



CONSULEGIS
A LEADING GLOBAL NETWORK

CONSULEGIS EWIV.

Statutes

May 2017

CONSULEGIS EWIV Statutes

Whereas

- The unification of economic areas within the European internal market, and the subsequent increase in cross-border transactions demand that lawyers litigating for and advising clients have knowledge of and work under different national legal systems as well as under supranational law;
- The trend toward large national and international professional partnerships, and the worldwide business activities of international law offices, force individual firms to face new challenges and require them to perform additional services in order to be competitive;
- As international integration progresses, as more areas of law become regulated, and the regulations themselves become increasingly complex and detailed, a higher level of specialization is necessary to maintain the quality of advice given to clients; a level which individual professional partnerships can no longer provide without cooperating with others;
- As legal advice becomes more involved with technical issues in other fields, clients are demanding comprehensive services for a large number of jurisdictions;
- Mounting costs require the coordination and centralization of technical and other services;

and with the intention of

- having an international network of independent law firms and other lawyers and professional advisors;
- maintaining a high standard of service by drawing on specialist knowledge from outside of one's own firm;
- being able to guarantee one's clients the requisite high level of performance even outside of one's own firm through close involvement in the procurement of services;
- supporting, facilitating and prompting international activities of clients through close international cooperation;

a European Economic Interest Group (EEIG) has been formed under the following

Articles of Association

I.

Name, Membership, Functions

Article 1

Company Name and Head Office

- (1) The name of the Association is “CONSULEGIS EWIV/EEIG”.
- (2) The Association has its Registered Office in Berlin.
- (3) The binding wording of this Articles of Association, of any further agreements between the parties involved, and resolutions taken by any organ of the Association shall be the German version thereof; any translation shall not be binding.

Article 2

Members

- (1) In this Article and the other Articles the following phrases shall have the meanings ascribed to them.

“Ordinary Member” means a Member of the Association who shares all the rights and obligations of a member of an EEIG and is registered as a Member within the Registry Court.

“Associated Member” means a Member of the Association who shares all the rights and obligations of an Ordinary Member, unless otherwise specified in these Articles, and whose registration as a Member is not registered with the Registry Court.

“Members” means Ordinary Members and Associated Members.

Words denoting the singular shall include the plural and vice versa.

- (2) Any lawyer, professional advisor, in-house lawyer or any company providing legal or related professional services may become a Member of the Association under the conditions of these statutes.
- (3) Any Member comprising a partnership or corporate entity shall provide the management of the Association with a duly authorised power of attorney designating the donee as the authorised agent of that Member in relation to the Association.
- (4) The Association shall have Members in all economic centers anywhere in the world.
- (5) Except as otherwise specified in these Articles, Members, whether Ordinary Members or Associated Members, shall have the same rights and owe the same duties to the Association and to each other. Associated Members shall be treated the same as Ordinary Members.

Article 3
Objective of the Association

The objective of the Association is the support of the professional activities of its Members. The Association shall not itself take on any clients and shall not give any advice or offer any services directly to the public.

Article 4
Functions of the Association

- (1) The Association shall carry out its functions through the following means in particular:
 - The Association is supplying its Members with legal and other pertinent information, where appropriate for the Members to pass on to their clients.
 - The Association providing education and formation to its members
 - The Association is providing opportunities for members to meet and to refer work to each other
 - The Association providing opportunities for members to interact with each other
 - The Association is promoting itself
 - The Association is promoting high standards for legal services by its members.
- (2) It is incumbent upon the Management to carry out the functions of the Association. The Management is authorised to call on Members and, with the approval of the Advisory Board, even third parties to be engaged with the performance of specific individual tasks.
- (3) The Association can, within the scope of its objectives, take on further functions and offer additional services. The decision to do so must be made by the Management, with the prior approval of the Advisory Board. The Members must be informed of the Advisory Board's decision. If a Member objects to the Association taking on additional duties and offering further services, the matter shall be decided by a meeting of the Members. The introduction of any additional service or function shall be postponed until such a decision has been made. Every Member is invited to submit suggestions for the dynamic development of the Association to the Management.

II.
Organs/Bodies of the Association

Article 5
Meetings of the Members

- (1) The Members shall act exclusively through resolutions adopted in meetings of the Members or by written ballot when provision for such a ballot is made in these Articles of Association.
- (2) There will be one general meeting of the Members in each calendar year. Special meetings of the Members shall be convened as the need arises.
A special meeting shall be convened without delay if either at least 25% of the Members entitled to vote, or the Advisory Board, request for such a meeting under a specific agenda.

- (3) Meetings of Members shall be convened by the Management by written invitation setting out the proposed agenda, and shall be sent out by post, by fax or by email no less than two weeks before the meeting. The requisite two-week period shall be deemed to run from the time of sending or transmission of the invitation. The place and time of the meeting shall be determined by the Management.
- (4) The Management may hold a written ballot to decide a specific issue. In this case every Member must be provided with the full text of the resolution and the voting options in writing by post, by fax or by email, with a request to sign and return the enclosed voting card by a prescribed date. This date must be at least 3 weeks after sending or transmission of the resolution and voting options. All voting cards received on or before the prescribed date by post or by fax shall be counted. The resolution shall be deemed to have been adopted one week subsequent to the expiry of the prescribed date provided that the required majority of votes is given in support of it.

Article 6

Passing of Resolutions by the Meeting of the Members

- (1) Each Member has one vote. This vote may only be transferred in certain circumstances, and then only to another Member in writing.
- (2) A Resolution shall be deemed to be passed with a simple majority vote unless any provision of, law, regulation or the Articles of Association require a different type of majority. With majority voting, abstentions are not to be taken into account.
- (3) Unless the issue in question is of the utmost urgency, resolutions shall only be adopted on issues itemized on the agenda to be voted upon.
- (4) It is only possible to challenge a resolution passed by a meeting of Members within a period of one-month weeks following its adoption.
- (5) Any member whose membership fees are not paid in full at the beginning of a meeting of members has no right to vote at that meeting.

Article 7

Advisory Board

- (1) The Advisory Board shall consist of no less than three persons, each of them referred hereinafter as a "Board Member". The number of Board Members to be elected has to be determined by the meeting of members before the relevant election.
- (2) The Advisory Board shall be composed of elected representatives of Members and the Managers. There should be at least one more elected Member than there are Managers.
- (3) The Board Members shall be elected by the meeting of the Members. Their term of office shall run until the end of the general meeting that decides the release of the Advisory Board in the third business year after the commencement their term. The business year in which the term of office commenced shall not to be taken into account. If a Board Member retires before the end of his or her term in office, a meeting of the Members can elect a successor

for the remainder of the retiring officer's term. Furthermore, a meeting of the Members can elect additional Board Members. Re-election of the Board Members of the Advisory Board is permitted.

- (4) Board Members are elected by a simple majority of a meeting of Members. If more than one Board Member is elected at a meeting, the election shall be held by way of a block majority vote in a single ballot. Each qualified voter has one vote for each seat on the Board to be filled at that meeting. The candidates gaining the most votes shall be considered elected. The number of Board Members to be elected has to be determined by a decision of the Meeting of Members before the election takes place.
- (5) The Advisory Board shall elect one of its Board Members to act as Chairman, and one or two Vice Chairmen. These offices shall be held for the duration of the Board Members' term in office unless the Advisory Board decides differently. Election to these offices shall be by a simple majority of the votes of the elected members of the Board. Removal from office of the Chairman or Vice Chairmen is only possible by a unanimous vote of the Board, after an opportunity to be heard is provided. The person proposed to be removed shall have no vote in this event.
- (6) Board Membership is strictly personal and is not transferable; only another Board Member can hold a proxy vote of a Board Member, and each Board Member may only hold up to one proxy vote. The Board Members have a duty exclusively to the Association and its interests.
- (7) If a Board Member leaves the Member firm, he belonged to at the moment of his election as a Board Member, his membership as a Board Member will end immediately.
- (8) The Advisory Board is empowered to co-opt representatives of Members onto the Advisory Board, although representatives of Members so co-opted shall have no vote on the Board.

Article 8 **Functions of the Advisory Board**

- (1) The Advisory Board shall be responsible for the continued supervision and support of the Management. It shall act on behalf of the Members outside of meetings of the Members. To this end, it shall make recommendations to the Management and to the meetings of the Members. The Advisory Board shall make decisions in the cases provided for under these Articles of Association and is authorized, to set directives for the activities of the Management. The Advisory Board shall represent the Association in dealings with the Managers and shall conclude any contracts with the Managers. The Advisory Board is authorised to give instructions to the Managers on an individual basis.
- (2) The Advisory Board can assign special tasks to any particular Board member (Commission) or group of Board members (Committee), or, upon a unanimous decision by the Board, to a non-Board Member of the Association. The Management shall confer upon the Commissioner or Chairman of the Committee the powers necessary for the completion of their task.
- (3) Ordinarily the Advisory Board shall meet at least once during each period of six calendar months. Additional meetings may be convened at the request of a Manager, two Members of the Board or the Chairman. Such meetings shall, except for emergency cases, be con-

vened on two weeks' notice in writing given by the Chairman. The place and time of such meetings shall be fixed by the Chairman. Meetings of the Advisory Board may also be held by telephone or other electronic means approved by the Board, including but not limited to video conferences or web-based conference applications to maximize participation by all Board Members.

- (4) The Advisory Board shall adopt its resolutions by majority vote unless otherwise stipulated under these Articles of Association. Abstentions shall not be taken into account. In the event of an equality of votes, the Chairman shall have a tie breaking vote.
- (5) The Advisory Board shall be represented by its Chairman, and in the event of his or her absence, by one of the Vice Chairmen in order of their seniority of age.
- (6) Board Members are entitled to compensation for necessary expenses. Expenses incurred attending a Board Meeting that is held close to the date of a meeting of the Association shall not be compensated.
- (7) The Advisory Board may adopt policies procedures, guidelines and other management regulations for its work by a simple majority vote of the Board Members.

Article 9 Management

- (1) The Association shall have no less than one Manager and no more than three. Each Manager shall have the authority to represent the Association individually. If more than one Manager is appointed, the meeting of the Members may decide that those Managers must act jointly, regarding the relations inter se or when entering into certain business transactions. If several Managers have been appointed the decisions of the Management shall be taken on a simple majority vote of the Managers. Subject to the approval of the Advisory Board, the Management may adopt detailed rules of procedure.
- (2) The Managers shall take all decisions necessary for the management of the Association unless the making of such decisions has been assigned to other organs by a regulation or provision of law, or by these Articles of Association. The Managers shall represent the Association both internally and externally and shall carry into effect the resolutions adopted by the meetings of the Members and by the Advisory Board. Before entering into business transactions, not being part of the ordinary course business of the Association, the Managers shall seek the approval of the Advisory Board.

Article 10 Election and Removal of Managers

- (1) Managers shall be nominated by the Advisory Board and elected by a simple majority of the Meeting of Members. There shall be no written vote pursuant to Article 5, Section (4).
- (2) Any employment contracts for the Managers shall be concluded by the Advisory Board acting on behalf of the Association and through its Chairman.

- (3) The Managers may be removed by a resolution of a meeting of the Members. A decision to remove a Manager shall have the effect of summarily terminating his or her employment contract without notice, or alternatively of terminating the contract with proper notice as reflected in the resolution of the Members. This resolution must be adopted with a two-thirds majority. However, if the removal of the Manager has been requested by the Advisory Board, a simple majority vote of the meeting of Members shall suffice. In case of a material breach by a Manager, the Advisory Board is entitled to terminate the Manager's contract forthwith without prior approval of a meeting of the Members.
- (4) If no Manager has been appointed, or if the existing Manager or Managers are unable to perform their duties on more than a temporary basis or resigns, the Chairman of the Advisory Board shall take on their duties. The Chairman must convene a meeting of the Members to elect a new Manager without delay. Pending such a meeting, the Chairman may only make urgent decisions.
- (5) In the case that a Manager resigns or in the event of an early termination or because a Manager is not able to fulfil his or her duties, the Advisory Board is entitled to appoint an interim Manager until the next meeting of Members.

III.

Membership

Article 11

Admission of Members

- (1) New Members shall only be admitted upon written application to the Management of the Association. The application shall include a description of the applicant's structure, partners, members or shareholders, and any other relevant circumstances. The Advisory Board shall approve a membership application procedure.
- (2) The Management shall submit the application to the Advisory Board for consideration as soon as all of the required information has been received. The Board must decide whether to approve the application. Approval shall only be by a qualified majority resolution of the Advisory Board representing 75% of the Board Members present or represented at the meeting of the Advisory Board in which event the applicant will be deemed to be accepted forthwith as an Associated Member of the Association.
- (3) If any Associated Member wishes to become an Ordinary Member, it shall notify the Advisory Board accordingly who shall submit the application to a general meeting of the Members. Such application requires approval by all Ordinary Members and a majority of the Associated Members present at the meeting. Membership as an Ordinary Member will only become effective when the requisite details have been filed by the Management in the relevant commercial register.
- (4) Each Ordinary Member shall provide the Management with a power of attorney to be deposited with the commercial register authorising the Management to make all declarations required for the implementation of admissions for new Members or of discontinuations of

memberships, or of changes in the composition of Members, and, exempting the Management from the statutory prohibition against contracting with itself, to enter into agreements, especially modifications of and additions to these Articles of Association. The wording of this Power of Attorney shall be provided by the Management in a form approved by the Advisory Board.

Article 12 Termination of Membership

- (1) Membership shall terminate on the death or dissolution of the Member.
- (2) It shall not be possible to inherit or transfer Membership. Upon the withdrawal of a Member, the Association shall be continued by the remaining Members.
- (3) Subject to at least six months' written notice prior to the end of the calendar year, any Member may cancel its Membership, which shall then expire at the end of that calendar year. Such notice of cancellation shall only be effective if sent to the Management in writing by registered post.
- (4) Subject to six months' written notice prior to the end of the calendar year and prior approval of the Advisory Board, the Management may terminate the Membership of any Member. This Membership shall then expire at the end of that calendar year. Such cancellation is subject to a simple majority decision of a meeting of Members where the Advisory Board has requested the cancellation of the Membership; otherwise such termination is subject to a two-thirds majority vote. Termination is effective upon written notice of termination being sent to the former Member.
- (5) The Association may terminate a Member's membership or suspend the membership rights of such member, summarily upon notice in writing if that Member breaches its contractual duties or the duties of loyalty it owes to the other Members and to the Association and in any other instance provided for in these Articles of Association. Notice of such summary termination or suspension shall be given by the Management in writing, subject a qualified majority resolution of the Advisory Board representing 75% of the Board Members present or represented at the meeting of the Advisory Board. A Member given such notice of termination or suspension has the right of appeal to the Advisory Board which appeal shall be heard as soon as practicable. The Member then has the right to have the decision of the Advisory Board reviewed at the next meeting of Members. The meeting of Members shall decide by a majority vote whether to affirm the decision of the Advisory Board. An appeal to the meeting of the Members does not suspend the cancellation of the membership in question. Should the meeting of Members affirm the Advisory Board's decision to terminate a Member's membership, such affirmation simultaneously will also act alternatively as notice of termination without notice of such membership. If the Advisory Board's decision is not affirmed, the Member shall be reinstated automatically.
- (6) The terminated or suspended Member is not entitled to any refund or any damages from the Association.

V.
Business and Finance

Article 13
Budget

- (1) The Association is a non-profit organization. Recovery of costs must be calculated so as to ensure that the organization breaks even and is able to create adequate reserves. There is no distribution of profits.
- (2) Any loss that may arise is to be borne in equal shares by the Members.
- (3) The Management shall submit an annual report and an annual financial statement for the business year preceding the annual meeting of the Members and shall make a report on the current business year. The annual meeting of Members shall approve or reject the financial statement for the preceding business year. The business year is to be the calendar year.
- (4) Together with the reports on the current and preceding business year, the Management shall submit to the annual meeting of the Members a budget for the current business year previously approved by the Advisory Board, which sets forth and itemizes anticipated revenues and expenses. Once approved by the annual meeting of the Members, the budget shall be binding on the Association and the Management.

Article 14
Contributions

Each Member shall pay a one-time joining fee in the amount determined by the Advisory Board by simple majority vote. This joining fee may be adjusted, either generally or in relation to a specific applicant, by unanimous decision of the Advisory Board, provided that the adjustment is made in accordance with objective criteria and in the best interests of the Association. Payment of the joining fee shall be due after commencement of the Membership and upon receipt of invoice from the Association. The registration of a Member in the Register of Companies shall not give rise to a new claim by the Association for payment of a joining fee.

Article 15
Recovery of Costs

- (1) The expenses of the Association within the approved budget shall be covered by periodic or annual membership fees invoiced to and paid by all the Members based on the Association's current expenditures and clear objective criteria to be determined by the Advisory Board by a majority vote representing 75% of the Board Members present or represented at the meeting of the Advisory Board. The individual amount to be paid by each Member shall be determined by unanimous vote of the Advisory Board.
- (2) For services provided by the Association itself, an additional separate fee may be charged to each Member as determined by a qualified majority resolution of the Advisory Board representing 75% of the Board Members present or represented at the meeting of the Advisory Board.

- (3) The Management is further entitled, with the prior approval of the Advisory Board by qualified majority vote representing 75% of the Board Members present or represented at the meeting of the Advisory Board, to calculate and invoice each Member for an annual amount to cover the Association`s expenses.
- (4) Payments shall be due and payable upon receipt of invoice by the Member.

VI.
Rights and Duties of the Members

Article 16
Co-operation

Members shall comply with any Code of Conduct adopted by the members as well as the following provisions:

- (1) The Members agree to avail themselves of the services offered by the Association and to work together with the other Members to the extent that this seems appropriate and necessary in any given instance in order to enable Members to meet desired high standards of client service.
- (2) The Members shall accept any retainer or request for their services offered to them as a result of their membership in the Association unless there are important reasons for not doing so in any given instance.
- (3) Upon inquiry Members shall give a quotation for the services or retainer in question to the enquiring Member before accepting that referral.
- (4) Members shall not share with third parties any confidential information, including the identities of clients, obtained from referrals emanating from other Members except as required by law. Members will impose the same duty on any of their employees concerned with such matters and on any other persons called in to assist. The same duty shall apply to the Managers of the Association.
- (3) Members shall make adequate reference to their membership in the Association on their stationery and other business correspondence unless such reference would conflict with any provision of law. The style of such reference shall be determined by the Management on the advice of the Advisory Board.
- (6) Members shall at all times maintain their legal expertise and the organization of their offices on a first-class basis and be ready to substantiate this upon request to the Advisory Board.

If the Advisory Board unanimously finds a Member to be in breach of one of the aforementioned duties, that Member shall be expelled from the Association at the request of the Board

Article 17
Duty of Information

Upon inquiry Members shall divulge to the Management the number of referrals received from and referred to other Members in the previous 12 months or such other shorter period as the Management may from time to time determine.

VII.
Final Provisions

Article 18
Modification of these Articles of Association

- (1) Any modification of these Articles of Association must be ratified by a two-thirds majority of the meeting of the Members, unless unanimity is required under the regulation.
- (2) As a prerequisite of the adoption of such a resolution, the complete wording of the modification including a reference to the proposed resolution shall be enclosed with the invitation to the respective meeting of the Members.

The meeting of the Members called to vote upon the proposed resolution shall be entitled to amend the wording of the proposed modification.

Before the invitations to the meeting of the Members at which the modifications are to be considered are sent out, the Advisory Board must approve the proposed modification by a qualified majority resolution representing 75% of the Board Members present or represented at the meeting of the Advisory Board.

Article 19
Invalidity

If any provision of these Articles is held to be illegal, invalid, or unenforceable under present or future laws, said provision shall be fully separable; these Articles shall be construed and enforced as if such illegal, invalid, or unenforceable provision does not comprise any part of the Articles other than the intent of such provision is to be noted in construing these Articles; and the remaining provisions of these Articles shall remain in full force and effect, and shall not be affected by the illegal, invalid, or unenforceable provision, or by its severance from these Articles. In such a case the Members shall agree to a modification of these articles which recognises and, as far as possible, realises, the intent behind the provision.

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