



**Öko-Institut e.V.**  
Institut für angewandte Ökologie  
Institute for Applied Ecology

# Constitution of the Öko-Institut e.V.

in accordance with the resolution  
of the Members' Meeting of 24 April 2010



Table of Contents

§ 1 Name and registered office ..... 4

§ 2 Objects ..... 4

§ 3 Funds ..... 5

§ 4 Membership ..... 6

§ 5 Rights and duties of the members ..... 7

§ 6 Organs and additional structures of the Association .... 7

§ 7 Responsibilities of the Members' Meeting ..... 8

§ 8 Convening the Members' Meeting ..... 8

§ 9 Members' Meeting ..... 10

§ 10 Advisory Board ..... 10

§ 11 Committee ..... 11

§ 12 Responsibilities of the Committee ..... 13

§ 13 Committee's Resolutions ..... 14

§ 14 Executive Board ..... 15

§ 15 Extended management of the institute ..... 16

§ 16 Scientific divisions ..... 16

§ 17 Staff Assembly (MAB)..... 17

§ 18 Auditing of accounts..... 17

§ 19 Arbitration tribunal and arbitrators ..... 18

§ 20 Amendments to the Constitution, change of objects  
and dissolution of the Association ..... 19

## § 1 Name and registered office

- (1) The Association bears the name „Öko-Institut. Institut für angewandte Ökologie“ (Institute for Applied Ecology).
- (2) The registered office of the Association is in Freiburg i. Brsg. Offices are located in Freiburg, Darmstadt and Berlin.
- (3) The Association is recognised by the competent tax office as a charitable body within the meaning of Sections 51 et seq. of the German Tax Code 1977 and as particularly worthy of support within the meaning of Section 10 b German Income Tax Act.
- (4) The financial year corresponds to the calendar year.

## § 2 Objects

- (1) The Associations objects are exclusively and directly charitable within the meaning of the section entitled „Tax Privileged Objects „ Sections 51 et seq. German Tax Code and Section 10 b German Income Tax Act.
- (2) The object of the Association is the advancement of environmental protection and sustainable development. This object is achieved by the advancement of science and research in the area of ecology and in particular in this regard in the areas of the prevention of air pollution and climate protection, energy conservation, prevention of water and soil pollution, risk analysis in connection with nuclear technology and gene technology, avoidance and treatment of waste, preservation of resources, environmental legislation and sustainable transport concepts at national and international level. Where possible, the scientific findings thereby achieved will also be made available for the purposes of environmental protection, consumer advice, nature conservation and preservation of the countryside and historical monuments.
- (3) The objects will be achieved primarily by:
  - (a) scientific events and research projects
  - (b) the award and procurement of research contracts
  - (c) issuing scientific opinions
  - (d) advice and support for members of the public involved in activities related to the objects of the association
  - (e) publications, particularly the results of our own research.

- (f) holding seminars and educational events
  - (g) collaboration with other national and international associations pursuing the same objectives.
  - (h) establishment of, or investment in, legal entities pursuing the same objectives.
- (4) Employees, staff and members are free to carry out scientific activities pursuant to Clause 2(3). Neither the Committee, the Executive Board nor any third party possesses managerial authority. Projects which do not guarantee academic freedom will not be implemented.
  - (5) The Association acts altruistically and does not pursue activities solely for its own economic advantage.
  - (6) The Association is non-profit-making. The Association's resources may only be used for objects which accord with the Constitution. Members do not receive any payments from the Association's funds. No-one is permitted to benefit from expenditure which is inconsistent with the objects of the Association or from excessively high levels of remuneration. Expenditure and remuneration may not exceed the actual costs incurred. More detailed regulations are contained in the finance rules.

### § 3 Funds

- (1) The Association acquires the funds required to carry out its tasks from members' subscriptions, donations and other contributions.
- (2) The subscriptions and any entry fees shall be set down by the Members' Meeting in the subscription rules.
- (3) In the event of the resignation or expulsion of members or in the event of the dissolution of the association, there will be no claims for repayment of subscriptions, donations or other contributions.

## § 4 Membership

- (1) Active or sustaining members or honorary members may be any natural or legal person or association which recognises the Association's Constitution and is willing to support the aims of the Association.
- (2) Sustaining members support the Association both financially and conceptually. Honorary members support the Association conceptually.
- (3) Active membership is generally granted, on request, to sustaining members who have already taken an active part in the work of the Institute and possess special knowledge and experience in the field of environmental protection, and also, in exceptional cases, people who are otherwise involved in environmental protection within the meaning of the Constitution of the Institute. Active membership must be applied for in writing to the Committee. The Association's Constitution must be recognised in writing. On request, information must be provided about previous work, in particular that related to the objects of the Association. Applications from legal persons or associations must attach their respective constitutions and a report on previous work.
- (4) Irrespective of the foregoing provisions, staff will be awarded active membership, on request, for the period of their employment. Active membership may be applied for in writing to the Committee. On termination of their employment, they must apply in writing to the Committee for continuance of their active membership. Staff within the meaning of this provision are employees.
- (5) Admission will be decided by the Committee. Notification of admission will take place in writing. The written form is a condition for validity.
- (6) The Committee may refuse admission if this seems advisable in the interests of the Association. At the request of the applicant who has been refused admission, the Members' Meeting may revoke refusal by way of a simple majority of the members present. The Committee must inform the applicant of this in writing, together with notification that he/she may resubmit the application.

- (7) Other than as a result of death or removal of a legal person from the respective register, or dissolution of the Association, membership shall expire
- (a) by resignation which must be communicated in writing to the Committee subject to a notice period of three months to the end of the financial year.
  - (b) by expulsion due to conduct damaging to the Association about which the Members' Meeting shall decide at the request of the Committee.
  - (c) by expulsion due to default on payment of subscription if the member is still in default one year after the invoice was issued, having received three reminders, and has been notified of the consequences of default.

## § 5 Rights and Duties of the Members

- (1) The members receive the Association's information service. They have access to the Association's literature and documentation and receive the Association's scientific investigations. The form of these rights is regulated in more detail by the Committee. The results of research and investigations are publicly available. There will be an appropriate public announcement in relation thereto.
- (2) The members are under a duty to comply with the provisions of the constitution, to promote the objects of the Association and to pay the subscription fees set by the Members' Meeting. The active members are also under a duty to support the Committee in the realisation of the yearly programme of activities.

## § 6 Organs and additional structures of the Association

- (1) The organs of the Association are: the Members' Meeting, the Committee and the Executive Board. The additional structures of the Association, which have significant influence on it, include the extended management of the institute, the scientific divisions, the staff assemblies (MAB), the Advisory Board, the arbitrator and the arbitration tribunal.

- (2) Where required, the Committee may set up work groups and/or project groups to support the Committee or to carry out various tasks and call upon active members, sustaining members and other experts to assist.

## § 7 Responsibilities of the Members' Meeting

- (1) The Members' Meeting is the highest organ of the Association. It is made up of all the active members of the Association. It decides on the assignment of tasks over the long-term and the annual work schedule.
- (2) The Members' Meeting is particularly responsible for:
  - (a) electing the Committee, auditor and arbitrator
  - (b) receiving the annual report and the cash statement as well as the auditor's report
  - (c) accepting the annual financial statements and deciding whether to formally approve the actions of the Committee
  - (d) approving the budget and determining the members' subscription fees in the subscription schedule
  - (e) passing resolutions on applications and all other items on the agenda
  - (f) issuing rules of procedure for the arbitration tribunal and election rules
  - (g) passing resolutions on the rules on staff representation within the Institute
  - (h) making changes to the constitution
  - (i) passing the resolution to dissolve the Association

## § 8 Convening the Members' Meeting

- (1) The ordinary Members' Meeting takes place once a year.
- (2) Extraordinary Members' Meetings are convened by the Committee as required. They must be convened if at least 1/4 of the active members requests the Committee to do so, in writing, setting out the agenda.
- (3) The Committee convenes the Members' Meeting, in writing, by letter. The proof that the letter of invitation has been properly sent is provided by the Managing Director responsible.

In the case of ordinary Members' Meetings, the invitation must be effected at least two months prior to the meeting and in the case of extraordinary Members' Meetings, at least two weeks prior to the meeting. An agenda must be attached to the invitation. Additional documents, such as the draft budget, business report etc., should also be attached.

- (4) Every active Member has one vote. Legal persons and associations have one vote and are represented by their organs as provided for under their constitutions.
- (5) The ordinary Members' Meeting is always quorate where it has been properly convened unless, apart from the members of the Committee, fewer than 10 votes are represented.
- (6) Extraordinary Members' Meetings are quorate if at least 1/3 of the active members' votes are represented.
- (7) If a Members' Meeting is not quorate, the Committee shall reconvene the meeting by way of registered letter subject to a notice period of at least one month. The reconvened Members' Meeting is quorate irrespective of the number of members present, provided this is mentioned in the new invitation.
- (8) Any Member may propose motions for the agenda of the Members' Meeting. Motions must be submitted, in writing, stating the reasons, at least one month before an ordinary Members' Meeting, to the Committee. Nominations for election to the Committee or of the auditor and arbitrator must be submitted to the Committee at least one month before the Members Meeting. The Committee should notify the Members of the motions and nominations for the elections at least two weeks before the date of the meeting. The Members' Meeting may deal with the recommendations at the beginning of the agenda. The respective grounds should be attached. At the beginning of the Members' Meeting it shall decide on the inclusion of the additional motions into the agenda.

## § 9 Members' Meeting

- (1) The Members' Meeting is not public. Sustaining members and honorary members have the right to attend. Sustaining and honorary members shall be notified of the Members' Meeting in the appropriate way. The Executive Board may permit members of advisory professions (accountants, auditors, lawyers) to be present in the exercise of their professional activities.
- (2) In the absence of any provision to the contrary under the law or in the constitution, all resolutions shall be passed by way of a simple majority of the votes cast. Abstentions will not count. In the event of a tied vote the motion shall be deemed to have been rejected.
- (3) Voting on appointments to, and de-selections from, the Committee takes place by way of secret ballot. Voting to select the auditor and the arbitrator may take place openly rather than in secret if all the active members and candidates present are agreed. Otherwise voting will take place openly.
- (4) The sustaining and honorary members must be notified of the results of the Members' Meeting.
- (5) Other matters are regulated by the Members' Meeting in rules of procedure.

## § 10 Advisory Board

- (1) The Committee may offer the right to become honorary members, and thereby freedom from the obligation to pay the subscription fees, to such persons who as a result of their previous activities have earned special credit in realising the objects of the Association.
- (2) The Committee elects an Advisory Board, in particular, from the sustaining and honorary members. The latter supports the work of the Committee. It may form its own committees to advise the Committee and make recommendations.
- (3) The Committee convenes a meeting of the Advisory Board once a year. At this meeting, the Committee submits a business report to the Advisory Board. This should concern itself with the Association's long-term assignments as well as its short-term areas of focus.

## § 11 Committee

- (1) The Committee is made up of seven active Association members elected by the Members Meeting who are not under an employment contract with the Institute („external members of the Committee „), three staff representatives elected by the staff assemblies and a representative elected by the extended management of the Institute („internal members of the Committee „), as well as the Chief Executive Officer by virtue of his/her office.  
Each member has one vote.
- (2) The majority of the Committee consists of external members. Where an external member of the Committee takes up a position of employment with the Institute that person shall resign from the Committee.
- (3) The Committee shall appoint the Chairman and a Deputy Chairman from the external members of the Committee.
- (4) The representatives within the meaning of Section 26 German Civil Code (BGB) shall be the Chairman and Deputy Chairman. They are each authorised to act as sole representative.
- (5) The following rules apply with respect to the external members of the Committee: four members are elected to the Committee by the Members' Meeting in one year, three in the following year, for a period of office running until the next Members' Meeting but one. Re-election is permitted. On expiry of his/her period of office, the respective board member shall remain in office until a new board member has been elected. Voting takes place in a single ballot. The candidates elected are those who, in order of the votes cast, obtain at least the majority of the active members present. Where insufficient candidates achieve the required majority, a second ballot takes place for the remaining seats on the Committee. The candidates are elected in order of the votes cast. One vote is available for each respective board member to be elected. Votes may not be accumulated. Voting rights are non-transferable. Insofar as it is important with respect to filling a position on the Committee, a second ballot will take place to decide between candidates with the same number of votes. The Members' Meeting shall rule immediately, by way of a simple majority, on any objections to the ballot by ordering a rerun of the ballot or overruling the objections.

Where, on enquiry, no objections are raised, the ballot may not subsequently be contested by the Members present at the meeting. If such a member of the Committee leaves during his/her period of office, the Committee may appoint a replacement for the period until the next Members' Meeting.

- (6) The following rules apply with respect to the members of the Committee elected by the staff assemblies: the staff assemblies (MABs) in the Freiburg, Darmstadt and Berlin offices each elect one staff representative to the Committee for a period of two years. Voting takes place by secret ballot at the staff meeting which takes place prior to the Members' Meeting. A deputy is also elected in each case for the same period of office. Members of the Executive Board and division managers are not entitled to vote in the election of staff representatives.
- (7) The following rules apply with respect to the board member elected by the extended management of the Institute: one representative is elected to the Committee by the extended management of the Institute for a period of two years. The election takes place by secret ballot at the meeting of the extended management of the Institute immediately prior to the Members' Meeting. A deputy is also elected for the same period of office.
- (8) In principle, the Committee works on a voluntary basis. Members of the Committee may receive a lump sum remuneration payment of up to € 500, to be fixed by the Members' Meeting, for their work on the Committee.

## § 12 Responsibilities of the Committee

- (1) The Committee is responsible for all matters involving the Association insofar as they are not allocated to another organ of the Association under the constitution. Its main responsibility is the organisational management of the Association, and implementation of the resolutions of the Members' Meeting. Its tasks include in particular:
  - (a) administration of the Association's assets
  - (b) preparation of the Members' Meeting
  - (c) appointment, temporarily where applicable, of the members of the Executive Board
  - (d) appointment, temporarily where applicable, of the division managers in consultation with the staff of the respective division; the staff of the respective division have a right to make recommendations.
  - (e) preparation and submission of the annual report and cash statement as well as submission of the budget
  - (f) preparation and implementation of the work plan passed by the Members' Meeting
  - (g) issuing statements on events and developments relating to the objects of the Association.
  - (h) passing the rules of procedure for the Committee, the Executive Board and the extended management of the Association with the exception of the arbitration tribunal under Clause 19, passing the finance rules, the guidelines for undertaking and commissioning experts' reports, the guidelines for issuing research contracts as well as general guidelines on the work of the Association where required
  - (i) accession of associations pursuing the same objectives
  - (j) specifying the internal organisation of the Association
  - (k) deciding on the responsibilities of the Executive Board and divisions.
  
- (2) The Committee may delegate individual tasks. Particular reference is made in this regard to the responsibilities of the Executive Board and the extended management of the Institute.

## § 13 Resolutions by the Committee

- (1) Meetings of the Committee are convened by the Chief Executive Officer. Meetings must be convened if at least two members of the Committee require it. Meetings of the Committee may be held by way of personal attendance at the meeting or by way of telephone conference with personal participation.
- (2) The Committee must be given at least six days notice of the meeting, in writing or by email where necessary. In the case of decisions required immediately, the Committee must be given at least one day's notice of the meeting by phone or fax. Resolutions passed in such extraordinary meetings must be confirmed at the next meeting of the Committee. If they are not confirmed they will be deemed to have been cancelled.
- (3) The Committee is quorate if at least three external members of the Committee are present. Representation of the internal members of the Committee (by their respective elected deputies) and of the Chief Executive Officer (by another member of the Executive Board) is only permitted in exceptional cases (illness, holiday).
- (4) A Chairman is appointed prior to the meeting. Resolutions are passed by way of a simple majority of the members who are present. In the event of a tied vote the motion shall be deemed to have been rejected.
- (5) Minutes of the meeting shall be drawn up by the Executive Board which must be signed by the latter and by the Chairman. The minutes should contain the place and date of the meeting, the names of those attending, the resolutions passed and the results of voting.
- (6) Resolutions may also be passed, with the majority of the members of the Committee, by postal vote, telephone, fax or email. In this case the Executive Board must draw up the minutes immediately and send them to all members of the Committee by email. At the request of at least two members of the Committee, the resolution must be considered once more and confirmed at the next ordinary meeting of the Committee. If it is not confirmed it will be deemed to have been cancelled.
- (7) The Committee shall issue its own rules of procedure.

## § 14 Executive Board

- (1) In order to carry out the operational business (particularly the employment and dismissal of personnel, the conclusion of contracts with legal persons and clients governed by civil law, but not including property transactions), the Committee shall appoint an Executive Board consisting of a Chief Executive Officer and, where necessary, one or more other members. The members of the Executive Board hold the position of special representative within the meaning of Section 30 German Civil Code (BGB). The Chairman accepts ultimate responsibility for management even where a number of managing directors have been appointed. Each member of the Executive Board is granted full power of sole representation with respect to third parties.
- (2) The Executive Board prepares and implements the resolutions of the Committee and the Members' Meeting. The normal tasks of the Executive Board include drawing up the draft budget as well as the employment and dismissal of personnel. More detailed regulations are contained in the rules of procedure issued under Clause 12(1) h.
- (3) Where a number of members are appointed to the Executive Board each member shall be allocated a defined area of responsibility by way of rules of procedure issued by the Committee. Each member of the Executive Board shall manage the day-to-day business within his/her area of responsibility. He/she prepares and implements the resolutions of the Committee and the Members' Meeting in respect of his/her business area. The Chairman's ultimate responsibility remains unaffected. More detailed regulations are contained in the rules of procedure. With respect to special questions of strategic importance for the Institute, the rules of procedure may, in derogation from sentence 1-3, provide for a special decision-making procedure within the Executive Board.
- (4) The Executive Board is bound in its activities by the Constitution, the general guidelines and statutes of the Association and the directions of the Committee. The finance rules shall specify in more detail which transactions require the approval of the Committee or of a member of the Committee without prejudice to the Managing Director's power of representation with respect to third parties.

- (5) The Executive Board must report to the Committee on a regular basis about its activities and all developments of the Association which are of importance for the Committee.

## § 15 Extended management of the Institute

- (1) The extended management of the Institute consists of all members of the Executive Board and one divisional manager from each division of the Institute. It advises on matters which are important for the Institute and which override divisional responsibility, and decides in the following cases:
  - considerations relating to aspects of overriding, material, strategic importance including clarification of the relevant constraints,
  - approval of the draft budget which is to be passed on to the Committee, including determination of the relevant benchmark figures.
- (2) Every member of the extended management of the Institute has one vote. Proxy votes may be permitted in exceptional cases. More detailed provisions are contained in the rules of procedure.
- (3) Resolutions are passed with a 2/3 majority of the votes present. The Chief Executive Officer has a suspensory veto against decisions passed in this way. The Committee shall decide on the course to be followed once the veto has been exercised.
- (4) The Committee may revoke resolutions of the extended management of the Institute.
- (5) The extended management of the institute shall issue its own rules of procedure.

## § 16 Scientific Divisions

- (1) In order to achieve the tasks under Clause 2(3), the Institute shall, in particular, set up scientific divisions.
- (2) The Committee shall decide on the creation or closure of a division at the suggestion of the extended management of the Institute. The Committee may also carry out the creation or closure of a division according to its own discretion.

- (3) The managers of the divisions must report to the Executive Board and the Committee on a regular basis.

## § 17 Staff Assembly (MAB)

- (1) The staff at the Freiburg office, as well as the offices in Darmstadt and Berlin, shall set up the staff assemblies of the Institute for their own location. Members of staff are deemed to be those with whom the Institute has entered into an employment contract under which a salary is paid.
- (2) Every staff member has a right to vote at the staff assembly (MAB) in his/her place of work. Members of the Executive Board and extended management of the Institute have no voting rights.
- (3) The staff assembly (MAB) is quorate if at least one quarter of the staff of the respective office is present.
- (4) The staff representatives for the Committee are elected in accordance with Clause 11(6).
- (5) The staff assembly (MAB) shall issue its own rules of procedure.

## § 18 Auditing of accounts

- (1) The Members' Meeting shall elect two auditors who are not members of the Committee. The auditors are each elected for a period of two financial years. Re-election is permitted.
- (2) The auditors examine the cash management and accounting of the Committee on expiry of each financial year and report about it to the ordinary Members' Meeting. Their work is voluntary.
- (3) The auditors may, if they think fit, call upon an auditing firm or certified accountant to carry out the audit who must, if necessary, certify the cash management and accounts; they must do so where the Members' Meeting passes a resolution to that effect.

## § 19 Arbitration tribunal and arbitrator

- (1) Any disputes arising between the members and the Association, individual organs and/or individual members and organs of the Associations and/or between them and the extended management bodies of the Association referred to under Clause 6(1) must, in the first instance, and to the exclusion of recourse to the ordinary courts, be decided by an arbitrator and, in the second instance, by an arbitration tribunal.
- (2) The arbitrator shall be appointed by the Members' Meeting by way of a 2/3 majority for a period of four years. He/she should be qualified to exercise the functions of a judge. Re-election is permitted. The arbitrator may not be a member of the Committee.
- (3) The complainant shall submit his/her assertion to the arbitrator in writing and identify the opposing party. The arbitrator shall serve the claim on the opposing party and notify the Committee. The opposing party may respond in writing within two weeks. It is at the discretion of the arbitrator whether to obtain further information or require the parties to make further submissions. It is at the discretion of the arbitrator whether to hold an oral hearing. The decision must be justified in writing and served on the parties and the Committee by way of registered letter.
- (4) Within one month, the party adversely affected by the decision may invoke the arbitration tribunal by registered letter notifying the opposing party of its chosen arbitrator and requesting the opposing party to appoint another arbitrator within two weeks of receipt of the letter. Where the opposing party fails to comply with the deadline, the complainant may apply to the President of the Freiburg i. Br. Regional Court to appoint the second arbitrator. Both arbitrators shall elect a Chairman who must be qualified to exercise the functions of a judge. If the arbitrators are unable to agree on the person who is to act as Chairman, within three weeks from the appointment of the second arbitrator, the complainant may apply to the President of the Freiburg i. Br. Regional Court to appoint the Chairman.

- (5) The arbitration tribunal shall be free to decide how the proceedings are to be run but an oral hearing should take place unless both parties waive this requirement. The remuneration of the arbitration tribunal is governed by the finance regulations.
- (6) The court of jurisdiction is Freiburg i.Br.

## § 20 Amendments to the Constitution, change of objects and dissolution of the Association

- (1) The constitution may be amended by way of a 2/3 majority of the votes present at the Members' Meeting. A change in the objects of the Association may be passed by way of a 4/5 majority of the votes present at the Members' Meeting.
- (2) A 4/5 majority of the votes present is required for a dissolution of the Association. Dissolution may only be decided at a Members' Meeting, notification of which referred to the motion to dissolve the Association and to the member proposing the motion.
- (3) Where no particular liquidators are appointed, in the case of a resolution to dissolve the Association, the first and second Chairman shall be the liquidators with sole power of representation.
- (4) In the case of a dissolution or breakup of the Association or in the event that its existing tax-advantaged objects cease to exist, the Association's assets shall fall to the Zukunftserbe Foundation, Freiburg i. Br., a foundation with legal capacity under civil law. The recipient of the assets shall use the assets transferred directly and exclusively for charitable purposes in line with the aims of the Association.

**We would like to point out that the English translation is provided for purposes of convenience and reference only. The German version and any relevant enclosures shall take precedence at all times.**

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