

## CONSTITUTION

### **BERLIN INTERNATIONAL WOMEN'S CLUB e.V.**

(hereafter called BIWC)

#### **ARTICLE I – NAME, REGISTERED OFFICE, CLUB YEAR, PURPOSE**

- I. 1 The Club is named "Berlin International Women's Club e.V.". The legal form of the Club is an "eingetragener Verein" (e.V.) (registered association/club).
- I. 2 The registered office will be in Berlin.
- I. 3 The business year of the BIWC is the calendar year.
- I. 4 Purpose

- 4.1 Berlin, being the federal capital, requires more and more the integration of foreigners, who are arriving here or are resident in Berlin and who need support.

The BIWC, representing a part of Berlin's international community, pursues these objectives by:

- helping its members to become familiar with the city;
- promoting integration into Berlin and the Federal Republic of Germany, through creating and supporting cultural and mutual assistance links.

The BIWC, therefore, pursues exclusively and directly non-profit-making objectives, in accordance with the section "Steuerbegünstigte Zwecke" (tax-privileged purposes) of the Tax Law (§§51-68 AO) ("Abgabenordnung").

- 4.2 Implementation of the Objectives

The Club realises these objectives through supporting and promoting, among others, the following activities of its members:

- Monthly gatherings to promote the social and especially cultural integration of its members, e.g. by inviting speakers to some of these gatherings;
- Groups with mutual special interests (Special Interest Groups), e.g. Groups that present the cultural and historical aspects of Berlin, and language conversation groups such as "German Speakers";
- The formation of Neighbourhood Groups with the aim of enabling new members to establish initial contacts, as well as facilitating assimilation into the new environment;
- Other events as appropriate.

- 4.3 The Club works selflessly; it does not pursue, as a first priority, economic objectives for its own benefit. The Club is independent of any political party. The Club's language is English.

- 4.4 The financial means of the Club can only be used for purposes that are in accordance with the Club's Constitution. All official functions within the BIWC are honorary functions. Activities that contradict the Club's non-profit-making objectives are not permitted.

## **ARTICLE II – ASSETS AND FUNDS**

Eventual profits may only be used for objectives according to the Constitution of the Club. The members are not allowed to receive shares of profit or other gratuities deriving from the Club's funds. No person shall be favoured by expenses, which are considered inappropriate to the objectives of the BIWC, or by disproportionately high reimbursements.

## **ARTICLE III – ACQUISITION OF MEMBERSHIP**

- III. 1 The membership is open to all women living in the Berlin area or nearby communities.
- III. 2 Non-Berlin residents may also apply for membership, acceptance is at the discretion of the Executive Committee.
- III. 3 If it is apparent that any one nationality within the Club has reached 20% of the total membership, which contravenes the aims of the Club to operate as an international club, and in order to maintain a truly international representation, the Executive Committee may, at its discretion, institute a waiting list for that nationality until such time as a more representative membership has been achieved.
- III. 4 The Executive Committee decides upon the written application form for acquisition of membership. The application shall include the name, the nationality, the date of birth, the address, the contact details, and the original signature of the applicant.
- 4.1 An application will be held on file for 30 days pending payment of membership fees. Applications submitted during the first half of the year, where payment is then withheld until the second half-year to take advantage of the reduced rate, will be refused.
- 4.2 After the cut-off date of 1 December no new members will be accepted for the current year. Applicants paying the full membership fee for the coming year will begin to receive publications. When payment for the coming year is received before 1 December such applicants are entitled to attend all activities in December.
- 4.3 Women interested in taking up membership of the BIWC are invited to attend two Club gatherings open to non-members before deciding whether to join.
- III. 5 Associate Members
- 5.1 Members who leave the Berlin area may apply for Associate Membership. The membership fee for Associate Membership will be 50% of the current annual rate, payable at the beginning of the next Club year after leaving Berlin. Additional postage can be charged for Associate Members living outside of Germany.
- 5.2 Associate Members will be entitled to receive Club information and if visiting Berlin can also attend BIWC gatherings.

- 5.3 Non-members may be accepted as Associate Members in special circumstances and as decided upon by the Executive Committee.
- 5.4 Previous members who became Associate Members upon leaving Berlin and who at a later date return to reside in Berlin can regain full membership immediately by paying the difference between full and associate membership fees.

#### **ARTICLE IV – RIGHTS AND OBLIGATIONS OF THE MEMBERS**

- IV. 1 Membership fees are to be paid by all members. The Executive Committee shall determine the due date for the annual membership fees. Any change in the amount of the membership fees shall be proposed by the Executive Committee and voted upon by the membership.
- IV. 2 Members who are leaving Berlin before 30 June pay half the annual membership fee. This can also apply to new members. Members who join the BIWC after 30 June pay half the membership fee of the running year.
- IV. 3 A member who joins the Club in the second half of the Club year, paying 50% of the annual membership fee, and then allows membership to lapse, only to reapply in the following second half year will be refused membership.
- IV. 4 The membership fees have to be paid annually to the BIWC by 31 December. Any renewals made after 1 February are subject to a late fee to be determined by the Executive Committee.
- IV. 5 Members of the BIWC may not assume obligations on behalf of the Club without permission from the Executive Committee.
- IV. 6 Each member is responsible for the financial obligations, which she has assumed regarding the Club. Services, such as advertising, requested from the Club by its members are to be paid in the amount agreed upon even if no use will be made of these, for whatever reasons. If such obligations are not fulfilled within 30 days upon date of invoice, the membership of the Club can be withdrawn.
- IV. 7 Only members who have met their obligations are allowed to participate in the activities of the Club.
- IV. 8 Each member is eligible to receive the Club's Newsletter and the Membership Directory.
- IV. 9 Each member has the possibility to apply voluntarily for a post or to nominate others for it.
- IV. 10 At gatherings where guest participation is permitted, each member may invite female guests who are not necessarily potential members of the BIWC, or, where specified, guests of either sex. Guests should be charged an additional participation fee, the amount to be determined by the Executive Committee. If space is limited preference is given to members. These gatherings will be announced accordingly. Guest participation (non-potential members) at the regular monthly gatherings will be at the discretion of the Social Events Committee.
- IV. 11 Each member is eligible to take part in deciding the intentions of the Club by means of the right to make proposals, to discuss and to vote at membership meetings. Each member has one vote. Vote by proxy is permitted.

- IV. 12 Furthermore, all members of the Club are allowed to participate in all other activities of the Club.

## **ARTICLE V – LOSS OF MEMBERSHIP**

- V. 1 Membership ends in case of death, resignation, or exclusion from the Club. In the case of resignation, the Executive Committee is to be informed in writing; resignation is only possible at the end of a calendar month.
- V. 2 Membership fees already paid will not be reimbursed.
- V. 3 A member who allows her membership to lapse for more than 45 days, despite a written reminder, will cease to be a member and must reapply for membership. New membership will be granted at the discretion of the Executive Committee. The member shall be informed.
- V. 4 If a member contravenes the interests of the Club in a culpable and grave manner, she may be excluded from the Club upon proposal and after two written warnings and the unanimous decision of the Executive Committee. The member must be given the chance to express her opinion verbally or in writing before the decision of exclusion is taken. The decision has to be justified in writing and sent to the member. There is no right of appeal.

## **ARTICLE VI – THE REPRESENTATION AND ADMINISTRATION OF THE CLUB**

- VI. 1 The Organisation of the Club consists of:
- 1.1 The extended Executive Committee
  - 1.2 The Annual General Membership Meeting
  - 1.3 Extraordinary General Membership Meetings, if needed.
- VI. 2 The Executive Committee
- 2.1 The entire Executive Committee of the BIWC consists of the annually elected President, Vice President, Treasurer, Secretary, Social Events Coordinator, Newsletter Editor, Membership Secretary, Public Relations Officer, and Website & IT Coordinator.
  - 2.2 In terms of §26 BGB ("Bürgerliches Gesetzbuch") (German Civil Code), the only representatives to be listed in the Vereinsregister (Register of Associations) are the President, Vice-President, Treasurer, Secretary, Newsletter Editor and Social Events Coordinator.
  - 2.3 The BIWC is represented judicially and extra-judicially jointly by two members of the Executive Committee in terms of §26 BGB, one of whom must be either the President, the Vice President or the Treasurer.
  - 2.4 The Executive Committee may, as necessary, undertake special tasks and/or appoint persons or committees that are responsible to the Executive Committee.

### VI. 3 Responsibilities of the Executive Committee

- 3.1 The Executive Committee is responsible for the affairs of the Club, as long as these are not covered by any other provision of the Constitution of the Club. Its main responsibilities are as follows:
  - 3.1.1 Preparation of the General Membership Meetings and set up of the Agenda.
  - 3.1.2 To call a General Membership Meeting.
  - 3.1.3 Execution of the decisions of General Membership Meetings.
  - 3.1.4 To budget the business year, to keep the books, to set up an annual audit and activity report.
  - 3.1.5 To set up and revise Club Operating Procedures.
  - 3.1.6 To make and cancel contracts.
  - 3.1.7 To make decisions regarding acceptance, deletion and exclusion of members.
  - 3.1.8 Management of the Club.
  - 3.1.9 To appoint a Nominations Committee responsible for selecting candidates for the Executive Committee and at least two (2) internal auditor positions ("Kassenprüferinnen") for election at the next Annual General Membership Meeting and for filling non-Executive Committee positions including, but not limited to, Vice Secretary, Vice Treasurer and Vice Social Events Coordinator.
  - 3.1.10 To appoint a Budget Committee.
- 3.2 In case of extraordinary legal transactions, the Executive Committee shall require the agreement or approval of the members.

### VI. 4 Terms of Office of the Executive Committee and Assignments of Responsibility

- 4.1 The Executive Committee is elected by the membership at the Annual General Membership Meeting. However, the Executive Committee remains in office until the election of a new Executive Committee. Each member of the Executive Committee is to be elected individually. Only full members of the Club can be elected. In case a member of the Executive Committee withdraws during the term of office, the Executive Committee can appoint a substitute for the remaining term of office.

If for any reason an Executive Committee member can no longer fulfil her duties of office, a written resignation should be tendered. Any resignation from office shall be made in writing to the BIWC President.

- 4.1.1 No elected officer may serve for more than three (3) consecutive years on the Executive Committee. This also applies to members selected by the Nominating Committee for non-Executive Committee positions.

- VI. 4.2 Primary responsibilities of the Executive Committee Members
- 4.2.1 Except as otherwise provided in the Constitution, Executive Committee members are collectively responsible for all Executive Committee positions and their areas of coverage. In light of the foregoing, all Executive Committee members must discuss any major issues relating to the Club and vote on the same before any action can be taken.
  - 4.2.2 The President chairs all meetings, coordinates the Club objectives and is spokesperson for the Executive Committee.
  - 4.2.3 The Vice President, in case of absence of the President, takes over her responsibilities.
  - 4.2.4 The Secretary administers the minutes for all Executive Meetings and General Membership Meetings.
  - 4.2.5 The Treasurer reports on the status of the finances of the Club at the monthly Executive Committee meetings and upon inquiries of a member of the Club or of the Executive Committee. She presents the annual balance sheet and the budget at the Annual General Membership Meeting according to paragraph VI.4.5.1, and issues the Spendenbescheinigungen (donation receipts for tax purposes) as necessary.
  - 4.2.6 The Social Events Coordinator organises and/or oversees all social activities.
  - 4.2.7 The Membership Secretary registers members, compiles membership lists, and distributes the Membership Directory.
  - 4.2.8 The Newsletter Editor coordinates and supervises Newsletter production and the Newsletter team. In coordination with the rest of the Executive Committee, she is responsible for the legal content of the Newsletter. All other committee members liaise with her to give appropriate information for inclusion in the Newsletter.
  - 4.2.9 The Public Relations Officer carries out the public relations activities on behalf of the Club.
  - 4.2.10 The Website & IT Coordinator leads the Web Team and researches IT solutions for the Club. In coordination with the rest of the Executive Committee, she is responsible for the legal content of the BIWC website.
- VI. 4.3 Resolutions of the Executive Committee
- 4.3.1 The Executive Committee takes its resolutions at Executive Committee Meetings, which are convened by letter, by other text form or by telephone, by the President, or in case of her absence by the Vice President. In case of matters requiring urgent attention a notification of three days must be given, except in the case of unanimous agreement of all Executive Committee members to a shorter notice period. The

Executive Committee is competent to pass a resolution if a majority of the Executive Committee is present. The majority of given valid votes decides upon a resolution. In case of a tie, the Chair of the meeting may cast the deciding vote. The President chairs Executive Committee meetings. In case of her inability to attend, the Vice President takes the chair. For the purpose of proof, the minutes of the Executive Meeting are to be entered in the minutes' book and to be signed by the Secretary and Chair. The record shall include place and time of the Executive Committee meeting, the name of the attendees and apologies, the resolutions that were taken and the result of the voting. The Secretary administers the minutes.

- 4.3.2 A resolution of the Executive Committee may be taken in writing if all members of the Executive Committee declare their consent to the matter that has to be settled.
- 4.3.3 No one person may be elected to serve in more than one Executive Committee position at a time.

VI. 4.4 General Membership Meetings

- 4.4.1 Each member has one vote at the General Membership Meeting.
- 4.4.2 The General Membership Meeting is responsible for the following:
  - i. Approval of the budget set up by the Executive Committee for the business year, acceptance of the audited annual financial reports of the Executive Committee, and discharge ("Entlastung") of the Executive Committee.
  - ii. Expenditures of more than €500 over and above the approved budget.
  - iii. Election of the new Executive Committee members and the internal auditors ("Kassenprüferinnen").
  - iv. Resolutions regarding a change of the Constitution and the disbandment of the Club.

VI. 4.5 Convening ("Einberufung") of the Annual General Membership Meeting

- 4.5.1 The Annual General Membership Meeting shall take place in the first half of the business year. The Executive Committee convenes the Annual General Membership Meeting by sending a written letter of invitation and Agenda at least two weeks prior to the scheduled date of the meeting. The given time of two weeks starts the day after sending the letter of invitation and Agenda. The letter of invitation and Agenda are considered as being received by the member when they have been sent to the latest address given to the Club by the member in writing. The Executive Committee sets the Agenda.
- 4.5.2 Each member can apply in writing to the Executive Committee for additions to the Agenda at the latest one week before the Annual General Membership Meeting. The additions have to be announced by the Chair at the beginning of the Annual General Membership

Meeting. The members decide upon additions to the Agenda that are requested during the meeting.

VI. 4.6 Convening ("Einberufung") of Extraordinary General Membership Meetings

The Executive Committee must convene an Extraordinary General Membership Meeting if it is in the interest of the Club, or if one-tenth (1/10) of the members apply for it in writing with indication of the purpose and the reasons.

VI. 4.7 Resolutions of the General Membership Meetings

4.7.1 General Membership Meetings are chaired by the President, in case of her absence, by the Vice President, and in case of her absence, by the Treasurer. If, however, no member of the Executive Committee is present, the members present appoint a Chair for the meeting. For the elections, the function of chairing a meeting can be entrusted to a member of the Nominations Committee for the period of voting and attendant discussions.

4.7.2 General Membership Meetings are competent to pass resolutions. The members are informed of these resolutions in writing at least two weeks prior to the vote. The resolutions must be approved by a majority of those voting.

4.7.3 General Membership Meetings may pass resolutions with a simple majority of given valid votes. However, in order to change or annul the Constitution of the Club, a majority of two-thirds (2/3) of the given valid votes is required.

4.7.4 Each member who receives more than half of the valid given votes at elections is elected. If no one has received more than half of the valid given votes, a final ballot is carried out between the candidates who received the majority of the votes. The one that then receives the majority of the votes is elected. The Chair draws lots in case of equal votes in order to reach a final decision.

4.7.5 Minutes have to be written regarding the resolutions of General Membership Meetings, which have to be signed and administered by the Chair.

VI. 4.8 Elections

4.8.1 Elections will be held at the Annual General Membership Meeting according to paragraph VI.4.5.1 or at an Extraordinary General Membership Meeting, which will be called for this purpose.

4.8.2 When elections are held at the Annual General Membership Meeting, candidates are presented by the Nominations Committee and a request for nominations from the floor shall be made.

4.8.3 The manner of voting is determined by the Chair. The voting must be carried out in writing if one-third (1/3) of the members present apply for it.



- 4.8.4 Any member unable to attend the elections is entitled to a postal or proxy vote.
- VI. 4.9 Disbandment of the Club
  - 4.9.1 The disbandment of the Club can only be approved if at least a two-thirds (2/3) majority of the valid votes at a General Membership Meeting support the decision.
  - 4.9.2 If not decided otherwise at a General Membership Meeting, the President, the Vice President and the Treasurer act together as representative liquidators.
  - 4.9.3 Unless otherwise decided at a General Membership Meeting, in case of disbandment of the Club or loss of its tax-privileged status ("Gemeinnützigkeit"), all assets remaining after payment or satisfaction of all liabilities go to Hestia e.V. (women's shelter), which needs to use them immediately and exclusively for non-profit purposes.
- VI. 4.10 The above regulations become effective in case of disbandment of the Club for any other reason or the Club's release of liability.
- VI. 4.11 The Executive Committee in terms of §26 BGB is authorised to make changes and additions to the Constitution in order to clarify any part thereof for the Vereinsregister (Register of Associations) and finance offices, in the event they should raise objections to the Constitution.

*This translation of the Constitution, approved at the General Membership Meeting on 25 March 2013, supersedes the 1997 version.*

*In accordance with §71 BGB, the Executive Committee members' signatures below certify the accuracy and completeness of the Constitution.*

*outgoing EC*

*incoming EC 2013*

*President:*

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*Vice President:*

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*Treasurer:*

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*Secretary:*

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*Newsletter Editor:*

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*Social Events Coordinator:*

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