period of office the Replacement shall move up according to § 8 4) and 5). If no Replacements are available the remaining Board members must call an extraordinary assembly of members. The Members' Assembly then has to elect a successor from their own ranks for the duration of the current business year.

~~5)6)~~ The Board members, including the Chair of the Board, shall receive no remuneration for their office.

~~6)7)~~ Board meetings are chaired by the Chair of the Board. S/he has the right to veto Board decisions which do not comply with the duties as per definition of these Articles of Association. However any other Board decision shall be taken by a simple voting majority.

~~7)8)~~ The Board shall

- a. conduct any necessary legal transactions
- b. organise the implementation of the decisions of the Members' Assembly and the Board
- c. draw up the documents to be submitted to the Members' Assembly for confirmation
- d. open and close bank accounts and dispose of any assets. Any related instructions must be carried out by two Board members
- e. not borrow for any purpose whatsoever;

~~8)9)~~ issue orders on setting up a suitable office and employ an office manager

~~9)10)~~ represent the GBCQ within and outside court, without special power-of-attorney. The Board is entitled to issue powers-of-attorney to lawyers in this respect.

~~10)11)~~ The Board makes decisions during its meetings, which are to be convened at a minimum of six times annually, and chaired by the Chair of the Board. If the Chair of the

Board is unable to attend, another Board member shall carry out this function. The Chair of the Board or a minimum of two Board members can call the meeting. The invitation must be dispatched one week before the meeting and contain the agenda. The Board is deemed to have a quorum, if 3 Board members are present. A simple majority of the votes cast shall decide any issue.

~~11)~~12) The Chair of the Board or such person as may be delegated by the Chair of the Board to do so shall take the minutes during the Boards meetings, which shall be dispatched to the Board members; s/he is entitled to appoint a minutes secretary for this purpose. During the following meeting, the minutes including potential corrections, must be confirmed and signed by the Board members present.

## **§ 9**

### **Secretariate**

~~12)~~13) The GBCQ must set up a secretariat, which shall be responsible for answering queries and current administrative duties. The Secretariate can be located within the business premises of a privately organised member, who renders consultancy services to GBCQ members for payment.

**§ 10**

**Accounts**

- 1) The GBCQ is obliged to submit to its members a report on its financial activities at the Annual General Members' Assembly at the end of each business year.
- 2) The auditing of accounts, accounting documents and the Financial Statement must be carried out by two auditors to be elected by the assembly of members. The audit results must be announced at the Annual General Members' Assembly.
- 3) The assets of the GBCQ shall consist of the members' contributions and other legal donations; they are appropriated funds required for the activities to be carried out by the GBCQ as defined in these Statutes. The assets of the GBCQ can only be utilised to achieve the objectives laid out in these Statutes.
- 4) The Board shall be responsible for the safekeeping of any documentation.

**§ 11**

**Elections**

- 1) Any person being a member of the GBCQ or representing a corporate body, which is a member of the GBCQ, can be elected Chair of the Board by the Members' Assembly, for the duration of one year. This person may stand for re-election.
- 2) All Board Members are elected by the Members' Assembly for the duration of one year. They may stand for re-election. Members, who have previously been members of the Board, but who have not been formally released from their obligations, cannot be suggested for election. Neither can a member be elected to the Board, if another member of the Board, who is part of the same corporate body or partnership in accordance with § 3, is already represented on the Board.
- 3) The Members' Assembly shall elect two auditors, a treasurer and the members of the arbitration committee for the duration of one year. The election is carried out for the forthcoming business year. These persons may stand for re-election.

- 4) The election of the Board is directed by a Chairman of Elections, who must be appointed from among the members, and who is not among the nominees. Nominees for election may be submitted to the Chairman of Elections in writing or verbally before the election takes place. Anyone who is eligible for election, who has been suggested by another member and who declares himself willing to be elected to the Chairman of Elections, can be elected. Those who accumulate the majority of votes and accept their election, shall be deemed elected. The Chairman of Elections shall outline any details on the election process.
- 5) Elections shall always be carried out by secret ballot.

## **§ 12**

### **Arbitration Committee**

- 1) Upon request, the arbitration committee decides any dispute among members or/and the representative bodies of the GBCQ with regard to the rights and obligations resulting from the Articles of Association. Any such petition must state the respective reasons and must be submitted in writing to the arbitration committee.
- 2) The arbitration committee consists of three elected members. Any GBCQ member is eligible for election. Board members are not eligible for election. The members of the arbitration committee must not be members of the same corporate body or partnership in accordance with § 3.
- 3) The arbitration committee shall draw up its own standing orders.

## **§ 13**

### **Winding-up of the GBCQ**

- 1) The GBCQ shall be dissolved, if the Members' Assembly so decides with a two-third majority of votes; or in other legally defined cases.
- 2) The winding-up of the GBCQ shall ensue in accordance with the rules and regulation of the Bundesverwaltungsamt in the Federal Republic of Germany, where the GBCQ shall

be registered. The Members' Assembly shall appoint a winding-up committee, consisting of three persons, who shall assume the duties of the Board from the time of their appointment.

- 3) The winding-up committee shall pay off potential claims of creditors of the GBCQ from its assets. Upon decision by the winding-up committee, any assets remaining following the payment of claims shall be utilised for the objectives stated in these Statutes of GBCQ and/or charitable purposes.
- 4) In the event of winding-up, all relevant documents shall be handed over to the organisation which becomes the assignee, or – where no such assignee exists – to the archives of the Embassy of the Federal Republic of Germany Doha for government safekeeping.

#### **§ 14**

#### **Validity**

- 1) The aforementioned Statutes of the GBCQ are confirmed by way of decision by an Extraordinary Assembly of Members on a date to be set and shall become effective on the day of confirmation.
- 2) Acceptance of the Statutes and their validity for all members shall be subject to Article 7 and confirmed by signatures of all attending Members or at least seven attending Members.