PREMAnet e.V., Bonn, Statutes

§ 1 Name and Registered Office

1. The association is registered under the name „PREMAnet“ and bears the appendage "e.V." (i.e. registered association) following enrolment in the register of associations.
2. The association has its registered seat in Bonn.
3. The place of jurisdiction is in Bonn. .
4. The association shall be enrolled in the register of associations with the local court in Bonn.
5. The financial year corresponds to the calendar year.

§2 Purpose

1. The purpose of the association is to promote capacity-building and education in the fields of environmental and resource management as well as development cooperation through economically efficient, socially and environmentally sustainable business worldwide.
2. The statutory purpose is realised in particular through the following measures:
   * Exchange of information between interested parties and users of the concept of Profitable Environmental Management (PREMA©), e.g. by electronic newsletters;
   * Consultation and support in planning and implementing PREMA trainings in developing and transformation countries as well as in Europe;
   * Recommendation and training of qualified trainers for the implementation of PREMA trainings;
   * Presentations, seminars and trainings in PREMA in developing and transformation countries as well as in Europe;
   * Information of relevant national and international experts and the public interested in development and environmental policy, e.g. by publications and an internet forum;
   * Availability of constantly updated materials;
   * Further development of the PREMA concept which corresponds to the characteristics detailed in Annex I.

(3) In order to achieve its tasks, PREMAnet e.V. will contract assistants as defined by § 57 clause 1 sentence 2 of the German tax code, as long as it does not realise these tasks on its own.

§3 Non-profit making character

1. The association pursues exclusively and directly non-profit objects as defined by the paragraph „tax-deductible purposes“ of the German tax code.
2. The association acts selflessly; it does pursue any purposes that are profitable in the first place.
3. The association’s assets may only be used for statutory purposes. Its members do not receive any allocations from the association’s means.
4. Nobody may benefit from expenditures which are not in conformity with the association’s purpose, or from unreasonably high fees.
5. The association is allowed to accept donations and spend them.

§ 4 Membership

Members of the association may be natural persons over the age of 17 (individual members) as well as legal entities (institutional members). Members may have active or passive status. Interested persons have to apply for membership with the board; the application has to be accompanied by supporting letters of at least two members, of whom at least one has to be an active member and licensed trainer. Each valid application will be published on the association’s website. Any objections by other members have to be presented within one month after publication of the application on the website. The board decides on valid applications. The general assembly will be informed about any new admissions of members and declined applications. If admission is declined by the board, the applicant may appeal to the board in writing within one month of receipt of the decision. In such cases, the general assembly on its next ordinary meeting decides by a simple majority of the members present. There is no right to membership.

(1) Active individual members

Active individual members are entitled to vote. Active individual members must have participated in a PREMA© training (= trainer in apprenticeship) or possess the qualification required for implementing or facilitating the association’s instruments (= licensed trainer).Those qualification requirements form part of Annex II. They may be amended by the general assembly by a majority of two thirds of the members present, provided that licensed trainers present agree to the amendment by a simple majority.

(2) Active institutional members

Active institutional members are entitled to vote. Active institutional members must have signed a contract of cooperation or a cooperation agreement with the association which defines, amongst others, the assignment of licensed trainers, the rights of use and trade mark rights, as well as the process of agreement on activities. Further details for a cooperation agreement are stipulated in the rules of internal procedure. The contents of the cooperation agreement may be amended by the general assembly by a majority of two thirds of the members present, provided that licensed trainers present agree to the amendment by a simple majority.

The number of active institutional members shall not exceed 25 % of the total number of active members.

(3) Passive members

Passive members are sponsoring members and honourable members. They support the association’s objectives by membership fees or other supportive actions. Both natural persons and legal entities can be passive members.

Any person who supports the association’s statutory purpose and makes a regular financial contribution can become a sponsoring member. A person who actively supports the association’s statutory purpose may become an honorary member.

Active membership can be changed into passive membership, if the member no longer meets the requirements for active membership according to Annex II to these statutes, or if there is no valid cooperation agreement. The board decides on such change of status upon written application by the member.

§ 5 Termination of membership

For natural persons, membership in the association is terminated by death, notice of termination or exclusion; for juridical persons by insolvency, dissolution, notice of termination or withdrawal from the association.

Re-admission of former members is possible when the reasons for termination of the membership no longer exist.

§ 6 Notice of termination (withdrawal)

Any notice of termination needs to be addressed to a member of the board in writing. Termination only becomes effective at the end of a calendar year, and after a period of three months’ notice.

§ 7 Exclusion

Exclusion is admissible if a member of the association repeatedly does not comply with existing commitments and responsibilities, e.g. offence against the interests of the association, damage to its image, or default in payment of membership fee despite two reminders. The period between the reminders must be at least four weeks.

Active members furthermore may be excluded if they no longer meet the qualification requirements according to Annex II, or if no valid cooperation agreement exists any more. Exclusion is admissible, if - upon request by the board - the member does not submit evidence that the requirements according to Annex II or the cooperation agreement respectively are met. The board decides on exclusion by a simple majority.

The decision on expulsion is communicated by the board in writing and becomes effective upon receipt by the member. The member may raise objection against the decision within a period of two weeks upon receipt; it has to be addressed to the board in writing. A final decision is taken by the general assembly in its next ordinary meeting. The general assembly decides on the expulsion by a majority of two thirds of the members present, provided that those active members who are licensed trainers agree to the expulsion by a simple majority. The expulsion becomes effective upon receipt of the written communication of the decision taken by the board or the general assembly respectively.

§ 8 Membership fees

Active members and sponsoring members of the association are liable to pay an annual membership fee which is due on 1st March of each year. The amount is established by the general assembly.

In exceptional cases, aspects of purchasing power in individual countries may be taken into consideration in establishing the fees.

Honourable members are not liable to paying membership fee.

§ 9 Rights of the members

All members of the association shall be informed about the activities of the association and its members.

Active individual members are entitled to participate in training courses offered of the association in order to obtain or complete the qualification required for the implementation or the training of third parties in implementing the association’s instruments.

In addition, all active individual members have the right to free access to working, training and presentation material corresponding to their qualification, possibly against payment of a protective charge if established in the association’s scale of fees.

Active individual members may use the association’s publications (e.g. newsletter, case studies, list of trainers) and its internet pages to report about their practical experience with Profitable Environmental Management, to inform themselves about relevant activities of other active members and inquiries by interested parties, and to exchange experience with other members and third parties.

All active members have the same right to vote in the general assembly.

§ 10 Duties of the members

Members are expected to actively participate in the exchange of experience and to timely inform the association or the relevant bodies about PREMA© activities they are planning or implementing.

Members are obliged to respect the association’s principles and support its objectives.

Members are obliged to pay their membership fees on time.

§11 Bodies of the association

The bodies of the association are: the board and the general assembly.

The board may appoint an executive director for the implementation of its decisions.

§ 12 Composition of the board

In terms of § 26 BGB (Federal German Law Book) the board consists of five persons: the first and second chairperson, the treasurer, the minute-keeper and a member without specific tasks.

All board members must have full capacity to contract.

In public, the association is represented by at least two members of the board, one of whom has to be the first or second chairperson.

§ 13 Term of office and representation allowance of the board

The members of the board are elected by the general assembly for a term of two years. Each member of the board is to be elected individually. Only active individual members are eligible. The term of office of a board member ends automatically if he/she terminates membership in the association.

The board stays in office until a new board is elected. If a member resigns during his term of office, the board may elect a substituting member for the remaining term of office of the resigned member.

The board works on an honorary basis and receives a representation allowance. The association may stipulate the representation allowance in its financial regulations. Any other expenses incurred by a board member are to be reimbursed in accordance with § 670 BGB.

§ 14 Quorum of the board

The board constitutes a quorum when all members have been invited and more than half of the members, including the first or second chairperson, participate in the meeting. The invitation is issued by the first chairperson or, if hindered, by the second chairperson at least two weeks before the date of the meeting; the communication of an agenda is not mandatory. Decisions are taken by a simple majority of the board members present. If there is a parity of votes, the first chairperson’s vote, or in his absence that of the second chairperson, is decisive.

Resolutions taken by the board have to be taken down in the minutes which have to be signed by the first chairperson or, in his absence, by the second chairperson. The minutes have to be submitted to all members of the board.

If proposed by the chairperson, the board can also take decisions by way of written, fax, electronic or telephone vote, as long as no member objects to this proposal. A telephone vote only becomes effective when it has been taken down in the minutes by the first chairperson, or if hindered, by the second chairperson.

**§ 15 Competence of the board**

The board shall be in charge of the management of the association, the implementation of resolutions passed by the general assembly, the administration of the association’s assets, as well as the awarding of trainer licenses. It is in charge of all issues regarding the association, as long as these are not assigned to another body of the association in these statutes.

**§ 16 Executive director**

For the implementation of its resolutions, the board may appoint an executive director, contract and dismiss him/her. Even if it appoints an executive director, the board remains in charge of the association’s management and has to control the executive director, especially with regard to compliance with regulations and efficient financial management. The board may give general or specific directives to the executive director.

The executive board person must be a member of the association.

§ 17 Treasurer

The treasurer is responsible for the administration of funds and for keeping regular accounts of all income and expenditures. He/she is a special representative of the association and as such entitled to receive funds, like fees and donations, on behalf of the association. Payments may only been made upon instruction by the board.

The treasurer reports to the general assembly by presenting a financial report which he/she has to establish and to explain.

§ 18 Internal auditing

The association has to appoint two internal auditors who may not be members of the board. They are appointed by the general assembly for a period of two years.

The internal auditors’ task is to control the accounts kept by the treasurer and to report to the general assembly on the auditing results.

§ 19 Meetings of the general assembly

The general assembly meets at least once per year.

An extraordinary meeting of the general assembly has to be called if the board deems this necessary in the interest of the association, or if one fifth of the members of the association in writing and by stating the reason applies for it to the board.

The meetings of the general assembly do not have to take place at the association’s registered office.

The meetings are non-public. The leadership of the assembly may admit guests.

With a view to the association’s objectives and to making a significant contribution to the protection of environmental resources and a sustainable way of living and working, a meeting of the general assembly may also take place as a video conference, if no member objects.

§ 20 Convocation of meetings of the general assembly

Meetings of the general assembly are to be convened by the board by publication in the association’s newsletter and on its website, as well as by communication to all members by e-mail at least eight weeks before the date of the meeting. The period begins when the newsletter is published and the e-mails have been sent respectively. The invitation is considered received as soon as it has been submitted to the last e-mail address communicated by a member to the association in writing.

In view of the long journey of some of the members, a non-committal pre-announcement of date and place of the general assembly’s meeting shall regularly be published in the association’s newsletter and website as early as six months ahead of the meeting.

The invitation shall include the agenda as preliminarily established by the board, as well as applications for resolution.

§ 21 Agenda of a meeting of the general assembly

Each member is entitled to submit applications to be included in the agenda and proposals for the election of the board. Both members and the board have the right to speak. Only active members have the right of voting and of being elected.

Proposals for elections as well as applications to amend the statutes have to be supported by at least 10 % of the active members. Both have to be made in writing, stating the reason, and have to be received by the board at least four weeks ahead of the meeting.

The general assembly decides on the admittance of proposals for an amendment of the agenda or additional candidate proposals presented during the meeting. Resolutions on amendments to the statutes or to the association’s purpose as well as on the association’s dissolution may only be taken if the respective applications have been communicated to the members in full length together with the invitation.

The general assembly may establish working groups/committees for specific tasks.

The agenda of an annual general ordinary meeting of the general assembly shall include the following topics:

* + Business report by the board or the executive chair person
  + Presentation and approval of proposed future activities to be pursued by the association
  + Financial report by the treasurer
  + Report by the internal auditors
  + Report on new and declined members
  + Reports by the working groups/committees.

§ 22 Leadership of the general assembly

The meeting of the general assembly is led by a member proposed by the board and elected by the general assembly. For the duration of an electoral process and the previous discussion, the leadership can be transferred to an electoral committee elected by the general assembly.

§ 23 Right to vote and transfer of votes

Each active member has one vote in the meeting of the general assembly. Any member may transfer this right to vote to another member in writing or by e-mail for a specific meeting. The declaration of transfer of vote shall include date and place of the meeting as well as the name of the person who is entitled to vote. The declaration shall also include a reference to this statutory regulation.

Any member may represent up to three other members.

§ 24 Quorum of the general assembly

A meeting of the general assembly constitutes a quorum if at least 10 % - in the case of amendments to the association’s purpose or dissolution of the association at least 50 % - of the active members and 50 % of the licensed trainers participate in the passing of a resolution either personally or by postal vote. If there is no quorum, the leader of the meeting has to convene another meeting of the general assembly with the same agenda within a period of six months; this meeting has a quorum regardless of the number of members present, provided that at least half of them are licensed trainers. This regulation has to be mentioned in the invitation.

§ 25 Voting procedure

The voting is carried out by show of hands. If requested by a member present, the voting is to be carried out secretly.

§ 26 Majorities

The general assembly passes its resolutions by a simple majority of votes cast, as far as these statutes do not specify another majority relation.

A person is elected if he/she receives more than half of the valid votes cast. If no candidate achieves this, a second ballot is carried out. In this ballot, the person who receives most votes is elected.

Amendments to the statutes require a majority of two thirds of the persons present or represented, who have to represent 50 % of active members licensed as trainers.

An amendment to the association’s purpose, as well as the dissolution of the association, requires a majority of four fifths of the members present or represented, who have to represent 50 % of active members licensed as trainers.

The leader of the meeting decides on the validity of votes. Non-votes are counted as invalid votes.

§ 27 Minutes

Minutes have to be taken for each meeting of the general assembly; they have to be signed by the minute-keeper and by the leader of the meeting.

Any resolutions passed have to be included in the minutes, indicating the results of the vote. The minute-keeper is appointed by the leader of the meeting.

**§ 28 Dissolution of the association**

The resolution to dissolve the association can only be passed by a meeting of the general assembly especially convened to this purpose. The resolution to dissolve the association requires a majority of four fifths of the members present or represented, who have to represent 50 % of active members licensed as trainers.

Resolutions regarding the utilisation of the association’s assets in the case of its dissolution may only be implemented following consent by the Deutsche Gesellschaft für Technische Zusammenarbeit (GTZ) GmbH; in any case the assets have to be used in accordance with its tax-deductible statutory purpose.

Unless the general assembly resolves otherwise, the first and second chairpersons will be liquidators with joint representative authority. The above regulations also apply if the association is dissolved or for another reason loses its legal capacity.

**§ 29 Authorisation of the board during the founding phase**

If the enrolment in the register of associations or recognition of the association’s non-profit-making character by the competent authorities requires amendments or modifications to the statutes passed by the general assembly, the board may effect these without further resolution by the general assembly. Insofar, the board is already explicitly authorised to effect any such amendments.

Bonn, 12.09.2005

Petra Kontny

- First Chairperson -