



Articles of Association

Please note that the English version is for information purposes only.
Only the German version of the Articles of the Association is legally binding.

22nd April 2024

Content

Section I: Fundamentals	2
§ 1 Name, registered office, financial year	2
§ 2 Purpose	2
Section II: Members and finances	2
§ 3 Members	2
§ 4 Source of funds	3
§ 5 Utilisation of funds	3
§ 6 Transparency	4
Section III: Organs	4
§ 7 Bodies of the Association	4
§ 8 General Meeting	5
§ 9 Board of Directors	6
§ 10 Management	7
§ 11 HoFT Berlin Strategic Council	7
Section IV: Amendments to the Articles of Association and dissolution	7
§ 12 Amendments to the Articles of Association	7
§ 13 Dissolution	8

Section I: Fundamentals

§ 1 Name, registered office, financial year

- (1) The name of the association is "Förderverein House of Finance and Tech Berlin".
- (2) It shall have its registered office in Berlin.
- (3) The Association shall be entered in the register of associations and shall be given the suffix "e.V." after registration.
- (4) The financial year is the calendar year.

§ 2 Purpose

- (1) The purpose of the Association is to promote science and research in the field of finance. It is committed to diversity in the finance and technology sector and supports general financial education and training in the field of finance and technology.
- (2) The purpose is realised in particular through the acquisition of a stake in the House of Finance and Tech Berlin GmbH (HoFT Berlin GmbH) and the collection of funds and material resources which are made available to HoFT Berlin GmbH to support its ongoing work, to improve its material equipment and for projects.

Section II: Members and finances

§ 3 Members

- (1) Any legal entity that supports the Association in its values and endeavours may become a member. Any natural person who supports the Association in its values and endeavours may also become a member. The Executive Board decides on admission on the basis of an application in text form. It does not have to justify its rejection of the application to the applicant. There is no entitlement to admission.

(2) The amount of the membership fee depends on the status and size of the company. The Board of Directors may make individual arrangements for institutional members. Further details are regulated by a membership fee regulation, which is decided by the General Meeting. In justified individual cases, the Board of Directors may deviate from the membership fee regulations.

(3) The membership fee is due at the beginning of the year or at the time of joining within one month in advance. It will not be refunded upon termination of membership, not even in part. The Board of Directors may decide on exceptions.

(4) Membership shall end upon expiry or death of the member, written declaration of resignation or expulsion of the member as well as the cancellation of the Association.

(5) A member may be expelled from the Association by resolution of the General Meeting if he or she significantly and repeatedly violates the purpose, objectives or Articles of Association or harms the interests of the Association. The Board of Directors may exclude members who are more than 18 months in arrears with the payment of due contributions on the day of the General Meeting.

§ 4 Source of funds

The association is financed by membership fees and donations. Project-related donations received may only be used for other purposes in agreement with the donor.

§ 5 Utilisation of funds

(1) The Association's funds may only be used for the objectives stated in § 2 and for the recruitment of members and administration of the Association.

(2) Members shall not receive any benefits from the Association's funds. No person may be favoured by expenses that are alien to the purpose of the Association or by disproportionately high remuneration.

§ 6 Transparency

(1) The Board of Directors shall prepare a written annual report by 15th April of each year containing an overview of the Association's activities and accounts.

(2) The annual report shall be submitted to the General Meeting for approval and subsequently published.

Section III: Organs

§ 7 Bodies of the Association

(1) The bodies of the Association are the General Meeting, the Board of Directors and the Management, insofar as one has been appointed in accordance with § 10. The members of the bodies - with the exception of a professional Management - work free of charge. They are entitled to reimbursement of their expenses.

(2) The General Meeting may adopt rules of procedure for the bodies of the Association.

(3) The meetings of the bodies may also take place as hybrid or virtual meetings (§ 32 BGB) if the Chairperson announces this in the invitation.

(4) Unless otherwise stipulated in the Articles of Association, the bodies shall decide by a simple majority of the votes cast.

(5) The members of the bodies shall declare any conflicts of interest prior to deliberations and shall then not take part in the corresponding deliberations and votes.

(6) Minutes shall be taken of the meetings of the bodies, which shall be approved in text form by the person chairing the meeting and signed by the person taking the minutes.

§ 8 General Meeting

(1) The General Meeting shall be convened by the Board of Directors in text form upon resolution of the Board of Directors or at the request of one third of the members with a notice period of 21 days, stating the agenda. Members who have not provided an e-mail address shall receive a written invitation. The General Meeting shall be chaired by the Chairperson of the Board of Directors or, if he or she is unable to attend, by another member of the Board of Directors.

(2) The General Meeting is responsible for

- amending the Articles of Association,
- electing, discharging and dismissing the Board of Directors,
- enacting the membership fee regulations and, if applicable, rules of procedure and
- the dissolution of the Association.

(3) Every properly convened General Meeting shall be entitled to take decisions. For the quorums specified in these Articles of Association, the number of votes present determined at the beginning of the General Meeting shall apply. Members with outstanding contributions are not entitled to vote and are not counted when determining the number of votes present. A member's votes may be transferred to other members with voting rights.

(4) Members have one vote per € 500 annual contribution for the current year, provided that the contributions for the current year were not yet due on the day of the General Meeting for the previous year. Contributions in kind do not count. The votes of a member are limited to 20 % of the total possible votes.

(5) By 30th April of each year at the latest, an ordinary General Meeting with the agenda items

- Formalities,
- Annual report of the Board of Director and
- exonatarion of the Board of Directors

shall be convened by the Board of Directors.

(6) Every third year, the Board of Directors must be newly elected at the ordinary General Meeting. The number of additional members of the Board of Directors to be elected is also determined at this General Meeting.

(7) The General Meeting may dismiss the Board of Directors or individual members of the Board of Directors by a majority of the members present.

(8) Motions to dismiss the Board of Directors or individual members, to amend the Articles of Association and to dissolve the Association must be submitted to the members in writing at least ten days before the General Meeting. All members are entitled to submit motions.

§ 9 Board of Directors

(1) The Board of Directors is appointed by the General Meeting and consists of the Chairperson, two Deputy Chairpersons and up to four other members.

(2) The Board of Directors within the meaning of § 26 BGB is the Chairperson and the two Deputy Chairpersons. It is not permitted to combine several Board of Directors offices in one person. The aforementioned members of the Board of Directors are individually authorised to represent the Association in and out of court; they are exempt from the prohibition on self-contracting in accordance with Section 181 BGB. They are bound by any resolutions of the General Meeting.

(3) The Board of Directors may appoint additional members as permanent non-voting guests of the Board of Directors.

(4) The Board of Directors shall meet as required. Meetings of the Board of Directors shall be convened by the Chairperson or, if he/she is unable to do so, by one of the Deputy Chairpersons, usually with seven days' notice, stating the agenda in text form. This may be waived in urgent cases. The Board of Directors constitutes a quorum if its members have been duly convened and more than half of its voting members are present. It may also vote by written procedure.

(5) The Board of Directors passes its resolutions by simple majority. In the event of a tie, the Chairperson shall have the casting vote and, in his/her absence, the Deputy Chairperson shall have the casting vote.

(6) An appointed Management Board shall participate in the meetings of the Board of Directors in an advisory capacity.

§ 10 Management

(1) The Board of Directors may appoint a full-time, part-time or unpaid Management consisting of one or more persons and dismiss them. The Management is exempt from the prohibition of self-contracting in accordance with § 181 BGB. It is bound by any resolutions of the executive bodies.

(2) The remuneration and other contractual conditions must be appropriate to the tasks and responsibilities of the Management and the market conditions.

(3) The Management is responsible for managing the Association's business within the framework of the resolutions of the General Meeting and the Board of Directors. It shall determine its own allocation of responsibilities. The Management may be authorised - also individually - to represent the Association in and out of court.

§ 11 HoFT Berlin Strategic Council

(1) The Board of Directors may appoint a HoFT Berlin Strategic Council - also jointly with HoFT Berlin GmbH. The Strategic Council has the task of advising the Association on general issues and supporting the Association in its concerns.

(2) The Strategic Council is not a body of the Association.

Section IV: Amendments to the Articles of Association and dissolution

§ 12 Amendments to the Articles of Association

The General Meeting decides on amendments to the Articles of Association with a majority of two thirds, in the case of amendments to the purpose of the Association with three quarters of the votes present.

§ 13 Dissolution

(1) The General Meeting shall decide on the dissolution of the Association with a majority of three quarters of the votes present. In the event of the dissolution of the Association, the Chairperson and the Deputy Chairpersons are jointly authorised liquidators, unless the General Meeting appoints other persons.

(2) In the event of the dissolution of the Association, the assets of the Association shall be transferred to HoFT Berlin GmbH.

Berlin, 22nd April 2024