

Statutes of the European Nature Heritage Fund “EuroNatur - Stiftung Europäisches Naturerbe”

Passed by the Regional Administrative Authority in Freiburg on 04.10.2021

Translation of the German original

Preamble

1. Friends of the Earth Germany (BUND e. V.), the German environmental association Deutsche Umwelthilfe e. V. (DUH) and Germany’s Nature and Biodiversity Conservation Union (NABU e.V.), hereinafter referred to as the endowers, support European nature conservation projects through the establishment of the foundation EuroNatur - Stiftung Europäisches Naturerbe.
2. The purposes of the Foundation also include all endeavours to preserve the natural resources with which the projects are associated.
3. BUND, DUH and NABU each endowed EuroNatur Foundation with 50.000 DM as starting capital.

§ 1 Name, Legal Form and Seat of the Foundation

The Foundation bears the name "EuroNatur - Stiftung Europäisches Naturerbe" (European Nature Heritage Fund).

It is a foundation with legal capacity under German civil law. The Foundation is registered in Radolfzell, Germany.

§ 2 Purposes of the “European Nature Heritage Fund”

1. The purposes of the Foundation are:
 - a) the implementation and funding of European nature conservation projects on a scientific basis, which serve the protection, preservation or resettlement of species of wild fauna and flora;
 - b) the development and realisation of scientific concepts for the preservation of natural resources, complementary to the projects;
 - c) and also, to this end, the lobbying of and making representations to authorities and organisations who serve the conservation of nature, the environment and animals as well as science and public education;
 - d) public education for the purposes of informing and educating on environmental matters.

2. To accomplish these purposes, projects shall be conducted both within and outside Europe, but should be relevant to Europe.

These projects include:

- a) the elaboration and implementation of animal and species conservation programmes on a scientific basis;
 - b) the elaboration and implementation of nature conservation concepts as well as projects supporting public education and environmental awareness on a scientific basis;
 - c) taking on biotope management;
 - d) ecological knowledge transfer;
 - e) partnerships;
 - f) projects for the protection of animals;
 - g) projects for the protection of natural resources, biodiversity and the climate;
 - h) public relations;
 - i) the funding of conservation projects according to the means of the Foundation.
3. The purposes of the Foundation may also be pursued by raising funds in accordance with Paragraph 58, item 1 of the German Tax Code for the advancement of the aforementioned tax-privileged purposes, for the realisation of the tax-privileged purposes of another corporate body or for the realisation of tax-privileged purposes by a corporate body under public law.

§ 3 Non-profit Status

1. The Foundation pursues the tax-privileged purposes of international nature conservation, animal protection, science and public education, as defined by Paragraphs 51-68 of the German Tax Code. It pursues scientific and charitable purposes exclusively and directly on a not-for-profit basis.
2. The Foundation does not pursue the personal gain or advantage of any person. The Foundation's funds may only be used for the purposes cited in the Statutes. No person may benefit from expenditures for other purposes or from disproportionately high remuneration.

§ 4 Procedural Rules Governing the Foundation's Assets

1. The basic assets of the Foundation amounted to DM 150,000 at the time of its establishment. The Foundation's assets (basic assets and other foundation assets) may

receive further contributions - expressly earmarked for this purpose - from the endowers or from third parties.

2. The Foundation shall fulfil its purposes from the income derived from the Foundation's assets and from designated contributions by the endowers or by third parties (donations).
3. Parts of the Foundation's other assets may be consumed and used in accordance with the purposes of the Foundation, provided that the permanent existence of the Foundation is not jeopardised thereby. Parts of the Foundation's basic assets may be consumed. However, the basic assets must be replenished from the other assets, by the amount consumed, within three financial years.
4. The Foundation's assets may be restructured at any time for the purpose of maintaining or increasing their value. Profits derived from the restructuring of assets may be used in whole or in part to fulfil the purposes of the Foundation.

§ 5 Bodies of the Foundation

1. The bodies of the Foundation are the Presiding Committee and the Executive Director.
2. The Board of Trustees is an advisory committee.
3. The members of the Presiding Committee and the Board of Trustees work on a voluntary basis. They are entitled only to reimbursement of additional costs incurred in the execution of their duties on behalf of the Foundation. Exceptions shall be permitted only with the consent of the supervisory authority.
4. Costs shall be reimbursed at a flat rate.
5. The Executive Director receives remuneration. Details are stipulated in an employment contract determined by the Presiding Committee.
6. The bodies of the Foundation and their members shall be held liable to the Foundation, to the extent that they act in an honorary capacity, only for grossly negligent or intentional breaches of duty. A breach of duty shall exist only if the body or the member of a body, in the course of managing the business in compliance with legal and statutory requirements, is assumed, on the basis of appropriate information, not to be acting in the best interests of the Foundation.
7. The Foundation shall take out appropriate professional liability insurance (directors and officers liability insurance) for the bodies of the Foundation and its members.

§ 6 Presiding Committee

1. The Presiding Committee consists of up to six members (president, vice president and up to four further members).

2. The term of office of Presiding Committee members is four years. The Presiding Committee shall elect a president and a vice president from its members. The term of office of the president and the vice president shall also be four years. Re-elections are permitted.
3. The office of a Presiding Committee member ends after the expiration of the 4-year term. The Presiding Committee member remains in office until a successor is elected and appointed. Furthermore, the term of office may also be terminated upon an approved resignation, or on death. In these cases, the remaining members form the Presiding Committee shall carry out all duties themselves until a successor has taken up office. A member of the Presiding Committee who has resigned shall be replaced immediately by the Presiding Committee, by election.
4. A member of the Presiding Committee may be dismissed with good cause. For this purpose, a majority of three quarters of the members of the Presiding Committee is required.

§ 7 Rights and Obligations of the Presiding Committee

1. The Presiding Committee represents the Foundation in a judicial and extra-judicial capacity in the event of the Executive Director being absent or permanently incapacitated.
2. The Presiding Committee advises, monitors (legality, expediency and efficiency) and approves the actions of the Executive Director.
3. The Presiding Committee has unconditional rights of access and information with respect to the Executive Director.
4. The duties of the Presiding Committee are the following:
 - a) definition of the principles for the nature conservation work and the nature conservation policy of the EuroNatur Foundation;
 - b) appointment and dismissal of the Executive Director;
 - c) election of the Board of Trustees;
 - d) approval of budget plans;
 - e) determination and approval of the annual financial statements;
 - f) making decisions on the appropriation of the annual result;
 - g) setting of guidelines for asset management;
 - h) making decisions on the formal approval of the actions of the Executive Director;
 - i) making decisions on items for resolution submitted by the Executive Director;
 - j) approval of procedural rules for the Presiding Committee and the Executive Director.

5. The Presiding Committee shall issue the procedural rules for the work of the Presiding Committee and of the Executive Director following consultation with the Executive Director. These should define, in particular, departmental responsibilities within the bodies, duties and information requirements of the control framework, and the respective internal business processes of the bodies.

§ 8 Executive Director

1. An Executive Director shall be appointed by the Presiding Committee. Should more than one Executive Director be appointed, the Presiding Committee shall also elect a Chairperson.
2. The Executive Director shall represent the Foundation alone, both judicially and extra-judicially.
3. In the event that there is more than one Executive Director, the Presiding Committee shall determine procedural rules for the Executive Directors.

§ 9 Rights and Obligations of the Executive Director

The Executive Director is responsible for the operational business of the EuroNatur Foundation. In particular, the Executive Director is responsible for:

- a) implementation of the decisions of the Presiding Committee;
- b) establishment of the budget;
- c) preparation of the annual financial statements;
- d) preparation of a recommended solution to the Presiding Committee for the distribution of the annual result;
- e) asset management;
- f) allocation of funds by the EuroNatur Foundation under the budget approved by the Presiding Committee;
- g) human resources management.

§ 10 Board of Trustees

1. The Presiding Committee may appoint to the Board of Trustees persons who support the interests of the Foundation.
2. Membership of the Board of Trustees is limited to two years. Membership begins with appointment by the Presiding Committee; reappointments are permitted.

§ 11 Function of the Board of Trustees

The members of the Board of Trustees advise the Foundation, particularly with regard to the leveraging of funds, public relations and social anchoring.

§ 12 Annual Accounts and Audit

In accordance with the regulations for small corporations, the annual financial statements of the Foundation shall be prepared within the first six months after the end of the financial year, and shall be audited and certified by an auditor.

§ 13 Passing of Resolutions

1. The Foundation's bodies have a quorum when at least half of its members are present. Resolutions are passed when there is a simple majority within the respective foundation body, unless the statutes dictate otherwise. Abstentions count as cast votes. In the event of a tie, the Chairperson or President shall have the casting vote. In their absence, the respective deputy shall have the casting vote.
2. The adoption of resolutions on modifications to the Statutes require a majority of three quarters of the Presiding Committee's members. At least four members of the Presiding Committee must be present.
3. Voting shall also be permitted for the passing of resolutions:
 - a) by circulation in writing;
 - b) by circulation via email;
 - c) by telephone or video link.
4. Adopted resolutions shall be recorded in an appropriate form and made known to the members of the body.

§ 14 Modification of the Foundation's Purposes, Dissolution, Liability

1. Should it become impossible to fulfil the original purposes of the Foundation, or if significant changes of circumstances render the Foundation inappropriate or superfluous, the Presiding Committee can furnish the Foundation with a new purpose, provided that the endowers are in agreement.
2. Should the foundation be dissolved or discontinued, or should its previous purpose become superfluous, all, i.e. 100%, of its assets shall devolve to the Bund für Umwelt und Naturschutz e.V. (BUND) Bundesverband, Bundesgeschäftsstelle, Kaiserin-Augusta-Allee 5, 10553 Berlin, under the condition that such assets be directly and exclusively used for

charitable, non-profit purposes within the scope of environment protection and nature conservation. Alternatively, the Naturschutzbund Deutschland e.V. (NABU) Bundesverband, Bundesgeschäftsstelle, Charitéstraße 3, 10117 Berlin, shall be appointed as beneficiary under the same conditions. The Foundation's resolution on the use of the assets may only be executed after the consent of the German tax office has been obtained.

3. The Foundation's assets and investments alone shall be liable for obligations arising from the Foundation's activities.