

**MEMORANDUM**  
**AND**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**GERMAN-BRITISH CHAMBER OF**  
**INDUSTRY & COMMERCE**

*The Companies Acts 1948 to 1967*

COMPANY LIMITED BY GUARANTEE AND NOT HAVING  
A SHARE CAPITAL

No. 1016261

Incorporated the 30th day of June, 1971

## **CERTIFICATE OF INCORPORATION**

No. 1016261

I HEREBY CERTIFY, that GERMAN CHAMBER OF INDUSTRY AND COMMERCE IN THE UNITED KINGDOM LIMITED is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the 30th June, 1971.

F.L. KNIGHT  
*Assistant Registrar of Companies*

**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 1016261

I HEREBY CERTIFY that GERMAN CHAMBER OF INDUSTRY AND COMMERCE IN THE UNITED KINGDOM LIMITED having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of GERMAN CHAMBER OF INDUSTRY AND COMMERCE IN THE UNITED KINGDOM (the word "Limited" being omitted by Licence of the Secretary of State for the Department of Trade and Industry).

Given under my hand at London the 11th August, 1972.

P.B. MARTIN  
*Assistant Registrar of Companies*

**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 1016261

I hereby certify that

**GERMAN CHAMBER OF INDUSTRY AND COMMERCE  
IN THE UNITED KINGDOM**

having by special resolution changed its name,  
is now incorporated under the name of

**GERMAN-BRITISH CHAMBER OF INDUSTRY &  
COMMERCE**

Given under my hand at the Companies Registration Office, Cardiff  
the 15 NOVEMBER 1993.

**MRS. L. PARRY**  
*an authorised officer*

*The Companies Acts 1948 to 1967*

COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL

**MEMORANDUM OF ASSOCIATION**

OF

**GERMAN-BRITISH CHAMBER OF  
INDUSTRY & COMMERCE**

1. The name of the Company (hereinafter called the “Chamber“) is “GERMAN CHAMBER OF INDUSTRY AND COMMERCE IN THE UNITED KINGDOM LIMITED“.<sup>1</sup>
2. The registered office of the Chamber will be situated in England.
3. The objects for which the Chamber is established are -
  - (A)
    - (a) To study, promote, protect and extend the industrial and commercial relations between individuals, firms, companies, corporations, institutions and associations of Germany and the United Kingdom (United Kingdom to mean the United Kingdom of Great Britain and Northern Ireland and the Isle of Man and the Channel Islands; Germany to mean the Federal Republic of Germany including West Berlin<sup>2</sup>).
    - (b) To provide them with a forum for contacts and discussion of questions of common interest and information, advice and services.

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<sup>1</sup> By Special Resolution passed on 5 July 1972, followed by the granting of a licence by the Department of Trade and Industry under Section 19 (2) of the Companies Act 1948, the word “Limited” was deleted from the name of the Chamber.

Pursuant to a Special Resolution of the company dated 3 November 1993 the name of the company was changed from German Chamber of Industry and Commerce in the United Kingdom to German-British Chamber of Industry & Commerce.

<sup>2</sup> By Special Resolution passed on 5 July 1994 the words “including West Berlin” were deleted in the last line of paragraph 3.(A)(a).

- (B) To give members of the Chamber all such information and services as they may reasonably require within the objects and available resources of the Chamber free of charge<sup>3</sup>.
- (C) To undertake by arbitration the settlement of disputes arising out of trading, commercial or manufacturing differences submitted to its decision.
- (D) To advise persons undergoing commercial, industrial or professional training<sup>4</sup>.
- (E) To purchase or take on lease any real estate, offices or premises which may be necessary for the fulfilment of the objects of the Chamber and the conduct of its business and to let, sell or otherwise dispose of any property of the Chamber.
- (F) To borrow or raise money for the purposes of the Chamber on such terms and on such security as may be thought fit.
- (G) To invest the moneys of the Chamber not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (H) To make all necessary contributions or subscriptions for such purposes as may be deemed expedient to achieve the objects of the Chamber.
- (I) To do all such other things as may be conducive or incidental to the attainment of the above objects.
- (J) To establish, maintain, control and manage branches<sup>5</sup> of the Chamber as may seem expedient, and from time to time to determine the constitution, rights, privileges, obligations and duties of such branches and, when thought fit, to dissolve and modify the same.
- (K) To establish funds and to receive subscriptions and donations thereto from persons and corporate bodies and Governments whether members or not of the Chamber subscribing or guaranteeing sums of money or credits for the purposes of carrying out any of the objects of the Chamber.

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<sup>3</sup> By Special Resolution passed on 5 July 1994 the words “free of charge” were deleted and replaced with the words “and to make charges for such services when appropriate” in the last line of paragraph 3.(B).

<sup>4</sup> By Special Resolution passed on 5 July 1994 the words “and to be concerned in or with vocational and general training and education” were added at the end of paragraph 3.(D).

<sup>5</sup> By Special Resolution passed on 5 July 1994 the words “and regional committees” were added after the word “branches” in the first line of paragraph 3.(J).

Provided that

(i) In case the Chamber shall take or hold any property which may be subject to any trusts, the Chamber shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(ii) The Chamber shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which if an object of the Chamber would make it a Trade Union.

(iii) In case the Chamber shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, or Secretary of State for Education and Science, the Chamber shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council or Governing Body of the Chamber shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council or Governing Body have been if no incorporation had been effected, and the incorporation of the Chamber shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science of such Council or Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Chamber were not incorporated.

4. The income and property of the Chamber shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Chamber and no member of its Council or Governing Body shall be appointed to any office of the Chamber paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Chamber. Provided that nothing herein shall prevent any payment in good faith by the Chamber -

(A) of reasonable and proper remuneration to any member officer or servant of the Chamber (not being a member of its Council or Governing Body) for any services rendered to the Chamber;<sup>6</sup>

(B) of interest at a rate not exceeding six per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member of the Chamber or of its Council or Governing Body;

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<sup>6</sup> By Special Resolution passed on 7 July 1999 the words "with the exception of the Director General" were added after the word "not" in the second line of paragraph 4.(A).

(C) to any member of its Council or Governing Body of out of pocket expenses;<sup>7</sup>

(D) to a company of which a member of the Chamber or of its Council or Governing Body may be a member holding not more than one hundredth part of the capital of such company.<sup>8</sup>

5. No addition, alteration or amendment shall be made to or in the regulations contained in the Memorandum or Articles of Association of the Chamber unless the same shall have been previously submitted to and approved by the Department of Trade and Industry.<sup>9</sup>
6. The liability of the members is limited.
7. Every member of the Chamber undertakes to contribute to the assets of the Chamber, in the event of the same being wound up during the time that he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Chamber contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £5.00 (five pounds).
8. If upon the winding up or dissolution of the Chamber there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be distributed between the members of the Chamber but shall be equally divided between the Association of German Chambers of Industry and Commerce in Bonn and the Association of British Chambers of Commerce with the provision that this property will be used for objects similar to those of the Chamber.

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<sup>7</sup> By Special Resolution passed on 7 July 1999 paragraph 4.(C). was deleted.

<sup>8</sup> By Special Resolution passed on 7 July 1999 paragraph 4.(D). became 4.(C).

<sup>9</sup> By Special Resolution passed on 7 July 1999 paragraph 5. was deleted and subsequent paragraphs were renumbered accordingly.



We, the several persons whose names, addresses and descriptions are subscribed, desire to be formed into a company, in pursuance of this Memorandum of Association.

### **NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS**

T. BARON v. KAP-HERR, Manager, Wool Department.	Lohmann & Co. Ltd., The Mill Trading Estate, Acton Lane, London, N.W.10.
G.W. ANDERSON, Managing Director.	Thyssen Steel & Pipe (GB) Ltd., 170 Piccadilly, London, W.1.
G. STEFFENS, Representative.	Dresdner Bank AG, 7 Lothbury, London, E.C.2.
T.K. CARRUTHERS, Sales Manager.	Alexander Marcar & Co. Ltd., Marcar House, Parkshot, Richmond.
O.W. von RADOWITZ, Manager, E.N.V. Divisions.	AEG (Great Britain) Ltd., AEG House, Chichester Rents, London, W.C.2.
F. WEIL, Solicitor.	37 Gloucester Place, London, W.1.
DR. ING. H.D. PUSCH, Managing Director.	MAN (GB) Ltd., 62 Brompton Road, London, S.W.3.
W.K. WENDLAND, Managing Director.	Potash Ltd., 160 Brompton Road, London S.W.3.
W. von HALLE, U.K. Representative.	Bank für Gemeinwirtschaft AG, 131 Cannon Street, London, E.C.4.
W. von HALLE, U.K. Representative.	Investitions- und Handelsbank AG, 131 Cannon Street, London, E.C.4.
D.F.M. CLASSEN, Managing Director.	Huels (U.K.) Ltd., Eastbury House, 30-34 Albert Embankment, London, S.E.1.
DR. H. von BODELSCHWINGH, Managing Director.	Siemens (U.K.) Ltd., Great West House, Great West Road, Brentford, Middx.
G.W. MALLINCKRODT, Director.	J. Henry Schroder Wagg & Co. Ltd., 120 Cheapside, London, E.C.2.

## **NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS**

R. von HANIEL, Managing Director	GHH (G.B.) Ltd., Clareville House, 26-28 Oxendon Street, London, S.W.1.
H. BOHRER, U.K. Marketing Consultant.	Der Spiegel, Museum House, Museum Street, London, W.C.1.
J.M. HUBRICH, Director U.K. & Eire.	Lufthansa, Lufthansa House, 10 Old Bond Street, London, W.1.
G.P. CLARE, Managing Director U.K. Office.	The Axel Springer Publishing Group, 24-30 Holborn, London, E.C.1.
DR. E.G. ZELL, Managing Director.	DUB Trading Co. Ltd., Chronicle House, 78 Fleet Street, London E.C.4.
W. MAACK, Managing Director.	BASF United Kingdom Ltd., Knightsbridge House, 197 Knightsbridge London S.W.7.
F. SAVELSBERG, General Manager.	Gerling Insurance Service Co. Ltd., 52 Cornhill, London E.C.3.
W.H. A. SCHANZENBECHER, Managing Director.	The KSB Manufacturing Co. Ltd., Portland House, 4 Gt. Portland Street, London W.1.
H.G. RENNER, Managing Director.	Klippon Electricals Ltd., Power Station Road, Sheerness, Kent.
K. DOHRENDORF, Managing Director.	Olympia Business Machines Co. Ltd., 203-5 Old Marylebone Road, London N.W.1.
DR. G. BUNGE, Managing Director.	Hoechst U.K. Ltd., Hoechst House, Salisbury Road, Hounslow, Middx.
J. GLOECKNER, Managing Director.	Lippke (U.K.) Ltd., Windsor, Berks.
H. GILL, Company Secretary.	British Deutz Ltd., 1-6 Essex Street, London W.C.2.
I. W. KAEMPER, Director.	Rheinstahl Ltd., 20-24 Addiscombe Road, East Croydon, Surrey.

Dated the 9th June, 1971.

Witness to the above Signatures -

WOLFGANG KLERNER,

Association of German Chambers of Industry and Commerce,  
11 Grosvenor Crescent,  
London, S.W.1,  
U.K. Representative.

*The Companies Act 2006*

COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL

**NEW ARTICLES OF ASSOCIATION**

OF

**GERMAN-BRITISH CHAMBER OF  
INDUSTRY & COMMERCE**

**Adopted by special resolution passed on 21 September 2023**

**DEFINITION**

1. In these Articles -

“The Acts” means the Companies Acts as defined in Section 2 of the Companies Act 2006 in so far as they apply to the Chamber.

“The Chamber” means German-British Chamber of Industry & Commerce.

“The Council” means the Council of the Chamber as a body or a quorum of the members thereof at a Council Meeting.

“Councillor” means a member of the Council being a natural person or a nominated representative of a corporation, being a natural person.

“The Seal” means the Common Seal of the Chamber.

“The United Kingdom” means the United Kingdom of Great Britain and Northern Ireland<sup>1</sup>.

“Germany” means the Federal Republic of Germany.

“special resolution” has the meaning given in Section 283 Companies Act 2006

“writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise

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<sup>1</sup> The Isle of Man and the Channel Islands are part of Great Britain, but not part of the UK

Unless the context otherwise requires, words or expressions used in these Articles shall bear the same meanings as in the Acts.

Save to the extent amended by these Articles, the model articles for private companies limited by guarantee set out in Schedule 2 of the Companies Act 2006 shall apply to the Chamber, in which case references to (a) the directors shall mean the Councillors, (b) the board of directors shall mean the Council and (c) the company shall mean the Chamber.

## **MEMBERS**

2.
  - (A) References in these Articles to a member or membership shall, except where the context otherwise requires, include a sustaining or a personal member or sustaining or personal membership. Each sustaining member or personal member (as the case may be) is, ipso facto, a member of the Chamber. Sustaining or personal membership shall not entitle the sustaining or personal member (as the case may be) to extra voting rights beyond those held as a member of the Chamber.
  - (B) The number of members of the Chamber is unlimited.
  - (C) The Council may nominate a member to be a sustaining member or a personal member on terms as to additional (or in case of personal membership lesser) subscription and such other terms as the Council may from time to time think fit. The approval of such additional or lesser subscriptions at an Annual General Meeting of the Chamber under the terms of Article 11 shall not be required.
3. Any natural person or corporation engaged or interested in industry and commerce between Germany and the United Kingdom shall be eligible for membership of the Chamber. Any firm or other unincorporated company, institution or association so engaged or interested and wishing to obtain the advantages of membership shall nominate one of its members, being a natural person, to apply in its name for membership and to act as its representative.
4. Every member being a corporation shall by notice in writing to the Chamber nominate a natural person to act as its representative and such person shall have the right to attend the General Meetings of the Chamber and to vote on behalf of the member. A person so nominated is hereinafter referred to as a "Corporation Representative".
5. Every applicant for membership shall apply on the appropriate form supplied by the Chamber.
6. The acceptance of the applicants for membership together with payment of the proper subscription for the year of admission will constitute membership.

## **CESSATION OF MEMBERSHIP**

7. A member may retire from the Chamber by sending in his resignation in writing to the Council. He must, however, give three months' notice of his resignation expiring on 31 December in any year or in the case of a member joining after 21 July 1997 expiring on the day on which the anniversary of his becoming a member falls unless the Council (in its absolute discretion) decides to dispense with such notice. Membership is not transferable.
8. A majority of three quarters of Councillors present and voting at a meeting of the Council may by resolution terminate the membership of any member whose conduct in their opinion renders him undesirable to continue to be a member of the Chamber and such person shall from the time of such resolution cease to be a member of the Chamber, provided that before such resolution is proposed such member shall have at least twenty-one days' notice of such resolution and shall have the right to be heard at the meeting at which it is proposed. Any member who is adjudicated bankrupt or suspends payment or compounds with his creditors or who (being a company) goes into liquidation (except a liquidation for the purpose of amalgamation or re-construction) shall cease to be a member of the Chamber.
9. Any member retiring from the Chamber or for any other reason ceasing to be a member shall not be entitled to any refund of his subscription or any part thereof.

## **HONORARY MEMBERSHIP**

10. At General Meetings members may elect persons who have rendered outstanding service to the Chamber to be honorary members. Honorary members have the same rights and duties as ordinary members but are free from all financial responsibility.

## **MEMBERSHIP SUBSCRIPTION**

11. The first subscription will be at a rate of £45.00 (forty-five pounds) or DM 400.-- (four hundred deutschmarks) per annum for each member notwithstanding the right of the Council to fix a lower annual subscription in exceptional cases. For every subsequent year the Council shall, subject to the approval of the Annual General Meeting of the Chamber, fix the amount of the annual subscription to be paid by members.<sup>2</sup> The Council shall also have the right, without requiring the approval of the Annual General Meeting, to fix the amount of annual subscription

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<sup>2</sup> At the fifty-second Annual General Meeting held on 21 September 2023 the amount of the annual subscription for members resident or carrying on business in the UK was fixed at £1,000 plus VAT and at £250 plus VAT for members with fewer than 50 employees who apply for a reduced rate.

*For members resident or carrying on business in the Federal Republic of Germany the annual subscription rate was fixed at Euro 1,200 and at Euro 300 for members with fewer than 50 employees who apply for a reduced rate.*

for sustaining and personal members and for those members who join as part of any terms relating to sustaining or personal membership that may from time to time be approved by the Council. The Council may make provision for reduced annual subscription for any member who pays by direct debit or similar means.

12. The annual subscription for members who joined the Chamber after 21 July 1997 shall be due and payable in advance on the member joining the Chamber and thereafter on the day on which the anniversary of joining falls at the rates then applicable. Annual subscription for members who shall have joined the Chamber prior to such date shall continue to be payable in advance on 1 January in each year.

### **GENERAL MEETINGS**

13. The Chamber shall in each year hold a General Meeting as its Annual General Meeting in addition to any other General Meetings in that year and shall specify the meeting as such in the notice calling it. Not more than fifteen months shall elapse between one Annual General Meeting and the next. The Annual General Meeting shall be held at such time and place as the Council shall appoint.
14. All General Meetings of the Chamber other than the Annual General Meetings shall be called Extraordinary General Meetings.
15. An Annual General Meeting and an Extraordinary General Meeting for the passing of a special resolution shall be called by twenty-one days' notice at the least and all other Extraordinary General Meetings shall be called by fourteen days' notice at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given. Every notice shall be in writing and shall specify the place, the day and the time of meeting, and in the case of special business the general nature of such business, and in the case of an Annual General Meeting shall specify the meeting as such. Notices shall be given in manner hereinafter mentioned to all members, other than those who under the provisions of these Articles are not entitled to receive the notice, and to the auditors for the time being of the Chamber.
16. In every notice calling a meeting of the Chamber there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote in his place and that a proxy must be a member.
17. The Council may whenever it thinks fit convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition or in default by such requisitionists, as provided by Section 303 of the Companies Act 2006
18. The accidental omission to give notice of a meeting, or the non-receipt of notice of a meeting by any person entitled to receive notice, shall not invalidate the proceedings at that meeting.

## PROCEEDINGS AT GENERAL MEETINGS

19. All business shall be deemed special that is transacted at an Extraordinary General Meeting. All business that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the accounts and balance sheet and the reports of the Councillors and Auditors and other documents required to be annexed to the balance sheet, the appointment of Councillors in the place of those retiring by rotation or otherwise, the election of honorary members, the appointment of and the fixing of the remuneration of the Auditors, and the approval of the amount, fixed by the Council, of the annual subscription to be paid by members.
20. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as in these Articles otherwise provided, twenty-five per cent of the members or twenty-five members, present in person or by proxy or Corporation Representative, (whichever is less) shall be quorum for all purposes.
21. If within half an hour after the time appointed for a General Meeting a quorum is not present, the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall form a quorum.
22. The President of the Chamber or, in his absence, one of the Vice-Presidents nominated by the Councillors or in the absence of such Vice-President some other Councillor nominated by the Councillors shall preside as chairman at every General Meeting of the Chamber but if at any meeting neither the President nor such Vice-President nor other Councillor be present within half an hour after the time appointed for holding the meeting, or if none of them be willing to act as chairman, the Councillors present shall choose some Councillor present to be chairman, or if no Councillor be present, or if all the Councillors present decline to take the chair, the members present shall choose some member present to be chairman.
23. The chairman may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as for an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.



24. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or upon the declaration of the result of the show of hands, a poll is demanded –
  - (A) by the chairman; or
  - (B) by not less than five members present in person or by proxy or Corporation Representative; or
  - (C) by a member or members present in person or by proxy or Corporation Representative and representing one tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman that a resolution has been carried or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Chamber shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

25. Subject to the provisions of Article 26 if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner as the chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
26. No poll shall be demanded on the election of a chairman of a meeting, or on any question of adjournment.
27. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
28. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
29. The demand for a poll may be withdrawn.

### **VOTES OF MEMBERS**

30. Subject as hereinafter provided, every member shall have one vote.
31. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum, if any, which shall be due and payable to the Chamber in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or Corporation Representative, or as a proxy for another member, at any General Meeting.
32. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a Corporation

Representative, appointed as provided by Article 4 may vote on a show of hands. A proxy must be a member.

33. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.
34. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified or office copy thereof shall be deposited at the registered office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. An instrument shall be in any form approved by the Council.
35. Minutes of all General Meetings must be taken and recorded.

#### **PRESIDENT AND VICE-PRESIDENTS**

36.
  - (A) At the Annual General Meeting of the Chamber in each year the members of the Chamber shall elect a President and up to five Vice-Presidents.
  - (B) The President and the Vice-Presidents, apart from their function to preside over all General Meetings, shall represent the Chamber at all ceremonious occasions.
  - (C) The President and the Vice-Presidents may be re-elected.
37. No person shall be eligible for election as a President or Vice-President unless at least one week before the date of the election there has been left at the office of the Chamber a nomination paper signed by five members of the Chamber naming such person as a candidate for the post of President or Vice-President.
38. The President and the Vice-Presidents can retire at any time by written notice to the Chamber.

#### **THE COUNCIL**

39. The Chamber shall be managed by the Council.
40. The Council shall consist of 19 Councillors of whom 18 must be representatives of a corporation which is a member and one shall be the Director General of the Chamber at that time. The Director General shall immediately upon being

appointed as such become a Councillor and shall remain so during such time as he shall be Director General and upon his ceasing to be Director General he shall automatically cease to be a Councillor. All the provisions in these Articles relating to Councillors except those relating to election and retirement shall apply to the Director General except where specifically otherwise stated. The Council may act notwithstanding vacancies in their body, but if reduced in number to less than a quorum, they may only act to fill vacancies in their body or to convene a General Meeting.

41. The President and the Vice-Presidents may attend and speak at Council Meetings, but shall not vote.
42. Each Councillor other than the Director General may at any time appoint any member of the Chamber or a Corporation Representative and approved by the Council to be an alternate Councillor of the Chamber and may at any time remove any alternate Councillor so appointed by him from office, and subject to such approval as aforesaid, appoint any member of the Chamber a Corporation Representative in his place. The Director General may at any time appoint any Deputy Director General to be an alternate Councillor for him and may at any time remove such alternate Councillor. An alternate Councillor shall (subject to his giving to the Chamber an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the Council, and to attend and vote as a Councillor at any such meeting at which the Councillor so appointing him is not personally present, and generally to perform all the functions of his appointor as a Councillor in the absence of such Councillor. An alternate Councillor shall ipso facto cease to be an alternate Councillor if his appointor ceases for any reason to be a Councillor, provided that if any Councillor retires whether by rotation or otherwise but is re-appointed is deemed to have been re-appointed by the meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-appointment as if he had not so retired. All appointments and removals of alternate Councillors shall be effected by notice in writing under the hand of the Councillor making or revoking such appointment sent to or left at the registered office.

#### **APPOINTMENT, ROTATION, REMOVAL AND DISQUALIFICATION OF COUNCILLORS**

43. At the first Annual General Meeting all Councillors shall retire but shall be eligible for re-election. The votes cast for each candidate at the first Annual General Meeting shall be recorded. One third of those elected with the highest votes shall serve for three years; half of the remainder with the next highest votes shall serve for two years and the remainder shall serve until the next Annual General Meeting. After the first Annual General Meeting all subsequently elected Councillors (except for the Director General) shall serve for three years and then retire, but shall be eligible for re-election.

44. The Chamber, at the Annual General Meeting at which a Councillor retires in manner aforesaid may fill the vacated office, and in default the retiring Councillor, if willing to act, shall be deemed to have been reappointed unless at such meeting a resolution for the re-appointment of such Councillor shall have been put to the meeting and lost.
45. Councillors shall be elected at the Annual General Meeting provided that the Council may appoint as a Councillor to fill a casual vacancy a member of the Chamber or a Corporation Representative, and any such appointee shall retain office until the next Annual General Meeting, but shall then be eligible for re-election, but shall not be taken into account in determining the Councillors who are to retire by rotation at such meeting. No person, unless recommended by the Council, shall, other than a Councillor retiring at the meeting (except Councillors retiring as a result of having been appointed to fill a casual vacancy) be eligible for election as Councillors unless at least one week before the date of the Annual General Meeting there has been left at the office of the Chamber a nomination paper signed by five members of the Chamber naming such person as a candidate.
46. A Councillor shall vacate his office if he ceases to be a member of the Chamber or Corporation Representative or if he resigns his office in writing, and in the event of any Councillor absenting himself from the meetings of the Council without reasonable excuse for more than six months, the Council shall be entitled to terminate his membership of the Council by notice in writing.

### **POWERS AND PROCEEDINGS OF THE COUNCIL**

47. The business of the Chamber shall be managed by the Councillors, who may exercise all such powers of the Chamber as are not by the Acts or by these Articles required to be exercised by the Chamber in General Meeting, subject nevertheless to the provisions of these Articles and of the Acts, and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by special resolution of the Chamber in General Meeting, but no regulation made by the Chamber in General Meeting shall invalidate any prior act of the Councillors which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Councillors by any other Article.
48. The Council may appoint such Working Committees consisting of at least three Councillors as it thinks fit for the management of the Chamber, such Committees being constituted with such powers and for such periods as the Council may deem necessary.
49. The Councillors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meetings shall be determined by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. A Councillor who is also an alternate Councillor shall be entitled, in the absence of the Councillor whom he is representing, to a separate vote on behalf of such Councillor in addition to

his own vote. A Councillor may, and the Secretary on the requisition of a Councillor shall, at any time, summon a meeting of the Council.

50. The quorum necessary for the transaction of business at Council Meetings shall be six Councillors. For the purposes of this Article an alternate Councillor shall be counted in a quorum but so that not less than six individuals shall constitute a quorum.
51. Minutes of all meetings of the Council shall be taken and recorded.

#### **CHAIRMAN AND VICE-CHAIRMAN OF THE COUNCIL**

52. The Council shall elect for each year a Chairman and may elect up to two Vice-Chairmen from the number of Councillors. Re-elections are possible. The Chairman, or in his absence, a Vice-Chairman, shall preside over Council Meetings. If none of the above shall be present, the Councillors present shall elect a Chairman of such Meeting.

#### **OFFICERS OF THE CHAMBER**

53. The Council shall be entitled to engage professional personnel and other assistants in connection with the business of the Chamber and to pay reasonable fees or remuneration for the same as they may think fit. The management personnel appointed by the Chamber shall be known as officers of the Chamber and the principal officer of the Chamber shall be known as Director General. All officers of the Chamber shall act under the control of the Council subject to any lawful orders and directions given by the Council from time to time. Prior to engaging the Director General, the Council shall consider the proposal and wishes of the German Chamber of Industry & Commerce (DIHK).
54. The Council shall appoint a Secretary.

#### **SEAL**

55. The Council shall provide for the safe custody of the Seal which shall not be affixed to any instrument until it has been approved by the Council or by a Committee appointed by the Council. The Seal shall be affixed in the presence of a Councillor and the Secretary who shall sign the respective documents as persons duly authorised thereto by the Council.

## **AUDITORS**

56. The Chamber shall at each Annual General Meeting approve the appointment and remuneration of the Auditors of the Chamber and the duties of such Auditors shall be regulated in accordance with the Acts.

## **ACCOUNTS**

57. The Council shall cause proper books of account to be kept with regard to all sums of money received or expended by the Chamber and the matters in respect of which receipts and expenditure take place and all sales and purchase of goods by the Chamber and the assets and the liabilities of the Chamber. The financial year of the Chamber will be the calendar year.
58. The accounts and books of the Chamber shall always be open to the inspection of the Councillors. As long as the German Chamber of Industry & Commerce (DIHK) is contributing to the budget of the Chamber, it likewise is entitled to inspect the accounts and books.
59. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Chamber or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any accounts or book or document of the Chamber except as conferred by statute or authorised by the Council or by the Chamber in General Meeting.
60. The Council shall cause to be prepared and laid before the Chamber at each Annual General Meeting such income and expenditure accounts, balance sheets and reports as are required by the Acts.
61. A copy of every balance sheet including any documents required by law to be annexed thereto which is to be laid before the Chamber in Annual General Meeting together with a copy of the Auditors' Report shall, not less than twenty-one days before the date of the meeting, be sent to all persons entitled to receive notices of General Meetings of the Chamber, subject nevertheless to the provisions of Section 423 of the Companies Act 2006.
62. In conducting the business of the Chamber both the German and English languages enjoy equal status. The minutes of General and Council Meetings, however, will be kept in the English language.

## **DISSOLUTION**

63. If upon the winding up or dissolution of the Chamber there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be distributed between to the members of the Chamber. Instead such property shall be given or transferred to the German Chamber of Industry & Commerce in Berlin with the provision that this property will be used for objects similar to those of the Chamber. Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Chamber shall cease to apply as from the date of adoption of these Articles.

## **ELECTRONIC COMMUNICATION**

64. The Chamber may use electronic communications and in particular may send or supply any document or information to members by making them available on a website to members who do not elect to receive them electronically or in hard copy, and this Article will supersede any provision in these Articles to the extent that it is inconsistent with this Article.
65. Subject to these Articles, any notice or document to be sent or supplied to a Councillor in connection with the taking of decisions by Councillors may also be sent or supplied by the means by which that Councillor has asked to be sent or supplied with such notices or documents for the time being.
66. A Councillor may agree with the Chamber that notices or documents sent to that Councillor in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.