

Articles of Association
of the
German-Singaporean Lawyers' Association (registered society)

resolved at the inaugural meeting on 17 July, 2000.

§ 1 Name, Residence, Financial year

1. ¹The Association bears the name: "Deutsch-Singapurische Juristen-Vereinigung" and shall be registered into the official register of societies and associations. ²After registration it will bear the suffix "eingetragener Verein" ("e.V.") (*registered society*) in addition to its name.
2. The Association is resident in Berlin.
3. The financial year is the calendar year. The first financial year, commencing at the founding of the Association, ends on 31 December, 2000.

§ 2 Purpose of the Association

1. ¹The Association has the purpose to promote and spread the knowledge and the understanding of Singaporean law in the Federal Republic of Germany and German and European law in Singapore, as well as to seek co-operation with Singaporean lawyers in the spirit of mutual understanding. ²It shall offer a forum for contacts between Singaporean and German lawyers as well as supporting educational purposes. ³Through this forum knowledge about Singaporean law and the German-Singaporean legal relationship shall be passed on and the understanding of both nations for each other and mutual tolerance shall be promoted.
2. This purpose is especially realised by the publication of articles by the academic world and the legal profession and by carrying out of educational events regarding questions of Singaporean law and the German-Singaporean legal relationship as well as subjects of Comparative law and subjects regarding European law, further by the organisation of common conferences for German and Singaporean lawyers and the arrangement for practical training positions, study visits and working assignments in the other country.
3. The Association can join international organisations, observe their activities and send representatives in order to promote the purpose of the Association.
4. ¹The Association pursues only and directly non-profit-purposes in accordance with the section on tax-privileged objectives in the German General Tax Code (Abgabenordnung). ²It acts selflessly and does not primarily pursue self-interested purposes. ³The Association's means may only be used for purposes as stated in the Articles of Association. ⁴Members do not receive any sums of

money from the Association's funds. ⁵No persons may benefit through expenses which are not consistent with the association's purposes or by a disproportionately high remuneration.

§ 3 Acquisition of Membership

1. ¹ Member of the Association can be:
 - a) any natural person
 - b) any legal entity and any legally responsible institution, any dependent foundation and organisation without legal personality and any comparable organisation

which helps to carry out the Association's purposes.

2. Any member according to section 1 letter b) names a natural person (a permanent representative) who shall represent it within the Association and who is entitled to give and receive manifestations of intent for the principal; the Association has to be informed about any change of representative.
3. ¹The Committee decides on the admission of members on the basis of a written application. ²The applicant can lodge a complaint against the rejection of his application which will be decided at the next General Meeting.

§ 4 Termination of Membership

1. The membership ends with the death or the extinction of legal capacity, cancellation, resignation or suspension of the member.
2. Written notice of one month at the end of a calendar year has to be given to the Committee.
3. ¹A member can be suspended from the Association when its conduct greatly violates the Articles or the interests of the Association. ²The suspension is effected by an unanimous decision of the Committee or by the General Meeting with a majority of two-thirds (2/3). ³The applicant has to be given the chance to comment before a decision is made. ⁴The decision to suspend is to be given to the applicant in writing and with proof of service. ⁵On suspension by the Committee the member concerned can lodge a complaint against the decision within one month upon which will be decided at the next General Meeting.
4. The Association can award honorary membership with the consent of the General Meeting. The honorary membership shall honour great services rendered to the Singaporean-German legal relationship or to the Association. Honorary members have all rights of a member and are exempted from the obligation to pay membership fees.
5. Cancellation of membership is permitted by a decision of the Committee if the member is in arrears with the payment of a fee due, and was not allowed more time for payment, by more than one year despite having been reminded twice in

writing by the Committee and after that does not pay the outstanding fee within a period of notice of three months after despatch of this request for payment in spite of having been sent a final (third) written request for payment including the threat of suspension by the Committee.

§ 5 Membership Fees

1. ¹The members are obliged to pay annual fees. ²The obligation to pay annual fees commences on 1st January of the year in which the member is admitted into the Association. ³The obligation to pay fees ends on 31st December of the year in which the membership is terminated. ⁴The fee is due at the beginning of a financial year. ⁵In exceptional cases the Committee can allow more time for payment or waive the outstanding fees.
2. The General Meeting decides on the level of the fees at the suggestion of the Committee.

§ 6 Organs of the Association

The organs of the Association are

- a) the General Meeting
- b) the Committee
- c) possibly the Curatorship.

§ 7 The General Meeting

1. ¹The General Meeting is the highest decision-making organ of the Association. ²The Committee is bound by the decisions of the General Meeting. ³The General Meeting especially decides upon:
 - a) the election and relief of the Committee;
 - b) the amendment and supplementing of the Articles of Association;
 - c) the laying-down of the fees;
 - d) the election of the Curatorship;
 - e) the election of committees;
 - f) the election of the auditors;
 - g) the dispersal of the Association.
2. The General Meeting is to be held as an Annual General Meeting (Full General Meeting) at least once a year, if possible at the end of the first quarter of the financial year.
3. The agenda of the Annual General Meeting (Full General Meeting) must contain the following points:
 - a) annual report of the Committee
 - b) treasurer's report of accounts
 - c) the auditors' report
 - d) relief of the Committee and possibly of other committees
 - e) new election of the Committee and possibly of other committees

- f) election of auditors
 - g) laying-down of fees
 - h) applications
 - i) miscellaneous
4. ¹An Extraordinary General Meeting can be held by the Committee if it does so in writing and states the reason with at least 20 % of the members wishing so or if the Committee thinks it necessary. ²An additional General Meeting is to be held in the case of resignation of the Committee and in the case of dissolution of the Association.
 5. ¹The invitation to the General Meeting is made by the Committee in writing and four (4) weeks prior to the date of the meeting enclosing the agenda and all presented requests. ²With dispatch of the invitation, the call is deemed to be made. ³Applications for additions to the agenda are to be made in writing to the Committee at least two weeks prior to the meeting.
 6. ¹Each General Meeting held according to the Articles of Association has a quorum regardless of the number of members present. ²Deviant to sentence 1, at least half the number of all members entitled to vote have to be present (quorum) when decisions are made regarding the change of the Articles of Association or the dissolution of the Association. ³Is the quorum not reached, a new General Meeting (a so-called second General Meeting) has to be called properly with a corresponding agenda regarding the change of the Articles or the dissolution of the Association, respectively. ⁴The new (second) General Meeting has a quorum, regardless of the number of the present members entitled to vote; this has to be pointed out in the invitation. ⁵§ 11 section 1 remains unaffected.
 7. ¹Each member has a vote in the General Meeting. ²Members according to § 3 section 1 letter b) vote through their permanent representatives. ³Another member can be authorised in writing to vote, but only persons present at the General Meeting can be authorised and an authorised person cannot hold more than four authorisations. ⁴Authorisation has to be given for each General Meeting separately. ⁵The authorisations are to be attached to the protocol of the General Meeting.
 8. ¹For decisions and at elections the majority of the valid votes wins. ²Deviant to sentence 1, decisions regarding the change of the Articles and the dissolution of the Association need a majority of three quarters (3/4) of all votes. ³§ 11 section 1 remains unaffected.
 9. The voting is normally done by a show of hands if a ballot is not requested by at least one-quarter (1/4) of the members present or a different kind of vote is laid down by the chairman of the meeting.
 10. ¹Minutes of each General Meeting are to be taken which shall contain the main contents of the discussed subjects, requests and the decisions. ²The protocol is to be signed by the respective clerk as well as the chairman of the meeting and a copy shall be sent to the members.

11. ¹The General Meeting is led by the chairman of the Committee, if he is unable to attend, the meeting is led by a member of the Committee chosen by him. ²The chairman of the meeting names a clerk for taking minutes at the beginning of the General Meeting. ³The General Meeting is not public. ⁴The chairman of the meeting can admit guests.

§ 8 The Committee

1. ¹The Committee according to § 26 BGB (German Civil Code) are:
- a) the chairman
 - b) the deputy chairman
 - c) the treasurer.
- ²Two of these together are authorised to judicially and extrajudicially represent the Association.
2. The General Meeting can elect two further members of the Committee as assessors into an enlarged Committee.
3. ¹The Committee is elected by the General Meeting for a period of two (2) years. ²The Committee remains in its position until a new Committee is elected according to the Articles of Association.
4. ¹All members of the Committee are elected separately. ²Only members of the Association who are natural persons are eligible.
5. Should a member of the Committee retire during a term of office, the Committee will then elect a replacement out of the members of the Association for the remaining term of office of the retired member.
6. ¹The Committee runs the business of the Association according to the Articles of Association and to the decisions of the General Meeting. ²It sets a budget for the Association and decides on the funds in the scope of the current administration. ³The Committee decides on the allocation of business. ⁴The Committee can give itself rules of procedures. ⁵The Committee can appoint special representatives for certain transactions. ⁶For legal transactions, which cause a commitment exceeding EUR 500,-, the special representatives require the prior consent of the Committee
7. ¹The Committee makes its decisions with a simple majority of the Members of the Committee present provided the rules of procedure do not intend something different. ²Decision of the Committee can be made by telephone or in writing, provided that no Committee member objects to this procedure in an individual case. Decisions made by the Committee by telephone are to be recorded by the chairman and to be signed by the remaining members of the Committee.
8. If, due to a condition of the register court or an authority, any change of Articles of Association is required, the Committee is authorised to effect this change of the Articles of Association.

§ 9 Curatorship

1. The Association can appoint a Curatorship. The Committee proposes the appointment of such and the General Meeting makes the decision.
2. ¹The Curatorship contains no more than five (5) persons. ²The Committee proposes the members who are appointed by the General Meeting for a term of office of five (5) years. ³Should a member retire during a term of office, the Committee will then propose a replacement and the General Meeting can pass the decision.
3. The Curatorship meets at invitation of the Committee or at the request of at least one-third of all its members.
4. ¹The Curatorship has the task to provide professional advice to the Association and its subdivisions and to promote the purpose of the Association. ²The members of the Curatorship should be personalities from different fields of the administration of justice as well as from science, research and teaching or politics.

§ 10 Audits

¹The General Meeting elects two auditors annually for controlling the book-keeping and the accounts. ²They may not be members of the Committee and are to report their activities to the Full General Meeting.

§ 11 Dissolution, Liquidation

1. The dissolution can only be effected by the General Meeting especially summoned for this purpose, reaching a majority of three-quarters (3/4) in compliance with § 7 section 6 sentence 2 and § 7 section 8 sentence 2 of the Articles of Association.
2. Liquidation is effected by the last acting Committee unless the General Meeting agrees on something else.
3. ¹The existing assets of the Association must not be distributed to the members at the dissolution or liquidation of the Association or in case the purpose, according to the Articles of the Association, ceases to exist. ²After the prior consent of the competent inland revenue authority, these are to be transferred to another non-profit-making organisation with comparable purposes and which uses the transferred assets of the Association only and directly for non-profit-purposes, especially in the sense of the purposes in accordance with the Articles of the Association (§ 2).

§ 12 Court of Jurisdiction

Court of Jurisdiction for all disputes regarding these Articles of Association is the domicile of the Association.

§ 13 Validity

¹Should any of these regulations regarding these Articles of Association be invalid then the other regulations remain unaffected. ²The invalid regulations are to be replaced by the General Meeting with such regulations that come close to the intended purpose of the original regulation in a permissible way and under observance of the non-profit-purposes. The same applies in case of an incompleteness requiring to be filled in.