

Statutes of the European Living Lakes Association

§ 1

Name, registered office and financial year

- (1) The name of the association is "European Living Lakes Association", the acronym is ELLA.
It shall be registered into the register of associations and bear thereafter the appendix "e.V." (German abbreviation for "registered association")
- (2) The association has its seat in Radolfzell.
- (3) The financial year shall be the calendar year.

§ 2

Purpose of the association

- (1) The association directly and immediately serves the goal of protecting lakes and wetlands in Europe and - within the framework of legally permissible regulations - makes a contribution to the protection of habitats, their biological diversity and climate protection that is relevant to society as a whole.
- (2) The association exclusively and directly pursues charitable purposes within the meaning of the section "Tax-privileged purposes" of the German Tax Code.
- (3) The purpose of the association are
 - The promotion of nature conservation and landscape management, environmental protection, including climate protection, coastal protection, flood protection, and nature based solutions;
 - the promotion of rural development and sustainable agriculture
 - promoting education on environmental protection issues
 - the promotion of animal protection and animal welfare;
 - the promotion of science and research;
 - the promotion of development cooperation;
- (4) The purpose of the association is realised in particular through
 - Activities of the members that contribute to anchoring the protection of water ecosystems, their biodiversity and other properties and functions even better in Europe;
 - the implementation of demonstration and model projects, in particular in the topic of ecosystem based adaptations
 - Statements and position papers on improving the political and legal framework for the protection of water ecosystems;
 - promoting exchange and cooperation between the different stakeholder groups in lake regions in order to strengthen the protection of lakes as well as the sustainable development of lake regions.
 - the promotion of scientific cooperation and the elaboration and public dissemination of knowledge on all topics of the statutory purpose;
 - the generation and dissemination of knowledge and publicity to improve the appreciation and protection of lakes and wetlands;

§ 3
Non-profit, use of funds

- (1) It is a non-profit association; it does not pursue any economic purposes.
- (2) Funds of the association may only be used for purposes in accordance with the statutes.
- (3) Members of the Association shall not receive any benefits from the Association's funds.
- (4) The association may provide non-material or financial support to other tax-privileged corporations, public corporations or foreign tax-privileged corporations for the non-material and material support and maintenance of the aforementioned tax-privileged purposes (§ 58 No. 1 AO).
- (5) No person may be favoured by expenses that are not in line with the purpose of the association or by disproportionately high remuneration.

§ 4
Membership

- (1) Members of the association can be all legal entities, but especially non-governmental organisations, which operate in Europe and have a demonstrable interest in the protection of lakes and wetlands in Europe.
- (2) By joining, members undertake to support the aims of the Association and to pay the membership fee.
- (3) The Executive Board of the Association shall decide on the admission of new members. Admission shall be made upon written application, on which the Executive Board shall decide within a period of six weeks. If the Executive Board rejects the admission, the organisations concerned may address the Member Assembly in writing. Applications for admission may be submitted at any time and are admissible. Membership shall commence on the date of the Board's decision as stated in the written confirmation of admission. There is no legal claim to membership.

§ 5
End of membership

- (1) Membership in the association ends
 - by written notice of resignation, which may be given with six months' notice to the end of the financial year;
 - by expulsion from the association via a decision of the board;
 - with the deletion of the corporation, with the opening of insolvency proceedings or by dissolution of the organisation.
- (2) In the event of resignation, the obligation to pay the membership fee for the current financial year shall remain in force.

- (3) A member who seriously violates the interests of the Association may be expelled from the Association by resolution of the Board.

§ 6

Bodies of the association

The bodies of the association are the Members Assembly and the board. In addition, the association may establish an advisory board which supports the board in an advisory capacity.

§ 7

Convening of the Member Assembly

- (1) The Member Assembly shall be convened once a year by the Executive Board with four weeks' notice by simple letter or electronic means of communication - if possible within the first half of the year. The agenda set by the Executive Board shall be communicated. The timely dispatch of the invitation to the last member address known to the Association shall be sufficient to comply with the notice period. A Member Assembly convened in due time and in accordance with the Statutes shall constitute a quorum.
- (2) The Executive Board shall immediately convene an extraordinary Member Assembly of Members if the interests of the Association so require or if at least 25% of the members request the convocation in writing, stating the purpose and the reasons.
- (3) The general meeting may also be held in the form of a virtual meeting. For this purpose, the Executive Board shall provide an online conference room and send the access data to the members at least three days before the meeting. Members are obliged not to make the access data accessible to third parties and to keep it strictly under lock and key. The decision on the type of general meeting shall be taken by the Executive Board.

§ 8

Tasks of the Member Assembly

The Member Assembly shall in particular have the following tasks:

- a) Adoption of resolutions on the business plan to be drawn up by the Executive Board for the next business year;
- b) Acceptance of the statement of accounts;
- c) Electing an external auditor and receiving the report on the audit;
- d) Receipt and approval of the annual accounts;
- e) Discharge of the Executive Board;
- f) Deciding on draft resolutions of the Executive Board, such as the adoption of an annual work plan or a contribution regulation;
- g) Passing resolutions on amendments to these Statutes and on the dissolution of the Association;
- h) Dismissal of members of the Executive Board for good cause in accordance with §10 (5).

§ 9

Voting rights, procedure and resolutions of the Member Assembly

- (1) Only full members are entitled to vote in the Member Assembly.
- (2) Each ordinary member has one vote in the general meeting. The members of the Association may be represented at a general meeting by an authorized person. In doing so, a member may represent a maximum of one other member in the general meeting.
- (3) Every properly convened general meeting shall constitute a quorum, disregard the number of members present.
- (4) The Member Assembly shall be chaired by a member of the Executive Board. The chairperson of the meeting shall be the keeper of the minutes.
- (5) The general meeting decides
 - a) on an amendment of these Statutes including the purpose of the Association with a majority of at least 75% of the valid votes cast;
 - b) on a dissolution of the Association with a majority of at least 75% of the votes;
 - c) otherwise by a simple majority of the valid votes cast. Abstentions shall be considered as invalid votes.
- (6) The Executive Board is authorised by the Member Assembly to make amendments to the Articles of Association that are required by the Local Court to enable registration of the Articles of Association or an amendment to the Articles of Association and/or that are required to obtain or maintain non-profit status without delay and without convening an additional Member Assembly. The Executive Board is obliged to inform the members about the changes without delay.
- (7) The resolutions of the Member Assembly shall be recorded in the minutes, which shall be signed by the chairperson of the meeting and the keeper of the minutes.

§ 10

Executive Board

- (1) The Executive Board of the association according to § 26 BGB consists of at least 3 (three), and maximum 5 (five) members.
- (2) The Executive Board shall adopt rules of procedure. The Executive Board may employ a full-time Managing Director. In this case, the duties and responsibilities of the Managing Director shall be laid down in the Rules of Procedure; the Executive Board may appoint him/her in accordance with § 30 of the German Civil Code (BGB) to take care of economic, administrative and personnel matters.
- (3) The members of the Executive Board shall be elected individually by the Member Assembly. A member of the Executive Board is elected if he or she receives an absolute majority of the votes present at the Member Assembly.
- (4) The term of office of an Executive Board member shall be three years. Re-election is permissible. Board members shall remain in office until their successors are

elected.

- (5) If a member of the Executive Board resigns during the term of office or is permanently prevented from fulfilling his or her duties, the Executive Board may appoint a substitute member for the remaining term of office of the resigning member.
- (6) Members of the Executive Board may be dismissed by the Member Assembly for good cause.
- (7) The Executive Board may elect a Chairperson, a Deputy Chairperson and a Treasurer from among its members.
- (8) The Executive Board shall be responsible for all matters of the Association, unless they are assigned to the Member Assembly by these Statutes. It shall in particular be responsible for the following tasks:
 - a) Preparing and convening the Member Assembly and its own meetings, including setting the agenda;
 - b) Execution of resolutions of the Member Assembly;
 - c) Passing resolutions on the admission and exclusion of members;
 - d) Receipt of proposals for and decision-making on projects, measures and actions;
 - e) Commissioning and supervision of persons and organisations acting on behalf of the Association;
 - f) Preparation of the business plan;
 - g) Preparation of the statement of accounts and annual financial statements;
 - h) Making public statements of the Association.
- (9) The Executive Board shall pass its resolutions in Board meetings. These shall be minuted and signed by the chairperson of the meeting and the minute taker. The following rules shall apply to the adoption of resolutions by the Executive Board:
 - a) The members of the Executive Board shall endeavour to reach a unanimous decision-making as far as possible.
 - b) Board resolutions shall be adopted by simple majority.
 - c) Resolutions may also be adopted by written circulation with the majority ratios specified in this paragraph.
 - d) If necessary, resolutions may be passed by circulation by e-mail or post.
- (10) Board meetings may also be held as video/teleconferences or by connecting non-present Board members.
- (11) The Association shall be represented jointly by two members of the Executive Board in accordance with § 26 BGB.
- (12) The members of the Executive Board work on an voluntary basis. The expenses incurred by them in the course of their activities may be reimbursed in an appropriate amount upon request. Members of the Executive Board may receive appropriate remuneration for their tasks that go beyond the administrative work of the Executive Board on the basis of service contracts, contracts for work and labour

or similar contracts to be concluded separately. The Executive Board shall decide on the conclusion and the amount without any Executive Board member concerned.

**§ 11
Contributions**

- (1) The amount of the membership fees and their due date shall be determined by the general meeting in a membership fee regulation.
- (2) Membership fees are to be paid as annual fees in accordance with the contribution rules.
- (3) In justified individual cases, a member may be exempted from the obligation to pay membership fees in whole or in part by resolution of the Executive Board.

**§ 12
Association logo, association media**

- (1) The Executive Board shall issue guidelines for the use of the Association's logo.
- (2) Members shall be entitled to use the Association's logo in accordance with the guidelines for use issued by the Board.

**§ 13
Economic plan, annual financial statement and statement of accounts, audit**

- (1) The Executive Board shall draw up a business plan for each business year.
- (2) The Executive Board shall also prepare annual accounts after the end of each financial year in accordance with the principles of commercial law. The annual accounts shall be explained in the statement of accounts.
- (3) The implementation of the business plan and the annual accounts shall be audited by an external qualified auditor.
- (4) The audit report of the external audit shall be presented to the Member Assembly. It shall be sent to the members together with the invitation to the Member Assembly.

**§ 14
Dissolution of the association**

- (1) Proposals for the dissolution of the Association shall be communicated to the members by registered letter at least three months before the.
- (2) In the event of the dissolution of the Association or the discontinuation of tax-privileged purposes, the assets of the Association shall be transferred to the Global Nature Fund, a non-profit foundation, which shall use them directly and exclusively for the promotion of the protection of lakes and other wetlands.

§ 15
Data protection regulation

Within the framework of the general meeting and in order to fulfil the purposes and tasks of the association, at least the following data will be collected from ordinary members and supporting members and will be held responsible and stored within the framework of membership: Name, area allocation, address, email address and bank details. The association undertakes to comply with the requirements of data protection. Appropriate precautions for the processing of personal data in particular are guaranteed.

Name of Organisation

Date

Name and Function of Signiture

Signiture

Stemp of Organisation