Statutes

of the registered Association
German Foundation for
International Legal Cooperation

(Deutsche Stiftung
für internationale rechtliche
Zusammenarbeit)

(adopted in Bonn on 11 May 1992
by the Assembly of Founding Members;
amended on 20 October 1994
by the Second Ordinary General Meeting;
amended on 13 November 1996
by the Fourth Ordinary General Meeting;
amended on 9 November 2015
by the Twenty-Third Ordinary General Meeting
amended on 7 December 2016
by the Twenty-Fourth Ordinary General Meeting
amended on 26 November 2018
by the Twenty-Sixth Ordinary General Meeting)
I. Basic provisions

Section 1
Name, entry
(1) The Name of the Association shall be "German Foundation for International Legal Cooperation" (Deutsche Stiftung für internationale rechtliche Zusammenarbeit e.V.). The Association shall be referred to by the abbreviation "IRZ e.V.".
(2) The Association is entered in the Register of Associations of Bonn Local Court.

Section 2
Seat, business year
(1) The seat of the Association shall be Bonn.
(2) The business year shall correspond to the calendar year.

Section 3
Objective of the Association
(1) The Association shall exclusively and directly pursue non-profit-making objectives within the meaning of the Part of the Tax Code (Abgabenordnung) which relates to "Objectives enjoying favourable fiscal treatment". The objective of the Association shall be to promote and maintain international cooperation in the legal field in the context of understanding between peoples, in particular to support foreign states in transition to a social market economy in the legislative field, and in creating a system of the administration of justice, as well as to promote studies and research in this field.
(2) The objective of the Association shall be implemented at home and abroad, in particular by appointing and seconding experts, by providing consultation and further training to experts, by mediating in the award of and by awarding grants and trainee positions, by drafting reports, by exchanging documentation and by forwarding texts of statutes.

Section 4
Finance
(1) The Association shall act altruistically; it shall not primarily pursue its own economic goals.
(2) The Association shall be financed from Members' subscriptions, donations and public subsidies.
(3) The Association may acquire assets in order to promote the objectives of the Association.

Section 5
Use of funds
(1) The funds of the Association may be used only in pursuance of the objectives set out by the Statutes. The Members shall not receive any benefits from Association funds.
(2) No person may be placed at an advantage by virtue of expenditure alien to the objective of the Association, or by disproportionally high payments.

Section 6
Binding of assets
(1) On dissolution of the Association, or in the event of objectives enjoying favourable fiscal treatment ceasing to apply, the assets shall be assigned to the Federal Republic of Germany,
which shall use them exclusively and directly for objectives enjoying favourable fiscal treatment.

(2) Resolutions relating to the future use of the assets may not be implemented until the approval of the fiscal authorities has been obtained.

Section 7
Bodies of the Association
The bodies of the Association shall be
1. the General Meeting,
2. the Board of Trustees, and
3. the Board.

II. Membership

Section 8
Ordinary Members
Ordinary Members shall be
1. natural and legal persons as well as other associations of individuals with legal capacity from various sectors of the legal and economic life of the Federal Republic of Germany, who shall have applied for admission and be elected by the Board of Trustees,
2. one Member each of the parliamentary coalitions of the German Federal Parliament (Deutscher Bundestag), whom each parliamentary coalition may nominate for the duration of one legislative period, and
3. one Member of the European Parliament, whom the latter may nominate for the duration of its legislative period.

Section 9
Ancillary Members
Ancillary Members with no voting rights shall be the natural and legal persons as well as associations of individuals with legal capacity elected by the Board of Trustees who may possess special experience in the fields of law, legislation, economics or legal practice, or who may be particularly well suited by virtue of their personality to promote the objective of the Association.

Section 10
Commencement and termination of membership
(1) Membership shall be established at the request of the concerned party by resolution of the Board of Trustees.
(2) Membership shall lapse
1. by virtue of retirement declared in writing,
2. by virtue of exclusion, or
3. by virtue of death, or in the case of legal persons by virtue of dissolution.
Section 11
Exclusion of a Member
(1) A Member may be excluded by a resolution of the General Meeting as a result of detriment to the reputation or the interests of the Association, or for another important reason.
(2) The Member shall be heard prior to the resolution being adopted.
(3) The resolution relating to exclusion shall be communicated to the Member in writing.
(4) An appeal to the General Meeting shall be admissible within the period of one month.
(5) All offices held by the Member in the Association shall lapse on communication of exclusion.

III. General Meeting

Section 12
Tasks
The General Meeting shall have the following tasks:
1. to advise and to give recommendations regarding the principles of the work of the Association,
2. to adopt resolutions relating to amendments to the Statutes,
3. to take receipt of the Annual Financial Statements and of the Annual Report of the Board,
4. to adopt resolutions relating to the formal approval of the actions of the Board,
5. to exclude Members,
6. to elect members of the Board of Trustees,
7. to set Members' subscriptions, and
8. to elect the auditor.

Section 13
Ordinary General Meeting
(1) The President shall call one Ordinary General Meeting per year.
(2) The Members shall be invited in writing at least six weeks prior to the date of the Meeting, stating the provisional agenda.

Section 14
Motions
(1) Motions to the Ordinary General Meeting shall be submitted at the latest three weeks prior to the Meeting, stating written reasons. This shall not apply in respect of motions for amendments relating to existing motions.
(2) The President shall forward the final agenda to the Members at the latest two weeks prior to the Ordinary General Meeting.

Section 15
Extraordinary General Meeting
(1) The President may call an Extraordinary General Meeting.
(2) The President shall be obliged to call an Extraordinary General Meeting if at least one-quarter of all or of the Voting Members so requests in writing, stating the purpose and reasons. In this case, the Members shall be invited in writing, stating the agenda, at least four weeks prior to the date of the Meeting.
(3) Section 14 shall apply mutatis mutandis.
Section 16
Participation of the Board of Trustees
The members of the Board of Trustees and of the Board shall be invited to the General Meetings. They are to attend and shall have advisory capacity.

Section 17
Chair
The President shall take the Chair at the General Meeting.

Section 18
Voting rights
Each Ordinary Member present shall have one vote in the Meeting. A legal person or another association of individuals with legal capacity may be represented by a proxy appointed in writing.

Section 19
Quorum
(1) The General Meeting shall be quorate if at least one-quarter of the Voting Members is present.
(2) If there is no quorum, the President must call a new General Meeting one hour later in accordance with Section 15. This General Meeting shall be quorate irrespective of the number of Members present. Sections 20 and 25 shall remain unaffected thereby.

Section 20
Majority of votes
Unless otherwise set out by the Statutes, all resolutions of the General Meeting shall be passed by a simple majority of Voting Members present.

Section 21
Amendments to the Statutes
(1) Amendments to the Statutes shall require a majority of three-quarters of the Voting Members present and half of all Voting Members.
(2) Amendments to the objective of the Association shall require a majority of four-fifths of all Voting Members.
(3) Amendments in accordance with paragraphs 1 and 2 shall not become effective until approved by the Federal Minister responsible for Justice.

Section 22
Addition to the agenda
The agenda may be added to during the General Meeting by virtue of privileged motions; this shall not apply to motions for amendments to the Statutes, nor to the dissolution of the Association. A supplement shall be conditional on the approval of two-thirds of the Voting Members present. No addition shall be required for motions to amend the existing motions.

Section 23
Minutes
Minutes shall be produced of the resolutions of the General Meeting, to be signed by the President and the Secretary. Derogating opinions shall be included in the minutes on request.
Section 24
Exclusion from participation
A Member may not participate in the deliberations or in voting if his/her personal affairs are concerned thereby.

Section 25
Dissolution of the Association
(1) The Association shall be dissolved by a resolution of the General Meeting, passed with a three-quarters majority of the Voting Members present and half of all Voting Members.

(2) In derogation from Section 13 paragraph 2, the Board of Trustees must issue written invitations to a General Meeting that is to decide on dissolution two months prior to the meeting.

(3) In order to prove the invitation, the Board may confirm in the General Meeting that it sent by registered mail an invitation to the Members, stating the agenda, at the request of the President.

IV. Board of Trustees

Section 26
Tasks
(1) The Board of Trustees shall have the following tasks:
   1. to elect the Ordinary Members in accordance with Section 8 paragraph 1 No. 1 and the Ancillary Members of the Association,
   2. to appoint and dismiss the Board, which shall require the approval of the Federal Minister responsible for Justice, and to supervise the activities of the Board,
   3. to represent the Association in and out of court in respect of the Board,
   4. to adopt resolutions regarding the guidelines for the work of the Association,
   5. to adopt resolutions regarding medium- and long-term planning prepared by the Board,
   6. to adopt resolutions regarding the draft economic, financial, staff and investment plans formulated by the Board,
   7. to establish the Annual Financial Statements and approve the Annual Report of the Board, as well as to make recommendations to the General Meeting as to approval of the actions of the Board,
   8. to issue Rules of Procedure of the Board.

(2) At the request of the President or of the Board of Trustees, the Board shall provide the former with information regarding all matters concerning the management of the Association.

Section 27
Members of the Board of Trustees
(1) The Board of Trustees shall consist of:
   1. the President,
   2. eight Members to be elected by the General Meeting from among the Members of the Association pursuant to Section 8 No. 1 for the period of two years; instead of a Member of the Association who is a legal person or another association of individuals with legal
capacity, it is possible to elect one of the members of their executive board, who is authorized to act as a representative pursuant to the Statutes, or a person who is authorised to represent such legal person or association for the election period; the election shall be held by secret ballot if a Member of the Association so requests,

3. the Chairperson of the Committee in charge of Legal Issues of the German Federal Parliament or a permanent representative nominated by the latter,

4. the Chairperson of the Committee in charge of Budgetary Issues of the German Federal Parliament or a permanent representative nominated by the latter,

5. three Members nominated by the Conference of Ministers of Justice of the Länder of the Federal Republic of Germany for two years each,

6. two Members nominated by the Federal Minister responsible for Justice,

7. up to five Members who may be nominated by the Federal Minister of Justice, in agreement with the President and the Vice-Presidents, for two years each, and who by virtue of their personality, field of activity or professional experience, in particular in the areas of law or of the economy, appear especially well suited to support the objective of the Association, and

8. four Members nominated by the Federal Foreign Office, the Federal Minister responsible for Finance, the Federal Minister responsible for Economics and the Federal Minister responsible for Economic Cooperation, for two years each.

A Member may only be represented by another Member.

(2) If no Members have been nominated in accordance with paragraph 1 No. 5, their tasks shall be carried out in the intervening period by the Chairperson of the Conference of Ministers of Justice of the Länder of the Federal Republic of Germany for the period until such nomination.

(3) All necessary subsequent elections or nominations shall be effected for the remaining duration of the respective term of office.

(4) The Members of the Board of Trustees shall act on an honorary basis. All and any expenses incurred shall be reimbursed in accordance with the provisions of the Federal Travel Expenses Act (Bundesreisekostengesetz).

Section 28
Election of the President

(1) The Board of Trustees shall elect its President, who need not belong to the Association, and two Vice-Presidents, for a period of two years.

(2) The election of the President and the Vice-Presidents shall require the approval of the Federal Minister responsible for Justice.

(3) In the event of a re-election, the previous President and the Vice-Presidents shall remain in office until confirmation of the successors by the Federal Minister responsible for Justice.

Section 29
Tasks of the President

The President shall have the following tasks in addition to the other tasks named in the Statutes:

1. He/she shall represent the Association, irrespective of the statutory power of the Board to represent it.

2. He/she shall call and chair meetings of the Board of Trustees.

3. He/she shall represent the Board of Trustees between the meetings.
4. In the event of decisions of the Board that cannot be postponed requiring the approval of the Board of Trustees, he/she may give approval in place of the Board of Trustees. In such cases he/she shall inform the Board of Trustees without delay.

5. In particularly urgent cases, he/she may effect decisions of the Board of Trustees by circulating the agenda amongst the members of the Board. He/she shall decide that a resolution of the Board of Trustees has come into being if the majority of the Members of the Board of Trustees has approved in writing.

6. He/she may attend meetings of the committees and advisory councils.

Section 30
Meetings
(1) The meetings of the Board of Trustees shall take place twice annually.
(2) The Board of Trustees shall effect its resolutions with the majority of votes of the Members present. In the event of a draw, the President shall have the casting vote. The Board of Trustees shall be quorate if at least four Members are present.
(3) A Member of the Board of Trustees shall not attend the deliberations or the voting if his/her personal affairs are concerned.
(4) The Members of the Board shall attend the meetings of the Board of Trustees in an advisory capacity. The President may also invite other persons to attend the meetings of the Board of Trustees.

Section 31
Committees
(1) The Board of Trustees may form committees from its members for the preparation of its meetings.
(2) The Board of Trustees may, furthermore, form a special committee from its members, consisting of the President, the Vice-Presidents, and a further two Members, one each nominated by the Federal Minister responsible for Justice and by the Federal Minister responsible for Finance, and may empower such committee to take decisions in place of the Board of Trustees on a case-by-case basis, where such decisions are required between the meetings of the Board of Trustees.

Section 32
Advisory councils
The Board of Trustees may appoint advisory councils to advise it and the Board, the composition, tasks and functioning of which it shall set out in rules of procedure. Representatives of the Federal Minister responsible for Justice may attend the meetings of the advisory councils.

Section 33
Audit of the Annual Financial Statements
The Annual Financial Statements shall be audited by an auditor, including the accounting and the business report, where the latter refers to accounting, prior to submission to the Board of Trustees.
V. Board

Section 34
Tasks
The Board shall manage the business of the Association. The tasks and powers of the members of the Board shall be governed by the Rules of Procedure of the Board. It shall be competent in respect of all and any legal transactions not reserved to the Board of Trustees in accordance with Section 26.

Section 35
Composition
(1) The Board within the meaning of Section 26 of the Civil Code (BGB) shall consist of the General Director and the Director. In the event of differences of opinion, the General Director shall have the casting vote. The members of the Board shall represent the Association individually, both in and out of court.

(2) In the event of a member of the Board leaving office early, the President may appoint a temporary deputy until such time as a successor is appointed. The appointment shall require the approval of the Federal Minister responsible for Justice.

(3) Where a member of the Board acts full-time, he/she shall receive adequate payments. The details of the employment shall be defined by the President in agreement with the Federal Minister responsible for Justice pursuant to the benefits and collective bargaining law (Zuwendungs- und Tarifrecht).

Section 36
Liability
The members of the Board are only liable toward the Association for damages caused in the discharge of their duties in cases of wilful intent or gross negligence.