

STATUTES (as per March 30, 2020)

„CEAA Chinese European Arbitration Association“

Art. 1 - Name, Registered Office and Business Year

1. The name of the Association is „**CEAA Chinese European Arbitration Association**“, in the following also called “Association”. After registration „e.V.“ is added to the name.
2. The Association shall have its registered office in Hamburg, Germany.
3. The business year of the Association corresponds to the calendar year.

Art. 2 – Objective of the Association

1. Objective of the Association is the promotion of arbitration and other methods of alternative dispute resolution (ADR) in European business and legal relations with China and worldwide if related to China and East Asia.
2. The statutory objectives might be pursued by
 - Ownership or shareholding in legal entities which offer and administer arbitration and other ADR within the scope of the statutory objectives, in particular the Chinese European Arbitration Centre (CEAC) resp. the Chinese European Arbitration Centre GmbH.
 - Organizing conferences, events, marketing and publications related to the statutory objectives,
 - Fostering of international relations in connection with arbitration and ADR,
 - International cooperation with other organizations committed to the same objectives,

Art. 3 - Membership

1. Any natural person who is above the age of 18 years, any private company or any legal entity may become a member.
2. With the application the applicant accepts the Statutes and the fee schedule in case of successful application as well as the obligation to pay due membership fees.
3. The application for membership is generally to be submitted to the Executive Board in writing, by fax, e-mail or the website. There is no entitlement to admission.
4. The Executive Board shall make a final decision on the written application for membership at its own discretion. The board is not obliged to give reasons for rejection. Membership begins with the dispatch of the admission decision to the applicant.
5. The Board of Directors is authorized, at its discretion, to offer membership to natural persons or legal entities and also to grant honorary membership without fees or co-operative membership without fees for affiliated institutions.. All members of the Chinese European Legal Association e.V., registered in Hamburg, are without any further requirements entitled to become members of the Association.

Art. 4 – Members Rights and Obligations

1. Members are entitled to use all facilities of the Association and to participate in all events offered by the Association.
2. Members are entitled to get included in the list of arbitrators of the Chinese European Arbitration Centre (CEAC) if all requirements as set in the statutes of the Chinese European Arbitration Centre are fulfilled. Furthermore they may bring forward motions to the Board or to the General Assembly.
3. Members have to respect the statutory objectives of the Association and decisions by the organs of the Association.

Art. 5 – Termination of Membership

1. Membership is terminated by death, voluntary withdrawal, striking from the list of members or in case of legal persons their losing the legal capacity.
2. Voluntary withdrawal must be notified to the Board in writing, by fax or e-mail at least three months prior to the end of the business year. The notification must be placed in time with one member of the Board.
3. The striking of a member is only possible for good cause. On motion by the Board the General Assembly decides with a three quarter majority of the members present upon the striking. The Board has to inform the member on his motion at least two weeks prior to the General Assembly. Any written brief of the member concerning the motion of striking him has to be read to the General Assembly. Membership ends with the decision of striking by the General Assembly and is to be communicated immediately to the member by the Board only, if the member was not present at the General Assembly.
4. A member can be struck from the list of members if fees for two consecutive years have not been paid and are not paid within six months after written notification of the overdue fees. The notification must inform the member about the exclusion from the membership in case of nonpayment. The Board decides on striking a not paying member of the membership list. No notification to the member is necessary.
5. Upon the termination of membership for whatever reason all membership rights cease. Any refund of fees, contributions, grants or other support by the former member is excluded. The right of the Association to claim overdue fees remains.

Art. 6 – Membership Fees and Expenditures

1. Membership fees, other contributions and entrance fees are set out in the fee schedule. The initial fee schedule is set out by the Founding Assembly whilst all later fee schedules are approved by the General Assembly upon proposal by the Board.
2. The Board may at his discretion exempt from membership fees for a certain period or indefinitely any organization or legal person who supports the objectives of the Association.
3. The Board may at his discretion reduce or waive membership fees upon written application temporarily or indefinitely, if a member is not able to pay.

4. Honorary Members are exempt from membership fees.
5. Funds of the Association must not be spent except for statutory purposes. Members are not entitled to receive any contributions from the Association. Nobody shall receive payments which are not in line with the statutory objectives or are unreasonably high.

Art. 7 - Organs of the Association

1. The organs of the Association are the Executive Board ("Board" = Vorstand) and the General Assembly.
2. The Board may upon his discretion establish advisory committees and appoint as members natural or legal persons who foster the statutory objectives in an extraordinary way.

Art. 8 – Executive Board („Board“)

1. The Executive Board consists of:
 - President (Chairman),
 - Vice President (Treasurer) and
 - Vice President (Company Secretary).
2. The Board is responsible for the management of the activities of the Association and is competent for all matters except if assigned to another organ by the statutes. The Board convenes the General Assembly and implements resolutions of the General Assembly.

The Association is represented judicially and extra-judicially by either the President or by any one of the Vice Presidents (§ 26 BGB) who are exempted from the restrictions of § 181 BGB. The Board may set up rules of procedure and delegate special tasks to members or establish committees for such tasks or their implementation.

3. The members of the Board are elected by the General Assembly for a period of three years. Re-election is allowed. Board members remain in office until successors have been elected.

4. The term of a member of the Executive Board ends upon leaving the Association. If a member resigns before the end of his term of office, the Board shall elect a replacement member until the next General Meeting..
5. The responsibility of Board members is limited according to § 31a BGB and they are to be protected by the Association against claims by third parties according to § 31a (2) BGB. The Association may at its own expense insure Board members against claims in connection with the management of the Association by the Association itself, its members or third parties.
6. General Assembly and / or Board may appoint non-executive members to the Board. These members of the non-executive Board must not legally represent the Association. General Assembly and / or Board may also appoint „Honorary Members“ to the non-executive Board.
7. The Board is authorized to make any changes to these Statutes which are necessary to register the Association provided they do not change the objectives of the Association. This section 7 becomes invalid with the due registration of the Association.

Art. 9 – General Assembly

1. A General Assembly is convened by the Board if needed, however at least once a year (ordinary General Assembly), if possible in the first six months. The Board decides on the location upon his free discretion. The invitation has to be sent by the Board at least 21 days before the date of the General Assembly and must contain the preliminary agenda.
2. The invitation must indicate the topics to be decided by the General Assembly. Each member can propose in writing until at latest one week before the assembly additional topics for the final agenda. The Chairperson of the General Assembly must amend the agenda accordingly with the start of the meeting. The General Assembly decides on motions to amend the agenda which are brought forward during the General Assembly.
3. The President or a Vice President chairs the General Assembly. Upon proposal by the President another Chairperson can be elected by the General Assembly. The Board presents to the General Assembly a report on the preceding year, the financials and the budget.

4. The General Assembly decides upon:
 - a) Approval of the annual report,
 - b) Formal approval (“Entlastung”) to the actions of the Board,
 - c) Election of the Board,
 - d) Change of Statutes,
 - e) Fee schedule, in particular members fees,
 - f) Motions of the Board and of members,
 - g) Appointment of Auditors,
 - h) Dissolution of the Association,
 - i) Confirmation of members of advisory committees as proposed by the Board,
 - j) Confirmation of non-executive Board members as proposed by the Board,
 - k) Striking members from the membership list.

5. Each duly convened General Meeting shall be deemed to have a quorum irrespective of the number of members present. Every member present is entitled to vote. Members who pay a increased fee according to the statutes (law firms), as well as institutional members, have a doubled right to vote. Members not present are entitled to authorize other members to exercise their voting rights in writing or text form. Voting instructions are not permitted. The authorized members are entitled to grant sub-authorization. Voting in the general meeting shall in principle take place openly by show of hands or by acclamation. At the request of the majority of those present, the voting shall be secret.

6. Decisions of the General Assembly are taken by simple majority, if the Statutes do not rule differently. Abstentions are not counted. A motion is not approved if the vote is split. A decision to change the Statutes requires a majority of three quarters of the members present.

7. Decisions taken by the General Assembly shall be duly documented in a protocol to be signed by the Chairperson and the Secretary. If several persons were chairing the General Assembly, the last Chairperson signs the complete protocol. Each member of the Association is entitled to see the protocol.

Art. 10 – Communication and Data Protection

1. All communications between the Association and members via e-mail are legally effective, if not precluded by the Statutes. Each member is obliged to provide the Associa-

tion with a valid e-mail-address. Communications sent by the Association to an e-mail-address provided by the member is deemed to arrive with the member as soon as it is sent by the Association. Otherwise the legal regulations on effective reception of communications apply.

2. The Board may upon his free discretion also communicate in writing or any other form and shall take care to have proof for the sending or the reception of said communication by the addressee. If a delivery by post or courier is chosen by the Board, the communication is deemed to have arrived at the addressee one week after dispatch.
3. Data of members are stored electronically to facilitate communication with members. Each member agrees to the storage and processing of their data.

Art. 11 – Dissolution of the Association

1. The dissolution of the association shall be decided only in a general meeting with a majority of four fifths of the valid votes cast. This agenda item must have been expressly referred to in the invitation..
2. Liquidators should be the Executive Board members actually in office, if not decided otherwise by the General Assembly.

Art. 12 – Applicable Law and Dispute Resolution

1. All legal relations between the Association and its members are exclusively governed by German law.
2. Any dispute between the Association and its members arising out of or relating to these Statutes shall be finally settled by a sole arbitrator without recourse to the ordinary courts of law. This arbitration shall be institutional and administered by the Chinese European Arbitration Centre (CEAC) in Hamburg (Germany) in accordance with the Arbitration Rules of the Chinese European Arbitration Centre then in force. The seat of the arbitration shall be Hamburg, the language of the arbitration shall be German and German law shall be applicable to the merits. The sole arbitrator shall be named by the President of the Hamburg Chamber of Commerce. In case the Chamber is a party in this dispute, the sole arbitrator shall be named by the President of the Hamburg Bar Association.

Art. 13 – Binding Character of the German Version of the Statutes

The German version of these Statutes is legally binding and shall prevail over any English or Chinese version in case of divergences between these versions.

Hamburg, March 30, 2020; translated by Juergen Woehler