



# ARTICLES OF ASSOCIATION

Inaugural meeting 24 May 2023

**Global Venezuelan Social and Business Club**

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## **Articles of Association**

### **Section 1 Name and registered office of association, business year**

- (1) The association bears the name **Global Venezuelan Social and Business Club**. It is to be registered in the register of associations and subsequently bear the suffix "e.V."
- (2) The registered office of the association is in Berlin.
- (3) The business year is the calendar year.

### **Section 2 Purpose, non-profit nature of the association**

- (1) The association exclusively and directly pursues non-profit purposes as defined by the German Fiscal Code.

The purpose of the association is:

the promotion of education, including vocational and popular education, in particular political education in Venezuela together with the promotion of international understanding and tolerance.

- (2) The statutory purpose is achieved in particular through:

education and information work as well as the creation of a communication network in Germany and Venezuela regarding the issues of the statutory purpose. These include, amongst other things:

- lectures and events by political scientists and civil society actors for the comprehension of the structure of the state, democratic principles and the ways in which democratic structures work;
- hosting (and co-hosting) of conferences, meetings and other expert and public events on the aforementioned subjects;
- drafting and distribution of corresponding publications;
- educational work towards the understanding of democracy in Venezuela, including, in particular, lectures in schools and other teaching establishments as well as the drafting of educational materials for these;
- co-operation with civil society and economic actors on issues concerning the understanding of democratic principles;
- holding of seminars and educational events on social, political and economic issues – respectively with reference to the promotion of the understanding of democracy;
- the initiation and conducting of congresses, events and workshops on the social, cultural and political framework conditions in Venezuela, with the goal of promoting public discussion in Germany and Venezuela as well as the perception of civil society and associated social, political and economic problems in Venezuela in Germany;
- All aforementioned measures should be open to all citizens of Venezuela, to strengthen the general understanding of democracy and create the basis for the formation of independent political opinion amongst broad areas of the population;

- establishment of an international contact and information network for the promotion of the purposes named above ;
- the organisation of visits by citizens of Venezuela to Germany. Programme points here should include discussions with political decision makers, visits to Democratic institutions (Bundestag) and similar activities;
- active measures for the promotion of encounters between Germans and Venezuelans in Germany as well as the exchanging of information about Germany and Venezuela. This includes mutual familiarisation with the respective culture and traditions of the others via interaction at professional level, in particular the organisation of an exchange between young professionals from Germany and Venezuela over a period of several months.

(3) The association is non-profitmaking; it does not primarily pursue its own financial interests.

(4) Funds of the association may only be used for purposes as stated in these articles of association. The members do not receive funding from association funds.

(5) No persons may benefit from expenditure that does not serve the purpose of the association, or through disproportionately high remuneration.

### **Section 3 Acquiring membership**

(1) All (natural) persons may become members of the association.

(2) The request to join the association is to be submitted to the board in writing. The board decides on admission at its discretion. It is not required to justify rejection of the application to the applicant.

(3) At the proposal of the board the general meeting may appoint members or other persons who have given particular service to the association as honorary members for life.

### **Section 4 Ending membership**

(1) Membership of the association ends through death (*in the case of legal entities with their expiry*), departure or exclusion.

(2) Departure is to be declared to the board in writing. Departure may only be declared with a period of notice of three months to the end of the business year.

(3) A member may be excluded from the association through a resolution of the general meeting where they a) culpably and seriously harm the reputation or interests of the association or b) are more than three months in arrears with payment of their admission fee or membership fees and have failed to pay the amounts owing in spite of written reminder under threat of exclusion. The member is to be given the opportunity to respond to the reasons for their exclusion at the general meeting. These are to be communicated to them at least two weeks beforehand.

### **Section 5 Rights and obligations of the members**

(1) Each member has the right to use the facilities of the association and take part in joint events. Each member has the same voting rights within the general meeting.

(2) Each member has the obligation to promote the interests of the association, in particular to pay their membership fees regularly and, to the extent possible, support the activities of the association through their involvement.

### **Section 6 Admission fee and membership fees**

- (1) Each member is to pay a monthly membership fee, payable in advance.
- (2) The amount of the admission fee and the membership fee is determined by the general meeting.
- (3) Honorary members are exempt from the admission fee and membership fees.

### **Section 7 Organs of the association**

Organs of the association are the board and the general meeting.

### **Section 8 Board**

- (1) The board comprises the chair, the deputy chair and the treasurer.
- (2) The chair, the deputy chair and the treasurer each represent the association alone.
- (3) The members of the board may be paid a remuneration. The amount of the remuneration is decided by the general meeting.

### **Section 9 Tasks of the board**

The board of the association is obliged to represent the association in accordance with Section 26 BGB - German Civil Code - and in the conducting of its business affairs. It has the following tasks in particular:

- a) the calling and preparation of the general meetings, including the drawing up of the agenda,
- b) the implementation of resolutions of the general meeting,
- c) the administration of the assets of the association and the drawing up of the annual report,
- d) the admission of new members.

### **Section 10 Appointment of the board**

- (1) The members of the board are elected individually by the general meeting for the duration of two years. Only members of the association may be members of the board; the ending of membership of the association also means the ending of membership of the board. The re-election or premature removal of a member by the general meeting is permitted. A member remains in office following the ending of their regular term until the election of their successor.
- (2) If a member departs the board prematurely, the remaining members of the board are authorised to elect a member of the association to the board until the election of the successor by the general meeting.

### **Section 11 Sessions and resolutions of the board**

- (1) The board meets as required. The meetings are called by the chair, in the event of incapacity by their deputy. A one-week convocation period is to be observed. The board

forms a quorum where at least two members are present. Resolutions are decided by the majority of the valid votes submitted. In the case of a hung vote, the vote of the chair is decisive, in the event of incapacity that of their deputy.

(2) The resolutions of the board are to be recorded. The minutes are to be signed by the secretary and the chair, in the event of incapacity by their deputy or another member of the board.

### **Section 12 Tasks of the general meeting**

The general meeting is responsible for the decisions in the following matters:

- a) amendment of the articles of association,
- b) determination of the admission fee and the membership fees,
- c) the appointment of honorary members and the exclusion of members from the association,
- d) the election and removal of members of the board,
- e) receipt of the annual report and approval of the actions of the board,
- f) the dissolution of the association.

### **Section 13 Calling of the general meeting**

(1) An ordinary general meeting is to be called by the board at least once per year, where possible in the first quarter. Calling is undertaken in writing, observing a period of notice of two weeks and with statement of the agenda.

(2) The agenda is determined by the board. Each member of the association may submit an addition to the agenda to the board in writing up to one week prior to the general meeting. The board decides on the application. The general meeting decides on applications to the agenda that have not been included by the board or that are only submitted at the general meeting via a majority of votes of the members present; this does not apply for applications regarding an amendment of the articles of association, amendment of membership fees or the dissolution of the association.

(3) The board is to call an extraordinary general meeting if this is in the interest of the association or where at least one tenth of the members request this in writing with statement of the purpose and reasons for doing so.

### **Section 14 Resolutions of the general meeting**

(1) The general meeting is chaired by the chair of the board, in the event of incapacity by their deputy and in the event of their incapacity by a meeting chair to be chosen by the general meeting.

(2) The general meeting has a quorum where at least one third of all association members are present. In the event of absence of a quorum the board is obliged to call a second general meeting with the same agenda within four weeks. This shall have a quorum regardless of the number of members present. Reference is to be made to this in the invitation.

(3) The general meeting passes resolutions in open voting with the majority of votes of the members present. If no candidate is able to gain a majority of votes from the members present, the member with the most valid votes submitted is elected; a run-off vote is to be held between multiple candidates. Resolutions regarding an amendment of

the articles of association require a majority of three quarters, a resolution regarding amendment of the purpose or dissolution of the association requires the approval of nine tenths of the members present.

(4) Minutes are to be kept of the procedure of the general meeting and the resolutions passed, to be signed by the secretary and the chair of the meeting.

**Section 15 Dissolution of the association, ending for other reasons, loss of tax-privileged status**

(1) ) In the event of dissolution of the association the chair of the board and their deputy are joint liquidators with authority to represent, unless the general meeting appoints other persons.

(2) In the event of dissolution of the association or the loss of tax-privileged status, the assets of the association shall go to the association Amnesty International Deutschland, which shall use them directly and exclusively for benevolent purposes.

(3) The above terms apply accordingly where the association is relieved of its legal capacity.

(4) In the case of loss of tax-privileged status the general meeting shall decide with a simple majority on whether the association is to be continued.

Berlin, 24 May 2023

Approved, the inaugural meeting