

## Statutes

As amended on 12.09.2007

### § 1 Name of Association, Registered Office and Financial Year

- (1) The name of the Association is Baltic Environmental Forum Deutschland (BEF Deutschland) e.V. [incorporated association].
- (2) The registered office of the Association shall be located in Hamburg.
- (3) The fiscal year of the Association shall start each year on the first day of the month of January and shall end each year on the thirty-first day of the month of December. The first financial year shall commence upon entry of the Association in the register of associations and shall end on the thirty-first day of the month of December in the year following this date.
- (4) The Association shall be entered in the register of associations.

### § 2 Purpose of the Association

- (1) The purpose of the association is to promote environmental protection, in particular but not limited to Germany and the other nations bordering on the Baltic Sea as well as Eastern Europe.
- (2) Specifically, the association promotes
  - a) environmental management in the fields of administration, business and other institutions;
  - b) the implementation of EU environmental legislation and policies;
  - c) the development of competence in the field for environmental protection in institutions, pressure groups and other associations;
  - d) environmental protection workshops, environmental management training, environmental protection project work, provision of information on environmental protection as well as safeguarding the interests of the environment in national and international committees.

### § 3 Charitable Nature, Assets of the Association

- (1) The association exclusively and directly is a non-profit organisation within the meaning of the section "purposes subject to tax relief under the fiscal code".
- (2) The Association is active on a charitable basis. It does not primarily pursue its own economic objectives.

- (3) The funds of the Association must only be used for the purposes in conformity with these Articles. The members shall not be entitled to any compensation from the Association's assets.
- (4) The Association may not support any individuals by reimbursing expenditure irreconcilable with the purpose of the Association or by payment of a disproportionately high fee.
- (5) If the Association is dissolved or terminated, the assets of the Association shall be used for purposes subject to tax relief. In this connection, any resolutions on future utilisation may only be taken subject to the tax authority's approval.

### § 4 Admission to and Termination of Membership

- (1) Individuals, groups of individuals, legal entities governed by private or public law as well as corporations and companies may become a member of the association upon submission of an application for admission to the Management Board of the Association. The Management Board shall decide whether a new member is to be admitted or not.
- (2) Membership shall commence upon admission to the Association.
- (3) Membership in the association ends if a member deceases, withdraws from or is excluded from the Association.

A member may withdraw from the Association with the withdrawal from the Association taking effect at the end of the year in which the notice of withdrawal is received by the Management Board of the Association.

A member may only be excluded from the Association if a corresponding resolution has been taken by the Management Board on the grounds of behaviour of a member to the detriment of the Association.

- (4) The members shall be obliged to pay the membership fees determined by the General Assembly.
- (5) The members shall not have a legitimate claim to a share in the Association's assets if they cease to be members of the Association or if the Association is dissolved or terminated.
- (6) The application for admission as well as the notice of withdrawal from the Association shall only be effective in writing.

**§ 5 Executive Bodies of the Association**

- (1) The following shall constitute the executive bodies of the association:
- a) the Management Board;
  - b) the Advisory Board;
  - c) the General Assembly.

**§ 6 Management Board**

- (1) The Management Board consists of at least three members being:

the Chairman;

a first deputy;

a second deputy acting as treasurer.

The Association's Management Board within the meaning of Section 26 BGB [German Civil Code] shall consist of the Chairman and his/her deputy; each of them shall have sole representation rights for the Management Board.

- (2) The members of the Management Board shall be elected by the General Assembly for a term of two years. The members of the Management Board shall hold office pending re-election or until a new Management Board is elected. A meeting shall constitute a quorum if at least another member of the Management Board is present in addition to the Chairman.
- (3) Minutes, signed by the Chairman, have to be kept for all resolutions of the Management Board.
- (4) The Management Board shall be responsible for managing the Association and managing the Association's assets in particular.
- (5) The Management Board is authorised to take resolutions on changes in the Articles of Association of its own accord which may be required by the register of associations with regard to effecting entries into the register of associations and/or by the tax authority for corporations for being awarded the non-profit making status.
- (6) The members of the Management Board shall work in an honorary capacity. If members of the Management Board are involved in projects that are led by the association or that the association takes part in, they can be paid accordingly from project funds at customary rates.
- (7) The Management Board shall be entitled to appoint a Secretary of the Association and to conclude a contract of employment with him/her. The Secretary may be a member of the Management Board.

**§ 7 Advisory Board**

- (1) The members of the Advisory Board shall be elected by the General Assembly for a term of two years.
- (2) Even non-members of the Association may be elected to be members of the Advisory Board.
- (3) The Advisory Board's task is to consult and support the Management Board.

**§ 8 General Assembly**

- (1) The General Assembly shall constitute the superior executive body of the Association. Unless handled by the Management Board or another body of the Association, decisions concerning the Association's business shall be taken by way of a resolution taken by the General Assembly. The General Assembly shall in particular be responsible for electing the Management Board and the internal auditor as well as for determining the amount of membership fees payable and stipulating when such membership fees fall due.
- (2) The General Assembly shall be called once a year. This meeting shall be called in writing subject to a two weeks' period of notice. The Management Board's annual report and a statement of accounts of the year reviewed by the internal auditor shall be submitted to the General Assembly and the General Assembly shall in particular formally approve the acts of the Management Board by way of a corresponding resolution.
- (3) Extraordinary Meetings of Members may be called subject to a three weeks' period of notice if
- a) the Management Board;
  - b) at least one tenth of members of the Association so request.
- (4) Resolutions of the General Assembly shall be adopted subject to a simple majority of votes of members present at the meeting. Each individual, corporation or other group of individuals shall be given one vote.
- (5) Amendments to the Articles of Association shall only be effective subject to approval of two thirds of members present at the meeting.
- (6) The General Assembly shall constitute a quorum if the meeting was called in due form.
- (7) Minutes of the General Assembly have to be kept. In these minutes, all resolutions have to be put down in writing. The minutes have to be signed by a member of the Management Board and a keeper of the minutes to be appointed by the General Assembly.

**§ 9 Dissolution of the Association,  
Appropriation of Funds**

- (1) The Associations shall be dissolved subject to the provisions of the German Civil Code. A resolution on the dissolution of the Association shall only be legally effective subject to approval by a two-thirds majority of votes of all members of the Association present at the meeting or subject to revocation or cancellation of the Association's previous purpose.
- (2) If the Association is dissolved or terminated or if its previous purpose is cancelled or revoked, the Association's assets shall be transferred to a non-profit making association active in the field of environmental protection or another non-profit making entity. The resolution to transfer the assets shall only be effective subject to the tax authority's consent.
- (3) Resolutions on the appropriation of funds upon dissolution of the Association as well as resolutions on changes in or amendments to the Articles of Association with respect to the purpose of the Association and the appropriation of funds shall only be effective subject to the competent tax authority's approval.
- (4) If the Association is dissolved, the Association shall be liquidated by the Management Board in capacity as liquidator.