

Statutes Urgewald e.V.

Latest version May 7, 2018

§ 1 Name and Seat

- (1) The name of the association is "Urgewald".
- (2) Urgewald's registered office is in Sassenberg, district Warendorf, Germany.
- (3) The association has been registered since December 29, 2009 at the district court of Muenster with the file number VR 60695 (formerly association register of the district court Warendorf, file number 695.)

§ 2 Purpose

- (1) Purpose of the association is the promotion of
 - science and research (§ 52 para. 2 sentence 1 no. 1 AO),
 - nature protection, landscape management and environmental protection (§ 52 para. 2 sentence 1 no. 8 AO),
 - an international spirit, tolerance in all areas of culture and the idea of understanding and cooperation among peoples worldwide (§ 52 para. 2 sentence 1 no. 13 AO),
 - animal protection (§ 52 para. 2 sentence 1 no. 14 AO) and
 - development cooperation (§ 52 para 2 sentence 1 no. 15 AO)
- (2) The aim of the association is to promote understanding between peoples worldwide and make every effort to conserve biodiversity. This includes showing solidarity with the peoples of the so-called Third World and ensuring that the primary and semi-natural forests as the habitat of indigenous peoples of the forest are preserved.

The association is committed to ensuring the protection of nature and biodiversity through bilateral and multilateral development cooperation and private investment. This includes the preservation and support of the rights of peoples and communities that traditionally live from nature.

The association wants to promote contacts of German governmental and non-governmental organizations with foreign non-governmental organizations, representations of indigenous peoples as well as scientists who work for understanding between peoples worldwide and preserving nature.

The association is committed to the cooperation of natural and legal persons as well as legal bodies such as corporations, associations, foundations, institutes and companies that feel fully or partially committed to the aims mentioned above.

The association understands itself in the sense of its afore-mentioned statutory purposes and goals also as a mouthpiece, adviser and public representative. It supplies reputable and verified information which it introduces through its information work in the public perception and

discussion. This is helpful for its members and also those who are not members, yet feel wholly or partially committed to the statutory purpose and aims mentioned above, or who, in connection with the statutory purpose and goals of the association, represent and support these in institutions, organizations, committees and other bodies (especially shareholder, partnership and cooperative meetings).

- (2) The objectives of the statutes are to be achieved equally by:
- a) promoting science and research in development and environment
 - b) conducting investigations and carrying out humanities and scientific research
 - c) doing information and education work and producing associated materials
 - d) giving advice to policy makers, business leaders, scientists and other relevant groups of society
 - e) making efforts to prevent companies from producing, financing, selling and distributing products and services contrary to the purpose and objectives set out in the statutes. Ways to achieve this goal include participating as representatives of shareholders in shareholder meetings and cooperative meetings and exercising the associated rights, in particular, the rights to speak, propose and vote, as well as supporting the participation of third parties in such meetings, provided that and to the extent that this is in the interest of achieving the purpose and objectives set out in the statutes.
 - f) promoting and coordinating cooperation between domestic and foreign non-governmental organizations in the areas of development policy, nature protection and the human rights movement
 - g) supporting foreign groups and persons who are committed to environmentally and socially compatible development as well as to the protection of nature and species in their country or countries beyond its borders
 - h) supporting socially and environmentally responsible projects that meet the goals of the association.

§ 3 Non-Profit

The association solely and directly pursues non-profit purposes as defined in the section “tax-exempt purposes” of the German tax code. The association is selflessly active. It does not pursue economic interests. The funds of the association may only be used for statutory purposes. No one may profit from expenditures that are contrary to the purpose of the association or from remuneration or payments that are disproportionately high. Members receive no benefits from the funds of the association. Members receive no part of the association’s assets when leaving or dissolving the association. The funds of the association may only be used for the afore mentioned tax-exempt, non-profit purposes.

§ 4 Membership

- (1) The association has active member and members who give financial support to the association.
- (2) Natural persons who recognize the goals of the association and who work actively to support the association's work or work on the board can become active members. Minors need the consent of their legal representative.
- (3) Supporting members give financial support to the association by paying their membership fee.
- (4) Joining the association must be declared in writing and submitted to the board in recognition of the statutes. The board decides on admission by a simple majority. Membership can be refused without giving reasons.
- (5) Membership expires
 - a) through death
 - b) by voluntary resignation: for active members, membership ends at the end of a calendar year. The board must be notified in writing. Members who give financial support can resign any time by sending a written note to the main office.
 - c) by deletion: a member who has not paid his membership fees despite two written requests can be removed from the membership list by the board. His membership ends at the end of the calendar year.
 - d) by board decision to expel a member: The expulsion of a member is only permissible if a member acted grossly contrary to the purpose of the association. An appeal against the exclusion decision can be made at the next regular general meeting.

§ 5 Membership Fees

- (1) Active members are obliged to pay membership fees. Members who give financial support can determine their regular contribution themselves.
- (2) The amount of membership fees for active members is set by the general meeting.
- (3) Membership fees are due in the first quarter of the calendar year.

§ 6 Bodies

Bodies of the association are:

- a) the general meeting,
- b) the board,
- c) the advisory council.

§ 7 General Meeting

- (1) The general meeting is the supreme body of the association. It consists of the active members of the association. Members who give financial support are entitled to attend the general meeting without voting rights.

- (2) The general meeting must be called if necessary, but at least once a year. It shall also be convened if at least one third of the active members requests the convening of the general meeting in writing to the board, stating the purpose of the meeting.
- (3) The general meetings are to be convened by the board, stating the items on the agenda and observing a notice period of at least two weeks. The convocation of the active members as defined by § 4 para. 2 takes place in writing or by email. The notice period starts with the day which follows the sending of the invitation. The letter of invitation is regarded as received if it is addressed to the last address or email address given in writing to the association by the member. The agenda items are determined by the board. Members who give financial support as defined by § 4 para. 3 are informed about meetings by a notice on the association's premises and a posting on the official internet portal of the association.
- (4) Each duly convened general meeting is quorate.
- (5) The duties of the general meeting include all matters of the association, specifically
 - a) election of the board
 - b) election of the advisory council
 - c) election of the auditors
 - d) examination of the annual report to be submitted by the board together with the accounting
 - e) discharge of the board
 - f) fixing of membership fees
 - g) statutory changes
- (6) The general meeting is chaired by a board member. Alternatively, the board may appoint another person to chair the meeting. If the board has not appointed a chair person or was not able to agree on a chair person by majority vote, the meeting elects an active member among the attendees to chair the meeting.
- (7) Elections and votes are always open. The request of an active member for secret ballot or vote shall be granted.
- (8) Decisions are made by a simple majority of active members present. Statutory changes, a vote of no confidence in the board and a decision to dissolve the association require a two-thirds majority of active members present. In the case of a tie, a submitted proposal is considered rejected, but it can be introduced at a later meeting.
- (9) All decisions must be made in writing. The decisions must be reproduced verbatim in the minutes. The minutes must be signed by a member of the board.

§ 8 Board

- (1) The board of the association consists of at least three, at most five persons.
- (2) The board is elected for a term of two years. Re-election is permissible. The board remains in office until a new board is elected. In the case of the premature departure of a board member, the remaining board can appoint a new member. The nomination of this member must be confirmed at the next general meeting at the latest.
- (3) Members of the board are accountable to the members of the association and can be voted out by a two-thirds majority at an extraordinarily convened general meeting. The vote of no confidence must be announced beforehand in the agenda.
- (4) The association is represented in and out of court by two board members.
- (5) The board shall run or delegate all affairs of the association in line with the statutes and the decisions of the members' general meeting. The board is responsible for all matters not reserved for other organs by law, the statutes or a decision of the general meeting.

The board specifically has the obligation

- a) to prepare and convene the members' general meetings
 - b) to execute the decisions of the general meetings
 - c) to legally represent the association
 - d) to manage the assets of the association.
- (6) Decisions of the board are made by a simple majority. They are to be recorded and signed by at least two board members.
 - (7) The board exercises its activities on a voluntary basis. The board can appoint a managing director for the day-to-day administration or conclude service and employment contracts. The managing director is entitled to attend board meetings and general meetings in an advisory capacity.
 - (8) By way of derogation from para. 7, the general meeting can decide that the board members are to receive appropriate remuneration for their duties on the board. The salary shall not be detrimental to the association's charitable purposes. Tax limits must be complied with. This does not affect claims for reimbursement of expenses.

§ 9 Advisory Council

- (1) The general meeting can elect an advisory council whose knowledge and abilities are to be of benefit for the association.
- (2) Members of the advisory council do not have to be members of the association.
- (3) The board shall inform the advisory council about all important matters. The advisory council shall support the board by advising it.

§ 10 Accounting, Audit

- (1) The assets of the association must be managed carefully and diligently. Any surpluses are to be used for the purposes of the association.
- (2) To examine the asset management and the cash and accounting system, the general meeting elects two active members as internal auditors on a yearly basis. These auditors are authorized at all times - and obliged, at least once a year – to check cash and accounting records of the association. The report of the audit must be submitted to the members' general meeting once a year. Additional external audits may be decided by the general meeting or the board.

§ 11 Fiscal Year

The fiscal year is the calendar year.

§ 12 Dissolution

- (1) The dissolution may be decided upon by an extraordinary general meeting convened for this purpose by a two-thirds majority of all active members present. For this general meeting, an invitation period of one month is required as an exception.
- (2) If the general meeting does not decide otherwise, the board appoints two of its members as liquidators jointly authorized to represent it.
- (3) In case of the dissolution or annulment of the association or at the discontinuation of its non-profit status, its assets will devolve upon the Grassroots Foundation gGmbH (gGmbH in Sassenberg, which has to use it directly and exclusively for charitable purposes.
- (4) The above provisions apply accordingly if the association is dissolved for another reason or loses its legal capacity.

§ 13 Severability Clause

Should any of these provisions be or become invalid in whole or in part, this shall not affect the validity of the statutes as a whole.