

I. General

§ 1 Name, seat and fiscal year

- (1) The name of the association is "Hertie Student Association"¹.
- (2) The association will be registered in the register of associations at the Berlin-Charlottenburg Local Court. The phrase "eingetragener Verein" (e.V. - registered association) will be added to the name.
- (3) The seat of the association is Berlin.
- (4) The fiscal year begins on 1 September and ends on 31 August.
- (5) The persons referred to in the following articles may be male or female. Solely for the sake of clarity and ease of reading, only one gender article has been used (in the German version).

§ 2 Purpose

- (1) The purpose of the association is the promotion of general, adult and vocational education, including student support, international views, tolerance in all matters of culture and international understanding among the student body at the Hertie School of Governance, including through other charitable organisations or public law entities pursuant to § 58 no. 1 AO, as well as the procurement of the funds necessary for achieving such purpose.
- (2) In particular, the articles' purpose is achieved by the following aims of HSA:
 - a. to represent and protect the interests of the students of the Hertie School of Governance GmbH² vis-a-vis the school and the public through a project-specific commitment. This is done in particular through
 - i. regular member meetings at which the aims and the interests of the students are discussed;
 - ii. an ongoing dialog between HSA, school and the public;
 - b. the provision of personal, financial and logistic resources for activities to offer academic support and extracurricular involvement to students in particular in the following areas:

¹ "Hertie Student Association" is abbreviated in the following as "HSA".

² "Hertie School of Governance GmbH" is abbreviated in the following as "HSoG"

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- i. support in academic matters (personal advice and provision of information material);
 - ii. member groups with social, cultural, language and athletic objectives;
 - c. the extracurricular education and further training of HSoG students by
 - i. organizing events with representatives from the realms of politics, experts, scientists, other students or personalities;
 - ii. the promotion of integration and a sense of community of all students by establishing and maintaining contact between former and potential future students of HSoG and holding events for students and former students, in particular events serving cultural purposes and education and training.
- (3) If the association is dissolved or suspended, or should its purpose lapse, the assets of the association will fall to HSoG, which will use it exclusively for tax-privileged purposes.

§ 3 Charitable nature

- (1) In the context of its tasks under these articles, the association will only pursue charitable purposes within the meaning of the section "tax-privileged purposes" pursuant to §§ 51 et seq. AO. The association's activities are altruistic; its primary goal is not the pursuit of its own economic interest.
- (2) Assets and means of the association shall only be employed for objectives set out in the articles. All positions within the association are voluntary work. The members do not receive any funds from the association and do not share in the assets of the association.
- (3) The association may not provide benefits to anyone by way of expenditures which do not serve the purpose of the association or through excessively high payments.

§ 4 Membership

- (1) All enrolled students at the HSoG and guest students of foreign partner schools may become members for the duration of their visit to HSoG. A student³ joins HSA by submitting a signed declaration of membership. The declaration of membership may also be submitted electronically⁴.

³ In the following, use of the masculine form in reference to persons expressly includes women in the respective function.

⁴ Electronic submission includes email or through a post on the intranet of HSoG.

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- (2) Individuals, legal entities as well as associations of individuals with legal capacity under German law may become sponsoring members, if the board deems that they have a special affinity to the objectives of the association. If the sponsoring member is a legal entity or an association of individuals with legal capacity under German law, it shall notify the association of a natural person as a contact, which shall be authorized to accept and make declarations on account of the sponsoring member vis-a-vis the association. The membership declaration shall be submitted to the board in writing.
- (3) At the board's proposal, the member's assembly may make persons honorary members who have made an outstanding contribution to HSoG, its idea or this association.

§ 5 Termination of membership

- (1) Membership ends upon withdrawal, exclusion, exmatriculation by HSoG, death, or the breakup of the association.
- (2) The membership of students who enter a doctorate program at the HSoG immediately after their master's studies does not end with the exmatriculation by HSoG at the end of the master's program. If the membership does not end in accordance with § 5 (1) var. 1 or 2, these students remain members of HSA until they are exmatriculated by HSoG after the end of their doctorate.
- (3) Members withdraw by submitting a written declaration to the board. The withdrawal declaration becomes effective at the end of the current fiscal year.
- (4) A member may be expelled from the association if his conduct grossly violates the interests of the association. Such expulsion must be decided by the members' assembly. The affected member reserves his right to go to court in order to review the members' assembly's decision. His reference to court has a suspensive⁵ effect until the court's decision comes into effect.

§ 6 Members' rights and obligations

- (1) Ordinary members and honorary members may vote in the members' assembly. They are entitled to submit proposals to the board and the members' assembly.
- (2) Members shall
 - a. promote the objectives of the association to the best of their ability,
 - b. pay the membership fee adopted by the members' assembly as it falls due.

⁵ Aufschiebende Wirkung \ suspensive effect means that the affected member cannot be expelled until the court's final, legally binding decision.

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§ 7 Membership fees

- (1) The members' assembly shall adopt a membership fee payable periodically by the ordinary members at least for the fiscal year following the members' assembly.
- (2) In addition to the membership fees, the association may accept monetary donations and donations in kind as well as other donations.

§ 8 Bodies of the association

The bodies of the association are the members' assembly and the board.

II. Members' assembly

§ 9 Members' assembly and voting

- (1) At least one ordinary members' assembly shall be held each year. The board shall convene the assembly by written or electronic invitation, communicating the agenda, no less than eight working days before the day of the assembly which is to be chaired by the president or his deputy.
- (2) A members' assembly has a quorum if at least 10 percent of the ordinary members are present.
- (3) The members' assembly shall be responsible, in particular
 - a. to accept the annual reports of the board and the financial report as well as the report of the financial auditor,
 - b. for the election and granting of discharge to the board,
 - c. for the election and granting of discharge to the financial auditor,
 - d. for the vote on the amount of the periodic membership fees.
- (4) The members' assembly adopts resolutions by the vote of a simple majority of the members in attendance.
- (5) Minutes shall be taken of each members' assembly, which shall be signed by the president and the secretary, who shall be designated by the chair of the assembly. A written or electronic copy of the minutes shall be sent to the members.

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- (6) By way of derogation from the above provisions, a vote outside of a members' assembly shall be valid if at least a quarter of all ordinary members give their written or electronic approval for a resolution. The invitation to vote to the members should include detailed information on the issue to be decided and its background. The vote shall be submitted to the president; the deadline set for the vote must be no less than five working days.

§ 10 Dismissal of the board by vote

- (1) The dismissal of the board by vote may be proposed by a written petition submitted by no less than 5 percent of all members. The board shall convene an extraordinary members' assembly within five working days. If a two-thirds majority of the votes cast by all members is in favor of dismissing the board, the board shall immediately convene a members' assembly for the election of a new board and resign afterwards, no later than within 10 working days.
- (2) No vote of confidence is allowed against individual members of the board.

III. Board

§ 11 Composition and management of affairs

- (1) The board consists of a president, the vice-president, the treasurer and a changing number of student representatives. Nobody may hold more than one position at a time.
- (2) Each member of the board is entitled to represent the association at court and out of court in accordance with § 26 BGB (German Civil Code). In doing so, each member is exempted from the restrictions of § 181 BGB.
- (3) The members of the board are elected for a term of one year. They may be re-elected. The members of the board remain in office after their term ends until a new board is elected.
- (4) The term of a member of the board ends when he leaves the association. If a member of the board leaves the association before his term ends, the remaining members of the board shall elect a substitute member for the rest of his term, unless the member in question is the president. In this event, a new board shall be elected within 10 working days.
- (5) The provisions of § 11 (2) to (4) do not apply for the student representatives.

§ 12 Student representatives

- (1) The students of HSoG participate in the association via the student representatives, who are elected at the beginning of each fiscal year in accordance with the school by-laws of HSoG.

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They shall in particular deal with academic issues and the welfare of the students at the HSoG and represent the interests of their cohort.

- (2) Their membership in the board of HSA ends at the end of their regular term as student representatives.

§ 13 Board resolutions

- (1) The board adopts resolutions by majority votes. In the event of a tie, the vote of the board president shall be decisive. The board may delegate management of the association's day-to-day affairs to one of its members or a managing director.
- (2) The president, the vice-president and the treasurer each have one vote. The student representatives of the M.P.P. students have one vote per year (in total two votes). The student representatives of the E.M.P.M. students have, in total, one vote. Likewise, the student representatives of the PhD students have, in total, one vote.

§ 14 Right of veto

If the president, the vice-president and the treasurer are all of the opinion that a decision of the board goes against the aims and interests of HSA, they have the right to veto such decision. In such an event, they shall jointly send a written statement on their reasoning to all the members and fix the date of an extraordinary members' assembly within eight working days. The members' assembly may override their veto with a vote by a two-thirds majority of the ordinary members in attendance.

IV. Finances

§ 15 Budget

- (1) The board shall adopt a budget at the beginning of each fiscal year.
- (2) The expenditures contemplated in the budget must be funded by revenue from fees, other donations or any reserves.

§ 16 Financial audit

- (1) The members' assembly elects two financial auditors for the term of the board, who may not be members of the board.
- (2) The financial auditor shall audit the finances of the association including all accounts, accounting records and supporting documents and reports his findings to the board and the members' assembly. The audit concerns the accurate accountancy of the association's affairs, not the usefulness of expenditures made on behalf of the association.

V. Final Provisions

§ 17 Amendment of the articles and dissolution of the association

- (1) Resolutions on amendments of these articles require a two-third majority of the members in attendance; in addition at least 10 per cent of all members must be present. In votes on amendments of these articles, an absent member may be represented by another member with a written power of attorney. § 17 (4) and (5) shall remain unaffected.
- (2) An amendment of the articles purporting to abolish the charitable purpose of the association in accordance with § 3 of these articles is invalid.
- (3) Amendments of the articles relating to the tax treatment of the association by the competent tax authorities shall be notified to such authorities immediately after the vote and the entry of the change into the register of associations.
- (4) The association may be dissolved only by an extraordinary members' assembly convened specifically for this purpose and requires a two-thirds majority of all members. The invitation to the members' assembly must make specific mention of the discussion and vote on the dissolution of the association.
- (5) In the vote on the dissolution of the association, voting rights may not be delegated.

§ 18 Salvatorian Clause

Should individual provisions of these articles including this provision be invalid in whole or in part, or should these articles contain an omission, this shall not affect the validity of the other provisions or parts of such provisions. The ineffective provision shall be replaced retroactively with a regulation coming as close as possible to the content and purpose of the intended regulation.

§ 19 Coming into effect

These articles enter into effect on the day after the last founding member has put his signature under the articles.