

# German-Australian-Pacific Lawyers Association

## Articles of Association

Dated 29.8.1998 and last amended on 04.11.2020

### § 1

#### Name and Seat

- 1 The name of the Association shall be "German-Australian-Pacific Lawyers Association e.V.", after entry in the Register of Associations "German-Australian-Pacific Lawyers Association".
2. the seat of the Association is Frankfurt am Main. The Association shall be entered in the Register of Associations.

### § 2

#### Purpose of the Association

- (1) The purpose of the Association is to promote knowledge and understanding of Australian law in Germany and German law in Australia. It shall endeavor to support scholarly work on legal issues of importance to both countries and their relationship with each other, and to promote liaison between German and Australian lawyers. In order to achieve these aims, annual conferences and symposia are planned, in which lawyers from Australia, Germany and the countries listed in the appendix to these Articles of Association are entitled to participate. The members will publish in legal publications, essays, and expert opinions on comparative law topics, give lectures, prepare expert opinions for International Chambers of Commerce, maintain contacts with Ministries of Justice and Commerce and be the point of contact for those seeking legal advice from the legal circles involved. Furthermore, the Association plans to promote scientific publications by publishing its own series of publications or joint expert contributions on cross-border or comparative law topics. A special concern of the Association is the support of young academics, e.g. by granting awards for dissertations.
- (2) Within the scope of this purpose, the Association may also deal with the legal system in New Zealand and the legal systems of other states in the Pacific region, which are listed in a separate annex.

### § 3

#### Non-profit status

(1) The Association shall exclusively and directly pursue charitable purposes within the meaning of §§ 51 - 58 of the German Tax Code of March 16, 1976, by promoting professional and public education.

(2) The Association shall act selflessly and shall not primarily pursue its own economic purposes.

(3) The Association does not strive for economic profit.

#### § 4

##### Membership

(1) All natural and legal persons who wish to support the purpose of the Association may become members of the Association upon application. Natural persons should have passed the first state examination in law or have a comparable education.

(2) The application for membership is to be addressed in writing to the Executive Board, which decides on the applications for membership. Upon written request of the applicant, the next General Meeting shall decide the matter if the Executive Board has rejected an application for membership.

(3) The General Meeting may elect honorary members upon proposal of the Executive Board.

#### § 5

##### Membership fee

Members - with the exception of honorary members - shall pay an annual membership fee, the amount of which shall be determined by the General Meeting on the proposal of the Executive Board.

#### § 6

##### Termination of membership

(1) Membership in the Association expires:

a) by declaration of resignation, which shall be communicated in writing to the Executive Board and will come into effect at the end of the fiscal year;

b) by expulsion;

c) by death, if the member is a natural person;

d) by liquidation if the member is a legal entity.

(2) A member may only be expelled for important reasons arising out of the objectives of the Association. An important reason exists if a member is more than half a year in arrears with the payment of the membership fees after the end of a calendar year and a written reminder requesting payment of the fees within a further month remains unsuccessful.

(3) The Executive Board shall decide on the expulsion. The person concerned may lodge an objection against the exclusion within one month after notification of the decision of the Executive Board. The next General Meeting shall decide on the appeal.

## § 7

### Organs of the Association

The organs of the Association are the General Meeting and the Executive Board.

## § 8

### General Meeting

(1) The General Meeting shall be convened by the Executive Board with four weeks' notice in writing or in text form (including e-mail), stating the agenda. At least one General Meeting shall be held in each fiscal year. The Executive Board may decide that the General Assembly of Members be held partially or entirely virtually.

(2) A General Meeting shall also be convened if one tenth of the members request this in writing to the Executive Board, stating the purpose and the reasons.

(3) The General Meeting is responsible for

- a) election of the Executive Board and the auditors;
- b) accepting the annual report of the Executive Board and the audit report of the auditors and to discharge the Executive Board;
- c) determining the amount of the annual membership fee to be paid by the members;
- d) deciding on amendments to Articles of Association of the Association.

(4) Each member has one vote in the General Meeting. The General Meeting shall pass its resolutions by a simple majority of the members present; absent natural persons shall not be represented. In the event of a tie, a motion shall be deemed rejected. Votes shall be cast openly unless a secret ballot is requested. Amendments to the Articles of Association require a majority of three quarters of the members present.

(5) The resolutions of the General Meeting shall be recorded in the minutes, which shall be signed by a member of the Executive Board.

## § 9

## Executive Board [Board of Directors]

- (1) The Executive Board manages the business of the Association. It shall submit an annual report to the General Meeting.
- (2) The Executive Board consists of the chairman, the first deputy chairman, the second deputy chairman and three other members. The mandates of the chairman, the first vice-chairman and the second vice-chairman shall be determined by the Executive Board by vote. Of the members of the Executive Board, two shall at the same time be resident in Australia or another state of the Pacific region within the meaning of § 2 of the Articles of Association and shall represent the Association there.
- (3) The Executive Board is appointed by the General Meeting.
- (4) All members of the Executive Board are Executive Board in the sense of § 26 German Civil Code. Each of them is authorized to represent the Association alone.
- (5) The Executive Board shall meet on request of the chairman or two other Executive Board members. It shall pass its resolutions by a simple majority of the members present. The Executive Board shall not constitute a quorum if fewer than three members are present. In the case of written resolutions, the consent of at least three members is required.

## § 10

### Advisory Board

The Executive Board may elect an Advisory Board for a period of two years to support and advise the Executive Board. The activities of the advisory Board are honorary.

The fiscal year of the Association is the calendar year.

## § 12

### Use of the Society's funds

Funds of the Association may only be used for the purposes set forth in the Articles of Association. Members shall not receive any share of the profits and, in their capacity as members, shall not receive any other benefits from the Association's funds; this shall also apply to their activities as members of the Executive Board. They shall have no claim to the Association's assets upon their resignation or upon the dissolution or annulment of the Association. No person may benefit through expenses which are alien to the purposes of the Association or through disproportionately high remuneration.

§ 13

Termination of the Association

(1) The Association can be dissolved by a resolution of the General Meeting with a majority of two thirds of the members.

(2) In the event of dissolution or termination of the Association or in the event that its previous purpose ceases to exist, the assets of the Association shall be transferred to a public corporation or to a corporation specially recognized as being entitled to tax relief for the purpose of using them for popular and vocational education in the sense of the Articles of Association. The recipient shall be determined by the General Meeting at the same time as the resolution under paragraph 1.

§ 14

Entry into force

These Articles of Association shall enter into force with immediate effect following their adoption by the General Meeting.

Frankfurt, 29.8.1998

Status: November 2020