

Statutes of the German Council on Foreign Relations (Deutsche Gesellschaft für Auswärtige Politik e. V.)

Version of November 23, 2017, amended by Board resolution of April 17, 2018

Preamble

The German Council on Foreign Relations (DGAP) sets out to promote interest in and understanding of international and European policy issues – in particular relating to security and economics – and to deepen this understanding academically. It thus aims to contribute to international and European cooperation and to international understanding.

It offers those who are active internationally a forum for discussion and an exchange of ideas with DGAP members and guests as well as with the media.

It contributes to the evaluation of international developments and to the discussion on these with academic studies and publications.

1 Name, Office

The German Council on Foreign Relations (Deutsche Gesellschaft für Auswärtige Politik e. V. – hereinafter referred to as the Council) has its office in Berlin.

2 Objectives

(1) The Council is a member-supported, non-profit organization committed to the common good. It is independent, nonpartisan, and has no connection to any special interests.

(2) The objectives of the Council are to promote scholarship and research as well as education and training in international and European political issues and to foster tolerance in all areas of culture and international understanding.

3 Achieving the Objectives of the Statutes

(1) The Council achieves the objectives of its Statutes through its research institute and as a center of competence and information as well as a platform for communication on international and European policy issues, including their economic and security aspects;

in particular by

a) conducting research projects within the Council's objectives and publishing the results of these promptly;

b) analyzing and commenting on current international and European policy issues and participating in the German and international discussion on these topics;

c) planning and conducting events in Germany and abroad on European and international policy issues and organizing study groups and other formats on relevant topics relating to international policy;

d) editing and publishing journals and other media formats (including online) that publish research findings and articles relating to foreign, European, security, and development policy issues, thereby providing a basis for public and political debate on topics relating to international policy;

e) collecting and analyzing books, journals, documents, and other media on topics relating to international and European policy and making its resources available to researchers and institutes from around the world as well as the general public, also online.

(2) A Sponsorship Association exists to raise funds to support the Council. The interests of the next generation are looked after by Young DGAP.

(3) In order to fulfill the objectives of its Statutes, the Council may collaborate with other tax-privileged bodies or legal entities under public law in joint projects or grants as defined by section 58 numbers 2 to 5 of the German Tax Code (*Abgabenordnung*). Furthermore, the Council is entitled to engage in all activities that are intended and suitable to serve the objectives of its Statutes, including the establishment of and participation in companies.

4 Non-profit Status

(1) The Council exclusively and directly pursues non-profit objectives as defined by the section “Tax-privileged Objectives” of the German Tax Code.

(2) The Council is non-profit-making. It does not primarily pursue its own economic objectives.

(3) The Council’s funds may only be used for the objectives laid down in its Statutes.

(4) The members do not receive benefits from the Council’s funds.

(5) No person may be advantaged by disbursements that do not come under the Council’s objectives or by disproportionately high remuneration.

5 Council Funds

The necessary funds are raised through contributions, donations, project funds, and other grants and income.

6 Financial Year

The financial year is the calendar year.

7 Membership

(1) Members of the Council are natural and legal persons.

(2) Membership must be applied for in writing. The Board decides on admissions.

(3) Members of the Sponsorship Association are also members of the Council. This also applies to their representatives appointed to represent them in the Council, provided that they are confirmed by the Board in accordance with paragraph 2.

(4) Members pay an annual membership fee determined by the General Assembly of Members on the proposal of the Board. This General Assembly is due to take place in the first quarter of each calendar year. Representatives of members of the Sponsorship Association do not have to pay a membership fee. The Board may determine different membership fees for individual groups of members.

(5) Membership shall end due to the death or exclusion of the member or termination by the member.

(6) Notice of termination must be given in writing. This is possible at any time. However, the obligation to pay the membership fee shall only end at the end of the financial year. If notice of termination has not been received at least three months before the end of the financial year, this obligation shall be extended until the end of the following financial year.

(7) A member may be excluded by resolution of the Board for conduct that damages the interests or the reputation of the Council or on other important grounds. A hearing shall be conducted before such exclusion. The resolution must be communicated to the member in writing, stating the grounds. A member may also be excluded if they are more than two years in arrears with their membership fees, despite a reminder. Resolutions regarding the exclusion of members shall be made by the Board with a two-thirds majority.

8 Bodies

The bodies of the Council are

- a) the General Assembly of Members,
- b) the Board,
- c) the Advisory Council.

9 General Assembly of Members

(1) The General Assembly of Members is the highest decision-making body of the Council. It is chaired by the President or in his or her absence by the Vice President or an elected member of the Board.

(2) The General Assembly of Members has the following tasks:

a) electing the President, the Vice President, and the elected members of the Board (section 10 para. 1 b) as well as the elected members of the Advisory Council in accordance with the provisions of these Statutes;

b) taking note of the annual report of the President and the auditors' report;

c) passing the annual budget;

d) deciding on the approval of the actions of the President, the Vice President, and the Board;

e) appointing the auditor, whereby the appointment of an auditor may be waived if and for as long as the Council is audited by an accounting firm;

f) setting the membership fee on the proposal of the Board;

g) deciding on amendments to the Statutes, subject to section 14 para. 3;

h) electing honorary members.

(3) The General Assembly of Members is convened by the President in writing, stating the agenda, at least once a year. It must be convened if 50 members request this in writing, specifying the items to be included in the agenda. If the number of full members is less than 200, the request to convene a General Assembly of Members may be made by at least one-quarter of the full members. The invitation period is 14 days starting from the date on which the invitation was sent.

(4) Even without a General Assembly of Members, resolutions may be passed in writing, including by email or other secure electronic means, if at least one-third of the members participate in this resolution or expressly opt not to participate in the resolution. Further details are decided by the Board by resolution.

(5) A duly convened General Assembly of Members shall constitute a quorum regardless of the number of members present.

(6) Resolutions – including those passed in writing – require a simple majority of the votes cast; abstentions are not counted in calculating the majority. In the event of a tie, the Chair has the deciding vote. Amendments to the Statutes require a three-quarters majority of the votes cast. Any member may transfer their vote to another member by means of written proxy, but no present member may represent more than five absent members.

(7) The General Assembly of Members may decide on an item that was not on the agenda if two-thirds of the members present agree. This does not apply to amendments to the Statutes.

(8) Minutes are to be taken of the resolutions at each General Assembly of Members and signed by the Chair and the keeper of the minutes.

10 Board

(1) The Board consists of

a) the President, who is the highest-ranking representative of the Council, and the Vice President, who is the President's deputy;

The President and Vice President should be people with professional experience from the field of economics or international policy;

b) up to seven additional members elected by the General Assembly of Members ("elected members"); the elected members should include at least one expert each for financial and legal issues, who shall be appointed Treasurer and General Counsel respectively by the Board;

c) the ex officio members in accordance with paragraph 2, who are responsible for the operational management of the Council and together constitute the Management Board.

(2) The Management Board in accordance with para. 1 letter c) shall include:

a) the Director of the Research Institute; he or she is also Director of the German Council on Foreign Relations and Spokesperson for the Management Board;

b) the Editor-in-Chief of the journal *Internationale Politik*, whose editorial independence must be respected;

c) the Chief Operating Officer.

If there is a relevant, objective requirement to do so, the Board may, with a majority of two-thirds of its members, appoint other senior employees of the Council as ex officio members or reorganize the allocation of responsibilities within the Management Board. The Management Board is limited to a maximum of five members. The number of ex officio members on the Board must always be less than the number of elected members.

(3) The Chair of the Board is the President. With the exception of the President and the Vice President, who are also the Chair and Vice Chair of the Advisory Council respectively, membership of both bodies is not allowed.

(4) The President, the Vice President, the Treasurer, and the General Counsel shall each represent the Council alone in and out of court. The other members of the Board shall each represent the Council along with one of the aforementioned members of the Board with sole power of representation.

(5) The ex officio members become members of the Board when they assume their role in the German Council on Foreign Relations. Their term in office shall end when their role in the German Council on Foreign Relations ends, for any reason whatsoever. They shall only act in an advisory capacity in resolutions concerning the supervision of the Management Board and the appointment and dismissal of ex officio members of the Board.

(6) The President, the Vice President, and the elected members of the Board are elected by the General Assembly of Members for a term of three years. They may be reelected. If elected members leave before the end of the Board term, the Board may co-opt substitute members from the Council's members.

(7) No later than four weeks before the General Assembly of Members, where a new Board is to be elected, the Board shall announce its nominations for the President, Vice President, and elected members of the new Board on the Council website (members' area). After the nominations have been published, the members may submit written proposals to the Council for other candidates up to 14 days before the date of the General Assembly of Members, provided that the proposals are supported by at least 25 members; the proposals by members must be announced on the Council website without delay.

(8) Members of the Board may receive appropriate remuneration or expense allowance for their work.

11 Tasks of the Board

(1) Subject to the provision in section 10 para. 5, the Board shall have overall responsibility for the management of the Council. It determines the guidelines for its activities and performs tasks of strategic importance. If the management of certain areas is delegated to ex officio members, the Board shall retain overall responsibility for these areas to the extent that it is responsible for monitoring the proper execution of the tasks.

(2) In particular, the Board has the following tasks:

- a) definition of the organization;
- b) preparation of the annual budget, taking into account any opinions of the Finance Committee of the Advisory Council;
- c) monitoring of compliance with the annual budget and the individual budgets of the various departments;
- d) preparation of the annual accounts and the annual report and approval of the annual financial statements, taking into account any opinions of the Finance Committee of the Advisory Council;
- e) appointment and dismissal of the ex officio members of the Board, in the case of the Director of the Research Institute taking into account the proposals of the Academic Advisory Committee;
- f) preparation of the annual report as well as preparation of the General Assembly of Members and execution of its resolutions;
- g) admission of members.

(3) The Board shall adopt Rules of Procedure which shall provide details of cooperation within the Board and between the bodies and institutions of the Council. The Rules of Procedure shall be made known to the members.

12 Advisory Council

(1) The Advisory Council consists of the President, the Vice President, and up to 25 members, who are elected by the General Assembly of Members (“elected members”), as well as up to 15 other members appointed and dismissed by the President in consultation with the Board. For the term and the procedure for electing the elected members, section 10 paragraphs 6 and 7 apply.

(2) The Advisory Council as a whole has the following tasks:

a) advising the Council, its bodies, and committees on strategic issues and other matters of material importance to the Council;

b) adoption of basic guidelines for the work of the Council;

c) providing the Council with ideas for the content of its work and the debate on foreign and security policy issues.

(3) The Advisory Council may form committees from among its members. In any case, it should have an Academic Advisory Committee and a Finance Committee, each with a minimum of five and a maximum of ten members. The task of the Academic Advisory Committee is to advise the Research Institute and the Board on all matters concerning the topics and quality of the Council’s academic work, and to make proposals to the Board when appointing the Director of the Research Institute. The task of the Finance Committee is to advise the Board on financial matters, in particular by providing opinions on the annual budget and the annual financial statements, as well as actively supporting the Council in its fundraising activities.

13 Procedural Matters

(1) The Advisory Council as a whole should meet at least once a year at the invitation of the President or Vice President. The committees of the Advisory Council determine the frequency of meetings and procedural matters themselves and report these to the Board. The Board should meet quarterly if possible, but at least twice a year.

(2) The Board and Advisory Council shall pass their resolutions by simple majority. In the event of a tie, the President shall cast the deciding vote, or in his or her absence the Vice President.

(3) The Board may form committees to perform special tasks. The President and the Vice President are entitled to belong to all committees.

14 Miscellaneous

(1) Written notifications in accordance with these Statutes may be made by letter or in text form (in particular email, fax) at the Board's discretion. Notifications by the Council to its members shall be deemed to have been received if they have been sent to the member's address (or email address, fax number) last known to the Council.

(2) All references to people and roles used in these Statutes shall be equally valid in male and female form.

(3) Insofar as the Register of Associations or the responsible tax authority demand amendments to the Statutes or recommend amendments for the recognition or preservation of the non-profit status, the Board is entitled to adopt such amendments without convening a General Assembly of Members. The members are to be informed immediately of such amendments to the Statutes in a suitable form.

15 Dissolution

(1) The dissolution of the Council can only be decided upon by a specially convened General Assembly of Members with a three-quarters majority of those present. The General Assembly of Members shall appoint the liquidators.

(2) In the event of a dissolution of the Council or if tax-privileged objectives cease to apply, its assets shall pass to a legal entity under public law or another tax-privileged body for use in the promotion of scholarship and research.