



Chemnitz Area Chamber of Industry and Commerce Bylaws

The Plenum of the Chemnitz Chamber of Industry and Commerce adopted the Bylaws below on January 29, 2016 in accordance with Sec. 4 Clause 2 No. 1 of the Law on the Provisional Settlement of the Regulations Governing the Chambers of Industry and Commerce dated December 18, 1956 (Federal Law Gazette/BGBl. I p. 920), last amended by Article 17 of the Law dated July 25, 2013 (BGBl. I p. 2749) in conjunction with the Law on the Implementation and Amendment of Regulations Governing the Chambers of Industry and Commerce in the Free State of Saxony dated November 18, 1991 (Saxon Law Gazette/GVBl. dated November 22, 1991), consolidated as per May 23, 2014 and the Regulation by the Saxon State Ministry of Economic Affairs, Labour and Transportation for the Establishment and Division of Areas among the Chambers of Industry and Commerce in the Free State of Saxony dated May 6, 1998 (SächsGVBl. dated June 23, 1998, p. 246) consolidated as per March 2, 2012 (SächsGVBl. dated March 15, 2012, p. 168:

■ Art. 1 Name - Location - Area

(1) The Chamber's name shall be "Industrie- und Handelskammer Chemnitz" [IHK Chemnitz], a public corporation bearing its own official seal.

(2) The Chamber's principal office shall be in Chemnitz. Its area shall comprise the City of Chemnitz, the administrative districts of Mittelsachsen,

Erzgebirgskreis, Vogtlandkreis, and Zwickau.

(3) The area of the Chamber shall be subdivided into five constituencies: City of Chemnitz, District of Mittelsachsen, District of Erzgebirgskreis, District of Vogtlandkreis, and District of Zwickau.

(4) The Chamber shall have the right to set up and shut down branch offices.

■ Art. 2 Purposes

(1) The purpose of the Chamber is to foster the common interest of its associated traders and to promote the industry while taking into account the commercial interests, and carefully weighing and balancing the several trade branches or businesses within their districts. It is for the Chamber to support and advise the authorities by providing suggestions, opinions and reports, and to act in the spirit of upholding the decency of honourable businessmen.

(2) Persons doing voluntary work on behalf of IHK Chemnitz outside the Chamber's district shall be compensated upon request for any cash expenses incurred in accordance with the valid travel regulations. With regard to Presidents, Vice Presidents, and Honorary Presidents of the Chamber this shall also apply for costs incurred within the Chamber's district, except for committee meetings at their own district.

■ Art. 3 Composition and tasks of the Plenum

(1) The Plenum is made up of 80 directly and of up to 16 indirectly elected members. They are elected for six years each. There shall be 16 directly elected members per constituency as defined in Art. 1 (3) hereof. The composition of the Plenum shall take into consideration the economic peculiarities of the Chamber's district and the overall economic importance of the trade groups. Details of the election of the members are set out in the Election Regulations.

(2) The Plenum members shall represent the members of the Chamber in their entirety. They shall not be bound by instructions and orders. They perform their duties on a voluntary basis and shall be bound to secrecy concerning any information, facts, and procedures which are confidential by their nature or designated as confidential. The President shall bind the Plenum members on entering into office to an objective exercise of their function and to confidentiality.

(3) The Plenum shall be entitled to appoint any such members who rendered outstanding services to the Chamber as honorary members upon their resignation giving them the right to take part in the Plenary Sessions as advisers without the right to vote. A certificate documenting the appointment shall be issued which is to be signed by the Chamber's

President and Executive Manager. The honorary membership shall expire in case of loss of civil rights or denial of basic rights or denial of the ability to hold public offices.

(4) The Plenum shall make the rules for the work of the Chamber and decide on issues of fundamental importance for the industry and the work of the Chamber; the Plenum shall be particularly responsible for resolutions regarding:

- a) Bylaws
- b) Regulations on elections, contributions, special contributions and fees
- c) Financial statute
- d) Adoption of the business plan and the business statute
- e) Giving discharge
- f) Election and deselection of Presiding Committee members
- g) Appointment of Honorary Presidents
- h) Appointment of the Executive Manager
- i) Forming of committees, except for the Vocational Training Committee
- j) Setting up of permanent arbitration courts and boards
- k) Regulations on the public appointment and swearing in of experts
- l) Adoption of procedural rules for the Plenum and their committees
- m) Elections of three auditors
- n) Setting-up and shutting down of branch offices
- o) The kind of public announcements
- p) Delegation of tasks to other chambers of industry and commerce and forming co-operations under public law

■ Art. 4 Plenary Sessions

(1) The Plenum shall be convened by the President as required, however at least twice a year for an ordinary session. The

President shall convene the Plenum immediately for an extraordinary session if one fifth of its members demand to do so specifying the topic to be discussed.

(2) The invitation for the meeting of the Plenum shall be sent in the written form including agenda of the session not later than 2 weeks before the Plenary Session is to take place. The agenda shall be drafted by the President and must include all proposals received by the day the invitations are sent out.

(3) Issues that are not part of the agenda may only be dealt with if two thirds of the present members approve of covering such issue; proposals according to Art. 3 (4) shall be excluded from the above rule.

(4) The members of the Plenum shall be obliged to participate in the meetings. They shall inform the management without delay if they are unable to attend a Plenary Session. In such case they may not be represented by any third party. Repeated absence without giving reasons may result in exclusion from the Plenum.

(5) The Plenum shall be chaired by the President. If the President is absent, the Vice President authorized by the President will preside over the sitting.

(6) Plenary Sessions are not held in public. However, the Plenum may decide to open it to the public. The Presiding Committee may decide by single majority that non-members attend the meeting as guests. The Executive Manager and his/her deputy shall be entitled and obliged to attend the Plenary Session.

(7) The minutes of the session and the resolutions adopted by the Plenum are to be recorded in writing and must be signed by the chairperson and the Executive Manager or his/her deputy.

■ Art. 5 Resolutions by the Plenum

(1) The Plenary Session has a quorum if at least half of its members are present. The President shall ascertain the quorum at the beginning of the session. The quorum shall be deemed present for as long as no member makes an application for ascertaining whether there is a lack of a quorum before a resolution is passed. Provided there is a lack of a quorum at the Plenary Session, the President may convene an extraordinary meeting to take place following directly after the ordinary meeting with the same agenda as the ordinary one. In such meeting the Plenum shall have a quorum no matter how many members are present. The same shall apply if during the ordinary session a lack of quorum is ascertained. The invitation for the ordinary meeting shall provide an indication that such extraordinary session is permissible.

(2) Regarding resolutions adopted by the Plenum a single majority of all members present is required. Any members personally concerned by the resolution to be taken are excluded from the decision-making. In case of a tie no resolution will be passed.

(3) The Plenum may adopt resolutions directly at the Plenary Session or by way of circulation procedure (in the written

form). In the event that a resolution is to be taken by way of circulation procedure such motion shall be deemed adopted if no member of the Plenum opposes to it within the period of opposition and the motion is passed with the majority required pursuant to Art. 5 (2) of these Bylaws.

(4) Resolutions regarding amendments of these Bylaws, of the Election Regulations, the deselection of Presiding Committee members, and the appointment of Honorary Presidents require a three-fourth majority of the present voting members.

(5) Resolutions are adopted in Plenary Sessions by show of hands. If requested by one fifth of the present members, roll-call vote or secret ballot must be carried out.

■ Art. 6 Committees

(1) The Plenum may set up Committees with advisory function to deal with certain tasks or specific issues. The members shall be appointed for the current election period of the Plenum. Regional peculiarities of the Chamber's district shall be taken into account when deciding on the composition of the Committees. Persons who are not eligible for the Plenum may also be appointed to a Committee. The chairperson and his/her deputy, who must be members of the Plenum, shall be elected by the members of the respective Committee.

(2) The members of the Committees shall perform their duties on a voluntary basis. They shall be bound to secrecy concerning any information, facts, and procedures which are

confidential by their nature or designated as confidential

(3) The Presiding Committee members, the Executive Manager, and his/her deputy shall be entitled to participate in the meetings of the Committees.

(4) With regard to the Vocational Training Committee to be set up the regulations of Art. 77 ff. BBiG (German Vocational Training Act) shall apply. The Employers' representatives shall be proposed by the Chamber upon resolution adopted by the Plenum. Its composition shall be in accordance with the ratio set out in Art. 3 (1).

(5) The Vocational Training Committee shall decide on regulations to be legislated by the Chamber in accordance with the BBiG regarding the vocational training. Such decisions shall require the Plenum's approval if funds are necessary that have not been provided for in the current Business Plan, or if funds will have to be provided in the following years which exceed the expenses provided for vocational training in the current Business Plan by far.

(6) The Plenum shall set up a Financial Committee which is composed of:

- One Plenum member for each constituency as per Art. 1 (3), and
 - The Executive Manager.
- This Committee shall be responsible for the general fiscal policy and particularly for the preparation and implementation of the respective Business Plan.

(7) The Presiding Committee shall set up a Presidential Committee which is composed of the President and two Vice-Presidents elected by and

from within the Presiding Committee; it shall exist for the term of the Presiding Committee. It is to decide on special issues of the Chamber, particularly on the principles of the Executive Manager's and the management's payment, and the general remuneration rules.

■ Art. 7 Presiding Committee

(1) The Presiding Committee is made up of the President and ten Vice Presidents elected in secret ballot by and from within the Plenum. The period of office complies with the electoral term of the Plenum.

(2) The constituencies as defined in Art 1 (3) shall be represented in the Presiding Committee by two members each. The Presidents of the Regional Assemblies shall be among the Vice Presidents. The members of the Presiding Committee shall hold their position until their successors take office. In case of premature withdrawal the members of the corresponding constituency shall elect a substitute for the remaining term of office. The President may be re-elected twice, the Vice President thrice for a full term.

(3) The Presiding Committee shall fulfil its tasks until a new Presiding Committee is elected by the Plenum. It shall prepare the resolutions to be taken by the Plenum and supervises their implementation. It decides about all issues of the Chamber which are not within the responsibility of other boards or committees under applicable law or Bylaw.

(4) The Presiding Committee shall have a quorum if at least half of its members are present. For passing a resolution a single majority of the members present is required. In case of a tie the chairperson's vote shall be decisive.

(5) In case the urgency of an issue does not admit any delay, and the decision to be taken is not exclusively within the responsibility of the Plenum pursuant to applicable law, the Presiding Committee may decide instead of the Plenum which would have been responsible for the decision-making according to the Bylaws. The Plenum's consent shall be obtained in the next ordinary Plenary Session.

■ **Art. 8 Meetings of the Presiding Committee, Honorary President**

(1) The President shall convene and chair the meetings of the Presiding Committee. In case the President is absent he/she shall be represented by a Vice President to be authorized by the President. If no Vice President has been authorized, it shall be for the oldest Vice President present to represent the president. The Executive Manager or any representative authorized by the Executive Manager shall take part in the meetings of the Presiding Committee. Art. 5 (3) of the Bylaws shall apply accordingly.

(2) The minutes of the sessions and resolutions by the Presiding Committee are to be recorded in writing and must be signed by the President and the Executive Manager or his/her deputy. Each member of the Presiding

Committee shall receive a copy thereof.

(3) Any particularly merited Chamber President may be appointed as the Chamber's Honorary President by suggestion of the Presiding Committee and resolution of the Plenum after his/her withdrawal from the presidential office. He/She shall be entitled to attend the sessions of the Presiding Committee and the Plenary Sessions without the right to vote. A certificate documenting the appointment shall be issued which is to be signed by the Chamber's President and Executive Manager.

The honorary presidency shall expire in case of loss of civil rights or denial of basic rights or denial of the ability to hold public offices.

■ **Art. 9 Regional chambers**

(1) The Chamber maintains Regional Chambers as an integral part of the public corporation with offices in Chemnitz (for the constituency of the city of Chemnitz), Freiberg (for the constituency of the district of Mittelsachsen), Annaberg-Buchholz (for the constituency of the district of Erzgebirgskreis), Plauen (for the constituency of the district of Vogtlandkreis), and Zwickau (for the constituency of the district of Zwickau).

(2) Each Regional Chamber elects its own Regional Assembly and Presiding Committees in order to safeguard their regional interests. The President of the Regional Assembly shall hold the office of President of the Regional Chamber.

■ **Art. 10 Composition and tasks of the Regional Assemblies**

(1) The Regional Assemblies are made up of the Plenum members (Art. 3 (1) p. 3) from the respective constituencies. In addition, other IHK affiliates eligible for the Plenum may become members of the Regional Assembly, provided their number does not exceed one and a half of the number of the Plenum members from this constituency. The members of the Regional Assembly who are not part of the Plenum shall be elected together with the Plenum members.

(2) The directly elected members of the Regional Assemblies may elect further members whose number shall not exceed one fifth of the entire number of their members.

(3) Details of the election are set out in the Election Regulations.

(4) The Regional Assemblies shall make the rules for the work of their constituencies. They shall be convened for an ordinary session as required, however at least once a year. They are entitled to adopt resolutions for their district taking into account the interests of the Chamber as a whole.

(5) The Regional Assembly shall be responsible to decide among others on:

- a) The election of the Regional Assembly's President and Vice President
- b) Appointment of Honorary Presidents
- c) Setting-up of regional committees as per Art. 6
- d) Appointment of members for the Financial Committee as per Art. 6 (6)
- e) Specific issues of the region.

(6) Chairperson shall be the President of the

Regional Assembly. The regulations of the Plenary Sessions shall be applicable to the Regional Assemblies accordingly.

■ **§ 11 Presiding Committees of the Regional Assemblies**

(1) The Presiding Committees of the Regional Assemblies are made up of one President and at least two Vice Presidents elected in secret ballot by and from within the Regional Assembly for the election period.

(2) The Presiding Committee shall prepare the resolutions to be taken by the Regional Assembly and supervises their implementation. It decides about all issues which are not within the responsibility of other boards or committees under applicable law or Bylaw. The regulations applicable to the Presiding Committee of the Chamber shall apply to sessions held by the Presiding Committee of the Regional Assembly and the appointment of Honorary Presidents analogously.

■ **Art. 12 Management**

(1) The Chamber's business is conducted by the Executive Manager in agreement with the President based on the rules and resolutions adopted by the Assembly and the Presiding Committee. The Executive Manager is the disciplinary supervisor of all employees. He/she has the right to give directives. There shall be two deputies of the Executive Manager to be appointed in agreement with the Presiding Committee.

(2) The employment relationship of the

Executive Manager shall be regulated by the President in agreement with the Presiding Committee, and the employment relationships of the representing managers shall be regulated by the President and the Executive Manager. The employment relationships of the representing managers of the Regional Assemblies shall be regulated by the Executive Manager in agreement with the President and the respective President of the Regional Assembly.

(3) The Chamber's business is conducted independently by the respective managers on the basis of the resolutions and rules adopted by the Plenum, the Presiding Committee, the Regional Assemblies, and their Presiding Committees, and based on orders of the Executive Manager.

■ **Art. 13 Representation**

(1) President and Executive Manager shall represent the Chamber in legal transactions and before the court jointly.

(2) In case the President is absent he/she shall be represented by a Vice President to be authorized by the President. If no Vice President has been authorized, it shall be for the oldest Vice President to represent the President. The Executive Manager shall be represented by a Deputy Executive Manager to be appointed by the Executive Manager, in any other case by the longest-serving Deputy Executive Manager.

(3) Regarding the Chamber's current operations the Executive Manager shall have sole power of representation.

■ **Art. 14 Financial year, Business Plan**

(1) The financial year shall correspond to the calendar year.

(2) The Business Plan shall be prepared by the Executive Manager in consultation with the Financial Committee and in agreement with the Presiding Committee. It is to be provided to the Plenum for adoption.

(3) The Business Plan shall be prepared and implemented on the basis of the principles of an efficient and economical financial conduct, taking into account a strict cost-awareness in order to handle the economic capacity of its members with respective care. The Chamber's internal structure and organisation shall be compliant with this. The preparation and implementation of the Business Plan, of cash management and bookkeeping as well as the annual accounts and auditing shall be subject to the Financial Statute.

(4) The Presiding Committee is accountable to the Plenum for each financial year. It undertakes to obtain the Presiding Committee's and the Executive Manager's discharge from the Plenum. Before adopting the resolution on discharge the accountants shall report to the Plenum on the result of their audit.

■ **Art. 15 Announcement, Coming into effect of regulations**

Regulations of the Chamber shall be disseminated by publication in the Chamber's magazine or in the electronic Federal Gazette. Unless otherwise provided for, the respective regulations shall come into force on

the day following the publication. The wording of the announcement shall also be published under www.chemnitz.ihk24.de.

■ **Art. 16 Coming into effect; Transitional provision**

The Bylaws shall come into effect on April 01, 2016. At the same time the Bylaws dated January 01, 2016 shall become ineffective.

Chemnitz, January 29, 2016

[2 signatures illegible]
Voigt Wunderlich
President Executive Manager

Notice of approval:

Dresden, February 04, 2016

Saxon State Ministry of Economy, Labour and Transportation

Sgd.: Jobst Leibnitz
Deputy Head of Division

Copy:

Chemnitz, February 12, 2016

[2 signatures illegible]
Voigt Wunderlich
President Executive Manager

Authentication:

As a translator for the English language, sworn and publicly commissioned by the Upper Regional Court of Dresden, I hereby confirm that this is a true and complete translation of the original German document.

Chemnitz, September 08th, 2016

Beate Otto

