

Society for Business History (GUG)

Statute

§ 1

(Name; domicile; financial Year)

- (1) The Society (hereinafter called »the Society«) will be called the “Gesellschaft für Unternehmensgeschichte e.V.“ (GUG)
- (2) The Society will be domiciled at Frankfurt am Main.
- (3) The financial year is the calendar year.

§ 2

(Purpose; non-profit-making status)

- (1) The purpose of the Society is:
 - to do and promote research into business history.
 - to ensure the results of the research are made available to the economy and general public.
 - the support of the preservation of historical business documents.
The Society aspires to cooperate nationally and internationally with all persons and institutions' working in business history.
- (2) The Society will not work for its own profit; it will not pursue any business interests of its own.
- (3) The assets of the Society may only be used for the purposes laid down in the Articles of Society. The members will not receive any distribution of profits nor, in their capacity as members, any other allocations from the Society's funds. No member get's back their contribution by leaving, or if the Society is dissolved or ceases to exist. No person may benefit from expenditure for purposes other than those of the Society, nor from disproportionately high remuneration.

§ (3)

(Members)

- (1) All natural and legal persons interested in research into business history, partnerships and groups of persons that are not legal personalities, provided that according to the law they may become a member of a registered charity, may become members. Application for membership must be made in writing to the Board of Management of the Society, with expressed acknowledgement of the Articles of Society and the Order on Contributions, if any.

- 2) The Board of Management will decide whether the application can be accepted.
- 3) Membership of the Society will cease:
 - a) if the member leaves. The Board of Management must be informed of this in writing; the member may leave at the end of a calendar year, and at least one year notice must be given.
 - b) on the death of a member or loss of his legal status; in the case of partnerships and groups of persons without a legal personality on their dissolution.
 - c) by exclusion, which can only be for a good reason (e.g. breach of the articles of Society a gross impairment of the interests or the reputation of the Society) and by decision of the General Assembly.
 - d) by non-payment of two annual subscriptions, if a reminder was effected.

§ (4) (Subscription)

- 1) The funds needed to finance the operation of the Society will come from current subscriptions of the members. The members are obliged to pay these subscriptions within the first six months of the year. The General Members Meeting decides on the lowest amount of subscription. The subscription of new members will be determined in cooperation with the Board of Management or the Managing Director.
- 2) To fulfil the purpose of the Society in accordance with §2, subpara. 1 of these Articles of Society additional financial means are to be acquired from voluntary subscriptions and donations from members and third parties and grants from public corporations.

§ (5) (Organs)

The organs of the Society are:

- a) The General Assembly;
- b) The Board of Management;
- c) The Academic Advisory Council;
- d) The Board of Patrons.

§ (6)
(Tasks of the Generals Assembly)

- (1) The tasks of the General Assembly are:
 - a) To elect and dismiss the Board of Management (with the exception of the Chairmen of the Board of Patrons and of the Academic Advisory Council);
 - b) To approve the annual budget plan and the Order on subscriptions, including any amendments;
 - c) To accept the Annual Report of the Board of Management;
 - d) To release the Board of Management from responsibility;
 - e) To exclude members;
 - f) To amend the Articles of Society and dissolve the Society;
 - g) To elect the auditor(s).
- (2) The General Assembly will be held within the first six months of each year.
- (3) Extraordinary General Assemblies are called by the Board of Management if the interests of the Society require this or if they are requested by at least one-third of the members' votes in writing, stating the reasons.
- (4) The General Assembly will be called by the Board of Management in textual form, at least four weeks in advance, stating the agenda. The agenda will be laid down by the Board of Management. An item must be included on the agenda if this is requested in writing by at least one-quarter of the members' votes and the application is received by the Board of Management at least two weeks before the date of the meeting. Applications for items to be included on the agenda submitted in proper time, but received by the Board of Management after the invitation to the General Assembly has been sent out, must be sent to members by the Board of Management without undue delay.
- (5) The General Assembly will be conducted by the Chairman of the Board of Management or, if he is prevented from doing so, by his Deputy.
- (6) Every member has one vote.
- (7) The General Assembly shall be held to constitute a quorum if at least a quarter of all those entitled to vote are represented. The voting right can be exercised by a proxy if authorization is given in writing. However, a proxy may not represent more than ten votes.
- (8) The meeting will take a decision by a simple majority of the valid votes cast, unless the Articles of Society or imperative legal provisions determine

otherwise; abstentions do not count as votes cast. In case of an equality of votes, the vote of the General Assembly-leader determines.

- (9) A majority of three-quarters of the valid votes cast, at least half of the votes of all those who are entitled to vote is necessary for decisions on:
 - a) amendments to the Articles of Society;
 - b) the exclusion of members (§5, subpara. 3c);
 - c) the dissolution of the Society.
- (10) If the General Assembly does not constitute a quorum (c. f. §6, subpara. 7) the Board of Management is obliged, subject to a term of at least 10 days, to call a second General Assembly with the same agenda. This second meeting constitutes a quorum regardless of the number of votes represented. Attention must be drawn to this in the invitation to the meeting. Excluded are decisions mentioned in §6, subpara. 9.
- (11) On particularly urgent matters, with the exception of these in §6, subpara. 9 of the Articles of Society, the Chairman is authorized, after establishing that the meeting does not constitute a quorum in accordance with §6, subpara. 7, to call for the required decisions from the General Assembly without delay in writing (postal procedure).
- (12) A record must be made in writing of the decisions taken by the General Assembly and signed by the person conducting the meeting. Copies must be sent to the members of the Society. The same applies to the decisions reached by postal procedure; in this case the written record must be signed by the Chairman of the Board of Management or, if he is prevented from doing so, by his Deputy.

§ (7) (Board of Management)

- (1) The Board of Management of the Society consists of the Chairman, the Deputy Chairman, the Chairman of the Academic Advisory Council, the chairman of the Board of Patrons and the Treasurer. The Board of Management can be extended up to three more members.
- (2) The Society will be legally represented by two members of the Board of Management.
- (3) The members of the Board of Management, in accordance with subpara. 1 above, will be elected by the General Assembly (with the exception of the Chairman of the Board of Patrons and the Chairman of the Academic Advisory Council) for the duration of two years, starting from the date of the election. However, they remain in office after expiry of this period until the end of the next General Assembly. Re-election is permitted. If a Member of the Board of Management leaves, the Board of Management may elect from among the

Society's members a new member of the Board of Management for the period up to the end of the next General Assembly.

- (4) The Board of Management directs the Society in accordance with the Articles of Society and, if necessary, an Order of Business which it draws up itself. It is responsible for all the matters of the Society, unless these are entrusted to a different organ in the Articles of Society. The Board of Management is also responsible for carrying out the resolutions of the General Assembly.
- (5) The Board of Management constitutes a quorum if at least four of its members are present, including the Chairman or the Deputy Chairman, who will conduct the meeting. It will take its decisions by a simple majority of the valid votes cast. If the voting is equal, the person conducting the meeting has the casting vote. Decisions may also be taken in writing.

§ (8) (Offices)

An office will be set up for the conduct of the current business.

§ (9) (Academic Advisory Council)

- 1) The Society will form an Academic Advisory Council with no more than fifteen members. The Chairman of the Academic Advisory Council is member of the Board of Management.
- 2) The Academic Advisory Council has the task of setting up research projects, encouraging their implementation in co-ordination with the Board of Management and supervising this and, if necessary, ensuring publication of the results. The Academic Advisory Council is also responsible for holding academic events with the approval of the Board of Management.
- 3) Persons may be appointed members of the Academic Advisory Council if they have the appropriate academic qualifications and have proved their interest in business history (for example through publications, lectures, active membership of appropriate bodies). The Chairman of the Board of Management is entitled to participate in the meeting of the Academic Advisory Council.
- 4) The members of the Academic Advisory Council are appointed for the duration of two years by the Chairman of the Board of Management (§7, subpara. 1) and at the suggestion of at least half of the members of the Board of Management and the members of the Academic Advisory Council.
- 5) The members of the Academic Advisory Council elect a Chairman and a

Deputy Chairman from among their members. The Chairman and Deputy Chairman of the first Academic Advisory Council are appointed by the members of the Board of Management which is elected by the first General Assembly.

- 6) The members of the Academic Advisory Council may lay down their office at any time by giving written declaration to the Chairman of the Board of Management of the Society. If a member of the Academic Advisory Council lays down his/her office before expiry of the term of two years, a successor may be appointed for the remainder of the period of office. A member of the Academic Advisory Council may be removed from office before expiry of his/her period in office by the Chairman of the Board of Management with the approval of the Chairman of the Academic Advisory Council if at least half of the members of the Academic Advisory Council as well as the Chairman of the Board of Management state that they no longer have confidence in that member.

§ (10) (Board of Patrons)

- 1) The Society will form a Board of Patrons consisting of no more than thirty members. The members of the Board of Patrons are to be persons with experience in the economy and an interest in history.
- 2) It is the task of the Board of Patrons to support the work of the Society in co-operation with the Academic Advisory Council in their field of activity and put forward suggestions for the academic work of the Society.
- 3) The members of the Board of Patrons are elected by the Board of Management for the duration of two years from the date of the election.
- 4) The Board of Patrons will elect a Chairman and a Deputy Chairman from among its members.

§ (11)

The member of the Board of Management and the Academic Advisory Council as well as members of the Board of Patrons officiate on a honorary basis.

§ (12) (Liquidation)

- (1) The liquidation of the „Gesellschaft für Unternehmensgeschichte e.V.“ can only be decided by the General Assembly.

- (2.) To decide the liquidation the General Assembly shall be held to constitute a quorum of at least three quarters of all those entitled to vote. The decision is valid by a three quarter majority. If the first General Assembly does not constitute a quorum the Board of Management is obliged, within four weeks, to call a second General Assembly with the same agenda. This second meeting constitutes a quorum regardless of the number of votes represented. In case of liquidation or termination of the Societys purpose, the assets of the Society shall be transfered to the „Stiferverband für die deutsche Wissenschaft e.V.“ at Essen on condition to use it for charitable purposes.

§ (13)

The Board of Management is allowed to change the preceding Statute, if register court or tax office demand for it.

Berlin, March 7th, 2005