

## **Statutes**

### **§ 1**

#### **Name, registered office, business year**

- § 1 No. 1 The association is named "European Network of Scientists for Social and Environmental Responsibility". It is the intention to register it in the German register of associations and add "e.V." to the name.
- § 1 No. 2 The registered office of the association is in Braunschweig. The association was founded on 27.08.2009. The association is subject to German law.
- § 1 No. 3 The association is politically, ethnically and confessionally neutral.
- § 1 No. 4 The business year of the association is the calendar year.
- § 1 No. 5 The association focuses exclusively and directly on non-profit purposes in accordance with the chapter "Tax supported purposes" of § 51 ff. AO.

### **§ 2**

#### **Purpose of the association**

- § 2 No. 1 The purpose of the association is the advancement of science and research for the protection of the environment, biological diversity and human health against negative impacts of new technologies and their products. This especially includes the support and protection of independent and critical research to advance the scientific assessment of the potentially negative impacts. The purpose of the by-laws is the realization of research projects, the award of research assignments to third parties, the realization of scientific events, presentation and discussion of scientific work to the relevant audience, and the advancement of the European and international discourse on the risks and benefits of new technologies and on their regulation. When awarding contracts to third parties it must be ensured that they are accountable auxiliary persons bound to instructions in accordance with § 57 para. 1 AO.
- § 2 No. 2 The association is a non-profit organization and does not primarily pursue economic objectives.
- § 2 No. 3 The funds of the association must only be used for by-laws related purposes. Members do not receive payments from the association's funds.
- § 2 No. 4 No person can benefit by expenditures that are foreign to the purpose of the association or by disproportionately high payments.
- § 2 No. 5 Volunteers have only a claim to the reimbursement of substantiated expenditures.

### § 3

#### **Membership acquisition**

- § 3 No. 1 Any natural and legal person can become a member of the association.
- § 3 No. 2 Applicants must send a written application to the board of directors. This application has to be supported by two members of the association. The board of directors performs a formal review of the application and sends it to the members. The annual general meeting of the association decides about the acceptance into the association by a 2/3 majority.
- § 3 No. 3 A negative decision cannot be contested.
- § 3 No. 4 A right for the acceptance into the association does not exist.

### § 4

#### **Membership termination**

- § 4 No. 1 The membership ends
- a) with the death of the member,
  - b) by voluntary resignation,
  - c) by removal from the membership list,
  - d) through exclusion from the association,
  - e) by liquidation in case of legal persons.
- § 4 No. 2 The voluntary resignation is performed by a written declaration to a member of the board of directors. It occurs at the end of a calendar year at three months notice. A member can be removed from the membership list by the decision of the board of directors if the member - despite two reminders - is behind in paying the membership fees. The removal must be communicated to the member in writing. A member can be barred from the association through a decision of the annual general meeting of the association, if the member grossly violated the association's interests. The member must be given the opportunity to personally defend her/his behavior before the decision is made. If provided, a written statement of the affected person must be read out loud at the annual general meeting of the association.

### § 5

#### **Membership fees**

- § 5 No. 1 The annual general meeting of the association determines the differentiation, the amount and the exemptions of the annual fees. The details are laid down in the rules of procedure.

## § 6

### **Institutions of the association**

- a) the board of directors
- b) the annual general meeting of the association

## § 7

### **The board of directors**

In accordance with § 26 BGB, the board of directors consists of

- a) the chairperson
- a) the deputy chairperson
- c) the secretary
- d) the treasurer
- e) up to five non-executive directors

Combining several board of director functions in one person is not permitted. The members of the board of directors are volunteers without being paid, however, they may receive allowances for their activities as decided by the annual general meeting of the association.

## § 8

### **Term of office of the board of directors**

The board of directors will be elected by the annual general meeting of the association for a period of three years, starting on the day of the election, with a maximum of two consecutive terms at a time. However, the board of directors stays until the new board is elected. If an executive member of the board of directors resigns, the board of directors appoints a substitute from the non-executive board members. If the number of the entire board of directors falls below four, a member of the association has to be appointed as substitute for the remaining term of office

## § 9

### **Responsibilities of the board of directors**

§ 9 No. 1 Generally, the board of directors takes its decisions in board of directors' meetings which are scheduled by the chairperson or the deputy chairperson. The board of directors has a quorum if at least half of the entire board is present of which two have to be executive board members, including either the chairperson or the deputy chairperson. The majority of the valid votes makes the decision about a resolution. The chairperson chairs the board of directors' meeting. The deputy chairperson chairs the meeting if the chairperson is not present. The board of directors' decisions must be recorded for evidence purposes and the minutes must be signed by the chairperson of the meeting. The board of

directors' decisions can be made in writing or through a phone call if all members of the board of directors agree with the regulation to be decided.

- § 9 No. 2 The post of a general manager can be established based on a decision of the annual general meeting of the association. Details are laid down in the rules of procedure.
- § 9 Nr. 3 The board of directors can establish cooperations with other organisations. The decision on a cooperation has to be unanimously. If there is only one vote against the cooperation, the annual general meeting of the association can be asked for a decision.
- § 9 No. 4 The association will be represented for judicial and extrajudicial matters by either the chairperson or the deputy chairperson or by another member of the board as appointed by them.
- § 9 No. 5 The liability of the members of the board of directors to the association is restricted to intention and gross negligence. The board of directors is authorized to reach an agreement about respective liability limitations with other assigned representatives of the association.
- § 9 No. 6 The association will release the member of the board of directors from claims of third parties against him/her, if the member or another assigned representative of the association receives a claim by a third party due to negligent actions that result in damages assumed that the actions were related to tasks that the member or another assigned representative had to perform for the association.

## **§ 10**

### **The annual general meeting of the association**

Each attending member - including honorary members - has the right to vote during the annual general meeting of the association. The annual general meeting of the association is especially responsible for the following subjects:

- a) Receiving the annual report of the board of directors. Formally approve the activities of the board of directors.
- b) Determination of the amount, differentiation, exemptions and the due date of the annual fees.
- c) Election and dismissal of members of the board of directors.
- d) Decisions about by-laws changes and about the liquidation of the association.
- e) Appointment of honorary members.

## **§ 11**

### **Convening of the annual general meeting of the association**

An annual general meeting of the association must take place at least once annually. The date and venue of the annual general meeting of the association will be announced by the board of directors with a minimum period of two months before the meeting in writing including a provisional agenda. The period starts on the day following the day on which the

invitations are sent. It is assumed that the invitation letter has been received by the member, if the letter was sent to the last address provided by the member in writing to the association. The board of directors establishes the agenda in consultation with the members where appropriate and notifies the members in writing two weeks before the annual general meeting.

## **§ 12**

### **Passing of resolutions by the annual general meeting of the association**

The annual general meeting of the association is chaired by the chairperson or, if the chairperson is not present, by the deputy chairperson or another member of the board of directors. The annual general meeting of the association selects the chair if no member of the board of directors is present. The secretary provides the minutes of the meeting. The annual general meeting of the association selects the rapporteur if the secretary is not present. The chairperson of the meeting determines the type of voting. The voting must be provided in writing if one third of the attending members with voting rights have requested this. The annual general meeting of the association is not public. The chairperson of the meeting can approve the presence of guests in consultation with the present member. The annual general meeting of the association decides about the admission of the press, radio or TV. Regardless of the number of attending members, the annual general meeting of the association has a quorum assuming the meeting was announced properly. Generally, the annual general meeting of the association approves resolutions with a single majority of the valid votes cast. Abstention votes are not included. However, a three quarter majority of the valid votes cast is required for a by-law change (including the purpose of the association). A four fifths majority is required for the liquidation of the association. The following applies to the elections: A runoff election will be held between the two candidates who achieved the two highest vote counts if no candidate got the majority of the valid votes cast during the first round of ballots. The decisions of the general meeting must be recorded in the minutes of the meeting, which must be signed by the respective meeting chairperson and the rapporteur. It must include the following data: Location and time of the meeting, the name of the chairperson of the meeting and the name of the rapporteur, the number of attending members, the agenda, the individual voting results and the type of voting. The clause to be changed must be listed for by-laws changes.

## **§ 13**

### **Additions to the agenda**

Until one week before the day of the annual general meeting of the association, each member has the right to request in writing that the board of directors add additional points to the agenda. The chairperson of the meeting must update the agenda accordingly at the start of the annual general meeting of the association. About the additions to the agenda that were submitted during the members meeting, the annual general meeting of the association will take a decision with a majority of three quarters of the valid votes cast. A majority of three quarters is required to accept an addition. By-laws changes, the liquidation of the association and the dismissal of members of the boards of directors can only be approved if the applications were announced to the members on the agenda.

## **§ 14**

### **Extraordinary annual general meeting of the association**

The board of directors can convene an extraordinary annual general meeting of the association at any time. The extraordinary annual general meeting of the association must be convened if the interest of the association requires this or if the meeting is requested in writing by at least one tenth of the members. The request must be addressed to the board of directors and must include a purpose for the meeting. §§ 10, 11, 12 and 13 are applicable accordingly for convening the extraordinary annual general meeting of the association with the exception that in such case, this can be done with at least 3 weeks notice.

## **§ 15**

### **Liquidation of the association and entitlement**

- § 15 No. 1 The association can only be liquidated during a annual general meeting of the association with a majority of the votes specified in § 12. The chairperson and the deputy chairperson are joint liquidators authorized to liquidate the association, assuming the general meeting does not decide otherwise. The above terms are also effective if the association should be liquidated for a different reason or if it loses its legal status.
- § 15 No. 2 When liquidating the association or if the tax-exempt status no longer exist, the assets of the association will be transferred to Vereinigung Deutscher Wissenschaftler e. V., Berlin, which must use it directly and exclusively for non-profit purposes.

## **§ 17**

### **Audits**

- § 17 No. 1 The annual general meeting of the association assigns an auditor amongst their members. The auditor is a volunteer and is not being paid, however, the auditor may receive an allowance for the activity.
- § 17 No. 2 The tasks of the audit include the auditing of financial accounts and the review of the adherence to the by-laws regulations and the decisions of the association.

## **§ 18**

### **Business year and financial accounting**

- § 18 No. 1 The business year of the association starts on January 1 and ends on December 31 of each year. The first business year starts with the registration of the association and ends on December 31 following the registration.
- § 18 No. 2 The board of directors must present the annual report of the association in accordance with the applicable tax related regulations within six (6) weeks after the end of each business year and present it to the auditor.
- § 18 No. 3 The board of directors must review the annual report of the association within three (3) months after the end of each business year. The members must have

the opportunity to review the annual report at the latest two (2) weeks before the annual general meeting of the association scheduled to make decisions about the annual report.

The above by-laws were established during the founding meeting on 27.08.2009.

Tromsø, Norway, 27.08.2009

(this is an unofficial translation of the official German statutes)