

§ 1 Name, Location and Business Year

The name of the Association is **European Compost Network ECN** - hereinafter being designated as "the Association". It will be registered at the commercial registry, thus bringing the extension "e.V." (i.e. "eingetragener Verein") which stands for "registered association". The Association will be based in Oelde, Germany.

The business year of the Association shall be the calendar year.

§ 2 Purpose of the Association

§ 2.1 Purpose of the Association is the promotion of the scientific and technological development in the field of organic recycling and recovery. The Association serves exclusively directly non-profit purposes, as this is defined by paragraph 51 of the German 'Duty Act' ('Abgabenordnung' in German). The purposes of the Association will be to support, among other things, the organisation of international conferences, lectures to be carried out internationally by its members, dissemination of printed information, a web based information and news system, international co-operations for the purpose of know-how transfer including education and services supporting the technological development.

§ 2.2 The Association does not primarily pursue financial interests. Any resources of the Association can only be used for the purposes subject to the articles of the Association. The members of the Association have no profit share, and, in their member-capacity, are also not entitled to receive further grants from the resources of the Association. The Association is not permitted to treat preferentially anybody who has made contributions which are foreign to the purposes of the Association. Nor can anybody be preferentially treated by expenditures which are dedicated against the purposes of the Association or by disproportionate high payments.

§ 3 Member Admission

Ordinary members of the association can be any association, co-operation, government agency, authority, scientific organisation, academia and commercial enterprise of all legal types, the purpose, the activities and the professional interest of which is in connection with the activities of the association.

Each member is committed through its admission as a member and for the duration of his membership to promote and to support the association's goals and purpose.

The admission of a member is decided by the board of the Association following the receipt of a written application. In the case where an application is rejected, the reasons for the rejection do not have to be disclosed to the applicant.

§ 4 Termination of Membership

Membership can be terminated as a result of resignation, cancellation, expulsion, or on the occasion of a member's death.

A member can at any time resign following the submission of a written resignation request to one of the members of the Board. A resignation is put into force at the end of the relevant calendar year. A resignation request has to be submitted to the Board at least three months in advance of the end of the relevant calendar year.

Membership can be cancelled by decision of the Board if the member didn't pay the membership fee. The member must get written notice of the cancellation.

A member can be expelled when he/she has been found to have acted grossly against the interests of the Association. The expulsion needs to be approved by the annual meeting. Previous to the approval the member concerned must be given the right to justify his position personally or by calling out his written statement at the meeting. In approving an expulsion, a simple majority of the number of the votes of the members of the relevant annual meeting is needed.

§ 5 Membership Fees

Every member has to pay a membership fee. The Annual Meeting defines the level of the annual fees and the rules for payment.

Membership fees shall be paid within 2 month time after reception of the invoice. After receiving a reminder one further month of delay is acceptable. Non payment after that entire period allows to terminate the membership by the Board.

§ 6 Organs

The organs of the Association are:

1. the Board;
2. the Annual Meeting of the members and
3. the Executive Director(s)

§ 7 Board

The Board consists of the Chair, up to 2 Vice-Chairs and the Treasurer and further members - up to a maximum of 9 persons in total. The Board is elected by the members of the Association at the annual meeting. Its period of the office is two years. However, following the expiration of its period of office, it remains in office until the new Board takes over.

The Association will be represented by the Chair. In case the Chair is not able to represent the Association, a Vice-Chair can replace him.

§ 8 Responsibilities of the Board

The Board is responsible for the matters concerning the Association. In particular, it has to exercise the following duties:

- a) to prepare and call an annual meeting (either ordinary or extraordinary) as well as to set up the meeting agenda. An annual meeting is to be chaired by the Chair of the Association, or a Vice-Chair in case the Chair is not capable of being present;
- b) to execute the decisions of an annual meeting;
- c) to prepare the budget, manage the finances, and compile the annual financial report of the Association;
- d) to prepare rules for internal procedure;
- e) to pass resolutions regarding the admission of members and
- f) to vote the Chair and the Vice-Chair within the elected Board Members.

§ 9 Annual Meetings

The ordinary Annual Meeting of the members takes place once a year. An extraordinary meeting can be called when this is judged to be necessary, or when at least 1/5 of the members submit a request for holding such a meeting to the Board, stating the relevant reasons.

§ 10 Calling an Annual Meeting

An annual meeting is called by regular or electronic mail by the Chair, or by a Vice-Chair, in case the former is not in a position of doing so. A call has to also include the agenda of the meeting. An annual meeting has to be called at least 3 weeks in advance of the meeting.

§ 11 Competence of the Annual Meeting

The following affairs belong to the competence of the ordinary Annual Meeting:

1. all fundamental issues of the association as long they are not dedicated to other organs;
2. election, exoneration and dismissal of the board;
3. election of the auditor of the accounts;
4. acceptance of the annual and financial report and the report of the accounts auditor;
5. discussion and decision on the budget forecast and the budget;
6. appointing honourable members;
7. revision of the statutes and
8. all other tasks allocated to the Annual Meeting by these statutes.

§ 12 Conduct of an Annual Meeting

An annual meeting is chaired by the Chair or a Vice-Chair in case the former is not capable of participating. In case the Vice-Chair is also not in a position to chair an annual meeting, the members present at an annual meeting have to elect a chairman.

An annual meeting agenda prepared by the Board can be changed or extended by the members present at the relevant annual meeting. The chairman has to designate a person to take the minutes. The chairman has to define the way the voting/decision-making has to be carried out, if 1/3 of the vote-entitled, present members require a different voting/decision-making regime than the rest of them.

An annual meeting has a quorum equal to the number corresponding to the 1/3 of the members entitled to vote. A decision regarding a change to the purposes of the Association, or its liquidation can only be taken if at least half of the members entitled to vote are present. Following a cancelled meeting owing to the lack of a quorum, the Chair has to call a new annual meeting within four weeks.

The new annual meeting will have to have the same agenda as the previous one, and will be capable of making decisions independent of the number of members attending. This has to be pointed out in the invitation sent to the members.

Every member has one vote. Vote transfer is permissible.

Decisions will be made based on a simple majority of the valid votes. A change to the purposes of the Association and/or the termination of the Association requires a majority of 4/5 of the valid votes of those present at a meeting.

The members of the Board will be individually elected. A candidate is considered to be elected when he/she has gained more than half of the valid votes of those present. If the number of elected candidates exceeds the number of seats at the board the members gaining the most votes are elected. In case of equal amounts of votes between candidates for the last board seat a second voting round between those candidates is carried out. If a parity of votes is the result of the second round, the selection will be decided based on a draw conducted by the annual meeting's chairman.

The minutes of an annual meeting have to be signed by the chairman and the minute-taker. The minutes should contain the following:

- the place and date/time of the annual meeting
- the names of the annual meeting chairman and minute-taker;
- the number of the members attended the meeting;
- a confirmation of the duly call of the meeting, and the presence of quorum;
- the annual meeting agenda;
- the proposals made, the result of any votes (i.e., the number of the yes and no-votes, abstentions, and invalid votes), and the regime used to reach a decision;
- the changes proposed regarding the statutes and purposes of the Association;
- the decisions which are adopted literally (i.e., word); and
- a list of participants with the signature.

§ 13 Duties of the Executive Director(s)

The Executive Director shall be responsible for supervising and managing the day-to-day activities of the Association. The Board shall employ and withdraw the Executive Director(s) who can not be a member of the Board.

The Executive Director(s) can carry out any business up to a limit of 2500 Euro provided it is included in the approved budget. All transactions exceeding this limit in case need the approval of the Chair or Vice-chair unless the expenditures are covered by decisions of the Board or the Annual Membership Meeting.

§ 14 Liquidation of the Association

In the case of liquidation of the Association or after the defined non-profit purposes ceasing to exist, the property of the Association will go to a legal entity of public law or another tax-advantaged corporate body for the purpose of the promotion of science and research.