

Statutes of the "Food for Biodiversity" association

This is a machine translation. Please refer to the German version for accuracy.

§ 1

Name, registered office and financial year

- (1) The association bears the name "Food for Biodiversity - Biodiversität in der Lebensmittelbranche", is to be registered and will then bear the addition "e.V.".
- (2) The association is based in Bonn.
- (3) The financial year is the calendar year.

§ 2

Purpose of the organisation

- (1) The association is pre-competitive, directly serves the non-profit objective of protecting biodiversity and contributes to the transformation to sustainable and future-proof food systems within the framework of what is legally permissible, in particular under antitrust law.
- (2) The association pursues exclusively and directly charitable purposes within the meaning of the section "Tax-privileged purposes" of the German Tax Code.
- (3) The purpose of the association is to promote
 - nature conservation and environmental protection, including climate protection
 - of animal welfare
 - education.
- (4) Within the scope of its statutory purpose, the association promotes
 - a.) dialogue, networking and non-profit cooperation between stakeholders from business, politics and society in order to counteract the loss of ecosystems, animal and plant species and genetic diversity. In this way, the organisation contributes to achieving the goals of the German and European biodiversity strategies and the UN Sustainable Development.
 - b.) raising awareness of the importance of biodiversity in the food industry and among the general public.
 - c.) the acquisition and dissemination of knowledge and the implementation of measures to protect biodiversity.
- (5) The purpose of the Articles of Association is realised in particular by
 - the joint commitment of the members to anchor the protection of biodiversity as a central concern in the food industry and its upstream producer value chains (voluntary commitment).

- through research, development and public dissemination of knowledge, examples of good corporate practice and tools for sustainable biodiversity management, e.g. through publications, events and seminars.
- Implementation of projects to promote biodiversity in agricultural landscapes and the food industry, which can also be carried out in cooperation with non-profit or public partners.
- Public relations work to increase appreciation for the diversity of species and natural habitats.
- Statements and position papers on improving the political framework and legislation at national, European and international level with the aim of promoting the protection of biodiversity in the food industry.

§ 3

Selflessness, use of funds

- (1) The association is selflessly active; it does not primarily pursue its own economic purposes.
- (2) The association's funds may only be used for the purposes set out in the articles of association. Members do not receive any benefits from the association's funds.

The association may also non-material and financial support to other tax-privileged organisations, public corporations or foreign tax-privileged organisations for the non-material and material promotion and maintenance of the aforementioned tax-privileged purposes (§ 58 No. 1 AO).

- (3) No person may be favoured by expenses that are alien to the purpose of the association or by disproportionately high remuneration.

§ 4

Membership

- (1) The association has ordinary members (legal entities) and supporting members (legal entities). Any legal entity that is committed to the objectives of the association can become a supporting member, but not companies and standard-setting organisations, which can become ordinary members. Supporting members have the same rights as ordinary members, but are not entitled to vote. Supporting members are entitled to become members of the Association's Executive Board.
- (2) By joining, the member undertakes to support the aims of the association and to pay the membership fee.
- (3) Legal entities from the following five areas can become members of the association:

- a) Public sector (A)
 - b) Food producing and processing industry (B) Members of this sector may be
 - Associations and companies in the food production and processing industry
 - c) Food trade (C)
Members can be:
 - Associations and companies in the food trade.
 - d.) Standard-setting organisations that offer or develop standards for the food industry and certification organisations (D)
 - e) Civil society (E)
Members can be:
 - Non-governmental organisations with an interest in the protection and promotion of biodiversity in the food industry;
 - Agricultural organisations that actively pursue the protection and promotion of biodiversity in the food industry;
 - Institutions from the fields of science and education that are committed to the topic of biodiversity and food and are particularly involved in research and studies to promote biodiversity in agriculture.
- (4) If there is any doubt as to which area the members should be allocated to, the Executive Board shall decide. This also applies to doubts as to whether an applicant can be assigned to one of these areas at all.
- (5) Admission to the association as a member takes place upon written application, on which the Executive Board decides within a period of six weeks. If the Executive Board rejects the application, the person concerned may appeal in writing to the General Meeting. Admission is permitted at any time. Membership begins on the date of the Board of Directors' decision as stated in the written confirmation of admission. There is no legal entitlement to membership.
- (6) The association has a membership fee schedule.

§ 5 End of membership

- (1) Membership of the association ends
- a) with the deletion of the corporation or with the opening insolvency proceedings or with the dissolution of the organisation,
 - b) by written declaration of resignation, which is possible with a notice period of 6 months to the end of the financial year,
 - c) by exclusion from the association.

In the event of resignation, the obligation to pay the membership fee for the current financial year remains in force.

- (2) A member who seriously violates the interests of the Association may be expelled from the Association by resolution of the Executive Board.

§ 6 Organs

The organs of the association are

- the general meeting and
- The Executive Board

In addition, the association can set up an advisory board to support the Executive Board in an advisory capacity.

§ 7 Convening of the General Meeting

- (1) The General Meeting shall be convened once a year by the Board of Directors with four weeks' notice by simple letter or electronic means of communication and, if possible, within the first half of the year. The agenda set by the Executive Board must be communicated. Timely dispatch of the invitation to the last member address known to the association is sufficient to comply with the notice period.
- (2) The Executive Board must convene a General Meeting without delay if the interests of the Association so require or if at least $\frac{1}{4}$ of the members request the meeting in writing, stating the purpose and reasons (Extraordinary General Meeting).
- (3) The General Meeting can also be held in the form of a virtual meeting. For this purpose, the Executive Board will provide an online conference room and send the access data to the members at least three days before the meeting. Members are obliged not to make the access data accessible to third parties and to keep it strictly confidential. The Executive Board shall decide on the type of general meeting.

§ 8 Tasks of the General Meeting

The General Meeting has the following tasks in particular:

- a) Resolution on the business plan to be drawn up by the Board of Directors for the next financial year,
- b) Acceptance of the annual report
- c) Election of an external auditor and acceptance of the audit report;
- d) Acceptance and approval of the annual financial statements,
- e) Discharge of the Executive Board;
- f) Decisions on resolutions proposed by the Board of Directors, such as the adoption of contribution regulations;

- g) Resolution on amendments to these Articles of Association and on the dissolution of the Association;
- h) Dismissal of members of the Executive Board for good cause in accordance with Section 10 (5).

§ 9

Voting rights, procedure and resolutions of the General Meeting

- (1) Only ordinary members are entitled to vote at the General Meeting.
- (2) Each ordinary member has one vote at the general meeting. Members of the association may be represented at a general meeting by one of their employees or an authorised representative, in particular by another member of the association. A member of the association may represent a maximum of two members. In the latter case, a power of attorney in text form is required.
- (3) Every properly convened general meeting constitutes a quorum if 25% of the members are present. If the General Meeting is not quorate, the Executive Board must convene a new General Meeting, which is quorate regardless of the number or group affiliation of the members present, insofar as it concerns agenda items that were on the agenda of the General Meeting that was not quorate.
- (4) The General Meeting is chaired by a member of the Executive Board. The chair of the meeting appoints a secretary.
- (5) The General Meeting decides
 - a) on an amendment to these Articles of Association, including the purpose of the Association, with a majority of $\frac{3}{4}$ of the valid votes cast,
 - b) on the dissolution of the association with a majority of $\frac{3}{4}$ of the votes and
 - c) otherwise by a simple majority of the valid votes cast. Abstentions are considered invalid votes.
- (6) The Executive Board is authorised by the General Meeting to make amendments to the Articles of Association that are required by the local court to enable the registration of the Articles of Association or an amendment to the Articles of Association and/or that are necessary to obtain or maintain non-profit status without convening an additional General Meeting without delay. The Executive Board is obliged to inform the members of the changes without delay.
- (7) Minutes shall be of the resolutions of the General Meeting, which shall be signed by the chairperson of the meeting and the keeper of the minutes.

§ 10 Management Board

- (1) The Executive Board of the Association in accordance with Section 26 BGB consists of at least 3 (three) and at most 5 (five) members. The Executive Board shall adopt its own rules of procedure. The Executive Board may appoint a full-time managing director. In this case, the duties and responsibilities of the managing director shall be defined in the rules of procedure; it may appoint the managing director in accordance with Section 30 of the German Civil Code (BGB) to manage economic, administrative and personnel matters.
- (2) The members of the Executive Board are elected individually by the General Meeting. An Executive Board member is elected if he or she receives an absolute majority of the votes present at the General Meeting.
- (3) The term of office of a member of the Board of Directors is three years. Re-election is permitted. The members of the Board of Directors remain in office until their successors are elected.
- (4) If a member of the Executive Board resigns during their term of office or is permanently prevented from fulfilling their duties, the Executive Board may appoint a replacement member for the remaining term of office of the resigning member.
- (5) Members of the Executive Board can be dismissed by the General Meeting good cause.

The Board of Directors may elect a chairperson, a deputy chairperson and a treasurer from among its members.

- (6) The Executive Board is responsible for all matters relating to the Association, unless they are delegated to the General Meeting by these Articles of Association. In particular, it is responsible for the following tasks:
 - a) Preparing and convening the General Meeting and its own meetings, including drawing up the agenda;
 - b) Execution of resolutions of the General Meeting;
 - c) Resolution on the admission and exclusion of members;
 - d) Acceptance of proposals for and decision-making on projects, measures and actions;
 - e) Authorisation and supervision of persons acting on behalf of the Association;
 - f) Preparation of the business plan;
 - g) Preparation of the annual report and annual financial statements;
 - h) Submission of public statements by the organisation.
- (7) The Board of Directors passes its resolutions in Board meetings. These must be minuted signed by the chairperson of the meeting and the secretary. The following rules apply to the passing of resolutions by the Executive Board

Regulations:

- a) The members of the Board of Directors should endeavour to reach a unanimous decision.
 - b) Board resolutions are passed by a simple majority.
 - c) Resolutions may also be passed by written circulation procedure with the majority ratios specified in this paragraph.
 - d) In individual cases, resolutions may be passed by way of circulation by e-mail or post.
- (8) Board meetings are at least three times a year. The meetings can also be held as video/telephone conferences or by connecting members of the Executive Board who are not present.
 - (9) The association is represented jointly by two members of the Executive Board in accordance with § 26 BGB.
 - (10) The members of the Executive Board work on an honorary basis. Expenses incurred in the course of their work can be reimbursed to an appropriate amount upon request. Members of the Executive Board may receive appropriate remuneration for their duties that go beyond the administrative activities of the Executive Board on the basis of service, work or similar contracts to be concluded separately. The Executive Board decides on the conclusion and amount of such contracts without any of the Executive Board members concerned.

§ 11 Contributions

- (1) The amount of the membership fees and their due date are determined by the general meeting in a membership fee regulation.
- (2) Membership fees are to be paid as annual fees in accordance with the membership fee regulations.
- (3) In justified individual cases, a member may be exempted from the obligation to pay membership fees in whole or in part by resolution of the Executive Board.

§ 12 Club logo, club media

- (1) The Executive Board issues guidelines on the use of the association logo.
- (2) Members are authorised to use the Association's logo in accordance with the guidelines issued by the Board of Directors.

§ 13

Business plan, annual financial statements and statement of accounts, audit

- (1) The Management Board must draw up a business plan for each financial year.
- (2) The Executive Board must also prepare annual financial statements in accordance with the principles of commercial law after the end of each financial year. The annual financial statements must be explained in the annual report.
- (3) The implementation of the business plan and the annual financial statements must be audited by a qualified external auditor.
- (4) The external audit report must be submitted to the General Meeting. This must be sent to the members together with the invitation to the General Meeting.

§ 14

Dissolution of the association

- (1) Motions to dissolve the Association must be notified to the members by registered letter at least three months before the General Meeting.
- (2) If the association is dissolved or if tax-privileged purposes cease to exist, the assets of the association shall be transferred to legal entity under public law or another tax-privileged corporation, which must use them directly and exclusively for the promotion of nature conservation.

§ 15

Data protection regulation

As part of the general meeting and in order to fulfil the purposes and tasks of the association, at least the following data is collected from ordinary members and supporting members and is processed and stored as part of the membership: Name, area assignment, address email address and bank details. The association undertakes to fulfil the requirements of data protection. Appropriate precautions for the processing of personal data in particular are guaranteed.