



***Statutes of the  
European Bourbon & Rye Association (EBRA)***

***[www.bourbonandrye.com](http://www.bourbonandrye.com)***

Please bear in mind that this is a translated version of the German original. Only the original version in German 'counts' as we are a Swiss association.  
This translation is still 'rough' and contains errors and typo's. We are working on a better translation.

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## **I. Name, domicile, language**

### ***Article 1. General***

There exists an international association under the name of `European Bourbon and Rye Association (EBRA)`. It is compliant with Swiss law governing associations (see: Article 60 ff. ZGB), the association is therefore a legal entity in Switzerland.

The association (EBRA) has been incorporated for an indefinite time and will be registered at the chamber of commerce as soon as it will start to trade commercially.

The association sees itself as an independent body, not connected to any commercial enterprise and is not bound to any demands from other bodies (sponsors, companies or any other interested parties).

### ***Article 2a. Domicile of the association***

The place of residence of the association is in Switzerland at the residence of the current chairman or, if the chairman happens to reside outside Switzerland, at the residence of one of the board members living in Switzerland.

At least one of the board members is required to have his residency in Switzerland.

### ***Article 2b. Documents, language and form***

For reasons of readability only the male form is used in this document although these statutes address all members; male and female.

All internal documents, needed to govern the association, will be in German.  
If translated versions of any of these documents are provided, the German version is the one that will be valid.

## **II. Aim and purpose**

### ***Article 3. Aim and purpose of the association***

The association aims to increase knowledge of American whiskies in Europe and offer a platform for parties (enthusiasts and collectors) interested in American whiskies. Throughout this document, the terms 'Europe' and 'European' must be interpreted in a geographical sense, not in a political sense.

## **III. Membership**

### ***Article 4. General***

Individuals and legal entities, having their residence in one of the European countries, can apply for membership. They will have to accept the aim and purpose of the association and be prepared to promote these.

Individuals and legal entities on non-European countries may apply for membership, however, acceptance of the membership application will rely on the unanimous agreement by the board.

The association recognises active and passive members. Only active members have the right to vote. Sponsors and benefactors (amongst others) are deemed to be passive members.

Applications for membership have to be submitted in writing (letter, email, fax) to the chairman of the association. The board decides whether an application is accepted; a three-quarter majority within the board is needed or a two-third majority if the board consists of only three members.

Exceptions (e.g. the application of membership from someone living outside Europe) must be accepted by all members of the board.

### ***Article 5. One time- and yearly membership fee***

Every member of the association has to contribute a one time admission fee and a yearly membership fee.

The one time entry fees are:

- 100.- CHF (Swiss francs) for active members,
- 200.- CHF for companies,
- 300.- or more, for sponsors.

The yearly membership fees are:

- 50.- CHF (Swiss francs) for active members,
- 200.- CHF for companies,
- 300.- or more, for sponsors.

Neither the one time entry fee, nor the yearly fees are reimbursed.

### ***Article 6. Expiration***

Membership expires by:

- withdrawal from the association,
- expulsion from the association,
- death of member.

A withdrawal request must be made in writing. Membership will expire at the end of the year with a notice period of three months.

Any member can be expelled. Reasons for expulsion are (amongst others): dishonourable conduct and damaging the interests of the association.

The decision to terminate a membership is taken by the board, as a rule after hearing the member in question. The decision will be provided in writing and is effective as soon as it is taken. The decision of the board to terminate a membership is final.

Ex-members (through withdrawal or expulsion) have no claims to the associations assets.

## **IV. Bodies within the association**

### ***Article 7.***

The governing bodies of the association are:

- The general meeting
- The board
- The Auditor(s)

### ***IV.a Governing bodies – general meeting***

#### **Article 8. General meeting**

A general meeting is scheduled on a yearly basis and will take place in the first half of the year.

The general meeting may take place in any European (geographical) country, the decision, where the meeting will be held, resides with the board.

A written invitation to the meeting must have been issued at least 6 weeks before the meeting is held. A request for items to be placed on the agenda must be sent 6 weeks before the meeting is held also.

Items to be placed on the agenda must be sent in writing (in English or German) to the chairman of the association by letter, email or fax, at least 4 weeks before the meeting is held. Such a request is only valid if the sender has received an acknowledgment that the request has been received by the chairman.

The agenda must be made public at least three weeks before the meeting is to be held. A definitive invitation to attend the meeting must also be sent at least three weeks before the meeting.

All communication mentioned above may be distributed by letter, email or fax.

#### ***Article 9. Unscheduled general meeting***

Unscheduled meetings can be requested by the board or by at least four fifth (4/5) of the membership or by the auditor(s).

Invitations for such a meeting, including reasons why, must be sent out at least three weeks before the meeting is held.

## ***Article 10. Tasks and competencies of the general meeting***

The following falls under the competency of the general meeting:

- Acceptance (or non-acceptance) of the annual report, balance sheet and the report of the auditor(s),
- Discharge the board and the auditor(s)
- Set the yearly membership fees and set the budget for the coming year
- Elect the chairman of the board, the other board members, and the auditor(s)
- Discuss motions and proposals made by the board and/or the membership, decide upon appeals,
- Decide upon changing the statutes,
- Decide upon termination of the association.

## ***Article 11. Decisions general meeting***

Decisions at the general meeting are made by open (not secret) voting. A simple majority of the present members is needed for most decisions. Secret voting may be requested if the majority of the present members insist.

In the event of a tie, the chairman has no deciding vote, the board as a whole does.

Every active member present at the meeting has one vote. Voting by proxy is not allowed. Where voting is about discharge, about a judicial question or about a judicial issue between a member and the association, the member concerned is not allowed to vote.

Passive members do not have a vote.  
Please see also article 21: Changing the statutes



## **IV.b Governing bodies – the board**

### ***Article 12. General***

The board of the association must consist of at least three members; it is elected for the duration of one year by the membership.

The board may take decisions (has a quorum) if at least half of the board members are present.

The board gathers at the request of the chairman or any of the other board members. All board members have the same vote. In the event of a tie, the chairman has the deciding vote.

If a board member drops out during his year in office, the board may decide amongst themselves who will act as temporary replacement until the next elections. The board will have to put a definite decision about a replacement before the general meeting to be ratified. If the chairman drops out during his year in office, the vice chairman will take over his tasks. The then available seat of the vice chairman has to be filled up by another board member or any other member of the association; to be decided upon by the board and to be ratified at the general meeting.

Board members may serve an unlimited number of terms.

### ***Article 13. Composition of the board***

The board consists of:

- the chairman
- the vice chairman
- the secretary
- the treasurer

A accumulation of functions is allowed.

### ***Article 14. Tasks and competencies of the board***

The board may decide upon all issues not explicitly assigned to the general meeting or other bodies of the association, amongst others on:

- Prepare and hold the general meeting, both planned and unplanned,
- Compose statutes (and changes of the statutes), accept or reject items to be placed on the agenda of the general meeting and other regulations,
- Accepting applications for membership and termination of memberships (a.o. expulsion),
- Preparing proposals on the redistribution of assets in the event that the association is being terminated and put these to the general meeting.

### ***Article 15. Competence of the board on the associations assets***

The board represents the association to the outside world. It may sign contracts and agreements whereby at least two signatures are needed, the chairman's signature is always needed.

In the event that the board enters an agreement whereby more than two-thirds of the association's assets are involved, all board members have to sign.

The board does not have the authority to engage in any activity or commitment whereby more than the association's assets are involved.

The board does not have the authority to borrow, get credit, lend money or enter any other financial agreement without the acceptance of the membership. Acceptance of any such agreement has to be granted by the membership at the general meeting or any an unplanned meeting.

## **IV-c Governing bodies – the auditor(s)**

### ***Article 16. Business year***

The business year is synchronous with the calendar year. The accounts are closed on December 31st and an inventory by that date is made.

### ***Article 17. Tasks of auditor(s)***

The auditor checks the annual financial statement and provides the general meeting with a written account. The auditor(s) propose to the general meeting to either accept or reject the annual financial report and subsequently to discharge the treasurer and the board or not.

### ***Article 18. Appointment of the auditor(s)***

The general meeting decides on the number of auditors and appoints them.

At least one auditor must be appointed. The general meeting has the option of appointing a backup to the auditor.

Members of the board can not act as auditor or backup auditor.

## **V Assets**

### ***Article 19. the association's assets***

The assets of the association are made up of the membership fees, the one time entry charges, proceeds from events, contributions of sponsors, gifts and legacies. The association may also earn profits from the sale of articles or services.

### ***Article 20. Liability***

The association's assets are the only financials the association is liable for.

Personal liability of any of the association's members is specifically excluded.

## **VI changes to the statutes and termination of the association**

### ***Article 21. Changes to the statutes***

For changes to the statutes to be accepted, two thirds of the present members at a meeting must accept them.

### ***Article 22. Termination of the association***

The general meeting decides whether the association will be terminated. Two third of the total membership must be present at the general meeting for the vote to terminate to be valid. A two third majority is needed for the request to terminate is valid.

In the event that no two third majority is reached, a second general meeting, with the same agenda must be organised within six weeks.

This general meeting can decide regardless of the number of members present. A request to terminate the association still requires a two third majority of the members present for it to be accepted.

If the association is terminated, the general meeting decides how the available assets (if any) are distributed amongst the members. A simple majority suffices to reach a decision.

In the event that:

- (a) the general meeting cannot come to a decision on how to distribute the available assets amongst the membership and
- (b) the proceeds per active member (after deduction of expenses) is less than 1000.- CHF per head, the board decides, by a simple majority, on how to distribute the available assets amongst the membership.

In the event that the board cannot come to an agreement, a third party must be consulted. This third party may not be connected to the association and must be accepted by a simple majority of the members of the board.

The third party's decision on how to divide the available assets amongst the members is binding.

Costs and expenses are paid before money is returned to members.

In the event that the proceeds are:

- (a) more than 1000.- per active member (after deduction of costs and expenses) and
- (b) in the event that the general meeting cannot come to an agreement on how to pay the proceeds back to the members,

a third party must be consulted. This third party may not be connected to the association and must be accepted by a simple majority of the members of the association.

The third party's decision on how to divide the available assets amongst the members is binding.

**Article 23. Claim on assets**

Members of the association who, at the moment of liquidation of the association, have a pending request for termination of membership which has been accepted by the board have no claim on any proceeds.

A Member, against whom an expulsion action is in progress, does not have any claim on assets.

These statutes were (in its German form) approved at the first meeting.

..... date: .....

Chairman,  
.....

Vice chairman,  
.....

Treasurer,  
.....