



AmCham
GERMANY

BYLAWS

English Version

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The English version of the Bylaws of AmCham Germany is provided for information purposes only.
In case of different interpretations of the German and English version, the German language version shall prevail.

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Preamble

Founded in 1903, the American Chamber of Commerce in Germany (AmCham Germany) actively promotes and supports the interests of its members in American-German trade and economic relations.

AmCham Germany sees itself as the voice of the transatlantic economy in Germany. It promotes intercultural understanding, transatlantic cooperation and new investments based on the principles of transparent dialog, free trade and a competitive and open business climate.

For the sake of simplicity and readability, the following Bylaws do not differentiate between the genders. All personal designations apply equally to all genders.

In this regard, the American Chamber of Commerce in Germany e.V. has adopted the following Bylaws:

Section 1 – Name, Registered Office, Fiscal Year

- (1) The Association has the name “AMERICAN CHAMBER OF COMMERCE IN GERMANY” (hereinafter also referred to as “AmCham Germany”).
- (2) AmCham Germany is registered in the Register of Associations (Vereinsregister) at the local court Berlin-Charlottenburg, VR 4467 B. Upon registration, it bears the suffix “e.V.”
- (3) AmCham Germany is based in Berlin.
- (4) The fiscal year is the calendar year.
- (5) The languages in which the Association AmCham Germany conducts business are German and English.

Section 2 – Mission

- (1) AmCham Germany promotes global trade and business relations based on the strong foundation of the American-German partnership. It actively supports and promotes the interests of its members through its network in business, politics and with the various AmChams worldwide.
- (2) AmCham Germany enables intercultural understanding, cooperation and new investments through principles of transparent dialog, free trade, and a competitive and open business climate.
- (3) AmCham Germany is a non-profit association and does not primarily pursue its own commercial aims.

Section 3 – Membership

- (1) Any natural person, legal entity, partnership or other organization whose interests are aligned with supporting and promoting the mission of AmCham Germany as defined in Section 2 of the Bylaws may become a member of AmCham Germany. There is no entitlement to admission.
- (2) The application for membership in AmCham Germany must be submitted in writing to the Executive Committee by applicants who meet the prerequisites for membership pursuant to Section 3 (1) of the Bylaws. The Executive Committee decides on each application for admission by a simple majority.
- (3) AmCham Germany may confer honorary membership on any natural person or legal entity who or which has rendered outstanding services in the field of German-American economic and trade relations or has rendered special services to AmCham Germany. Each winner of the “AmCham Transatlantic Partnership Award” is an honorary member of AmCham Germany.

The Board of Directors shall decide on the nomination for and conferment of honorary membership by a majority of three-quarters of the members present after obtaining the prior consent of the person nominated for honorary membership. The invitation to the Board of Directors meeting shall make an announcement of the decision to be made.

Honorary members have the same rights as ordinary members, with the exception of the right to vote. They are exempt from the obligation to pay dues.

Section 4 – Honors

- (1) Former Presidents of AmCham Germany may be appointed Honorary Presidents, as may the U.S. Ambassador to Germany.
- (2) The Board of Directors shall decide on the nomination for and conferment of honorary presidency by a majority of three-quarters of the members present after obtaining the prior consent of the person nominated for honorary presidency. The invitation to the Board of Directors meeting shall make an announcement of the decision to be made.
- (3) Honorary presidents have the same rights as ordinary members, with the exception of the right to vote. They are exempt from the obligation to pay dues.

Section 5 – Termination of Membership

- (1) The membership ends
 - For legal entities and partnerships with their dissolution and for natural persons with death;
 - With the resignation of the member;
 - With the deletion from the list of members; or
 - By exclusion from AmCham Germany;
 - For legal entities with the opening of insolvency proceedings over their assets.
- (2) A resignation is to be tendered by written notification of the Executive Committee. It is only permissible for the end of a calendar year, with a period of notice of three months. A withdrawal without notice for cause shall remain unaffected.
- (3) A member may be deleted from the list of members by resolution of the Executive Committee if, despite two written reminders, he or she is in arrears with payment of the membership dues in the amount of two annual membership fees. The deletion may only be decided, if the member has been advised of the pending deletion in writing and if at least three months have passed since the notification was sent. The notification can be combined with the second reminder. The member must be informed of the deletion in writing.
- (4) A member may be terminated from AmCham Germany for cause. Cause shall be deemed present in particular, if a member acts against the interests of AmCham Germany, specifically if the member's business conduct or personal behavior endangers the reputation of AmCham Germany or harms German-American relations and if, taking into account the interests of both parties, AmCham Germany cannot reasonably be expected to tolerate the member's continued membership.

Exclusion is decided by the Board of Directors by secret ballot with a majority of three-quarters of the members present. The invitation to the respective meeting of the Board of Directors shall refer to the decision to be taken on the exclusion of a member.

Prior to the adoption of the resolution, the member in question shall be given the opportunity to submit a written or oral statement to the Board of Directors within a reasonable period of time, which may not be less than two weeks.

The decision of the Board of Directors shall be communicated in writing to the member in question, indicating the reasons. Once the decision to exclude the member has been made, membership is terminated.

- (5) If a member resigns during the current fiscal year, any membership dues paid in advance for the current fiscal year cannot be refunded.

Section 6 – Rights and Duties of Members

- (1) The rights and duties of the members are governed by the Bylaws of AmCham Germany and the law.
- (2) The members are obligated to support AmCham Germany in the fulfillment of its statutory tasks and to comply with the resolutions and orders of the bodies of AmCham Germany.

Section 7 – Rights of Members

- (1) Every member of AmCham Germany has the right to participate in the Membership Meeting. Only full members have the right to vote during the Membership Meeting, and each full member has only one vote. Honorary members have no vote. A member's voting right shall be suspended as long as he or she is in arrears with payment of his/her membership dues or part thereof for more than three months.
- (2) Legal entities and partnerships shall authorize an individual as a delegated representative to exercise their membership rights.
- (3) Voting rights may be exercised either in person or by proxy. Only members of AmCham Germany may be authorized to act as proxies; outside individuals expressly cannot be authorized to act as proxies.

The authorization cannot be granted in general but must be limited to the Membership Meeting in question. The authorization must be provided in writing.

- (4) The right to use the services of AmCham Germany and to participate in its services in other respects is available to every member in accordance with his or her membership status.

Section 8 – Membership Dues

- (1) Members are required to pay annual dues. These are to be paid in advance.
- (2) Membership dues in terms of paragraph 1 are periodically recurring monetary payments by members to AmCham Germany, which are to serve the realization of the Association's mission.
- (3) Additional voluntary contributions by members are possible and welcome.
- (4) AmCham Germany may levy contributions in the form of fees from members in return for the use of services and participation in services (member benefits).
- (5) The membership dues are decided by the Board of Directors with a majority of three-quarters of the votes cast. Further details may be regulated by membership fee schedule.

Section 9 – Bodies of AmCham Germany

- (1) The bodies of AmCham Germany are:
 - The Executive Committee;
 - The Board of Directors;
 - The Nominations Committee;
 - The Membership Meeting; and
 - The General Manager.

- (2) In addition, AmCham Germany has standing committees.

Section 10 – Executive Committee

- (1) The Executive Committee of AmCham Germany consists of the President, the Executive Vice President and the Treasurer as well as six Vice Presidents. All Executive Committee members are “ex-officio” (by virtue of office) members of the Board of Directors. The President and Executive Vice President must be representatives of member companies.

The President shall chair all ordinary and extraordinary meetings of the Executive Committee or the Board of Directors.

- (2) AmCham Germany shall be represented in and out of court by two members of the Executive Committee acting jointly.

- (3) The Executive Committee governs AmCham Germany. It is responsible for all matters that are not assigned to another body by these Bylaws. In particular, its responsibilities are as follows:
 - Preparation of the Membership Meeting and drafting of the agenda;
 - Execution of the resolutions of the Membership Meeting;
 - Management of the Association’s assets and accounting;
 - Preparation of the annual budgets and annual reports;
 - Submission of the annual budget for the next fiscal year to the Board of Directors within the last three months of each calendar year and annual report of the Treasurer to the Board of Directors or, in difficult financial situations, more than once;
 - Adoption of resolutions on the admission of members.

Additional responsibilities and tasks of the Executive Committee may be stipulated in rules of procedure of the Executive Committee.

- (4) The Executive Committee shall pass its resolutions during Executive Committee meetings and in writing. The Executive Committee constitutes a quorum, if at least five members are present. Decisions require a simple majority of the valid votes cast. In the event of a tie, the President shall have the deciding vote.
- (5) Executive Committee meetings may also be held in such a way that
 - All members of the Executive Committee convene for a purely virtual meeting (“online meeting”); or
 - Individual members of the Executive Committee participate in the meeting without being present at a meeting location and exercise their rights, specifically their voting rights, by means of electronic communication (“hybrid meeting”).

It may also be permitted for individual Executive Committee members to cast their votes in text format without attending a meeting, at the latest when resolutions are adopted (“remote voting”). For resolutions on which they have cast their vote, they shall be deemed to have been present. The type of meeting and the possibilities of participating in the meeting as well as the details of the procedure shall be communicated no later than when the meeting is called.

- (6) Executive Committee resolutions may be adopted outside of meetings, if all members of the Executive Committee have been involved in the adoption of the resolution and at least half of the members of the Executive Committee have cast their votes in text format by a deadline that is to be set when they are called upon to cast their votes. As far as the required majorities are concerned, the provisions for adopting resolutions at meetings shall apply.
- (7) Internally, the Executive Committee shall be bound by guidelines and instructions issued by the Board of Directors. This provision has no external effect.

Section 11 – Board of Directors

- (1) The Board of Directors shall supervise and advise the Executive Committee. In addition to the members of the Executive Committee, who are “ex-officio” members of the Board of Directors, it consists of at least 20 other members. A company may only be represented by one member on the Board of Directors.
- (2) The Board of Directors shall meet at least twice a year and otherwise as needed or when requested by one-third of its members. The meetings shall be convened and chaired by the President or, if he or she is unable to attend, by the Executive Vice President or by the most senior Vice President.
- (3) The Board of Directors shall perform the duties assigned in these Bylaws. It constitutes a quorum at its regular meetings, if at least half of its members are in attendance. The Board of Directors shall pass resolutions by simple majority, unless the Bylaws provide otherwise. In the event of a tie, the President shall have the deciding vote.

- (4) Resolutions of the Board of Directors are passed in meetings or by written procedure (e.g. by fax or email), by telephone, video conference or in another comparable form, provided that no member of the Board of Directors objects to the manner of resolution. The corresponding regulations regarding voting majorities laid down in these Bylaws shall apply to the respective voting content.
Each member of the Board of Directors must be given a period of 5 business days upon receipt of the voting notification to cast a vote through written procedure.

In this case, the result of the resolution will be communicated to the members of the Board of Directors after the end of the voting period by written procedure (also e.g. by fax or email).

- (5) The Board of Directors is the supreme controlling body of AmCham Germany and inspects the books and requests information from the Executive Committee.
- (6) Members of the Board of Directors may be appointed honorary members of the Board of Directors. Honorary Members of the Board of Directors may attend all meetings of the Board of Directors.

On a proposal by the Nominations Committee and after obtaining the prior approval of the President and the person concerned, the Board of Directors shall decide by a majority of three-quarters of the members present whether to grant Honorary Membership on the Board of Directors.

In the invitation to the respective meeting of the Board of Directors, reference shall be made to the vote to be taken regarding the conferment of Honorary Membership on the Board of Directors.

If a regular membership on the Board of Directors is still in effect at the time honorary membership is conferred, said regular membership automatically terminates with the conferment of Honorary Membership.

Honorary Members of the Board of Directors shall be considered honorary members in accordance with Section 3 (3), and all other corresponding provisions of these Bylaws shall apply, e.g. concerning voting rights as well as membership and event fees.

Section 12 – Election of the Members of the Executive Committee and the Board of Directors

- (1) The Executive Committee and the Board of Directors are elected at the Annual Membership Meeting by open or secret ballot through a simple majority of votes. Primarily legal representatives of member companies shall be elected. The majority of all members of the Board of Directors (including ex-officio Executive Committee members) must be representatives of member companies.
- (2) The term of office of the members of the Executive Committee is two years. The term of office shall begin at the close of the Annual Membership Meeting, during which the election is held, and shall end at the close of the second subsequent Annual Membership Meeting. These members may be re-elected.

The term of office ends prematurely, if the member of the Executive Committee leaves the member company to which he or she belonged when taking office or if the company to which he or she belongs ceases to be a member of AmCham Germany. The Board of Directors may also confirm the previous member of the Executive Committee in his or her office instead of electing a substitute member.

- (3) The term of office of the members of the Board of Directors is two years. The term of office shall begin at the close of the Annual Membership Meeting, during which the election is held, and shall end at the close of the second subsequent Annual Membership Meeting. These members may be re-elected.

The term of office ends prematurely if the member of the Board of Directors resigns from the member company to which he or she belonged when he or she took office, or if this company is no longer a member of AmCham Germany. The Board of Directors may also confirm the previous member of the Board of Directors in his or her office instead of electing a substitute member.

- (4) The Board of Directors may elect substitute members to replace members of the Executive Committee or the Board of Directors who resign during their term of office. The election requires a majority of three-quarters of the votes of the members of the Board of Directors and is valid from the date of the election for the period up to the next Annual Membership Meeting.

If a Nominations Committee exists at the time the member resigns, it shall, at the request of the Board of Directors, nominate a suitable candidate for the substitute member to be elected without delay.

Section 13 – Nominations Committee

- (1) At least nine months before the next Annual Membership Meeting, the Executive Committee shall nominate five members for the Nominations Committee to the Board of Directors by simple majority vote.

The members of the Nominations Committee shall then be appointed by a resolution of the members of the Board of Directors with a three- quarters majority of votes, also at least nine months before the next Annual Membership Meeting.

A maximum of two members of the Nominations Committee may also be members of the Executive Committee at the same time.

The Nominations Committee shall draw up a list of candidates for election to the Executive Committee or to the Board of Directors in due time before the next Annual Membership Meeting.

The Nominations Committee should not nominate any of its members as candidate for the Executive Committee of AmCham Germany.

- (2) The Nominations Committee will first consult with the Executive Committee and then, after approval by the President, submit its election proposal together with information regarding the candidates by written procedure (also e.g. by fax or email) to each member of AmCham Germany entitled to vote no later than four weeks before the Annual Membership Meeting.

The General Manager of AmCham Germany is responsible for sending out the election proposal under the supervision of the Nominations Committee.

- (3) The election proposal must contain the information that fifty members can submit a nomination for the election of Executive Committee or Board of Directors members at the next Annual Membership Meeting.

Such proposals must be received by the General Manager of AmCham Germany at least fifteen calendar days before the planned election.

The General Manager must send the proposals to all members by written procedure (also e.g. by fax or email).

Section 14 – Membership Meeting

- (1) An ordinary Membership Meeting should be held annually during the first half of the calendar year. Additional (extraordinary) Membership Meetings are to be convened, if the interests of AmCham Germany require it or if the convocation of at least one-tenth of the members eligible to vote is demanded in writing by the Executive Committee, stating the purpose and the reasons.
- (2) In addition to its responsibilities arising from these Bylaws or the law, the Membership Meeting shall receive the annual report of the President for the past calendar year of AmCham Germany.
- (3) The meeting shall be convened in writing, in compliance with the notice period specified below, to the last postal or electronic address provided by the member in writing and including the agenda. This also includes transmission by telecommunications in terms of Section 127 (2) of the German Civil Code (BGB), i.e. fax or email in particular.
- (4) The Membership Meeting shall be convened by the President with at least four weeks' notice. This period shall commence with the sending of the invitations; actual receipt by each member shall not be relevant.
- (5) The letter of invitation shall be deemed received by each member, if it has been sent to the last postal or electronic address of the member communicated to AmCham Germany.
- (6) The agenda shall be communicated with the invitation.
- (7) The Membership Meeting has a quorum, if at least one-tenth of the members eligible to vote are present or properly represented.

- (8) The Membership Meeting may be held either in real format (purely as an in-person meeting) and, provided there are no mandatory legal provisions to the contrary, in virtual format (exclusively by using technical means of communication) or in hybrid format as an online in- person meeting (an in-person meeting that members who are not physically present can attend electronically). The Executive Committee shall decide on this at its own discretion and inform the members in the invitation accordingly. The provision of Section 32 (2) of the German Civil Code (BGB) shall remain unaffected.
- (9) Virtual Membership Meetings shall take place in a chat room accessible only to members. Members must log in with their data and a separate password. Each password is only valid for one virtual Membership Meeting. Members who have registered their email address with AmCham Germany shall receive the password by separate email message, the other members will receive the password by letter. It shall be sufficient to send out the password one week before the Membership Meeting to the last postal or electronic address provided by the member in writing.

In the case of an online in-person Membership Meeting, the Executive Committee shall decide on the modalities of remote voting, which shall enable all members to participate by means of electronic communication.

Section 15 – General Manager

- (1) AmCham Germany has one General Manager. The Board of Directors appoints and dismisses the General Manager based on a proposal by the Executive Committee.
- (2) The General Manager shall conduct the daily business of AmCham Germany in accordance with the instructions of the Executive Committee and the Board of Directors. Rules of procedure shall govern further details.
- (3) The Executive Committee can appoint the General Manager as a special representative in terms of Section 30 of the German Civil Code (BGB). His or her scope of responsibilities and the extent of his or her power of representation shall be governed by the rules of procedure. The special representative shall be dismissed by the Executive Committee.

Section 16 – Standing Committees

- (1) AmCham Germany has standing committees, which are established by the Board of Directors.
- (2) The President appoints the chairpersons of the committees.

In their activities on behalf of AmCham Germany, the committees shall follow the guidelines of AmCham Germany as set out by the Board of Directors and the President.

- (3) Committee meetings shall be convened by their chairpersons as needed.
- (4) Each committee shall submit a written annual report to AmCham Germany for the Annual Membership Meeting.

A copy of the minutes of a committee shall be sent to the General Manager.

Section 17 – Minutes of Meetings

- (1) Minutes containing all resolutions that have been passed shall be kept at every Membership Meeting and at every meeting of the Executive Committee or the Board of Directors.
- (2) The minutes must be signed by the chairperson of the meeting and shall be available for inspection by the members of the respective body at any time.
- (3) The minutes of the Board of Directors and the written annual report of the Standing Committees set out in Section 16 shall be available for inspection by all members at the Membership Meetings.

Section 18 – Voting

Unless these Bylaws expressly provide otherwise, majorities of votes in decisions and resolutions of the Membership Meeting, the Board of Directors or the Executive Committee always refer to the members or committee members present or duly represented in each case.

Section 19 – Audit of Financial Statements of AmCham Germany

- (1) Each year, the Board of Directors shall appoint an independent auditor, who is neither a member of the Executive Committee nor a member of the Board of Directors, to serve as auditor of the finances of AmCham Germany.
- (2) The auditor shall examine the accounts and receipts of AmCham Germany and prepare a written report for the Board of Directors for submission to the Annual Membership Meeting.

Section 20 – Amendments to the Bylaws

- (1) Amendments to the Bylaws shall be adopted by the Membership Meeting with a three-quarters majority vote.
- (2) Amendments to the Bylaws may be proposed to the Membership Meeting by resolution of the Board of Directors.

Furthermore, one-tenth of the voting members of AmCham Germany may propose amendments to these Bylaws to the Membership Meeting up to one month before the Membership Meeting.

The proposed amendment to the Bylaws shall be signed by the members eligible to vote and submitted to the General Manager, who shall present it to the next meeting of the Board of Directors. The Board of Directors is obligated to put the proposal to a vote at the Membership Meeting.

- (3) After prior consultation with the Legal Counsel of AmCham Germany, the Executive Committee is entitled to unanimously decide on editorial changes to these Bylaws, specifically if changes are required by the register of associations or the tax authority and are expedient for obtaining entry of a resolved amendment to the Bylaws in the register of associations. These changes shall be announced to the members at the next Membership Meeting.

Section 21 – Dissolution of AmCham Germany

The motion for dissolution of AmCham Germany must be filed by at least two thirds of the members. The dissolution can only be decided upon in a Membership Meeting. A three-quarters majority at this meeting is necessary to dissolve the Association. If AmCham Germany is dissolved, its assets will go to an institution for the promotion of German-American relations, which will be determined by the Membership Meeting.

Section 22 – Effective Date

These Bylaws become effective upon their entry in the register of associations (Vereinsregister) and replace all previous provisions thereto.