

Articles of Association¹

for

Landcare Europe

(date of issue: 07.06.2023)²

(non-profit organisation)

§ 1 Name, intention to register, registered office, fiscal year

- (1) The Association's name shall be "Landcare Europe", abbreviated as LE.
- (2) It shall be entered in the register of associations and shall thereafter bear the name "Landcare Europe e.V."³.
- (3) The Association has its registered offices in Ansbach, Germany. The registered offices may be relocated to any other place in Germany. A resolution on a relocation of the registered offices must be taken by a two-thirds majority the Annual General Meeting.
- (4) The fiscal year of the Association shall be the calendar year.

§ 2 Purpose of the organisation

- (1) The purpose of the Association is to promote nature conservation and landscape management (Landcare) within the meaning of the Federal Nature Conservation Act of the Federal Republic of Germany and the nature conservation laws of the Länder, as well as environmental, climate, coastal and flood protection.
- (2) This purpose shall be realised in particular through the following:
 - a) Promote Landcare, especially with the aim of preserving traditional cultural heritage landscapes in Europe.
 - b) Exchange knowledge and best practices beyond country borders to better implement EU environmental targets within an agricultural context.
 - c) Support the activities of national Landcare organisations or organisations engaged in Landcare and the creation of new Landcare organisations and/or umbrella organisations.

¹ Translation to English from the legally binding document in German, certified by ...

² decided at the general meeting on

³ Abbreviation e.V. - *eingetragener Verein*, German: „registered association“.

- d) Consult / Advise policy makers at European, national and regional level and support the national implementation of EU Directives, policies and strategies concerning nature, the environment, and climate protection in an agricultural context.
- e) Promote a more nature-inclusive and socially acceptable agricultural system providing healthy food and other public goods like biodiversity, water, soil, climate as well as ecosystem services, which improve the quality of life for people and other living beings.
- f) Provide regular contacts for the exchange of information between individuals, organisations and institutions, who are interested in the work of the organisation and its members.
- g) Compile and distribute documentation on the statutory provisions in the countries of its members, as well as on the international statutory provisions relating to Landcare, preservation of cultural heritage landscapes and environmental protection, which may contribute to promoting the specified areas.
- h) Represent the interests of Landcare organisations in national legislation processes in the Member States, as well as on EU level,
- i) Cooperate with governmental and non-governmental organisations in the EU.

§ 3 Non-profit status

- (1) The Association shall exclusively and directly pursue non-profit purposes within the meaning of the section "Tax-privileged purposes" of the German Tax Code.**
- (2) The Association shall act selflessly; it shall not primarily pursue its own economic purposes.**
- (3) The Association's funds may only be used for purposes in accordance with the Articles of Association. Members shall not receive any benefits from the funds of the Association.**
- (4) No person may be favoured by expenses that are alien to the purpose of the Association or by disproportionately high remuneration.**

§4 Membership

§ 4.A Acquisition of Membership

- (1) Full membership can be acquired by all legal entities under private law, if the applicant
 - predominantly performs tasks of nature conservation and Landcare in accordance with the Articles of Association,
 - is committed to the purpose and tasks of Landcare Europe and
 - is a voluntary association of representatives of nature conservation associations, land-using professions and politics. In individual cases, the Board may also admit other legal entities under private law as full members, which have a different structure but are committed to the aims and

tasks of Landcare Europe and whose membership or bodies are based on cooperation between the interest groups of agriculture and nature conservation.

- (2) Sustaining membership status can be acquired by all natural and legal persons as well as foundations that are committed to the purpose and mission of Landcare Europe and wish to support its activities ideally or materially.

In particular, sustaining membership status can be acquired by the Federal Republic of Germany and its federal states, districts, counties, cities and municipalities as well as EU member states and other countries, research institutions and trade associations. Members of an umbrella organisation that is already a member of Landcare Europe can also become sustaining members.

- (3) A written application is needed for acquiring membership. The Board decides on the admission of the member.

§ 4.B Termination of Membership

- (1) Membership of full members is terminated by resignation or exclusion from the association, by dissolution of the Association. Membership of sustaining members is terminated by the aforementioned reasons as well as by death.
- (2) Resignation shall be effected by written declaration to the Board. The resignation can only be declared at the end of a calendar year, whereby a notice period of three months must be respected.
- (3) A member may be expelled by the General Assembly for good cause on the proposal of the Board, in particular if the member culpably violates the interests of the Association. The member concerned shall be given the opportunity to comment on the reasons for exclusion beforehand. The member must be heard before the exclusion.
- (4) A member may be deleted from the list of members by resolution of the board if in delay of paying its membership fees despite two written reminders. The deletion may only be decided if two months have elapsed after the second reminder was sent with a warning about the deletion. The member shall be notified of the decision of the Board to cancel the membership.

§ 4.C Honorary membership and honorary presidency

- (1) Upon proposal of the Board and by resolution of the General Assembly honorary presidency may be conferred to former Board members because of outstanding performance. Upon invitation, it entitles the holder to participate in the Board meetings in an advisory capacity and to represent Landcare Europe, unless the board decides otherwise in individual cases.
- (2) The person to be honoured as honorary member must consent to the appointment.
- (3) Honorary membership confers full membership rights but does not oblige to pay dues.
- (4) Honorary membership and honorary presidency may be revoked by resolution of the General Assembly.

§ 4.D Membership fees and charges

- (1) The Association levies a monetary amount as a regular annual contribution. In addition, an admission fee may be determined.
- (2) The General Assembly shall decide over amount and due date of the annual membership and admission fee. For this purpose, it may adopt a contribution rule with due schedule.
- (3) The General Assembly may exempt honorary members from the membership and admission fee.

§ 4.E Duties of the Members

- (1) Full and sustaining members support and promote the Association in its goals and mission.
- (2) Full and sustaining members pay an annual membership fee. The General Assembly determines the amount of the fee for full members. Sustaining members decide on the amount of their contribution themselves within a framework set by the General Assembly.
- (3) Full members shall send representatives to the General Assembly in accordance with § 6 of the Articles of Association.

§ 5 Bodies of the Association

The bodies of the Association are the General Assembly and the Board.

§ 6 General Assembly

The General Assembly is the supreme body of the Association. The General Assembly shall be composed of all members of the Association.

§ 6.A Duties of the General Assembly

The General Assembly is responsible in particular for the following matters:

- a) Election and dismissal of the board members and auditors,
- b) Appointment of honorary members and honorary presidents (upon proposal by the Board),
- c) Determination of the amount and due date of dues and fees,
- d) Amendments to the Articles of Association,
- e) Decision on the dissolution of the Association,
- f) Decision on the use of funds,
- g) Exoneration of the Board,
- h) Decision on the appeal against exclusions from the Association and the rejection of applications for membership.

§ 6.B Requirements for a General Assembly

- (1) An Ordinary General Assembly shall take place at least once a year.
- (2) An Extraordinary General Assembly shall be convened within a period of two months if the interests of the Association require it or if at least 25% of the ordinary members request it in writing to the Board, stating the purpose and reasons.

§ 6.C Convocation of the General Assembly

- (1) The General Assembly shall be convened by the Board. A written invitation must be sent to the members at least 2 months in advance, with notification of the provisionally set agenda. The notification period shall commence on the day on which the invitation is sent to the last communicated postal or e-mail address.
- (2) If amendments to the Articles of Association are planned, at least the clause to be amended must be stated in the invitation. Each member of the Association may apply in writing to the Board for additions to the agenda no later than one month before the date of the meeting. The Board shall decide on the application. The General Assembly decides by a simple majority of the votes of the members present on motions for additions to the agenda, which have not been included by the Board or which are put forward for the first time at the General Assembly. This does not apply to motions which have as their object an amendment to the Articles of Association, or the dissolution of the Association.

§ 6.D Conduct of the General Assembly

- (1) General Assemblies may be held in person or online.
- (2) General Assemblies shall not be open to the public unless a simple majority of the members have previously requested this in writing to the Board and the Board has approved the request.
- (3) The General Assembly shall be chaired by the 1st President of the Board or, if he/she is unable to do so, by one of the two deputies. If these are also prevented, the General Assembly shall determine the chair of the meeting.
- (4) In case of elections, chairing of the meeting shall be assigned to an election committee for the duration of the ballot and the preceding discussion. The election committee demands a poll with the General Assembly about the election mode (secret by ballot or open by show of hands) before the election begins.
- (5) The General Assembly has a quorum if it is properly invited and at least 25% of all members are present. If no quorum is present, the Board shall convene an additional General Assembly with the same agenda within six weeks. The additional General Assembly has a quorum regardless of the number of members present, which must be pointed out in the invitation.

§ 6.E Voting and elections at the General Assembly

- (1) The General Assembly shall pass resolutions by a two-thirds majority of the votes cast by the representatives present, unless otherwise stipulated in these Articles of Association.

- (2) A majority of 75% of the votes cast is required for a resolution to amend the Articles of Association - including the purpose of the Association - and to dissolve the Association. Abstentions shall be deemed invalid votes.
- (3) In case of individual votes, the candidate who received more than half of the valid votes cast shall be elected. If no one received more than half of the valid votes cast, a run-off election shall be held between the two candidates who received the most votes. The candidate who received the most votes shall then be elected. In the event of an equal number of votes, the meeting chair shall decide by drawing a lot.

In case of collective voting, each person entitled to vote, shall have as many votes as there are candidates to be elected. Ballots on which less than half of the candidates to be elected or more than the possible votes are listed shall be deemed invalid. The order in which the candidates are elected shall be determined by the number of votes cast for each candidate.

- (4) Each country with full members shall have three votes in the General Assembly. The nomination of representatives and substitutes shall be left to the responsibility of each full member from the respective country, whereby the composition of the association shall be reflected in the selection of representatives.
- (5) Each delegated representative shall have one vote. A representative may exercise the voting rights of up to two other representatives of the same full member or in delegation of the members from the country.
- (6) The right to vote must always be exercised in person. A member of the Association may represent a maximum of two members who have not appeared. Written powers of attorney must be presented to the meeting chair upon request.
- (7) For in-person General Assembly meetings voting shall be by show of hands, for online meetings via a voting system, which the General Assembly shall determine in advance. At the request of at least 10% of the members of the association present, voting must be through secret ballot.
- (8) Sustaining members are invited to the General Assemblies. They have the right to speak and make motions there, but no right to vote. Sustaining members are to be informed about the results of the General Assembly.

§ 6.F Minutes of the General Assembly

- (1) Before the beginning of the meeting, a minute-taker must be elected by the General Assembly. The minute-taker can be elected online.
- (2) Minutes must be taken of the General Assembly and the resolutions passed, which must be signed by the meeting chair and the person taking the minutes. In the event of a meeting chair change, all chairing persons must sign the minutes.
- (3) The minutes shall contain:
 - a) the type of General Assembly (ordinary/extraordinary),

- b) the day, place and time of the meeting,
- c) the names of the meeting chair and the person taking the minutes,
- d) the determination of the convocation of the meeting in accordance with the Articles of Association,
- e) the number of members present,
- f) determination of the quorum of the meeting,
- g) the agenda,
- h) the motions put forward and the resolutions adopted, together with the method of voting⁴ and the proportions of votes⁵,
- i) the exact wording of any amended text of the Articles of Association,
- j) in case of elections, the exact names of the candidates⁶ and their acceptance of office.

§ 7 Board Members

§ 7.A Duties of the Board Members

- (1) The duties of the Board members shall include in particular:
 - a) Representation of the association,
 - b) Convening the General Assembly,
 - c) Execution of the decisions of the General Assembly,
 - d) Administration of the association's assets and preparation of the annual report.
 - e) Business related to human resources (employment contracts, dismissals, etc.)
- (2) The President shall manage the Association in accordance with the resolutions of the General Assembly and the Board members.
- (3) The President and his two Deputies are the representatives of the Board members in accordance with § 26 of the German Civil Code (BGB – *dt. Bürgerliches Gesetzbuch*). Each of the three presidents are authorised to represent the Association alone. Internally, it is stipulated that the two deputies may only represent the 1st President if the latter is prevented from doing so or if he delegated duties.

⁴ Types of voting include, e.g., secret ballot, voting by a show of hands/standing or acclamation.

⁵ Yes-votes, no-votes, abstentions and invalid votes.

⁶ The following information is required for entry in the register of associations: First name, surname, date of birth and place of residence.

- (4) The President shall be authorised to make editorial amendments or additions to the Articles of Association which become necessary as a result of objections raised by the German registry court or in order to obtain non-profit status from the German tax office, on his own authority.
- (5) The Board may convene an Advisory Board.

§ 7.B Appointment and Composition of the Board Members, Representation Regulation

- (1) The Board shall consist of at least 3 and at most 12 persons and be composed of the 1st President, two deputies with equal rights and up to 9 assessors.
- (2) The General Assembly shall decide on the number of assessors to be elected.

§ 7.C Election of the Members of the Board, Compensation, Rules of Procedure

- (1) The Board members shall be elected by the members during the General Assembly for a period of 3 years, commencing on the day of the election, and shall remain in office until new elections are held.
- (2) By-elections of Board members to fill Board positions during a term of office are possible. The term of office of by-elected Board members shall then also end with that of the full Board.
- (3) If a Board member resigns prematurely, a successor shall be elected if the remaining term of office is at least one year.
- (4) The Board members should ideally include representatives of politics, agriculture and forestry as well as recognised nature conservation associations. The Board shall be composed of a balanced proportion of female and male persons from different European countries.
- (5) The sustaining members shall have a right of nomination for this purpose in addition to the full members.
- (6) The Board members shall perform their duties on an honorary basis. By resolution of the General Assembly, they may receive an appropriate compensation according to the current compensation rates in the respective country of the person performing the honorary office, however, not exceeding the amount of the honorary office allowance according to § 3 No. 26a EStG⁷. Notwithstanding the provisions of § 3, expenses incurred may be reimbursed in accordance with the resolutions of the Board members against individual proof or as a lump sum in an appropriate and fiscally permissible amount.
- (7) The Board members may adopt rules of procedure.

§ 7.D Board Meetings

⁷ Abbreviation EStG - Einkommensteuergesetz, German: „income tax law“.

- (1) Board meetings shall be convened by the President or, if he/she is prevented from doing so, by a deputy in written form with a notice period of at least two weeks and with notification of the agenda. The period of notice shall commence on the day on which the invitation is sent to the last communicated postal or e-mail address. The Board meeting shall also be convened if requested by at least one third of the Board members, stating their reasons.
- (2) Board meetings can take place in-person or online.
- (3) Resolutions shall be adopted by a majority of the valid votes cast. In the event of a tie, the vote of the 1st President, or in his or her absence, the vote of the Deputy chairing the meeting, shall be decisive. Resolutions by circulation require the written consent of the majority of all Board members.

§ 8 Daily Management

- (1) The Board may delegate the daily management of the Association to a Secretariat, represented by natural or legal persons, who need not be members of the Association.
- (2) The office of the Secretariat shall be in Ansbach, Germany.
- (3) The Board may issue a working instruction for the Secretariat.
- (4) The 1st President and his/her Deputies shall decide on:
 - a) fundamental questions of management and
 - b) the recruitment and remuneration of employees to be hired.

§ 9 Finance, Accounting & Cash Audit

- (1) The funds required to achieve the purpose of the Association shall be raised through:
 - a) Membership fees of full members,
 - b) Membership fees of sustaining members,
 - c) Donations, gifts and endowments,
 - d) Project grants and funding,
 - e) Other grants and contributions,
 - f) Assignments for the implementation of the association's purpose, as long as this does not jeopardise its non-profit status.
- (2) Cash and bookkeeping as well as the forms for receipts and proof of documentation shall be carried out in accordance with the German rules for non-profit associations.
- (3) The General Assembly shall elect two auditors for a period of three years to audit the finances of the Association. The auditors do not have to be members of the Association. They must not be members of the Members of the Board.

- (4) The auditors shall report to the General Assembly following the financial year and recommend to the General Assembly that the Board shall be exonerated if the finances are in order.

§ 10 Amendments to the Articles of Association

Amendments to the Articles of Association may be adopted by the General Assembly with a majority of 75% of the votes cast. This regulation also applies to changes in the purpose of the association. A motion to amend the Articles of Association must be announced to the members with the invitation to the General Assembly.

§ 11 Dissolution of the Association

- (1) The General Assembly can decide about the dissolution of the Association with a majority of 75% of the votes cast. The General Assembly must have been convened exclusively for this purpose.
- (2) The President and his/her two deputies shall be the liquidators jointly authorised to represent the Association, unless the General Assembly appoints other persons as liquidators. By simple resolution of the General Assembly, all or individual liquidators may be granted individual power of representation and/or exemption from the restrictions of § 181 BGB.
- (3) The liquidators shall publicly announce the dissolution of the association. The notice shall invite the creditors to register their claims. The publication medium in the event of liquidation shall be the electronic "Bundesanzeiger" (Federal Gazette). The remaining assets of the association shall not be distributed to the beneficiary before the expiry of one year after the announcement and the call to creditors.
- (4) In the event of the dissolution of the Association or the discontinuation of tax-privileged purposes, the assets of the Association shall pass to a legal entity under public law or to another tax-privileged corporation for the same purpose of promoting Landcare as an effective and necessary cooperative link between nature conservation, especially with the aim of preserving traditional cultural heritage landscapes in Europe nature conservation and landscape management within the meaning of the Federal Nature Conservation Act of the Federal Republic of Germany and the nature conservation laws of the Länder, environmental protection, climate protection, coastal protection and flood protection.