

# **Statutes of ELPUENTE@CUBA Status after change due to the letter of the local court dated September 23, 2019**

## **§ 1 (Name, registered office and fiscal year)**

- 1) The association is called "ELPUENTE@CUBA". In exceptional cases, e.g. for account management, the club name may also be written as follows: "ELPUENTE@CUBA". In addition to the name "ELPUENTE@CUBA", the association also has the addition: "Association of the interests of European entrepreneurs and investors in trade with Cuba".
- 2) It has its seat in 50259 Pulheim
- 3) The financial year corresponds to the calendar year

## **§ 2 Purpose of the association**

- 1) Purpose of the association is according to § 52 AO: The promotion of international cooperation in the social and ecological/economic area, in particular
  - a. the promotion of an international spirit, tolerance in all areas of culture and the idea of international understanding;
  - b. the promotion of development cooperation;
  - c. the promotion of civic engagement in favor of charitable, benevolent and ecclesiastical purposes,
  - d. the promotion of the cultural heritage of Cuba
- 2) This statutory purpose shall be achieved by:
  - e. the establishment of a network between German-speaking and Cuban entrepreneurs,
  - f. regular network events,
  - g. direct exchange of information,
  - h. a daily updated information service.
- 3) The association is not politically or religiously active.

## **§ 3 Non-profit status**

- 1) The association exclusively and directly pursues charitable purposes in the sense of the section "tax-privileged purposes" of §§ 51 ff. in the currently valid version of the German Fiscal Code.
- 2) The association is selflessly active. It does not pursue primarily economic purposes of its own.
- 3) Funds of the association may only be used for the purposes set out in the statutes. The members do not receive any allowances from the association's funds. No person may be favored by expenses that are alien to the purposes of the association or by disproportionately high remuneration.

- 4) If necessary, offices of the association can be exercised against payment on the basis of a contract of service or against payment of an expense allowance according to § 3 No. 26 a EStG within the framework of the financial possibilities. The decision about a remunerated association activity is made by the board of directors. The board is authorized to commission activities for the association against payment of an appropriate remuneration or expense allowance. The Board of Directors is authorized to employ staff for the execution of management tasks and for the management of the office.

#### **§ 4 Organs**

- 1) Organs of the association are the general meeting and the executive committee

#### **§ 5 Members**

- 1) Members can be natural and legal persons.
- 2) The admission of new members is carried out by the board of directors, which can delegate this task to the managing director. The Board of Directors decides on the final admission at its next meeting. The Managing Director will inform the applicant of this decision immediately.
- 3) Membership ends by exclusion, death and written notice of resignation to a member of the Executive Board at the end of the calendar year. The resignation must be declared in writing at least three months before the end of the calendar year.
- 4) The board of directors may cancel a membership if the member acts against the efforts of the association and damages the association materially or in its reputation.
- 5) Persons who have rendered outstanding services to the Association or the objectives pursued by the Association may be appointed honorary members free of charge by the General Assembly of Members on the proposal of the Board. Honorary members enjoy all the rights of full members and are entitled to participate in the meetings of the executive committee without voting rights.

#### **§ 6 Rights and duties of the members**

- 1) General meetings are convened and chaired by the chairman or his deputy. A minute-taker must be appointed. General meetings are called by announcing the place, time and agenda and must be convened in text form at least 14 days before the set date. Minutes must be taken for each meeting, which must be signed by the minute-taker.
- 2) The ordinary general meeting takes place once a year. The general meetings have the following tasks:
  - a. Discharge of the executive committee
  - b. Resolution on contributions and auditing

- c. Election of the board of directors
  - d. Amendments to the Articles of Association
  - e. Appointment of honorary members
- 3) Extraordinary General Assemblies can be convened as required. They are to be called if requested by 20% of the members or half of the Board of Directors.
  - 4) Motions to be dealt with at the General Assembly must be signed by 10 percent of the members and must be received in writing by the office at least eight days before the meeting. Otherwise, only motions that are subsequently included on the agenda will be dealt with, which are put to a vote by  $\frac{3}{4}$  of the members present.
  - 5) resolutions of the general meeting are passed with a  $\frac{2}{3}$  majority of the members present and entitled to vote.
  - 6) Each member has one vote. Representation is permitted, must be in writing and refer to specific items on the agenda.

## **§ 7 Contributions**

Contributions and apportionments are decided by the general meeting and are laid down in a membership regulation. The membership fee regulations are not part of the statutes.

## **§ 8 The Board of Directors**

- 1) The Board of Directors is composed of at least the chairman, the deputy chairman and the treasurer. Apart from these, the executive committee can have further assessors.
- 2) Legal representatives in the sense of § 26 BGB are the chairman, the deputy chairman and the treasurer. They represent the association judicially and extrajudicially individually. The liability of the executive committee is limited according to § 31a BGB.
- 3) The board decides on all current affairs of the association and manages the business of the association, unless the general meeting is responsible. It executes the decisions of the general meeting. Its tasks include in particular:
  - a. the preparation of the general meeting,
  - b. the hiring and dismissal of employees,
  - c. preparation of the annual financial statement and the statement of accounts,
  - d. the admission and exclusion of members
  - e. the strategic planning of the association and its activities.
- 4) The election of the executive committee is for a period of three years. Re-election is permitted.

## **§ 9 Amendment of the statutes and dissolution of the association**

- 1) Amendments to the statutes require a two-thirds majority of the voters present at the general meeting. The dissolution of the association requires that it be decided at a general meeting, at which at least two thirds of the members are present, with a majority of three quarters of the votes cast. If less than two thirds of the members are represented, then an invitation to an extraordinary general meeting must be issued

with at least six weeks' notice, which can then decide to dissolve the association with three-quarters of the votes cast. After the dissolution of the association or if tax-privileged purposes cease to exist, the assets of the association shall be transferred to Cubacadémica e.V., Wichterich Str. 34, 50937 Cologne, VR 20477, which shall use the assets directly and exclusively for non-profit purposes in accordance with its purpose.

- 2) In the event of dissolution, the previous directors with power of representation are the liquidators, unless the General Meeting decides otherwise.

### **§ 10 Managing Director**

- 1) Upon the proposal of the Chairman of the Board of Directors, the Board of Directors shall appoint a Managing Director who shall become an associate member of the Board of Directors when his employment contract comes into effect and until its expiry. The Board of Directors has the right to give him instructions.
- 2) The association is represented vis-à-vis the managing director by the chairman of the board of directors, in case of his prevention by a deputy of the chairman appointed by the board of directors.
- 3) The managing director is authorized as a special representative of the association according to § 30 BGB (German Civil Code) to represent the association in current business. Further details are regulated in the employment contract.
- 4) If the appointed managing director is a member of the board of directors, he is entitled to vote, with the exception of when it concerns the interests of the paid employment concerning him.

### **§ 11 Statutes**

The statutes are determined by the board of directors and are not part of the statutes.

### **§ Article 13 Entry into force**

The above statutes are a version amended on 15.08.2020 by the general meeting, the version adopted by the founding meeting on 29.04.2019 in Pulheim. It enters into force with the

Entry into the register of associations in force.