

EBS Alumni e.V.

CONSTITUTION

from 24 January 1980 in the version of 12 April 1980 with alterations from 18 February 1989 – 24 November 1991 - 8 October 1994 - 18 November 1995 - 8 May 1999 - 26 January 2002 - 15 May 2004 - 15 October 2005 - 18 November 2007 - 11 December 2010 - 17 November 2012 - 29 November 2014 - 11 June 2016 – 5 November 2017 – 4 November 2018

§ 1 Association name

1. The association bears the name ‚EBS Alumni’ with the addendum ‚e.V.’.
2. The association has its seat in Oestrich-Winkel.
3. The accounting year is the calendar year.

§ 2 Association purpose

1. The association’s purpose is the promotion of education, the promotion of science and research as well as the support of people in need related to the non-profit EBS University.

The association’s purpose is especially realised by:

- a) the ideational and financial promotion of students of EBS University through granting of scholarships, scholarships in part, loans with reduced interest rates or similar forms of financial aid,
- b) the promotion of teaching operations at EBS University, for instance through contribution to lectures, seminars and the donation of teaching materials,
- c) the execution, respectively assistance, of scientific events and research projects at EBS University,
- d) the collaboration in advancement and formation of teaching and research at EBS University,
- e) the charitable support of students in need at EBS University.

The association shall

support EBS University in the education of independent leaders. Condition for this work is a steady and close contact within the alumni, towards EBS University and towards its students.

2. The association pursues solely and directly charitable and benevolent goals for the purpose

of the subsection ‘Steuerbegünstigte Zwecke’ of the German Tax Code (‘AO’).

3. The association is acting unselfishly; it does not pursue its own economic goals predominantly. Its means may only be used for purposes that are in accordance with the constitution. The members do not obtain benefits from the association’s means; they do not have any claims to its assets after their exiting or the closing or repeal of the association. Further details concerning expenditures are governed by the rules of procedure (see § 10, number 1).
4. There shall be no person who benefits from expenses that are not in accordance with the purpose of the association or that are disproportionately high.

§ 3 Membership

1. Types of membership
 - a) A full member of the association can be any natural person that has been granted an academic degree by EBS University based on governmentally certified examination regulations.
 - b) A student member of the association can be any natural person that is enrolled in a study programme at EBS University that has, based on governmentally certified examination regulations, an academic degree as its purpose.
 - c) An extraordinary member with the status of an alumni can be any natural person that feels particularly connected to the purposes of the association.
 - d) A supporting member can be any natural person or corporate entity or (according to German law) a legally responsible body of persons that is, according to the assessment of the board, close to the purposes of the association. In case the supporting member is

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a corporate entity or (according to German law) a legally responsible body of persons, the member is obliged to name a natural person as their contact person. This person is authorised to actively and passively represent the supporting member towards the association.

- e) An honorary membership can be awarded upon request of any member (in pursuance of §12 s 3) by the general meeting to personalities that have rendered outstanding services to EBS University, the idea of EBS University or this association.
2. Admittance
The board decides about the admittance of new supporting members in individual cases upon request. In cases of number 1 a) to d) there is no decision of the board needed. The accession of full or associate members as well as student members can only be refused by the board if significant reasons are present that justify a non-admittance of the member. Except for cases of number 1 g) the board decides about the admission of the member based on a written application for admission. This application for admission can also be submitted online (e.g. via an online form).
3. Disclosure of personal information
Supporting members do not obtain access to personal information about full, associate or student members without their prior consent.
4. Termination of the membership
The membership ends due to withdrawal, exclusion, death or deletion from the membership list.

§ 4 Withdrawal

Withdrawal happens through written statement towards the board in accordance with the deadline of one month until the end of the year.

§ 5 Deletion from the membership list

1. A member that is in arrears with payment, even though there have been two warnings, will be excluded from all benefits from the association three weeks after the dispatch of the second warning, provided that the board has not granted moratorium or waiver previously upon reasoned written request.
These consequences shall be indicated with the reminders.
2. A member that is in arrears with two annual contributions will be deleted from the membership

list, provided the board has not granted moratorium or waiver.

3. Outstanding debt arising from unsatisfied membership fees lasts even after the deletion from the membership list and are to be exacted with appropriate means, provided the board has not granted moratorium or waiver.

§ 6 Exclusion

1. The board may exclude a member if their behaviour damages the reputation or the purposes of the association or of EBS University. The exclusion must be requested by a member in written form and with reasons given.
2. The board has to consult the member to be excluded and then decides by simple majority about the exclusion. The board informs the afflicted member about the exclusion in written form and gives reasons. Notice of an appeal against the decision of the board can be given within one month after the admission of the decision in written form towards the next general meeting. The general meeting decides by simple majority.
3. The membership rights of the afflicted member are suspended from the day of the communication of the board's decision. The exclusion will come into operation with the expiration of the deadline to appeal. If the member has given notice of the appeal it will come into operation with the decision of the general meeting. If the general meeting does not confirm the decision, the membership rights will revive for the future. The obligation to pay due annual contributions will not be touched on by the exclusion, neither during the time of the suspension of the membership rights.
4. To exclude a member of the board a decision of the general meeting by simple majority is needed. The afflicted member of the board is to be heard, an appeal against the general meeting's decision is impossible.

§ 7 Membership obligations

1. The association's members make an effort to support the association in the realisation of its tasks and they commit to refrain from anything that could harm its purposes. They pay an annual contribution that is due 31 March of every year.
2. The general assembly determines the amount of the annual contribution of full and associate members.

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3. The board determines the amount of the annual contribution of supporting members and student members
4. In justified individual cases or for definable groups the board may determine special rates, i.e. for doctoral candidates or married couples.
5. In justified individual cases the board may grant moratorium or waiver of the annual contribution.
6. In case the membership starts after 1 October, there is no contribution for the current calendar year.
7. Honorary members are exempt from paying the annual contribution.
8. Supporting members, student members and associate members may be exempt from using the association's benefits and facilities in whole or in part by a decision by the board.
9. The association's members are obliged to treat contact details and other personal details of members, that they attained via the association, as well as the accessible membership lists and data bases of the association as confidential.

§ 8 Organs of the associations

The organs of the association are:

- the board and
- the general assembly

§ 9 The board

1. The board consist of
 - President (1. Chairman),
 - Vice president (2. Chairman),
 - Treasurer,
 - and up to four assessors (1. Assessor, 2. Assessor, 3. Assessor, 4. Assessor)
2. The board conducts business for the association voluntarily and administers the association's assets. It is up to the board to carry out the decisions of the general meeting.
3. The association is represented lawfully and extrajudicial by two board members jointly – among them the 1. Chairman or the 2. Chairman (Chairman in accordance with § 26 BGB (German Civil Code)).
4. The board is entitled to complete transaction with a single amount of up to € 100,000 without the prior consent of the general meeting. Transactions that debit the associations above this amount require the approval of the general meeting.
5. The board is competent if at least three members of the board cast their votes, among them the 1. Chairman or the 2. Chairman. In case of a voting

tie the 1. Chairman's vote decides or in his absence that of the 2. Chairman. Votes may be casted via phone or in written form, for example via Email, fax or letter, provided no member of the board objects to this procedure.

In case of a contradiction decisions may be made outside of meetings in a teleconference of the board. Decisions must be minuted.

6. Board members must immediately notify the board of conflicts of interest and benefits. The board must document this in writing and inform the members at the next general meeting.

§ 10 Tasks of the board

1. The board shall adopt its rules of procedure. The rules of procedure continue to apply for a subsequent board, provided they have not been altered or replaced.
2. The 1. Chairman, in his absence the 2. Chairman, coordinates the work of the board and conducts the regular business of the association.
3. The treasurer administers the finances of the association and keeps books. These will be checked by two elected cash auditors.
4. The board is entitled – but not obliged – to appoint an advisory board. The advisory board does not have the power to represent the association internally or externally. It advises and supports the board in its workings. The members of the advisory board must be elected unanimously by the board.
5. The board is entitled to give restricted authority to members of the advisory board, members of other organs of the associations or members. This must be documented in written form with a clear description of the power of authority.
6. The board is entitled to assign representative roles or tasks to individual members. The board is entitled to award appropriate titles for this. The transmission of representative roles or tasks by the board must happen unanimously.
7. The board may build a reserve with due regard to the German tax regulations concerning charitable associations in order to secure the association's purposes and goals in the long run.
8. The board may propose to the university appropriate persons, especially members, for an honorary title.

§ 11 Election of the board

1. The general meeting elects the members of the board from the midst of the full members. All candidacies that are received in the association office at least 6 weeks prior to the election date

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will be communicated to the members in the invitation to the general meeting.

2. Every member may cast their vote in person as part of the general meeting or via letter or as part of an online voting system.
3. The documents for the postal voting are sent to the eligible voters upon request by the association office. The filled out ballot must be received by the beginning of the general meeting. The count of the postal voting happens as part of the general meeting by the management of voting.
4. The members of the board are elected by the members of the association as part of the ordinary general meeting without specific description of their office as member of the board until the ordinary general meeting after the next one. The internal allocation of the offices of the board is undertaken by the elected members within 48 hours of their election. The allocation will be announced by a circular.
5. In case a member retires early or is being inhibited from carrying out his tasks permanently, the remaining board may appoint a surrogate until the next regular election of board members.

§ 12 The general meeting

1. An ordinary general meeting happens annually. Upon written request by two members of the board or one-tenth of all members of the association an extraordinary general meeting must be convened. Every member of the association is entitled to take part in the general meeting.
2. The general meeting is convened by the board.
 - a) The invitation to the general meeting happens in writing via letter, fax or Email with a period of notice of five weeks and with statement of the agenda.
 - b) The invitation is to be addressed to the last Email address, alternatively fax number or mailing address, that has been communicated to the association. The setup of an Email-forwarding-process from the Email-address that has been provided to the member by the association suffices this communication.
 - c) As desired by the member, the invitation will simultaneously be sent via letter or fax to the address intimated.
 - d) The date is to be posted at least eight weeks in advance on the website of the association.
3. Requests concerning the admittance of requests by members in the agenda and/or requests for

the general meeting have to be received at least three weeks prior to the general assembly by the 1. Or the 2. Chairman of the board.

- a) Requests concerning the alteration of the constitution must be received by the board in written form and will be attached to the invitation to the general meeting.
 - b) Requests will be communicated to the members at least five days prior to the general meeting.
 - c) It can only be voted on requests that have been received later than three weeks prior to the general assembly and that have not been communicated to the members if at least 60% of the votes of the members are represented in the general assembly and if 75% of these votes affirm the urgency. This option does not exist for requests that concern the alteration of the constitution.
4. The general meeting will be led by the 1. Chairman of the board, in his absence by the 2. Chairman, and in his absence by a member of the board. If no member of the board is present, the general assembly will elect a head of the general meeting.

§ 13 Decision-making of the general meeting

1. The general meeting will elect a minute taker at the beginning of its sitting.
2. The general meeting is competent irrespective of the number of members present.
3. Every full, associate or honorary member has one vote. People that are affected individually and personally be the requested decision may not vote. This does not apply to the election of the board.
4. Another full, associate or honorary member may be empowered to cast a vote in written form.; one member may, however, only represent two members. This authority requires written form and must be present before the beginning of the general meeting. The authority includes every topic that is decided in the course of the general meeting. The authority is to be issued for every general meeting individually.
5. The voting can always happen as a combined ballot
 - In person at the general meeting or through a representative in pursuance of section 4 an
 - via written voting
- a) The written voting may happen via letter, fax, Email or, provided it has been communicated to the members for the agenda of

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the general meeting in the invitation (§ 12 Number 2) or in the announcement of requests (§ 12 Number 3 b) via an online system to cast votes.

- b) The written ballot must arrive at the association's office by no later than 24 o'clock on the day prior to the general meeting.
 - c) In case of a combined voting the head of the general meeting will communicate the result of the written ballot after the ending of the ballot in person.
6. Provided it is not governed differently in this constitution, the general meeting decides by simple majority of the votes cast. Informal votes and abstentions are not counted as votes cast. Alterations to the constitution or the alteration of the purpose of the association require a majority of three quarters of the votes cast to be agreed to.

§ 14 Tasks of the general meeting

The general meeting decides about

- The awarding of honorary memberships,
- the election of the board and of the two cash auditors,
- the relief of the board and the two cash auditors,
- the transactions that require the approval of the general meeting,
- alterations to the constitution,
- the closing of the association.

§ 15 Delegation of representatives of the association to councils of the university

1. Representatives sent from the association in councils of the university are elected upon request of the board with single majority. Representatives of the association need to be members.
2. The board may dispatch preliminary representatives to councils until the next ordinary general meeting. The dispatch of members of the board into councils does not require election through the members.
3. The term of office for the representatives of the association equals the term of office in the respective council, it does, however, terminate with immediate effect in case of the termination of the membership in the association. The office may, subject to the relevant regulations in the council in question, be vacated at any point with written declaration towards the board.

4. The representative sent may, at any point, be recalled by the organ of the association that sent him.

§ 16 Transparency and Openness

1. The association conducts an annual report about transparency that is to be made available to the members timely before the annual general meeting.
2. The drawing up of the transparency report is coordinated by the board and does include the following components minimally.
 - a) Report of the board about the development of the association with a depiction of the essential activities of the association, the development of the members as well as incidents and transaction with high relevance.
 - b) Report of the members sent by the board to the councils of the university about the collaboration with the university, especially concerning the incorporation into the tasks of the council and relevant activities and developments in the reference period, provided there are no swears to secrecy. Other members represented in councils are to support the drawing up of the report.
 - c) Report of the board concerning the financial development of the association, especially the cash-basis accounting of the association with a tabulation of revenues and expenses by the purpose, with the corresponding report of the cash auditors as well as a financial plan for the following year. Upon request the annual accounts with the schedule will be sent to the members.
 - d) Declarations of the members of the board, the advisory board and the cash auditors that the regulations of the 'Deutschen Corporate Governance Kodex' are being followed appropriately.

§ 17 The closing of the association

1. The closing of the association needs to be decided by a majority of three quarters of the votes cast in an extraordinary general meeting that has been convened for that purpose. The handling will be conducted by the board as the liquidator, provided the general meeting does not resolve something else.
2. In case of the closing or repeal of the association or the omission of tax-advantaged purposes, the assets of the association will go to the charitable foundation of EBS University respectively its legal successor. If EBS University or its legal

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successor do not exist at this point in time, the association's assets will be assigned to a public body or to another tax-advanced institution, provided the finance authority has previously consented to this. It must be employed for the purposes of education and schooling.

§ 18 Taking effect of the constitution

This constitution has been decided by the foundation assembly on 26 January 1980 and takes effect on the day after the registration in the register of associations. The members acknowledge this constitution through being members.