

Statute of the

European Green Belt Association e.V.



Statute

Preamble

- (1) The vision of the European Green Belt Association e.V. may be described as follows:
The European Green Belt, our shared natural heritage along the line of the former Iron Curtain, is to be conserved and restored to function as an ecological network connecting high-value natural and cultural landscapes, whilst respecting the economic, social and cultural needs of local communities. The mission of the European Green Belt Association e.V. is to ensure that the European Green Belt is efficiently protected and that its sustainable development is promoted by facilitating an on-going, co-ordinated transboundary co-operation at all levels and across all sectors of society.

The European Green Belt is organised in four regional divisions. The course of the European Green Belt is illustrated by the following map:



- (2) A large number of associations, groups and technical authorities in 24 countries involved (reflecting the four regional divisions) work together for the conservation and design of natural and valuable habitats along the former Iron Curtain on a total length of 12,500 km. This cooperation which – apart from individual arrangements between the organizations involved – primarily did not have a legal framework goes back to the combination of individual environmental protection projects. The European Green Belt Association e.V. is meant to provide such a legal framework.
- (3) The organization shall be subject to German law. It shall be recognized as charitable under German tax law. The legal framework shall also provide the possibility for limited economic activities which serve the charitable purpose of the organization.

§ 1

Name, seat, business year

- (1) The association shall have the name “European Green Belt Association” and shall be registered in the association register. After registration, “e.V.” shall be adjuncted to the name “European Green Belt Association”.
- (2) The association has its registered office and seat in Berlin.
- (3) The accounting year corresponds to the calendar year.

§ 2

Purposes – uses

- (1) The purposes of the association are the protection of environment, nature and landscape as the natural resources of mankind, flora and fauna along the European Green Belt as described in the preamble as well as public education in terms of environmental education.
- (2) The association contributes exclusively to charitable uses in the sense of the German *Abgabenordnung*.
- (3) The purpose of the organization shall be realized especially by
 - (a) organization, coordination and (financial) support of protection measures and protection projects, also through the financial support of other charitable

organisations or entities of the public sector according to § 58 No. 1 and No. 2 of the Abgabenordnung.

- (b) development and implementation of scientific conceptions for the protection of the natural resources as a supplement to projects with project partners and members of the association.
 - (c) political educational work among authorities, institutions and public bodies serving the protection of nature, environment and animals as well as science and public education.
- (4) The association is following the nondistribution constraint. It shall not pursue its own economical purposes.
 - (5) Means of the association may only be spent for the purposes of the association. No member or person shall be granted or paid by expenses or refunds that do not conform to the purposes of the association or that are not at arm's length transactions.
 - (6) All persons holding an office within the association shall serve as volunteers without payment. They may have expense allowance as provided by the standing orders of the board.
 - (7) Any decision on amending the statute shall be submitted to the competent German internal revenue service prior to its registration with the court of registration.
 - (8) If the association gets active in countries in which members are active, it will get active in coordination with these members.

§ 3 Membership

- (1) Any natural adult person or any legal person as well as any state institution having full legal capacity may become a member of the association as far as this is permitted by the statutory provisions of his/her/its home country. Each member shall be as a rule member of the division (regional division, § 15) that corresponds to the registered office of the member.

- (2) The written application of each new member shall be approved by the board. The application shall contain name and address of the member and the statement, whether the member is accredited as “charitable” in his/her/its home country.
- (3) If the board refuses the application, it has to justify the refusal by written reasons. The applicant may file a written complaint within three months from the receive date of the refusal. The general assembly shall dispose of the complaint in the next ordinary meeting.

§ 4

Termination of membership

- (1) The membership ends
 - a) with the winding-up order by the court or in case of insolvency proceedings being set against the assets of the member;
 - b) by withdrawal from the association;
 - c) by deletion from the membership list;
 - d) by the exclusion from the association.
- (2) The withdrawal shall be submitted in written form to the board. The withdrawal shall have effect only from the end of the respective calendar year. The notice period shall be three months.
- (3) A member may be deleted from the membership list by resolution of the board, if he/she/it is in arrears with membership fees in spite of two written reminders. Deletion may only be resolved if three months passed from the dispatch of the second reminder and if the membership fees are not paid within this period. The deletion shall also be indicated to the member. Both the member and the general assembly shall be notified of the deletion.
- (4) A member who has grossly violated the interests of the association can be expelled by decision of the board. Before the decision is taken, the member shall be informed about the allegations and, within a reasonable period of time, be given the opportunity to justify himself/herself/itself. For this purpose, the member may be assisted by an adviser, who does not have to be a member of the association. Any written statement of the respective member shall be read out during the board

meeting. The decision shall be justified in written form and shall be given to the knowledge of the member by registered letter. The member may file an appeal prior to the general assembly. The appeal shall have suspensive effect. The written appeal shall be lodged with the board within one month after receipt of the expulsion decision of the board. If the appeal is filed in time, the board shall convene the general assembly within two months for the purpose of deciding on the appeal. If this does not happen, the expulsion decision shall be deemed as not issued. If the member does not file an appeal in time, the member submits to the decision of expulsion.

§ 5

Membership fees

- (1) The members shall pay subscriptions as membership fees. The amount of the annual subscription and its due date shall be fixed by the general assembly. They shall be determined according to the size and the financial capacity of the particular member. The general assembly may decide to institute access fees or decide that members who do not authorize the association to debit the subscription from their bank account shall pay an additional subscription.
- (2) Honorary members do not have to pay subscriptions.

§ 6

Executive bodies of the association

The executive bodies of the association are

- a) the board,
- b) the general assembly.

§ 7

The board

- (1) The board shall consist of at least three up to thirteen persons. One member of the board, the advisor, may be a member of the association; all other members of the board must be members of the association. The board shall have one chairperson and one deputy chairperson.

- (2) Each regional division shall be entitled to appoint to the board one National Focal Point and one NGO out of the particular division. The Regional Coordinators selected by the regional divisions shall become members of the board after confirmation by the general assembly.
- (3) The combination or concentration of all board functions in one person shall not be permitted.
- (4) The association shall be legally represented by the chairperson. A transaction of a value of EUR 25,000.00 and more in each single case will only take binding effect for the association, if consent or approval of the majority of the board members is given.

§ 8

Competences of the board

- (1) The board shall be in charge of all matters of the association as far as they are not assigned to the general assembly by statute. The capacities of the board are in particular:
 1. preparation, convening and setting of the agenda of the general assembly;
 2. execution of the decisions of the general assembly;
 3. decisions in accordance with § 3 Sec. (2) and § 4 Sec. (3) and (4);
 4. approval of the budget for each business year, receipt of the annual report;
 5. creating a working program which contains planning for the next two years.
- (2) The board shall inform the general assembly of the course of business and immediately provide information on requests of members.

§ 9

Term of office of the board

The members of board shall be elected or – as the case may be – confirmed by the general assembly for a term of two years, beginning with the date of election or confirmation. The

board, however, shall remain in office until a new board is elected or confirmed. If a member of board resigns during the term of office, the board shall elect a substitute member for the remaining term of office of the resigning member.

§ 10

Organization and decision-making of the board

- (1) The board shall elect from among its members a chairperson and a deputy chairperson for a period of two years by majority vote.
- (2) The chairperson shall conduct the matters of the association as a representative of the board. Further he or she shall have the following duties:
 1. setting up a budget for each business year;
 2. accounting;
 3. drawing up an annual report.
- (3) The board shall generally take its decisions during its meetings, which are called in written form by the chairperson or, in case of him/her being unable to do so, by the deputy chairperson. The board shall meet at least twice in each business year. Every meeting must be called four weeks in advance. The chairperson shall announce the agenda of the board meeting to the members of the board at least two weeks in advance. Each member may demand an addition to the agenda. The board shall decide upon the additional amendment during the board meeting.
- (4) The board shall be quorate if at least half of its members – among them the chairperson or the deputy chairperson – are present. In general, the board shall take its decisions unanimously. If a unanimous decision is not achieved in the first voting, the board shall attempt a consensual decision after the first voting. If a consensual decision is not achieved, the board shall decide on the same subject matter in a second voting by a majority of two thirds of the present board members. If the required quorum is also not achieved within the second voting, the board shall decide in a third voting by simple majority of the votes cast.
- (5) The decisions of the board must be in written form as well as signed by the chairperson of the meeting. Place, date of the board meeting, names of the present members, decisions and results of votes shall be mentioned.

- (6) A board decision may also be made in written form, if two thirds of the board members approve to the decision-taking by way of circulation procedure.
- (7) Members of board, which are not natural persons, shall appoint a permanent representative, who has to be a natural person, by notice to the chairperson. To ensure personal continuity, the representative may not be replaced without serious reason.

§ 11

The general assembly

- (1) Each member, but not the honorary members, shall have one vote in the general assembly as well as the right to speak within a reasonable amount of time and the right to table a motion. Another member may be authorized in written form to exercise the right to vote. The authorization has to be issued separately for each general meeting. A member shall not be allowed to represent more than three votes of other members.
- (2) The general assembly has exclusive competence for the following matters:
1. approval the two-year working program of the board;
 2. discharge of the board;
 3. determining the amount and the due date of the annual fees;
 4. resolution on the amendment of the statute and the dissolution of the association;
 5. resolution on a filed complaint against the refusal of an application for admission as well as on an appeal against an expulsion;
 6. nomination of honorary members;
 7. election of the advisor as member of board;
 8. confirmation of the regional coordinators, of the National Focal Points and of the NGOs as members of board as well as of the chairperson and the deputy-chairperson;

9. dismissal of board members.
- (3) In matters which fall within the competence of the board, the general assembly may make recommendations to the board.
- (4) In matters that go beyond the day-to-day business as well as in particular cases, the general assembly may instruct the board to perform or omit a certain management measure.
- (5) If members are not natural persons, they shall appoint a representative to the general assembly.

§ 12

Calling of the ordinary general meeting of members

- (1) The ordinary general meeting shall take place at least once every 24 months. This meeting shall be convened by the board by sending a written invitation together with the agenda at least four weeks in advance to each member. The invitation shall be considered received by a member if it is sent to the last known address (postal address, fax connection, email address) which the member made known to the association in writing.
- (2) The agenda shall be published when the general meeting is convened. Until one week prior to the day of the general meeting, every member shall be entitled to apply in written form to the board that further matters are subsequently amended to the agenda. The chairperson of the meeting shall amend the agenda at the beginning of the general meeting. During the general meeting members may not apply to add to the agenda, unless the general assembly unanimously decides to supplement the agenda.

§ 13

Decision-making of the general assembly

- (1) The general meeting shall be chaired by the chairperson of the board; in his/her absence by the deputy chairperson. In case no member of the board is present, the meeting shall determine the chairperson by majority vote.
- (2) The keeper of the minutes shall be determined by the chairperson of the meeting. The keeper of the minutes may be a non-member.

- (3) The chairperson of the meeting shall determine the method of voting. The vote must be performed in writing if requested by one third of the attending members.
- (4) The general meeting shall not be public. The chairperson may allow the attendance of guests. The general assembly shall decide on whether press, radio, television or an Internet live stream are admitted by the majority vote of the assembly.
- (5) The general assembly shall be quorate if at least one quarter of all members of the association are present. If that quorum is not attained, the board has to call up a second general meeting within four weeks; this general assembly shall be quorate regardless of the number of attending members; this must be indicated in the written invitation.
- (6) Decisions of the general assembly shall be taken by a simple majority of the valid votes cast, therefore abstentions shall not be considered valid votes. A quorum of 3/4 decision of the general assembly shall be required in order to amend the statute, with at least 2/3 of the members present. An amendment to the purpose of the association shall require approval by at least 3/4 of the general assembly, with at least 3/4 of the members present. The written agreement of the members which were not present in the general meeting may only be declared within one month vis-à-vis the board.
- (7) The board shall be elected / confirmed by the general assembly according to the following process: If no candidate obtains a majority of the valid votes cast in the first ballot, a runoff election between the two candidates with the highest number of votes shall take place. In case of stalemate, the offices shall be assigned by lot to one of the standing candidates.
- (8) Minutes of the general assembly's resolutions shall be prepared citing the location and time of the general meeting, the name of the chairperson, the person taking the minutes, names and number of the present members, the agenda, the results of the individual votes and the method of voting. The minutes must be signed by the chairperson and the keeper of minutes. For amendments of the statute the exact wording shall be given.

§ 14

Extraordinary general meeting

The board may call an extraordinary general meeting at any time. This meeting must be convened, if the interest of the association requires a general meeting or if 1/10 of all members request this in written form to the board by indicating the purpose and reasons. §§ 12-13 shall apply to the extraordinary general meeting.

§ 15

Regional divisions of the association

- (1) The association includes four regional divisions as sub-divisions that have no legal capacity. They shall assist the association in carrying out its tasks.

These four regional divisions are:

- a) Regional division Fennoscandia
 - b) Regional division Baltic Sea
 - c) Regional division Central Europe
 - d) Regional division Balkan
- (2) The regional divisions shall regulate their organizational structure and personal affairs themselves.
- (3) In general, each member shall be a member of the regional division of the division in which he/she/it has his/her/its residence or registered office. If a member neither has a residence nor a head office in a division, he/she/it shall become a member of the regional division which is appointed in the membership application and to which the member is objectively related by decision of the board.
- (4) A member may be a member of different regional divisions. But each member shall have only the capacity to exercise his/her/its voting right in one regional division he/she/it belongs to in accordance with the rules of this regional division. The members shall have the right to participate in meetings of the regional divisions they do not belong to in an advisory function and without any right to vote.

- (5) The members of each regional division shall elect a regional coordinator in accordance with democratic principles.
- (6) In accordance with democratic principles, the members shall elect a representative from among the National Focal Points and a representative from among the non-governmental organizations, who are proposed to the general assembly as a member of the board.

§ 16

Dissolution of the association

- (1) The dissolution of the association shall require the approval of at least 3/4 of the general assembly, with at least 3/4 of the members present. Unless the general assembly decides otherwise, the chairperson and the deputy-chairperson shall act jointly as representatives in the liquidation process; this shall accordingly apply in case of the association being liquidated because of another reason or of the organization losing its legal capacity.
- (2) Upon the dissolution of the association or in case that its tax-privileged purpose does no longer exist, the assets of the association shall pass to a legal entity under public law or another tax-privileged entity with the requirement that the assets shall only be used for purposes of nature protection, animal welfare and environmental protection in accordance with § 52 Sec. (2) no. 8 and no. 14 of the German *Abgabenordnung*. The clearing of the remaining assets shall require the approval of the tax authority.

§ 17

Miscellaneous

- (1) Place of fulfilment and place of jurisdiction for all claims between the association and its members, advisers to the board and – to the extent permitted by law – all other third parties shall be Berlin.
- (2) The legal relations between the association and its members as well as between the association and its organs shall be governed by the law of the Federal Republic of Germany.
- (3) Should any of the provisions of this statute become void, ineffective in whole or in part or unenforceable, the remaining provisions shall remain unaffected thereby.

The void, ineffective or unenforceable provision shall – to the extent permitted by law – be replaced by another provision that as far as possible achieves the intended commercial purpose in terms of object, extent, time, place and scope. This shall have analogous validity for the closing of any gaps in this statute.

The above written statute was established on [●] and amended according to the requirements of the register court on [◆].

The members

[●] 24th of September 2014 in Slavonice, Czech Republic

[◆] 16th of July 2015 through written voting