

# **Statutes *Assoziation E***

## **Preamble**

Association E is a non-partisan organization for emancipatory thought and action. The purpose of the association is to support efforts to enable people to live in dignity.

The association shall enable social engagement with regard to the shaping of a society worthy of human beings. In doing so, the association is guided by the findings of the natural sciences, humanities and social sciences. The association shall link emancipatory findings of science with emancipatory social practice.

The association's work focuses on the central problems in shaping a humane society, namely climate change, social inequality, mental health, dehumanizing ideologies, and a lack of perspective and utopia. Equally central topics are the future of work, the future of technology and urban development.

The association stands for inclusivity, diversity and tolerance and pursues an international claim. Thus, it positions itself explicitly against everything that is directed against the dignity of man, especially against all forms of anti-Semitism, racism, xenophobia, nationalism, fascism, ableism, sexism, misogyny and homo- and transphobia. For the determination of these ideologies findings from the social sciences and the humanities are authoritative.

## **§ 1 Name, Seat, Registration, Fiscal Year**

1. The association bears the name Association E.
2. It is an association with legal capacity with its registered office in Munich.
3. The Association shall be entered in the Register of Associations and shall then bear the suffix e.V..
4. The fiscal year is the calendar year.

## **§ 2 Purpose of the Association**

1. The purpose of the association is
  - the promotion of science and research (§52 AO, Para. 2, No. 1)
  - the promotion of art and culture (§52 AO, para. 2, no. 5)
  - the promotion of education, professional and public training (§52 AO, para. 2, no. 7).
2. The purpose of the statutes is realized in particular through the following measures:
  - Establishment of research groups/an institute for the development of contributions from the natural sciences, humanities, social sciences and interdisciplinary fields. The subject of corresponding research are questions of (the) design(ability) of a humane society as well as the problem areas listed in the preamble.
  - Conception and realization of scientific, cultural and educational events, such as conferences, discussions, lectures, readings, exhibitions and other events, which contribute to the educational and enlightenment work in the sense of the purpose of the statutes and the preamble.

- Conception and execution of interdisciplinary and practical studies and investigations, the results of which are made available free of charge and generally accessible.
- To develop and issue scientific and generally understandable publications and information materials for the purpose of public education.
- Low-threshold, public communication of literature and scientifically based findings by means of events such as reading circles and workshops.
- Design of and participation in campaigns and publicity measures for the political opinion-forming process. The association acts in a non-partisan and non-denominational way.
- Cooperation with other initiatives, associations, organizations and companies in the private sector that directly serve the purposes of the association.
- Organization and realization of concerts, sound and film performances as well as exhibitions, performances and workshops, which make progressive aesthetic forms and/or contents in the area of art and culture tangible.
- Organization and realization of concerts, sound and film screenings as well as exhibitions, performances and workshops, which may serve other, namely scientific or educational purposes beyond the aesthetic end in itself.

### **§ 3 Selflessness/charitable purpose**

1. The Association shall exclusively and directly pursue charitable purposes within the meaning of the section "Tax-privileged purposes" of the German Tax Code. The Association shall act selflessly and shall not primarily pursue its own economic purposes. 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 Association's funds. No person may be favoured by expenses which are alien to the purpose of the association or by disproportionately high remuneration.
2. The board of directors is basically active on an honorary basis. The general meeting may decide on an annual, appropriate lump-sum compensation for board members.

### **§ 4 Members**

1. Any natural or legal person may become a member of the Association.
2. The association has ordinary members and sustaining members. Sustaining members have no voting rights in the general meeting. The amount of the membership fees is freely selectable for sustaining members.
3. With the application for membership the members recognize the contents of the statute and other association regulations. Each member has in particular the following duties:
  - a. to promote the interests of the association and, as far as it is in its power, to support the life of the association through its cooperation;
  - b. to pay his membership fees;
  - c. to provide the board with an e-mail address. The association must be informed immediately of any changes.

### **§ 5 Acquisition of membership**

1. Membership is acquired by joining the Association.

2. The board decides on the admission after a written application. The board decides on the application for admission at its own discretion. There is no right to admission. In the case of minors, the application for membership must be submitted by the legal representative.

#### **§ 6 Termination of membership**

1. Membership ends for natural persons with the death of the member or the loss of legal capacity, for legal persons with their expiry. Membership also ends with withdrawal according to the provisions of paragraph 2 or exclusion according to the provisions of paragraphs 3 and 4.
2. Withdrawal from the Association is possible with four weeks' notice to the end of a calendar quarter. It must be declared in writing to the Executive Board.
3. A member may be expelled from the Association with immediate effect if he or she has grossly violated the interests of the Association or if any other important reason makes the continuation of membership appear unreasonable for the Association or its members. If a member is in arrears with payments, this alone does not constitute grounds for exclusion.
4. The board of directors decides on the exclusion. Before the decision is made, the member must be given the opportunity to justify himself/herself personally before the Executive Board or in writing; the member must be requested to do so in writing within a minimum period of 14 days. The decision on the exclusion shall be justified in writing and communicated to the member. An appeal against the exclusion decision can be made within a period of three weeks after notification of the exclusion to the next general meeting, which shall make the final decision.

#### **§ 7 Membership fees**

1. Membership fees may be levied on members.
2. The General Meeting shall decide on the collection and amount of membership fees by resolution.
3. Membership fees may be deferred or waived by resolution of the Board.

#### **§ 8 Organs of the association**

The organs of the association are the executive board, the extended executive board, the general meeting and the advisory board.

#### **§ 9 Board of directors**

1. The board consists of the chairperson, at least one deputy chairperson and a treasurer.
2. Only members with full legal capacity can be elected to the board.
3. The task of the board is to represent the association in all matters judicially and extrajudicially. Each member of the board is individually authorized to represent the association. By resolution of the general meeting, members of the board can be exempted from the restrictions of § 181 BGB.
4. For the following transactions, the power of representation of the Executive Board in relation to third parties is limited in such a way that the consent of the extended Executive Board is required for their establishment:

- a. the conclusion of legal transactions from which an obligation of the association in the total amount of more than € 10,000 arises;
  - b. the conclusion of rental agreements with a fixed term of more than 10 years;
  - c. the acquisition or sale and encumbrance of real property and all other dispositions of real property and rights equivalent to real property;
  - d. the taking out of a loan.
5. The Executive Board is elected by the Extended Executive Board for a term of one year. A successive term of office is possible up to eight consecutive times. The members of the Executive Board shall remain in office until their successors\* have been appointed in accordance with the Articles of Association.
6. If a member of the Executive Board resigns during the term of office, the Executive Board may appoint a substitute member for the remaining term of office of the resigning member.
7. The dismissal of individual members of the Executive Board shall be effected by resolution of the extended Executive Board. The dismissal of a member of the Executive Board is only possible if there is good cause. Such a reason exists in particular if the member has grossly violated the interests of the Association.
8. The members of the Executive Board shall be reimbursed for reasonable expenses incurred in connection with the work of the Association. Members of the Executive Board may receive appropriate remuneration for their work in the Association. The decision on remuneration and its amount is made by the general meeting by resolution.
9. The members of the board are liable to the association only for intentional or grossly negligent conduct. If claims are asserted against members of the Executive Board by third parties on the basis of their activities on the Executive Board, the Association shall indemnify the member of the Executive Board concerned against such claims, unless the member of the Executive Board acted intentionally or with gross negligence.

#### **§ 10 Treasurer and cash audit**

1. The treasurer shall keep accounts of the cash transactions and prepare an annual financial statement.
2. The accounts and the annual financial statement shall be audited by two auditors, who shall be elected by the General Assembly. For their election, eligibility and term of office, the provisions for board members apply accordingly, whereby the auditors may neither belong to the board, nor the extended board, nor be employees of the association. In the general meeting, the audited annual financial statement is to be presented for resolution and a recommendation is to be made by the cash auditors for a resolution on the discharge of the board and the extended board.

#### **§ 11 Resolutions of the Executive Board**

1. The Executive Board shall pass its resolutions in meetings.
2. Board meetings can be called by the chairperson at any time, but shall take place at least once a quarter.
3. An invitation shall be issued by the chairperson or, if the chairperson is prevented from attending, by the deputy chairperson, in writing or by e-mail with a notice period of at least 14 days. A shortening of the invitation period is possible with the consent of all board

members. Such consent shall be deemed to have been given upon appearance at the board meeting.

4. The chairperson, or in his/her absence the deputy chairperson, shall chair the board meetings.
5. The board has a quorum if at least two members are present. The quorum does not require that all board positions are occupied.
6. The Executive Board shall pass its resolutions by a simple majority of the votes cast. Abstentions shall be deemed to be votes not cast. In the event of a tie, the motion shall be deemed rejected.
7. A resolution may be adopted outside a meeting by telephone, in writing, by e-mail or by other means of electronic communication (circulation procedure) if all members of the Executive Board declare their consent to the adoption of the resolution. Voting by circular resolution shall be deemed to constitute consent.
8. Minutes shall be kept of all resolutions (including resolutions by circulation) and meetings of the Executive Board, which shall include the time and place, the names of the participants, the resolutions passed and the result of the vote. The minutes shall serve as evidence.

#### **§ 12 Extended Board**

1. The general meeting elects an extended board consisting of at least three persons. Members of the extended board can also be elected to the authorized board.
2. The extended board consists of the chairperson and at least one deputy chairperson.
3. The extended board is responsible for the management of the association. The extended board is responsible for all matters of the association, which are not assigned by the statutes to another body of the association. In particular, it has the following tasks:
  - a. Election and dismissal of the board members;
  - b. Election and dismissal of the members of the advisory board;
  - c. Sending a circular email every six months to the members of the association to inform them about current developments of the association;
4. The Extended Board is elected by the General Assembly for a term of one year. A consecutive term is possible up to eight consecutive times.
5. If a member of the extended board resigns during the term of office, the extended board may appoint a substitute member for the remaining term of the resigning member.
6. The dismissal of a member of the extended board is only possible if there is an important reason. Such a reason exists in particular if the member has grossly violated the interests of the association. The general meeting shall decide on the dismissal.
7. The members of the extended board shall be reimbursed for reasonable expenses incurred in the work of the association. The extended executive committee can receive remuneration for its activities in the association. The amount of the remuneration is determined by the general meeting.
8. The members of the extended board are liable to the association only for intentional or grossly negligent behavior. If claims are asserted against members of the Extended Board by third parties as a result of their activities on the Extended Board, the Association shall indemnify the affected member of the Extended Board against such claims, provided that the member of the Extended Board did not act intentionally or with gross negligence.

### **§ 13 Adoption of Resolutions by the Extended Executive Board**

1. The extended Board of Management passes its resolutions in meetings.
2. Meetings of the extended board shall be held at least twice a year. An invitation is issued by the chairperson of the extended board by e-mail, observing an invitation period of at least 14 days.
3. The chairperson, or in his/her absence the deputy chairperson, shall chair the meeting.
4. The extended board has a quorum if at least 50% of the members are present. It passes its resolutions by simple majority. Abstentions are considered as votes not cast. In the event of a tie, the motion shall be deemed rejected.
5. A resolution may be passed outside a meeting, orally, in writing, by e-mail or by other means of electronic communication, if all members of the Extended Board declare their consent to the passing of the resolution.
6. Minutes shall be kept of the meeting, which shall include the time and place of the meeting, the names of the participants, the resolutions adopted and the result of the voting. The minutes shall serve as evidence.

### **§ 14 Convening and tasks of the general meeting**

1. The ordinary general meeting shall be held at least once a year.
2. An extraordinary general meeting shall take place if the interest of the association requires it or if 1/3 of the members request it in writing, stating the reasons.
3. The general meeting shall be convened by the chairperson of the board, or if the chairperson is prevented from doing so, by the deputy chairperson, by email, giving at least 14 days' notice and stating the place, date and agenda. The period shall commence on the day following the dispatch of the invitation. An invitation by email shall be sent in text form to the email address last communicated by the member in text form.
4. Any member may request that additional matters be added to the agenda at a later date. If such a request is received by the Executive Board by e-mail no later than one week before the day of the General Meeting, the agenda shall be supplemented accordingly at the beginning of the General Meeting. If it is received later or if it is not made until the general meeting, the general meeting shall decide on its admission.
5. The general meeting is responsible for the following matters:
  - a. Election and dismissal of the members of the extended board as well as their discharge;
  - b. Discharge of the members of the Executive Board;
  - c. Election and dismissal of the cash auditors;
  - d. Approval of the budget and acceptance of the annual report and other reports of the extended board or board of directors and the auditors;
  - e. Determination of the amount and due date of membership fees;
  - f. Remuneration of the Executive Board and the Extended Executive Board;
  - g. Adoption of a resolution on an amendment or new version of the statutes;
  - h. Resolution on the dissolution of the association;
  - i. Adoption of resolutions on appeals against the rejection of an application for membership and against the exclusion of members of the Association;
  - j. All other tasks assigned to the general meeting by law or elsewhere in the statutes.

#### **§ 15 Procedure of the general meeting and passing of resolutions**

1. All members of the association are entitled to participate in the general meeting. By resolution of the general meeting, guests may be authorized to attend.
2. The General Meeting shall be chaired by the Chairperson of the Board of Directors or, if she or he is prevented from attending, by the Deputy Chairperson or another member of the Board of Directors. If no member of the board is present, the general meeting shall elect a chairperson from among its members.
3. The chairperson of the meeting shall appoint a minute taker. The minutes of the resolutions shall be signed by the respective chairperson of the meeting and the keeper of the minutes. The minutes shall contain the place and time of the meeting, the number of members present, the person chairing the meeting and the person taking the minutes, the agenda, the resolutions passed and the result of the voting. In the case of amendments to the statutes, the exact wording should be stated.
4. The general meeting can be held in presence or virtually. The virtual general meeting is held by dialing all participants into a video or telephone conference. A combination of presence meeting and virtual general meeting is possible by giving the members the opportunity to participate in the presence meeting by means of video or telephone conference. The board of directors decides on the form of the general meeting and communicates this in the invitation to the general meeting. If the Executive Board invites members to a virtual General Meeting, it shall notify the members by e-mail of the dial-in data for the video or telephone conference at least one hour before the start of the General Meeting.
5. Every properly convened General Meeting shall constitute a quorum regardless of the number of members present.
6. In the event of a lack of quorum, the Executive Board must convene a second General Meeting with the same agenda within two weeks.
7. Each full member has one vote. The right to vote is not transferable and cannot be exercised by a proxy. Supporting members do not have the right to vote.
8. The resolutions of the General Meeting shall be adopted by a simple majority of the votes cast, unless the law or these Articles of Association provide otherwise. Abstentions and invalid votes are considered as votes not cast. In the event of a tie, the motion shall be deemed rejected. Amendments to the Articles of Association and the dissolution of the Association can only be voted on at the General Meeting if these agenda items have already been referred to in the invitation to the General Meeting. An amendment to the statutes or dissolution of the association can only be decided with a majority of 3/4 of the votes cast.
9. In principle, the vote takes place orally. If necessary, the chairperson of the meeting can determine another way of voting.

#### **§ 16 Advisory Board**

1. The association has an advisory board, which can consist of up to 25 members.
2. The members of the advisory board are elected by the extended board for an indefinite period of time. A member of the Advisory Board can be dismissed by the Extended Board with a majority of the votes cast.
3. Both Association members and non-Association members may be elected to the Advisory Board. Members of the Executive Board or the Extended Executive Board cannot be elected to the Advisory Board.

4. The activity in the advisory board is honorary.
5. The Advisory Board has the task of advising the Executive Board and the Extended Executive Board on their request in important matters of the Association.
6. The advisory board can give itself rules of procedure.

#### **§ 17 Dissolution of the Association and Commitment of Assets**

1. A 3/4 majority is required for the resolution to dissolve the Association, whereby at least half of the Association members must be present. The resolution can only be passed after timely announcement in the invitation to the general meeting.
2. In case of dissolution of the Association or in case of discontinuation of tax-privileged purposes, the assets of the Association shall be transferred to the Doris Wuppermann Foundation - Young People for Social Democracy, Römerstraße 15, 80801 Munich, Germany, which shall use them directly and exclusively for non-profit and charitable purposes.