

Charter

I. Name, registered head office and purpose of the association

Article 1 Name

The Association goes by the name of Certificate of Excellence in European Business Behaviour and Democracy, abbreviated EBBD e.V.

Article 2 Registered head office

The registered head office of the Association is in Bielefeld. The business office is in Ludwigshafen am Rhein.

Article 3 Financial year

The financial year runs alongside the calendar year, from 1 January to 31 December.

Article 4 Purpose

1. The Association directly and exclusively pursues non-profit objectives pursuant within the meaning of the section "Tax-privileged purposes" to the Fiscal Code (AO) Articles 51 et. seq.

2. The Association has the purpose of promoting education. The purpose of the Charter is realised in particular through the establishment, implementation and further development of the certificate of excellence in European Business Behaviour and Democracy (EBBD), as a standardized and Europe wide acknowledged qualification. This is implemented by the Association through the following steps in particular:

- Attracting partners – in particular schools, school administrations and their representatives – and supporters in as many European countries as possible.
- Definition and description of the elements of certificate of excellence in European Business Behaviour and Democracy (EBBD)
- Specification of the form of certification and procedure
- Development of procedures to assure standards
- Creation of a detailed skills description
- Public relations and information on the certificate of excellence in European Business Behaviour and Democracy (EBBD)
- Exchange of experiences between members
- Evaluation of the development process

Article 5 Charitable basis

The Association operates on a charitable basis; it does not primarily pursue profitable purposes

Article 6 Application of funds

The Association's funds may only be used for the purposes set out in the Charter of the Association. Members shall not receive any benefits from the Association's funds.

Article 7 Prohibition of favours

No person may be favoured by expenses that are alien to the purpose of the association or by disproportionately high remuneration.

II. Membership and income

Article 8 Membership

1. Members of the Association may include all private individuals or legal entities and schools, who or which support the purpose of the Association.

2. The application for admission shall be delivered in writing or by email to the Board of Directors. The Board of Directors shall decide on the application for membership.

The applicant has the right to appeal against the rejection, which does not require a statement of reasons, to the general meeting, which then makes the final decision.

3. The Association has ordinary, supporting and associated and honorary members.

Private persons, institutions and companies who want to support EBBD e.V. regularly, can become supporting members. They may attend annual general meetings but do not have voting rights. The Association may set different membership fees for supporting private individuals and commercial enterprises. Supporting members who wish to support the Association regularly with annual donations in addition to the fixed membership fees may note this accordingly in the application for admission.

Colleges and other educational institutions not accredited can become associated members. Associated members will be invited to the annual general meetings but do not have voting rights.

Accredited colleges and other accredited educational institutions have to be ordinary members. Ordinary members are obliged to foster the Association's purpose, particularly the establishment, implementation and further development of EBBD as a standardized and Europe wide acknowledged qualification within the limits of their resources.

The AGM can nominate honorary members. These members do not have voting rights.

Article 9 Revenues

1. The revenues of the Association consist of membership fees, donations and other grants, which may also include funding from European programmes.

The Association charges colleges and educational institutions that apply to be accredited as an EBBD college with homogeneous expenditure allowances for checking applications and for accreditation. The Board of Directors decides on the amount of the expenditure allowances by means of simple majority.

2. Progressive membership fees are charged for supporting, associated and ordinary members.

3. Membership fees have to be paid unprompted to the Association until 10th January of each year. Members may give the association a SEPA mandate for this purpose.

4. The General Meeting decides on the amount of the membership fees for ordinary, associated and supporting members by means of simple majority.

Article 10 Termination of membership

Membership ends through resignation, exclusion, death or dissolution of the legal entity.

Resignation shall be effected by written declaration to a member of the Board of Directors authorised to represent the Association. The written declaration of resignation must be submitted to the Board of Directors with a notice period of one month to the end of each financial year.

Expulsion can only take place for important reasons. Important reasons are, in particular, behaviour detrimental to the aims of the association, violation of statutory duties or arrears in membership fees of at least one year. The Board of Directors shall decide on the exclusion. The member has the right to appeal against the exclusion to the General Meeting of Members, which must be submitted in writing to the Board of Directors within one month. The General Meeting shall make the final decision within the framework of the Association. The member reserves the right to review the measure by appealing to the ordinary courts. The appeal to an ordinary court has a suspensive effect until the court decision becomes final.

In the case of exclusion ordinary members lose the right to continue to offer the qualification. The materials provided by the Association for this purpose shall then be returned.

The obligation to pay the membership fee ends only at the end of the year in which the resignation is declared, in all other cases immediately.

III. Bodies of the Association

Article 11 Bodies

Bodies of the association are:

- the Board of Directors
- the General Meeting

Article 12 Board of Directors

1. The Board of Directors according to Article 26 of German Civil Code consists of the chairperson, the first and second vice chairperson, the treasurer and secretary. Secretary and treasurer need to be in command of the German language to an extent that enables them to produce documents according to their role in the Board of Directors (minutes also in German, tax declarations, other financial records, etc.), which meet the requirements of German association law.

2. The Board of Directors advances the work of the Association and decides on the Association's use of resources in compliance with this Charter by means of a simple majority.

3. The Board of Directors convenes as required, but at least once a year in person. Besides, meetings of the Board of Directors can be held using new technologies, for instance video conferences. Furthermore, the Board of Directors can decide in written form, e.g. via email, especially if there is an urgent matter to settle. It shall be deemed quorate if more than half the members are present. The Board of Directors adopts resolutions by means of a simple majority. In case of voting parity, the Chairperson has the casting vote.

4. The Board of Directors submits an annual report to the General Meeting for each financial year. Formal compliance by management shall be renewed by two auditors once a year.

5. The Board of Directors is elected by the General Meeting for a term of 3 years by means of a simple majority of votes, re-election is permitted. The elected Board of Directors shall remain in office until the election of a new Board. If the Chairperson resigns, the Board of Directors shall elect a new Chairman from its members.

6. Voting a member off the Board is possible within the three-year term of office if the General Meeting appoints a new Board member for the relevant function with a majority of two thirds of members present at the meeting.

7. The work of the Board of Directors is carried out in honorary capacity.

Article 13 Representation

Two members of the Board of Directors are jointly authorized to represent the Association pursuant to Article 26 of the German Civil Code.

Article 14 General Meeting

1. The General Meeting is the supreme organ of the Association. Its tasks include in particular

- the election and deselection of the Board of Directors
- Discharge of the Executive Board
- Acceptance of the reports of the Board of Directors
- Election of the auditors
- Determination of membership fees
- Passing resolutions on amendments to the Statutes
- Deciding on the dissolution of the Association
- Deciding on the admission and exclusion of members in cases of appeal
- as well as other tasks arising from the Statutes or the law.

2. An ordinary General Meeting shall be held in the first quarter of each financial year.

The Board of Directors is obliged to convene an extraordinary General Meeting of Members if at least one third of the members request this in writing, stating their reasons.

In view of the purpose of the Association, the Annual General Meeting may also be held in other European countries.

3. The General Meeting shall be convened by the Board of Directors with one month's notice in writing, stating the agenda. The period begins with the day following the dispatch of the invitation letter. This may also be done using electronic media (e.g. via e-mail). The letter of invitation shall be deemed to have been received if it was addressed to the last address or email address made known to the Association.

The agenda shall be supplemented if a member requests this in writing at least one week before the scheduled date. The addition shall be announced at the beginning of the meeting.

Motions to amend the Charter and to dissolve the Association which have not already been sent to the members with the invitation to the General Meeting may only be decided at the next General Meeting.

4. The General Meeting shall be deemed quorate irrespective of the number of members present.

5. The General Meeting shall be chaired by a member of the Board of Directors.

6. A secretary shall be elected at the beginning of the General Meeting. The Board will propose a person.

7. Each ordinary member shall have one vote. The right to vote may only be exercised in person or on behalf of a member upon presentation of a written proxy. Schools and other educational institutions may be represented by other authorized staff members in addition to their legal representatives.

8. Votes shall be decided by a simple majority of the votes cast. A chairman of the meeting shall be elected for electoral acts and resolutions on the discharge of the Board of Directors. Votes shall be taken in public by a show of hands unless a member requests otherwise.

9. Amendments to the Statutes and the dissolution of the Association may only be decided by a majority of 2/3 of the members present.

Abstentions and invalid votes shall be disregarded.

10. Minutes shall be taken of the resolutions of the General Meeting and shall be signed by the chairperson of the meeting.

Article 15 Cash Audit

The General Meeting shall elect two auditors for a period of 2 years.

These persons may not be members of the Board of Directors.

Re-election is permitted.

Article 16 Steering Committee

1. The Association can install a Steering Committee as a consulting council, whose task it is to produce recommendations to enhance the objectives of EBBD in compliance with this Charter. At least one representative from each country with at least one accredited EBBD college should have a seat and vote.

2. Members of the Steering Committee are appointed by the Board of Directors, in consultation with the members from the relevant country. Members of the Board of Directors are ex officio members of the Steering Committee. The Board of Directors may nominate external consultant members to the Steering Committee who do not hold voting rights.

3. The Steering Committee shall meet when required, if necessary also by using modern technology such as video conferences.

4. Any member and the Board of Directors may make proposals to the Steering Committee. The treatment of proposals shall be documented in the minutes of the Steering Committee.

5. Resolutions of the Steering Committee shall be adopted by means of a simple majority. Where possible, a consensus should be reached within the context of the work of the Association. These resolutions will be brought forward to the responsible body of the Association to take a decision.

6. The minutes of the Steering Committee are forwarded to all members, in writing or digitally.

IV. Closing Provisions

Article 17 Amendments to the Charter

1. If any provision of the Charter concerning a requirement for tax concession is subsequently amended, supplemented, added to the Charter or deleted from the Charter, the Association shall submit the relevant resolution to the responsible tax office.

2. The Board of Directors is entitled to make amendments to the Charter, as required by the Court of

Register or necessitated by amendments of laws or statutory regulations.

Article 18 Dissolution of the Association

1. Dissolution of the Association or amendment of its purpose may only be resolved upon at a General Meeting convened specifically for this purpose.

2. Resolutions may only be adopted by a majority of two thirds of members present at the meeting.

3. The General Meeting shall resolve upon the use of assets of the Association. They shall fall to a legal entity under public law or any other tax-privileged body for the purpose of education and learning.

Bielefeld, 07. Oktober 2010

Amendments: Eindhoven, March 2018

Amendments: Barcelona, 17. March 2022



Business Competence in Europe.