

## § 1 Name, Headquarters, Financial Year

1. The name of the association is "EHI Retail e. V." hereinafter called "EHI".  
Its headquarters are in Cologne, and it is entered in the Register of Associations at the district court of Cologne under number 43 VR 5121.
2. The financial year shall be the calendar year.

## § 2 Purpose

The EHI shall promote rationalisation and merchandising information systems in the trading sector. In order to carry out this task the EHI will, in particular

1. carry out research in all areas regarding rationalisation and merchandising
2. co-operate with all EHIs and organisations which work in this field in Germany and abroad
3. make use of the knowledge and experience gained in all sectors of the economy
4. cooperate with all levels of the trade
5. inform about the economic implications of its work to aid rational and efficient supplies to business and consumers, the development of services and new markets.

## § 3 Non-profit Status

1. The EHI will exclusively be engaged in non-profit making activities in accordance with Sections 51-68 of the German Fiscal Code, and in particular those laid out in Article 2, paragraph 1 of these Statutes.
2. No profits shall be used for other than statutory purposes. Members shall obtain no share of any profits and in their capacity as members no other consideration from the EHI.

In the event of withdrawing from the EHI or the dissolution or termination thereof, members shall obtain no more than any paid-in cash contributions or the fair market value of any non-cash capital contributions.

3. No person shall derive benefit from the assignment of administrative work which falls outside the purpose of the association or from inordinate compensation.
4. The EHI shall only carry out work which is in the common interest of the members and the trade.

## § 4 Membership

1. Membership in the EHI shall be open to
  - retail and wholesale companies and their trade associations as ordinary members with a right to vote
  - other persons, companies and EHIs (e.g. industrial) as sponsoring members without voting rights.

2. The Board of Administration shall decide the admission of ordinary and sponsoring members; it may delegate decisions regarding sponsoring membership to a committee which shall include one representative of the sponsoring members on the Board of Administration.

## § 5 Members' Duties

Members are obliged to

1. support the work of the EHI
2. comply with the Statutes
3. pay their fixed contributions.

## § 6 Withdrawal and Exclusion

Membership may be terminated by registered letter not later than six months before December 31st of each year. Membership may also end through exclusion due to ineligibility or serious misdemeanour. For ordinary members the Members' Meeting shall take the decision with a majority of three quarters of the votes cast. For sponsoring members the Board of Administration shall make the decision.

## § 7 Governing Bodies

The EHI shall be governed by the following bodies

- the Members' Meeting
- the Board of Administration
- the Managing Board

## § 8 Members' Meeting

1. All power at the EHI emanates from a general meeting of the ordinary members (Members' Meeting). It shall rule on all matters of principle. Specifically, the Members' Meeting shall
  - a) elect a Chairman of the Managing Board and at least one deputy chairman who shall represent the EHI according to the law
  - b) elect the Board of Administration
  - c) determine the membership dues
  - d) approve the annual report
  - e) approve the work of the Managing Board, the Board of Administration, and the General Managers
  - f) amend the Statutes.
2. An ordinary Members' Meeting shall be held at least once annually.

3. An extraordinary Members' Meeting may be called at any time by a member of the Managing Board. It shall also be called when it is demanded by at least 1/10 of the voting members in writing with a statement of the agenda.
4. Members' Meetings shall be called in writing with a notice of four weeks and a statement of the agenda. They shall be chaired by the Chairman of the Managing Board.
5. The voting right of an ordinary member shall consist of one vote per fully paid-up Euro 2,500 membership due. The voting right of a single member shall not exceed 20 per cent of the total vote. Any Members' Meeting shall be deemed to constitute a quorum regardless of the number of voters present. Resolutions shall be passed with a simple majority. Amendments of the statutes shall require a majority of three quarters of the voters present.
6. Minutes shall be prepared detailing the resolutions taken by the Members' Meeting; they shall be signed by the Chairman of the Managing Board.

### § 9 Managing Board

The EHI has a Managing Board comprising a chairman and at least one deputy chairman. Each shall represent the EHI in accordance with Section 26 of the German Civil Code. All other matters shall be regulated by the rules of procedure.

The term of office of the Managing Board shall, as a rule, not exceed three years; re-election shall be possible.

### § 10 Board of Administration

1. The EHI has a Board of Administration comprising at least 14 persons of which a minimum of nine shall be elected by the members. They shall co-opt a minimum of three sponsoring members from the Members' Meeting. The Chairman of the Managing Board and his deputy shall ex officio be members of the Board of Administration and act as its chairman and deputy chairman respectively.
2. The Board of Administration shall meet as and when required and shall be convened by the chairman. It shall also be convened when requested by a minimum of four members of the Board of Administration with a statement of the agenda. Resolutions shall be carried by simple majority. In exceptional cases resolutions may be made by the Board of Administration via written correspondence.
3. The Board of Administration shall determine the guidelines for the work of the EHI. It shall draw up the budget and appoint a qualified auditor or a trust company for the audit of the annual accounts.

4. The Board of Administration shall elect the General Managers who shall be employed by the Managing Board of the EHI.
5. The Board of Administration may delegate specific tasks to committees.
6. The term of office of the Board of Administration shall be three years. Re-election shall be allowed. In the event of a member of the Board of Administration retiring before the end of his term of office a substitute may be elected for the remainder of the current term.

### § 11 General Management

1. The EHI shall have offices to carry out its work.
2. One or more general managers and, if necessary, one or more deputies, shall be employed.
3. The general managers shall be accountable to the governing bodies of the EHI for all activities of the office. They shall employ the staff of the office pursuant to budgetary provisions.

### § 12 Dissolution

1. Dissolution of the EHI shall require a majority of three quarters of the present and represented votes of the members and no less than half of the total votes of all members cast at a Members' Meeting specifically called for this reason. In the event of fewer than half of the votes of all members being present or represented at said meeting a further Members' Meeting shall be called. Such meeting shall then be entitled to dissolve the EHI with a majority of three quarters of the present and represented votes.
2. A Members' Meeting as stipulated by paragraph 1 above shall be convened by registered letter with a minimum of four weeks' notice.
3. The Members' Meeting shall appoint a liquidator. In case of dissolution or termination of the EHI any assets shall be made over to an organisation or person to be named by the Members' Meeting after due division and distribution of any and all cash and non-cash capital contributions of members.