Institute for Communication & Dignity

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Draft Articles of Association
of
ICD – Institute for Communication & Dignity
non-profit entrepreneurial company (gUG, limited liability)

§ 1 Name and Registered Office

The name of the company shall be:

ICD – Institute for Communication & Dignity gUG (limited liability).

The registered office of the company shall be in 31535 Neustadt am Rübenberge.

§ 2 Purpose of the Company

(1) The company shall exclusively and directly pursue non-profit purposes within the meaning of the section “Tax-Privileged Purposes” of the German Fiscal Code (Abgabenordnung – AO).

(2) The purpose of the company shall be the promotion of public and vocational education, including student support within the meaning of Section 52 (2) No. 7 AO, as well as the promotion of international-mindedness, tolerance in all areas of culture, and the idea of international understanding within the meaning of Section 52 (2) No. 13 AO.

(3) The statutory purpose shall be realized in particular through:

• the implementation of educational, informational, and qualification measures,
• the development and implementation of projects promoting democratic participation,
• the creation and free provision of informational and educational materials,

• the organization of lectures, seminars, workshops, and public events,

• the promotion of respectful, non-discriminatory, and non-violent communication,

• the scientific examination and documentation of issues relating to communication and educational culture, as well as the publication of the resulting findings.

(4) The company shall operate on a non-profit basis and shall not primarily pursue its own economic interests. The funds of the company may only be used for the purposes set forth in these Articles of Association.

§ 3 Duration of the Company

The company shall commence upon its registration in the Commercial Register. The company is established for an indefinite period.

§ 4 Share Capital and Capital Contributions

The share capital of the company amounts to [amount] EUR.

The following shareholder shall assume a capital contribution in the following nominal amount:

a) Detlef Leiss, a capital contribution in the nominal amount of [amount] EUR.

§ 5 Managing Director(s)

The company shall have one or more Managing Directors.

The appointment and dismissal of Managing Directors, as well as any exemption from the statutory prohibition on competition applicable to Managing Directors, shall be resolved by shareholder resolution.

§ 6 Representation of the Company

A sole Managing Director shall represent the company individually.

If more than one Managing Director has been appointed, the company shall be represented jointly by two Managing Directors or by one Managing Director acting together with an authorized officer.

The shareholders may, by resolution, adopt different rules regarding the power of representation. In particular, individual Managing Directors may be exempted from the restrictions of Section 181 of the German Civil Code (BGB).

The authority of the Managing Directors to represent the company vis-à-vis third parties shall not be limited by any restrictions on management arising from statutory provisions or these Articles of Association.

§ 7 Management of the Company

Where more than one Managing Director has been appointed, the management of the company shall be exercised jointly, unless otherwise provided by shareholder resolution, including within the framework of rules of procedure.

Each Managing Director shall be required, in relation to the company, to comply with any restrictions on management arising from applicable law, these Articles of Association, the Managing Director's service agreement, and shareholder resolutions.

The prior approval of the shareholders by resolution shall be required for all transactions that exceed the ordinary course of business of the company.

§ 8 Shareholder Resolutions

Unless mandatory statutory provisions or these Articles of Association provide otherwise, all matters concerning the company shall be decided by shareholder resolution adopted by a majority of all votes held by the shareholders.

The following matters shall require a majority of 75% of all shareholder votes:

a) Amendments to the Articles of Association;

b) Dissolution of the company;

c) Resolutions concerning Sections 6, 7, and 8 of these Articles of Association.

§ 9 Shareholders' Meeting

Shareholder resolutions shall generally be adopted at Shareholders' Meetings.

To the extent permitted by law, a Shareholders' Meeting shall not be required if all shareholders agree, in writing, orally, or in any other form, both to the proposed resolution and to the method by which votes are to be cast.

Convening of Meetings

a) Shareholders' Meetings shall be convened by a Managing Director. Unless otherwise determined by shareholder resolution, meetings shall be held at the registered office of the company.

b) The ordinary annual Shareholders' Meeting shall be convened within the first eight months of each financial year. Its purpose shall be to adopt resolutions regarding the approval of the annual financial statements, the allocation of results, and the discharge of the management.

In addition, Shareholders' Meetings shall be convened whenever a Managing Director considers such a meeting necessary in the interests of the company or where required by law.

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c) Notice of a Shareholders' Meeting shall be given to all shareholders by registered mail with acknowledgment of receipt sent to the last address communicated to the company by the respective shareholder, or by personal delivery against written confirmation of receipt.

The notice period shall be at least two weeks. The date of dispatch and the date of the meeting shall not be included in the calculation of the notice period.

The matters to be resolved upon shall be stated in the notice of the meeting.

d) If a Shareholders' Meeting has not been properly convened, resolutions may only be adopted with the consent of all shareholders.

§ 10 Financial Year and Annual Financial Statements

The financial year of the company shall be the calendar year.

The Managing Director(s) shall prepare the annual financial statements for the preceding financial year within the first three months of the new financial year, unless applicable law permits preparation within the first six months of the financial year.

The annual financial statements shall be prepared in accordance with the applicable statutory provisions.

§ 11 Selflessness and Use of Funds

(1) The company shall operate on a non-profit basis and shall not primarily pursue its own economic interests.

(2) The funds of the company may only be used for the purposes set forth in these Articles of Association. Shareholders shall not receive any share of profits or any other benefits from the funds of the company by virtue of their status as shareholders.

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(3) Upon leaving the company, or upon dissolution or termination of the company, shareholders shall receive no more than the value of their paid-in capital contributions and the fair market value of any contributions in kind made by them.

(4) No person may benefit from expenditures that are unrelated to the purposes of the company or from disproportionately high remuneration.

§ 11a Allocation of Assets upon Dissolution

In the event of the dissolution or termination of the company, or if its tax-privileged purposes cease to exist, the assets of the company shall pass to the City of Neustadt am Rübenberge.

The City of Neustadt am Rübenberge shall use these assets directly and exclusively for tax-privileged purposes within the meaning of the German Fiscal Code, in particular for the promotion of public and vocational education.

§ 12 Change of Shareholders

(1) The sale or transfer of shares shall require the approval of the Shareholders' Meeting.

(2) Upon the withdrawal or departure of a shareholder, the company shall continue to exist and be operated by the remaining shareholders.

(3) The admission of new shareholders shall require a shareholder resolution.

(4) When admitting new shareholders, the existing shareholders shall ensure that the non-profit purposes of the company continue to be safeguarded.

(5) The withdrawal or departure of a shareholder shall not result in the dissolution of the company.

§ 13 Remuneration

The company may pay reasonable remuneration to individuals who perform services for the company.

Remuneration paid to Managing Directors or other persons working for the company shall be permitted only within the limits of applicable law and insofar as it does not conflict with the principle of selflessness.

§ 14 Final Provisions

Official notices of the company shall be published only in the German Federal Gazette (Bundesanzeiger) or in any successor publication designated for this purpose.

The costs of incorporation, amounting to a maximum of EUR 300.00 (Commercial Register fees, publications, advisory services, and notarial costs), shall be borne by the company.

Should any provision of these Articles of Association be or become invalid, the validity of the remaining provisions shall remain unaffected.

English Translation Notice

This English version is provided for information and transparency purposes only. The legally binding version of the Articles of Association is the German original submitted to the relevant authorities.