

# Statutes of the Baltic Sea Academy

Draft

## Preamble

Since 2005 universities from the Baltic Sea Region cooperated with the Hanseatic Parliament in the context of different EU funded projects. A common aim is the intensifying of the international cooperation in teaching and research as well as carrying out concrete promotional measures for the medium-sized businesses. Till now without institutional form of its own, this cooperation pursues the target to support the development of a strong region in the historical room of the Hanseatic League, stressing out the cultural variety and supporting the research and teaching for the small and medium-sized companies, in particular the skilled crafts. There is a high need for a firm cooperation and realization of common teaching and research projects between the universities and from the medium-sized economy to the welfare of the general public in the Baltic Sea Region. To consolidate this cooperation, the incorporated association "Baltic Sea Academy" is founded as an institutional basis.

## § 1 Name, registered office, legal form

- (1) The organization is named "Baltic Sea Academy". After the intended entry into the organization register with the annex "e.V." ("eingetragener Verein").
- (2) The organization has its domicile in Hamburg, Germany, and has to be registered with the organization register.
- (3) The financial year is the legal year.

## § 2 Purpose of the organization

- (1) The organization "Baltic Sea Academy" pursues exclusively and directly - charitable purposes according to the chapter "tax privileged purposes" of the German Abgabenordnung (tax code). The promotion of teaching and research as well as the international cooperation between academic institutions in the Baltic Sea Region for this is the purpose of the organization.
- (2) The purpose of the organization consists in the common support, arranging and implementation of teaching programmes and research projects between the members of the formation who shall be realized in cooperation with the medium-sized economy). The target cooperation shall count both on the teaching and on concrete research and development tasks. In conclusion the following is scheduled under this:

## 1. Teaching

- a. Experience and information exchange, development of curricula, exchange of professors and students as well as implementation of common seminars and events;
- b. Further development of bachelor and master courses of studies, corresponding to the process of Bologna. A special main emphasis is the common realization of dual study courses, which connect academic studies with a vocational education or a professional occupation. Such courses of studies shall particularly be developed and carried out for the target group "medium-sized economy" for different special disciplines (e.g. technology, business administration, design, environment and energy etc.).

## 2. Research and Development

- a. Experience and information exchange, development of a coordinated division of labour with specialization at the individual locations, common work on concrete projects;
- b. Innovation, technology and knowledge transfer in cooperation with chambers and associations;
- c. Implementation of applied research and development tasks, oriented at the concrete needs of the medium-sized economy.

- (3) The purpose of the association is particularly fulfilled by the implementation of scientific events and research projects in the context of publicly funded projects with the help of voluntary donations, revenues from events as well as the personal use and public relations by the organization members for the purposes of the organization.
- (4) A legal obligation to the implementation of common work - as described under § 2 para. 2 - does not arise from this statute and only from direct agreements between the members e.g. in the context of projects carried out jointly.

## § 3 Non-profit character

- (1) The association pursues exclusively and immediately charitable purposes according to the German tax code. The association is acting selflessly with a non-profit character and does not primarily pursue an economic purpose of its own.
- (2) The association promotes selflessly the general public on a material and intellectual field, particularly through
  - a) the promotion of science and research;
  - b) the promotion of the education and vocational training including the support of students;
  - c) the promotion of an international Ethos, the close tolerance in all fields of the culture and the international mutual understanding between countries
- (3) The funds of the association may only be used for statute-like purposes. The members do not get any cares from funds of the body. The members particularly do not

get any quotas of the surplus. Any function within the association shall be carried out in an honorary capacity.

- (4) No person shall be favoured by payments that do not correspond to the statutes or disproportionately high remunerations. The members of the association do not get any shares of profits or any other funds from the association itself.
- (5) For the attainment of the purpose the association strives for the implementation of common projects. These projects shall be financed by public funds, in particular from EU funds, such as the 7th research framework programme. Alone the necessary costs for the implementation of these projects will be financed. Profits may not be gained. Payments to members are carried out alone in the context of the project funds provided for that reason.

#### **§ 4 Membership**

- (1) Full members of the association can be educational institutions like universities, universities of applied science and similar academic organisations as well as institutions which devote themselves to the promotion of small and medium-sized enterprises in the areas of teaching and research. A full member is further the Hanseatic Parliament as a representative of the medium-sized economy. Furthermore persons and associations whose experience or influence can be of interest to realise the purpose of the Baltic Sea Academy can become promoting or honour members.
- (2) The application for membership has to be addressed to the executive board in written form and implies the agreement with the statutes of the Baltic Sea Academy. The general meeting decides about the membership. With the acceptance of the application the members oblige themselves to support the tasks of the association. In the case of the rejection of the application for membership the applicant can file a written complaint within a month after admission about which is decided in the next proper general meeting of the association. The final decision is delivered to the applicant in writing.
- (3) A membership can not be claimed.

#### **§ 5 Expiration of membership**

- (1) The membership expires
  - a. with the death (individual persons) or the dissolution/expiration of the legal personality (legal entity) of the member,
  - b. by leaving or
  - c. by exclusion from the association.
- (2) The application to leave shall be made by a written statement to the executive board. The leaving can only be declared the end of a legal year, whereas a period of notice of three months has to be observed at the end of the year.

- (3) A member can be excluded from the association by a majority vote of the executive board , if the member
- a. in case a membership fee has been agreed by the members meeting and the member has not made the payment for more than six months and has been reminded in written form with a deadline of at least four weeks has
  - b. has damaged the association or otherwise violated its interests seriously
  - c. any other important reason

Before decision making about the exclusion of a member, the respective member shall be given the opportunity for a statement. The resolution on the exclusion must be justified in written form and sent to the member. The member to be excluded can call the next upcoming general meeting of members against his exclusion which then decides on the final exclusion. Until the decision of the general meeting, all rights of the member to be excluded rest.

## **§ 6 Membership fees**

The general meeting can decide about the imposition of an annual membership fee with a  $\frac{3}{4}$  majority. This imposition of a membership fee can particularly be carried out if fees are necessary to carry out publicly funded common projects or apply for such projects. If this happens, the following applies:

- a. The members can decide about the amount of their membership fee, but it may not be below the amount fixed by the general meeting.
- b. For the year of the entrance into the association the full membership fee has to be paid. The fixing of the maturity and method of payment of the fee is incumbent to the executive board. The executive board can determine in well-founded individual cases that the fee can be reduced or given in-kind.

## **§ 7 Organs of the association**

- (1) Organs of the association are the executive board and the general meeting of members.
- (2) The general meeting can decide on the formation of additional organs of the association if necessary.

## **§ 8 Executive Board**

- (1) The executive board of management within the meaning of Section 26 of the German Civil Code [BGB] shall be comprised of the first chairperson (chairman) and a first vice-chairman and a second vice-chairman (deputies).

- (2) The members of the board shall be elected by the meeting of the members for a period of three years from the candidates proposed by the members of the association; re-election shall be permissible. Persons who are not members of the association may also become members of the board of management. The term of office of a member of the board shall end with the takeover of office by his elected successor.
- (3) The chairperson shall manage the business of the association and chairs the meeting of the members. In particular, he has the following tasks:
  - a. Preparation and implementation of promotional measures and completion required contracts in this context;
  - b. Preparations for the general meetings and list of the agendas;
  - c. Convention of the general meeting;
  - d. Management of the general meeting by the chairman (or one of the acting chairmen);
  - e. Execution of the resolutions of the general meeting;
  - f. Information of the members about the association matters particularly by preparation of an annual report;
  - g. Completion and cancellation of contracts of employment;
- (4) The chairperson is exclusively, the two deputies are conjointly authorised to legally represent the association. Their actions shall be guided by the aims of the association and in particular take the statute and the resolutions of the members' meeting into consideration.
- (5) The executive board generally takes its resolutions at the board meetings, that is convened by the chairman or in case of his prevention, by the two deputies with equal rights in writing, by telephone or by e-mail. A communication of the agenda is not required. A notice of general meeting of a week has to be adhered. The executive board is quorate if at least two members of the executive board are present. At the decision making the majority of the cast valid votes decides. The vote of the meeting manager decides at tie. A board resolution can be taken hold of on a written way if all members of the executive board give their consent to the regulation to be decided on. About the resolutions of the executive board a protocol must be recorded and has to be signed by the meeting manager.

## **§ 9 General meeting**

- (1) The general meeting of members is a topmost organ of the association. In the general meeting every member has a vote. For the exercise of the right to vote another member of the association can be authorized. The written authorization has to be separately assigned for every general meeting. A member may not represent any more than three strange votes.
- (2) The general meeting is responsible for the following tasks:
  - a. Receipt and authorization of the annual report of the executive board;

- b. Authorization of the annual invoice and granting discharge of the executive board;
  - c. Vote and dismissal of members of the executive board;
  - d. Fixing amount of membership fee, in particular the minimum amount;
  - e. Decision making about the admission of new members
  - f. Decision making about the complaint against the rejection of an application for membership as well as the appeal against a debarment resolution by the executive board;
  - g. Appointment of honour members;
  - h. Decision making about basic decisions for the promoting policy of the association.
- (3) The convention and management of the general meeting is made by the chairman at the prevention through one of the two deputies chairpersons. The convention must be carried out under detail of the agenda by e-mail at least two weeks before the day of the assembly. The period starts with the day following on the despatch of the convention. An extraordinary general meeting must be called if a third of the members under detail of the reasons makes a written application to the executive board.
- (4) Every member of the general meeting can apply at the board for the completion of the agenda in writing, not however amendments of the statute, until a week before the day of the general meeting. The agenda has to be correspondingly completed by the chairman of a meeting at the beginning of the general meeting. The general meeting concludes over applications for completion of the agenda which are made only in the general meeting. A majority of three quarters of the cast valid votes is required for the acceptance of the application.
- (5) Any duly called general meeting is quorate, if at least a third of the members entitled to vote is present. If this is not reached, a second general meeting can be called without compliance of a period which is, independently of the number of present members entitled to vote, is then quorate. The general meeting takes hold with a simple majority of the cast votes of resolutions as far as by law or this statute no divergent majorities are specified. Abstinenances are judged to be not present votes. The vote of the chairman of a meeting decides at tie. In elections the lot decides at tie. The chairman of a meeting determines the vote type. Elections take place in writing and secretly, if the general meeting does not decide on another type of vote.
- (6) Minutes of the meeting of members shall be recorded and signed by both the recorder of the minutes and the chairperson of the respective meeting. These minutes shall be made accessible to the members in suitable form within eight weeks after the meeting. Objections to these minutes may only be raised within one month after this period.

## **§ 10 Financial year, audit**

- (1) The financial year is the legal year.
- (2) The audit of the association is carried out by a tax consultant or auditor, who checks the use of the association funds and the order of the bookkeeping of the association as well as the annual final settlement of every year. The general meeting must be informed about this annual report in writing.

**§ 11 Amendments of the statute, assets at dissolution**

- (1) A planned amendment of the statute must be announced as an agenda item in the invitation to the general meeting. The dissolution of the association can be decided on only in a general meeting called with this agenda specifically. Resolutions about amendments of the statute or the dissolution of the association require a majority of three quarters of the cast valid votes.
- (2) Every amendment of the statute has to be announced to the competent tax authority and the association register by sending the changed statute 1). Amendments or completions of the statute which are stipulated by the competent authority or registry are realized by the executive board and do not require any decision making by the general meeting. The members have to be informed in the next invitation to the general meeting at the latest.
- (3) At cessation of the previous charitable purpose the association property has to be used for tax privileged purposes and needs consent of the competent authority.

This statute was agreed upon in the inaugural meeting of .....

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Place, Date

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Institution

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Signature

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Institution

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Signature