

# Articles of Association

## Section 1 Name, Domicile and Financial Year

The name of the Association is " ReM ReM Club Rework". It shall be entered in the register of associations and bear thereafter the appendix "e.V." (German abbreviation for "registered association" ["eingetragener Verein"]).

- (1) The Association has its registered office in Berlin. The Association was established on 15 September 2015.
- (2) The Association is politically, ethnically, and religiously independent.
- (3) The Association's financial year is the calendar year.
- (4) The Association exclusively and directly pursues charitable ends within the meaning of the "tax-privileged purposes" section of the German fiscal code (Abgabenordnung, AO).

## Section 2 Purpose of the Association

- (1) The purpose of the Association is the procurement of monetary support for the promotion of science and research from other tax-privileged corporate bodies or from public corporations in compliance with Sec. 58 no. 1 AO. The purpose of the Association is pursued especially through the procurement of monetary support for the International Research Centre "Work and Human Life Cycle in Global History" at Humboldt University in Berlin (re:work) for the implementation of the tax-privileged purposes designated above, such as financing research and network trips at home and abroad, covering printing costs for relevant publications, funding the Fellow framework programme, and allowing for the research-facilitating outfitting of the Research Centre. The Association can implement its funding purpose directly by awarding research contracts to auxiliaries in the sense of Section 57 para. 1 clause 2 AO, and by implementing scientific events.
- (2) The Association does not act to make a profit; it does not primarily pursue its own financial purposes. The Association is aimed at serving the public without pursuing any private interest.
- (3) Means of the Association may only be used for the purposes defined in these Articles of Association. The members receive no payments from the funds of the Association.
- (4) It is not permitted for a person to benefit from disbursements that do not support the purposes of the public corporation, or from disproportionately high salaries.
- (5) Volunteers shall be entitled to claim documented expenses only. The members of the Executive Board may receive (flat-rate) remuneration for cost and time spent. The amount of remuneration must not exceed what is adequate. The criterion of adequacy is the non-profit purpose of the Association.
- (6) All scientific results, whether from research or other scientific activity, shall be published immediately. All events shall be open to the public.
- (7) Pursuant to Section 63 AO, the Association's effective management is aimed at the exclusive and direct fulfilment of the tax-privileged purposes in accordance with these Articles of Association.

## Section 3 Membership Requirements

Each natural and legal entity can become a member of the Association. The Executive Board shall have the final decision on written membership applications.

## Section 4 Termination of Membership

Membership shall end:

- a) with the death of the member,
- b) through voluntary resignation,
- c) by removal from the list of members,

- d) through expulsion from the Association,
- e) in the case of legal entities, by their dissolution.

Voluntary resignation shall be initiated by a written announcement to the Executive Board. Resignations are only possible at the end of a calendar year and subject to a notice period of three months.

A member can be removed from the list of members by resolution of the Executive Board if he or she is in arrears with the payment of his or her membership fee in spite of having twice received a dunning letter. The member shall be informed of this removal in writing.

Members can be excluded from membership by resolution of the General Meeting if they have grossly violated the interests of the Association. Before a resolution on the matter is passed, the member shall be given opportunity to justify his/her case personally. If this is done in writing, the statement must be read out at the General Meeting.

### **Section 5 Membership Fees**

The members shall pay membership fees. The amount and due date of the annual fee shall be determined by the General Meeting.

Honorary members are exempt from the obligation to pay this fee.

### **Section 6 Organs of the Association**

- a) The Executive Board
- b) The General Meeting

### **Section 7 The Executive Board**

The Executive Board of the Association consists of:

- a) The First Chairman,
- b) The Second Chairman,
- c) The Secretary and
- d) Treasurer.

Pursuant to Sec. 26 BGB (German Civil Code), the First and the Second Chairman form the Executive Board. Each of them individually represents the Association in and out of court. No one person may exercise several board functions simultaneously.

### **Section 8 Term of Office of the Executive Board**

The General Meeting shall elect the Executive Board for a period of two years from the date of election. The Executive Board shall in any case remain in office until the following Executive Board election. If a member of the Executive Board retires from office during his or her term of office, the Executive Board shall elect a replacement member (from the Association members) for the remainder of the retiring member's term of office.

### **Section 9 Resolutions of the Executive Board**

In general, the decisions of the Executive Board are made at Executive Board meetings, which shall be convened in writing, by phone or by fax, by the First or Second Chairman. In any case, the meeting shall be summoned with a notice period of three days. The agenda need not be announced. The Executive Board has a quorum when at least two members of the Executive Board, including the First and the Second Chairman, are present. Decisions are adopted by majority of the votes cast at the meeting. In the case of a voting tie, the vote of the Chairman of the Executive Board shall be considered decisive.

The First Chairman shall lead the meeting of the Executive Board. In his or her absence, it shall be led by the Second Chairman or a member of the Executive Board. Resolutions of the Executive Board shall be documented for evidentiary purposes and signed by the chairman of the meeting.

An Executive Board resolution may be passed in writing or by telephone if all Executive Board members give their consent to the provision to be resolved.

### **Section 10 The General Meeting**

Each member present at a General Meeting shall have a vote. Honorary members shall have no vote.

The General Meeting is responsible for the following matters in particular:

- a) Receiving the annual report from the Executive Board; discharging the Executive Board.
- b) Determining the amount and due date of the annual fee.
- c) Electing and removing members of the Executive Board.
- d) Adopting resolutions on amendment of the Articles of Incorporation and dissolution of the Association.
- e) Appointing honorary members.

### **Section 11 Calling a General Meeting**

The Ordinary General Meeting shall take place at least once a year, during the last quarter if possible. It shall be called by the Executive Board by giving two weeks' written notice, with such notice containing a meeting agenda. The notice shall begin on the working day following the sending of the invitation. The invitation is considered to have been received by a member if it was sent to the last address communicated by that member to the Association in writing. The Executive Board shall set the agenda.

### **Section 12 Adopting Resolutions at General Meetings**

The First Chairman shall chair the General Meeting. In his or her absence, the Second Chairman or another member of the Executive Board shall chair it. If no Executive Board member is present, the meeting shall select a person to chair the meeting.

The Secretary shall take the minutes. In case the Secretary is not present, the person chairing the meeting shall select another person to keep the minutes.

The chair of the meeting shall determine the mode of election. The vote shall be taken in writing when requested by one third of those attending members who are eligible to vote.

The General Meeting is not public. The chair of the meeting may allow the attendance of guests. The General Meeting shall decide on the admission of press, radio and television. A properly convened General Meeting has a quorum regardless of the number of members present.

In general, the General Meeting adopts resolutions by a simple majority of all votes cast; abstentions shall therefore not be taken into consideration. However, any amendments to the Articles of Association (including the purpose of the Association) require a majority of three quarters of the valid votes cast. Dissolution of the Association requires a majority of four fifths of the votes cast.

Elections shall be subject to the following conditions: If no candidate obtains a majority of the valid votes cast, a run-off election shall be held between the two candidates who received the most votes.

Minutes shall be kept of the resolutions adopted at General Meetings, which shall be signed by the respective chair of the meeting and the Secretary. The minutes shall contain the following items: place and time of the meeting, the person who chairs the meeting and the person keeping the minutes, the number of the members present, the agenda, the individual voting results and the voting procedure. In case of amendments to the Articles of Association, the provision to be amended shall be specified.

### **Section 13 Subsequent Additions to the Agenda**

Up to one week before the General Meeting takes place, each member may apply in writing to the Executive Board that further matters shall subsequently be listed as items of the agenda. At the beginning of the General Meeting, the chair of the meeting shall supplement the agenda accordingly. The General Meeting shall resolve upon the acceptance or rejection of applications for additions to the agenda submitted during General Meetings. A majority of three quarters of the valid votes cast shall be required for the application to

be approved. Amendments to the Articles of Association, the dissolution of the Association and the election and removal of Executive Board members can only be resolved if the respective requests have been sent to the members with the invitation and the agenda.

#### **Section 14 Extraordinary General Meetings**

The Executive Board can convene an Extraordinary General Meeting at any time. This meeting shall be convened if it is deemed to be in the interests of the Association or if 10 percent of all members sign a written request to the Executive Board to hold such a meeting, including the purpose and the reasons. Sections 10, 11, 12 and 13 shall apply accordingly to the Extraordinary General Meeting.

#### **Section 15 Dissolution of the Association and Disposal of Assets upon Dissolution**

- (1) The dissolution of the Association can only be resolved in the General Meeting with the majority stipulated in Section 12. Unless the General Meeting decides otherwise, the First and the Second Chairman shall act jointly as representatives in the dissolution process. The above provisions shall apply accordingly in the event that the Association is to be dissolved for other reasons or loses its legal capacity.
- (2) Upon dissolution of the Association or cessation of its non-profit status, the funds of the Association shall pass to a) the Humboldt University of Berlin, which shall use them directly and exclusively for charitable purposes.

The above Articles of Association were established at the inaugural meeting on 15 September 2015.

Berlin, 15 September 2015

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Berlin, 9 November 2015

The completeness and accuracy of the Articles of Association pursuant to Sec. 71 para. 1 p. 4 BGB (German Civil Code) is avouched.

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Amendment to the Articles of Association for recognition as a non-profit organisation.

The completeness and accuracy of the Articles of Association pursuant to Sec. 71 para. 1 p. 4 BGB (German Civil Code) are avouched.

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*Prof. Dr. Andreas Eckert*

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