

# Charter

## I. Name, registered head office and purpose of the Association

### Article 1 Name

The Association goes by the name of European Business Baccalaureate Diploma - and in German-language dealings has the addendum "Das europäische Wirtschaftsabitur" - abbreviated as "EBBD". The Association is to be incorporated in the Register of Associations. The addendum e. V. ("incorporated association") shall then be added.

### Article 2 Registered head office

The registered head office of the Association is in Bielefeld.

### Article 3 Financial year

The financial year runs alongside the calendar year, from 1 January to 31 December.

### Article 4 Purpose

1. The Association directly and exclusively pursues non-profit objectives pursuant to the Fiscal Code (AO), Articles 51 et. seq. The Association operates on a charitable basis; it does not primarily pursue profitable purposes.

2. The Association has the purpose of promoting education. This should be achieved by establishing, implementing and advancing the concept of the European Business Baccalaureate Diploma, designated as "Europäisches Wirtschaftsabitur" in German. This is implemented by the Association through the following steps in particular:

- Attracting partners - in particular schools, school administrations and their representatives - and supporters in as many European countries as possible
- Definition and description of the elements of the European Baccalaureate Diploma
- Specification of the form of certification and procedure
- Development of procedures to assure standards
- Creation of a detailed skills description
- Public relations and information on the European Business Baccalaureate Diploma
- Exchange of experiences between members
- Evaluation of the development process

3. Resources of the Association may solely and directly be supplied for purposes complying with this Charter. Benefits granted to Association members or third parties, and administrative tasks that do not comply with the purposes of this Charter, are not permitted. Reasonable reimbursement of expenses is permitted.

## II. Membership and income

### Article 5 Membership

1. Members of the Association may include all private individuals or legal entities, who or which support the purpose of the Association.

2. The declaration of accession shall be delivered in writing to the Board of Directors, which decides on admission by majority vote.

### Article 6 Revenues

1. The revenues of the Association consist of membership fees, donations and other grants.

2. The membership fee is at least EUR 10.00 a year and shall be paid to the Association, without a request to do so, by 31 October of each year.

3. The General Meeting shall decide on the amount of the membership fee by means of a simple majority.

### Article 7 Termination of membership

1. Membership shall be terminated in the following ways

- a) Death of a member
- b) Resignation of a member by virtue of a written statement to the Board of Directors
- c) Resolution of the General Meeting

2. The obligation to pay the membership fee only ends at the end of the year in which a resignation declaration is made, or in the cases of a) and c), immediately.

3. A member may be excluded for conduct damaging to the Association, by means of a resolution of the General Meeting with a majority of three quarters of members attending such a meeting.

4. If a member is in arrears with payment of fees by more than one year, a written warning shall be issued by the Board of Directors.

## III. Bodies of the Association

### Article 8 Bodies

Bodies of the Association are:

- the Board of Directors
- the Managing Director
- the General Meeting
- the Steering Committee

### Article 9 Board of Directors

1. The Board of Directors consists of the Chairman, the first and second vice-chairmen, the treasurer and secretary. Moreover, the General Meeting may appoint one deputy each for the secretary and treasury.

2. The Board of Directors advances the work of the Association and decides on the Association's use of resources in compliance with this Charter.

3. The Board of Directors convenes as required, but at least once a year. It shall be deemed quorate if more than half the members are present. The Board of Directors adopts resolutions by means of a simple majority. In case of voting parity, the Chairman has the casting vote.

4. The Board of Directors submits an annual report to the General Meeting for each financial year. Formal compliance by management shall be reviewed by two auditors once a year.

5. The Board of Directors is elected by the General Meeting for a term of 3 years by means of a simple majority of votes, reelection is permitted. The elected Board of Directors shall remain in office until a further election or re-election of another Board.

If the Chairman resigns, the Board of Directors shall elect a new Chairman from its members.

6. Voting a member off the Board is possible within the three-year term of office if the General Meeting appoints a new Board member for the relevant function with a

majority of two thirds of members present at the meeting.

7. The work of the Board of Directors is carried out in an honorary capacity.

#### **Article 10 Managing Director**

1. The Managing Director runs the day-to-day business of the Association. He is the authorised representative for the day-to-day administration of business.

2. The Managing Director is recommended to the General Meeting by the Chairman of the Board and confirmed in his post by the meeting, by a majority of two thirds of members who are eligible to vote and present at the meeting.

3. The appointment is made for three years, appointments for shorter periods and re-appointments are permitted.

4. If no Managing Director is appointed, the Chairman of the Board shall assume management responsibilities.

#### **Article 11 Representation**

Pursuant to Article 26 BGB (German Civil Code), the Board of Directors shall include the Chairman, the 1st and 2nd vice-chairmen, the treasurer and – unless the Chairman is running operations pursuant to Article 10(4) – the Managing Director. Two members of the Board are jointly authorised to represent the Association, pursuant to Article 26 BGB. The Managing Director has sole power of representation.

#### **Article 12 General Meeting**

1. The General Meeting shall decide on matters of the Association, which are not provided for by the Managing Director.

In particular, it undertakes:

- to elect the Board of Directors
- to elect two auditors
- to confirm the Managing Director
- to approve the actions of the Board of Directors
- to approve the annual report
- to adopt resolutions on amendments to the Charter

2. The Board of Directors should call a General Meeting once a year. Furthermore, it must call a General Meeting if requested in writing by at least one quarter of members, indicating the grounds for such.

3. Invitations to the General Meeting are issued to all members in writing, with notification of the agenda. There must be a period of at least 7 days between the invitation and the date of the General Meeting.

4. The General Meeting, unless specified to the contrary in this Charter, shall adopt its resolutions by means of a simple majority of members attending the meeting. Each member has one vote. Each General Meeting convened within the stipulated form and deadline shall be deemed quorate.

5. The Chairman of the Board, or - in the event that he is unable to attend - his deputy, or - in the event that he too is unable to attend - the Managing Director shall preside over the General Meeting. A chairman of the General Meeting shall be appointed for election procedures and resolutions on approval of the actions of the Board of Directors. Votes are cast openly, by a show of hands, unless a member makes a request to the contrary.

6. Minutes shall be drafted for each General Meeting and signed by the Chairman of the General Meeting and one other member of the Association, if possible by the secretary.

#### **Article 13 Steering Committee**

1. The Association shall set up a Steering Committee for European work on which, if possible, at least one representative from each participating country should have a seat and vote.

2. Members of the Steering Committee are appointed by the Board of Directors, in consultation with the members from the relevant country. Members of the Board of Directors are ex officio members of the Steering Committee. The Board of Directors may nominate external consultant members to the Association, who do not hold voting rights.

3. The Steering Committee shall meet when required.

4. Any member and the Board of Directors may make proposals to the Steering Committee. The treatment of proposals shall be documented in the minutes of the Steering Committee.

5. Resolutions of the Steering Committee shall be adopted by means of a simple majority. Where possible, a consensus should be reached within the context of the work of the Association.

6. The minutes of the Steering Committee are forwarded to all members, in writing or digitally.

7. The Steering Committee shall produce recommendations to enhance the objectives of the Association in compliance with the Charter.

### **IV. Closing provisions**

#### **Article 14 Amendments to the Charter**

1. Amendments to the Charter can only be resolved with by a majority of three quarters of members present at the meeting. Proposals to amend the Charter shall be submitted to the Board of Directors in writing four weeks prior to a General Meeting.

2. If any provision of the Charter concerning a requirement for tax concession is subsequently amended, supplemented, added to the Charter or deleted from the Charter, the Association shall submit the relevant resolution to the responsible tax office.

3. The Board of Directors is entitled to make amendments to the Charter, as requested by the Court of Register or necessitated by amendments of laws or statutory regulations.

#### **Article 15 Dissolution of the Association**

1. Dissolution of the Association or amendment of its purpose may only be resolved upon at a General Meeting convened specifically for this purpose.

2. Resolutions may only be adopted by a majority of three quarters of members present at the meeting.

3. The General Meeting shall resolve upon the use of assets of the Association. They shall fall to a legal entity under public law or any other tax-privileged body for the purpose of education and learning.

Bielefeld, 30 November 2009

