



Wadden Sea Forum

Non-Profit Society Bylaws

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Headquarters:

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CONTENTS

- § 1 Name and headquarters 3**
- § 2 Purpose, tasks, and application of funds 3**
- § 3 Membership..... 3**
- § 4 Membership fees/cost apportionments 4**
- § 5 Membership rights..... 4**
- § 6 Entities and structure of the WSF 4**
- § 7 Tasks of the General Assembly 5**
- § 8 Convening a General Assembly..... 5**
- § 9 Decision-making process at the General Assembly 6**
- § 10 Executive Committee 6**
- § 11 Election of the Executive Committee 7**
- § 12 Tasks of the Executive Committee 7**
- § 13 The WSF plenary 8**
- § 14 Annual accounts 8**
- § 15 WSF Secretariat..... 9**
- § 16 Tasks of the WSF Secretariat..... 9**
- § 17 Changing the bylaws 9**
- § 18 Liquidation of the Society 9**
- § 19 Effectiveness of the Society bylaws 10**

§ 1 Name and headquarters

(1) The Society's name is "Wadden Sea Forum" (referred to hereinafter as: "WSF" or "Society").

(2) It is headquartered at Wilhelmshaven.

(3) The Society will be registered with the Register of Associations at the competent district court. After registration, the name will be "Wadden Sea Forum e.V.".

(4) The responsible tax office is to approve the non-profit status and common public interest in terms of §§ 51 ff AO of 1977 (Abgaben-Ordnung=German Tax Code).

(5) The fiscal year of the Association corresponds to the calendar year.

§ 2 Purpose, tasks, and application of funds

(1) The WSF exclusively pursues direct, non-profit-making objectives in conformity with the Section "Tax-privileged objectives" §§ 51 ff of AO.

(2) The purpose of the WSF is to contribute to a sustainable development of the Wadden Sea Region. In particular, this means integrating specific cross-sectoral and transboundary strategies, actions and techniques which are environmentally sound, economically viable and socially acceptable.

(a) The WSF acts as an stakeholder Forum to support environmental protection and nature conservation activities for the Wadden Sea as contemplated by §52 [2] No. 8 AO, as well as an advisory consultation body for the trilateral Wadden Sea Cooperation (TWSC); this is done in the recognition that this can only be attained in cooperation with those who live, work and recreate in the area and are willing to endow its protection.

(b) The WSF acknowledges the Joint Declaration on the Protection of the Wadden Sea in conjunction with the Trilateral Wadden Sea Plan signed at the 11th Trilateral Governmental Conference on the Protection of the Wadden Sea, Sylt, 17-18 March 2010.

(3) The Society is politically and confessionally neutral.

(4) The WSF acts altruistically and does not primarily pursue any purposes for its own benefit.

(5) Society funds are earmarked only for purposes designated as such in its bylaws. There will be no shares in profit and/or other financially contributions from Society capital to its members. No person, institution or organisation will receive any expenses unrelated to objectives and work of the WSF or will receive excessive remuneration.

§ 3 Membership

(1) Any natural or legal person or organization, who accepts the bylaws of the society, may become a member of the WSF.

(2) The members accept the bylaws of the WSF, promote and support its purposes, pay the membership fees fixed as well as cost apportionments on time, to the extent that these are fixed in membership fee regulations, and respect the decisions of the WSF made in accordance with these regulations.

(3) Application for membership in the WSF must be in writing and submitted by ordinary mail or in electronic format. The General Assembly decides on the application for membership. Any refusal of an application shall be given in writing.

(4) Membership shall end upon the death of a member, closing-down of the organisation, voluntary resignation, exclusion from the WSF or withdrawal of legal capacity of legal persons.

a) Notice of voluntary resignation shall be given in writing. The period of notice is three months to the end of a given quarter;

b) Exclusion by the Society and striking off the membership list takes place if, after two reminders to the last known address, the member fails to pay the last three overdue membership fees;

c) Exclusion by the WSF and striking off the membership list shall also take place in the event of gross violations of the Society bylaws or tasks of the Society.

(5) Exclusion of a member will be done by the General Assembly on simple majority vote and notice of the decision is to be sent to the member in writing **in one month's time** after receipt of the letter of exclusion, the member shall be allowed to send a notice of appeal to the General Assembly. At the next General Assembly meeting, a final decision will be taken by a simple majority vote. Until this procedure has been concluded, all rights of the member shall be suspended.

(6) All demands and rights related to membership shall end on the cancellation of **membership, regardless of the Society's entitlement to existing receivables.**

(7) Membership is non-transferable.

§ 4 Membership fees/cost apportionments

The members may be called upon to pay fees, the extent and time for payment of which is decided by two-third majority vote at the general meeting of members and laid down in membership fee regulations.

§ 5 Membership rights

(1) The members have the right to present proposals to the Executive Committee and the General Assembly. **Applications to change the Society's bylaws have to be presented** to the Executive Committee six weeks prior to the next General Assembly. Applications concerning the agenda of the General Assembly have to be presented two weeks prior to the next meeting.

(2) In addition, §7 of these bylaws shall be applicable.

§ 6 Entities and structure of the WSF

(1) Entities of the WSF are: General Assembly, the Executive Committee, the WSF plenary, working groups and the Secretariat. The language in the Forum, working groups and external studies, including all documentation, normally is English.

(2) The WSF chairperson and vice-chairperson are elected by the members of the Wadden Sea Forum. Normally, the chairperson is appointed by local/regional authorities.

- a) The chairperson is responsible for chairing General Assembly meetings as well as plenary meetings of the WSF and the meetings of the Executive Committee.
- b) In case the chairperson is unable to attend, his/her duties are taken over by the vice-chairperson.
- c) The terms of office of the chairperson and the vice-chairperson should coincide with the period between the trilateral Wadden Sea Council meetings.

§ 7 Tasks of the General Assembly

(1) The General Assembly is the highest entity of the WSF. Its decisions are binding. The General Assembly may suspend or revoke past decisions.

(2) The General Assembly is responsible for the following matters:

- a) The election of the Executive Committee;
- b) The reception and approval of the annual report of the Executive Committee;
- c) Approval of the annual accounts and the resolution whether the Executive Committee is to be discharged or not;
- d) The approval of the budget and the designation of membership fees in a membership fee regulation;
- e) Approval of changes to the bylaws;
- f) Additional tasks as far as they are related to the bylaws or statute law;
- g) Decisions for admission of new members and exclusion of existing members;
- h) Decision of liquidation of the society.

§ 8 Convening a General Assembly

(1) At least once in a year the ordinary General Assembly has to be convened by the Executive Committee. The invitation should be send in writing (also possible by email) to the members at least 4 weeks prior to the meeting. Normally, General Assembly meetings will take place in conjunction with WSF plenary meetings.

(2) The Executive Committee can convene an extraordinary General Assembly, if a quarter of all members request this in writing.

(3) Proposals for items on the agenda of the General Assembly are to be send to the Executive Committee in writing at least three weeks prior to the meeting. For both ordinary and extraordinary General Assemblies a final agenda has to be made available to all members at least two weeks prior to the meeting.

(4) If there are delayed written proposals to a General Assembly, these can only be taken into consideration if at least half of all present and voting members vote in favor of consideration.

§ 9 Decision-making process at the General Assembly

(1) The society is an advisory and consultative body and does not strive to reach an agreement in all matters discussed. In matters where decisions have to be made, it is envisaged to reach a consensus. However, decisions can be made by simple majority.

(2) Resolutions shall be adopted by open voting. On request by a quarter of all members present, the voting may be carried out by secret ballot.

(3) Abstentions shall not be taken into consideration. Proposals will be rejected in the event of a parity of votes.

(4) Every member represented at ordinary or extraordinary General Assembly has one vote. Corporate bodies and associations have one vote and are represented by a representative or their statutory organ. To right to vote is non-transferable.

(5) The extraordinary General Assembly forms a quorum if at least ten members are present.

(6) The ordinary General Assembly forms a quorum if at least half of all members are entitled to vote, whether actually present or whether they vote by proxy or in electronic format (online vote).

(7) Election and dismissal of the Executive Committee members shall take place by open voting. The election of the Executive Committee can be done secretly if two-third of all present members request this and the candidates approve. In addition, cf. § 9, 3.

(8) A second election or runoff ballot takes place at a parity of votes at an election of Executive Committee members. Should there be no majority for a candidate it will be decided by drawing lots.

(9) The General Assembly is chaired by the chairperson or vice chairperson as his/her representative. The chairperson is entitled to delegate the chair for certain agenda items to a different person.

§ 10 Executive Committee

(1) The Executive Committee consists of three members: one chairperson, one vice chairperson and one further member.

(2) The Executive Committee decides by simple majority. In the event of a parity of votes, the vote of the chairperson will be decisive.

(3) There are at least two annual Executive Committee meetings. Invitations to the Executive Committee meetings will be sent by the chairperson or vice chair at least four weeks prior to the meeting in written form or by e-mail. A meeting shall be convened if at least one Executive Committee member request one to be held.

(4) The WSF will be represented judicial and extrajudicial by two members of the Executive Committee, namely the chairperson or the vice chair and one other member of the Executive Committee.

§ 11 Election of the Executive Committee

(1) The Executive Committee will be elected for the period following the terms of office (§ 6d) of the chair and the vice-chair by the General Assembly. The Executive Committee remains in office until it is reelected or until a new/fresh election of a following Executive Committee. Only members of the WSF are allowed to become members of the Executive Committee.

(2) If a member of the Executive Committee retires prematurely during his or her term of office, the Executive Committee shall be entitled to invite a member of the society to act as temporary Executive Committee member by simple majority until the next general meeting of members.

(3) The mandate as an Executive Committee member shall end automatically if a member of the WSF terminates its membership thereof.

§ 12 Tasks of the Executive Committee

(1) The Executive Committee is responsible for all matters of the WSF, subject to approval by the General Assembly.

(2) The Executive Committee convenes an administration of business to do all current tasks. Scope and contents of the administration of business will be arranged in an appropriate form with the Executive Committee; at this, it will be referred to §12 (3) of the bylaws. An exemption of the restriction of §18 BGB may be bestowed on the administration of business.

(3) The Executive Committee may internally define rules of procedure, a task and responsibility arrangement especially when mandating a business management issue. Furthermore, the Executive Committee is required to liaise with public authorities and organizations, deal with decisions for signing of a contract as well as the rearrangement and cancellation of a contract and all other forms of legal transactions and obligations.

(4) The tasks of the Executive Committee include, in particular:

- a) Preparation of General Assembly meetings;
- b) Execution of decisions taken by the General Assembly and delegation of tasks;
- c) Commissioning of a member of tax consultancy professions with the annual accounts of the WSF as governed in § 13;
- d) Preliminary examination of annual accounts and a balance sheet and elaboration of a draft budget for approval by the General Assembly;
- e) Dealing with disputes within the WSF as well as representation of the WSF;
- f) Preparing the annual report;
- g) Managing the approved budget.

§ 13 The WSF plenary

(1) The WSF plenary is a forum of stakeholders of the Wadden Sea Region. The plenary is setting the direction of work of the WSF and defines the framework for cooperation with the TWSC as stated in §2.

a) Organisations/institutions in the sectors of agriculture, tourism and recreation, nature conservation and environmental protection, fishery, industry and harbours, energy, regional government and local government in Denmark, Schleswig-Holstein, Lower Saxony and the Netherlands may appoint representatives as member of the WSF. They may also appoint deputies.

b) Representatives of the sectors and governments should represent their institution/organization and have a mandate to negotiate on behalf of their institution/organization.

c) National governments of the Wadden Sea states and Wadden Sea Advisory Councils may appoint observers. The WSF may invite observers or experts from other organisations/institutions to attend its meetings.

d) Representatives in the WSF plenary must not necessarily be members of the society.

(2) The General Assembly may set up Working Groups (WGs) to deal with specific issues.

a) In principle, all working groups are open for membership by all WSF members and their deputies as well as for external participants on decision of the groups;

b) Chairpersons of the working groups are elected by the WG members;

c) Working groups are supported by the Secretariat and/or member organisations.

§ 14 Annual accounts

(1) The basis for the financial management of the WSF will be annual accounts, balance sheet and annual budget.

(2) The Executive Committee will formulate guidelines for the day to day financial management including mandates for the Chairman, Vice Chairman and employees to make payments and enter into financially and legally binding contracts.

(3) Based on budgets approved by the General Assembly the Executive Committee is the financially responsible body of the WSF but is not liable beyond or in excess of the annual budget.

(4) No cash audit will be performed. At the end of a fiscal year, a member of the tax consultancy professions is to be commissioned by the Executive Committee to prepare the annual accounts in the form of an asset status report as well as an itemized statement of income and expenditure. In the process, the commercial law principles of accruals and deferrals (for receivables, liabilities, provisions, etc.) are to be adhered to as far as possible to reflect the correct accounting periods. In the context of this rule, it is clearly stated that the Society acknowledges the institution of cash audits as optional under the law relating to associations and that the annual accounts prepared by a member of the tax consultancy professions does not supersede a cash audit. The member of the tax consultancy professions is required to submit written reports on the accounting (preparation report). The accounting and preparation report shall not

represent the basis for a discharge of the Executive Committee by the general meeting of members as contemplated by § 32 (1) of the German Civil Code (BGB).

§ 15 WSF Secretariat

(1) The Executive Committee establishes a Secretariat and appoints a Managing Director. The employees of the society are allocated to the WSF Secretariat.

(2) The work contracts of the staff are in line with the German tariff "TVÖD Bund".

§ 16 Tasks of the WSF Secretariat

(1) The WSF Secretariat supports all WSF bodies and working groups, maintains the WSF web site and may be mandated by the Executive Committee to elaborate project applications, to submit these and to sign contracts with third parties.

(2) The WSF Secretariat is also responsible for the day to day financial management under the guidelines provided by the Executive Committee.

(3) The proceedings of General Assembly meetings as well as Executive Committee meetings are to be recorded. The minutes of the General Assembly must be signed by the managing director and the chair of the meeting. The minutes of the Executive Committee meetings are to be signed by an authorized Executive Committee member and to be kept in custody by the secretariat.

§ 17 Changing the bylaws

(1) The General Assembly **shall decide in favor of changing the Society's bylaws on 2/3** majority of votes of the members present.

(2) The General Assembly **decides to change the Society's** objectives with a 3/4 majority of votes by at least half of all members present or represented by proxies, either in writing or in electronic format. In the absence of an adequate number of members present, an extraordinary General Assembly needs to be convened within two weeks that **is able to decide in favor of changing the Society's objectives by a 4/5 majority of all** members present.

§ 18 Liquidation of the Society

(1) Only a specially convened General Assembly for this purpose is able to decide to close down the Society on 4/5 majority of votes with at least half of all members being present. If there should not be enough members present, an extraordinary General Assembly needs to be convened within two weeks that is able to decide in favor of closing down the Society by a 3/4 majority of all members being present.

(2) The specially convened General Assembly nominates at least two liquidators to handle all matters to wind up the Society.

(3) In the event of dissolution of the Society or of its tax-exempt objectives no longer existing, the assets of the Society will be passed into the ownership of a corporate body under public law or other tax-privileged entity for the use of supporting nature protection and the Wadden Sea World Heritage Site.

(4) If a new legal status or a merger with another similar Society/organization is intended by closing down the Society, the capital will be transferred to the new legal entity. The new legal entity shall guarantee the direct and exclusive pursuit of the **previous Society's aims.**

§ 19 Effectiveness of the Society bylaws

The Society bylaws shall become effective as soon as the Society is registered with the competent district court.