

STATUTES OF THE INTERNATIONAL LL.M. ALUMNI ASSOCIATION FOR THE
UNIVERSITY OF GEORGIA SCHOOL OF LAW

amended as of June 20, 2003

Sec. 1

Name, Seat, Year of Association

1. The name of the association shall be the "International LL.M. Alumni Association for the University of Georgia School of Law". The association shall be registered in the Official Register of Associations; after the registration, the association shall be called the "International LL.M. Alumni Association for the University of Georgia School of Law e.V."
2. The seat of the association shall be in Hanover. The managing committee shall be authorized to set up offices in all other towns in the Federal Republic of Germany or abroad.
3. The fiscal year shall be the calendar year. The first fiscal year shall be a short fiscal year which shall run until December 31, 1994.

Sec. 2

Objectives of the Association, Non-profit Status

1. The objectives of the association shall be to promote education and culture, to foster communication between nations, and to promote science and research in the university sector. These objectives shall be especially realized by the support of research and teaching institutions at the University of Georgia School of Law and other university institutions of the University of Georgia, Athens, Georgia, U.S.A.. The association will also grant scholarships in order to promote exchanges between American and foreign students, and especially to facilitate study trips and the practical training of American students abroad and of foreign students at the University of Georgia School of Law.

In order to achieve the objectives of the association, the association will regularly contact the University of Georgia School of Law as well as other institutions at the University of Georgia and inform the members of the association within the scope of the association's objectives.

2. The association shall solely and directly pursue charitable objectives within the meaning of the section "tax-deductible objectives" of the (German) Fiscal Code (*Abgabenordnung*)
3. The objectives of the association shall be realized through requests for funds and fund-raising drives. Furthermore, the association shall organize and hold special events within the scope of the association's objectives that exclusively and directly serve the intended charitable objectives.

It is not the objective of the association to generate profits. The association is altruistic and it does not pursue its own economic objectives.

4. The association's funds shall only be used in accordance with the association's statutory objectives. As a function of their membership, the members do not receive payment from the association's funds. No persons may be favored by providing them with unreasonably high compensation or by giving payments that are not in accordance with the objectives of the association.
5. When distributing and using the funds for
 - the association's scientific objectives,
 - other objectives of the association,

it has to be made sure that the respective purpose of the funding is clearly and comprehensibly noted in the association's books, separate from the achievement of other purposes. In addition, every use of a donation must be able to be proven with documentation.
6. If the association is dissolved or terminated, or if the original tax-privileged objectives have ceased to exist, sec. 13 para. 3 shall apply.

Sec. 3 Membership

1. Every person who has been a student of the University of Georgia School of Law LL.M. Program is eligible to become a member of the association.
2. A person may acquire membership by sending a written notification to the managing committee; the membership is deemed to have occurred if the managing committee does not object to the application for membership within a one-month period. In the case of an objection, the managing committee is not obligated to inform the applicant of the reasons for the objection.

Sec. 4 Termination of Membership

1. The membership is terminated upon a member's death, expulsion, withdrawal from the member list, or retirement from the association.
2. A member's retirement must be submitted to the managing committee in writing with three months notice prior to the end of the year.
3. The managing committee may decide to withdraw a member from the membership list if the member defaults on at least one yearly membership fee, despite having been sent two written reminders. A withdrawal may only be executed if the cancellation is announced in the second reminder and if a two months period has expired after it has been sent. The member shall be notified of the withdrawal.
4. In the case where a member acts against the interests of the association in a culpable and gross manner, the managing committee has the power to expel the member. Prior to an expulsion, the member must have the possibility of rendering a statement. The expulsion must be justified in writing and notified to the member. The member may object to this decision through an appeal to the general meeting within one month after

receipt of the decision. The managing committee must call a general meeting in order to render a decision about the expulsion within a six-month time period after the appeal has been lodged within the time limit. Until a decision is reached, the rights and obligations of the membership are suspended.

Sec. 5 Membership Fees

1. The members may be charged membership fees.
2. The managing committee fixes the amount and due-date of the membership fees. The managing committee has the right to grant membership fee reductions.
3. Unless otherwise specified, donations shall be credited towards the membership fees.

Sec. 6 Bodies of the Association

The general meeting and the managing committee are the bodies of the association.

Sec. 7 General Meeting

1. The general meeting exercises all rights which are not assigned to another body by these statutes.
2. The managing committee must call a general meeting at least once every two years. The summons must be in writing or otherwise in text form, state the details of the agenda, and must be sent at least four weeks before the meeting.

Each member has the right to request an amendment to the agenda. The request has to be in writing or otherwise in text form and addressed to the managing committee no later than one week prior to the general meeting. It is within the discretion of the managing committee to decide whether to accept the amendment. However, if one tenth of the members support the request, it must be accepted. The members have to be informed of the request in writing or otherwise in text form prior to the meeting. If this is not possible anymore, the person chairing the meeting must inform the members about the request at the beginning of the meeting.

3. The managing committee must call an extraordinary meeting if it is in the best interest of the association or if a fifth of the members so request in writing or otherwise in text form by stating the reasons for such meeting.

Sec. 8 The Adoption of Resolutions at the General Meeting

1. Each member has one vote at the general meeting. Members may represent other members as long as they are authorized to do so in writing or otherwise in text form and they present this authorization to the meeting.

2. The person chairing the meeting must announce the agenda at the beginning of the general meeting. The general meeting shall decide whether to accept requests to amend the agenda.
3. The general meeting is chaired by the president (see sec. 9 para. 1) or by the treasurer if the president is absent. Otherwise the general meeting elects the chairperson of the meeting. The secretary shall record the minutes of the meeting, and in the case of his or her absence, the meeting shall elect a person to record the minutes.
4. The general meeting constitutes a quorum if at least seven members, or a quarter of the members, are present or represented (the smaller number is sufficient). When a quorum is not met, the managing committee must call another meeting within four weeks. The invitation must indicate that, regardless of the number of members present, this meeting shall constitute a quorum.
5. To the extent these statutes do not provide otherwise, resolutions are passed by a simple majority of valid votes cast.

Amendments of the statutes or the dissolution of the association may only be decided on during a general meeting and require a three quarters majority of the valid votes cast. The consent of all members is required in order to modify the objectives of the association.

6. Rather than calling a general meeting to pass resolutions for matters that require only a simple majority, the managing committee may send a written survey to the members. This may also be done in text form. The members must be given a minimum of three weeks time (from the postmarked date) to respond to the president in writing or otherwise in text form. The votes must be counted by at least two members of the managing committee, and the result must be submitted to the members in writing or otherwise in text form. A resolution shall only be valid if more than one quarter of all members respond in writing or otherwise in text form within the deadline. A resolution is passed by a majority of votes cast.
7. Resolutions must be recorded in the minutes of the general meeting, which must be signed by the secretary of the meeting. The results of a written survey must be written down and signed by the president.

Sec. 9 Managing Committee

1. Pursuant to sec. 26 German Civil Code (BGB), three persons – the president, secretary and treasurer – constitute the managing committee of the association. Two members of the managing committee are authorized to represent the association jointly.
2. The general meeting elects the managing committee for two years beginning from the date of the election. The members of the committee have to be elected one by one. Only members of the associations may be elected as members of the committee. The managing committee will exist until a new committee is elected.
3. The managing committee determines its own rules.

Sec. 10
Duties and Powers of the Managing Committee

1. The powers of the managing committee are defined by the statutes of the association and the law. In particular, the managing committee has the following duties:
 - prepare and call the general meeting as well as prepare the agenda
 - execute the general meeting's resolutions;
 - prepare the budget, be responsible for accounting, and draft the annual report;
 - pass resolutions regarding the admission of new members;
 - grant scholarships;
 - distribute other funds and use the funds to promote the association's objectives.

The managing committee shall submit an activity report to the general meeting.

2. The managing committee is authorized to appoint committees, commissions, working committees, and similar bodies, and the committee may entrust them with special tasks. The managing committee may also choose non-members in regards to the above mentioned activities.

The managing committee is authorized to appoint a managing director and may delegate the committee's specific tasks to him or her.

3. The association's funds may be deposited in bank accounts at German or American banks. The managing committee determines the persons who, in addition to the treasurer and the managing director, are authorized to dispose of the funds deposited at the banks.

Sec. 11
Meeting and Resolutions of the Managing Committee

1. The managing committee takes decisions in its meetings which are called by the president or by the secretary in case of the president's absence. One week's notice must be given. It is not necessary to announce the agenda. The minutes of the meeting must be recorded.
2. The managing committee constitutes a quorum if at least two of its members are present. Resolutions are passed by a majority vote of the members of the managing committee who are in attendance at the meeting.
3. The managing committee may also pass resolutions outside of meetings in writing or otherwise in text form or by telephone if all members of the managing committee have agreed to this procedure or take part in such procedure. The resolution is passed when a majority votes in favor of the resolution. The secretary – or the president in case of his or her absence – must inform the other members of the managing committee about the result of the vote; this information may be orally delivered.

Sec. 12
Audit

1. The general meeting appoints an auditor, who must check the annual accounts. The auditor must submit the results in a written or oral report to the managing committee, and in turn, this report must be submitted to the general meeting.
2. During the years in which a general meeting does not take place, the managing committee is obliged to submit the auditor's report to the members who ask for it within three months of its receipt.

Sec. 13
Dissolution of the Association

1. The decision to dissolve the association may only occur at a general meeting if a three-quarter majority of valid votes are in favor of the dissolution.
2. If the general meeting does not decide otherwise, both the president and the secretary will jointly represent the association as liquidators.
3. In the case of the association's dissolution, loss of legal capacity, or if the original objectives have ceased to exist, the funds of the association shall be given to the "Deutscher Akademischer Austauschdienst" (German Academic Exchange Service), which must use the funds exclusively and directly for charitable purposes, and especially for the promotion of education and culture through exchanges between American and German students.