

# Statutes of WhyEurope e.V.

## § 1 Name, seat and fiscal year

- (1) The association is named “WhyEurope”. Hereafter referred to as “the association”.
- (2) The association shall be entered into the official register of societies and associations at the District Court of Tübingen; after registration the association shall use the addendum “e.V.” (English translation: “registered association”).
- (3) The official headquarter of the association is in Tübingen.
- (4) The fiscal year of the association is the calendar year.
- (5) The association establishes additional association articles. In these articles all additional provisions for the association are recorded.

## § 2 Purpose

- (1) The association’s purpose is the promotion of political education. The association aims to provide a platform for political content which provides information and animates discussion about European politics.
- (2) The association is independent; it solely serves non-profit and charitable purposes in accordance with the section the German tax regulations entitled “Steuerbegünstigte Zwecke” (tax-deductible purposes) of German tax law. The association’s purpose is to be achieved particularly through:
  - a. Provision of platforms for information sharing and discussion in social media about topics concerning European politics.
  - b. Organisation of and participation in lectures, workshops, panel discussions or similar events.
- (3) The association works on the basis of selflessness. It shall not pursue activities solely for its own economic advantage. The association’s funds shall only be used to fulfil objectives set forth in the statutes. Members receive neither dividends nor any other form of payments in their capacity as members.
- (4) No one shall profit from expenditures that do not align with association purposes or from disproportionately high payments. The members can only receive reimbursements of expenses or reasonable compensations.
- (5) All members work in a voluntary capacity.

## § 3 Membership and admission of new members

- (1) The association includes ordinary and sponsoring members.
- (2) Only a natural person can become an ordinary member. Sponsoring members can also be legal entities.
- (3) The application for membership must be in written form. The board decides about the application for membership. Against a decline, for which no explanation is needed, one can pursue an appeal in front of the extended board.
- (4) Ordinary members can send a written statement about their transition to becoming a sponsoring member to the board of directors.

## **§ 4 Rights and Obligations of the Membership**

- (1) It is the duty of each member to support the statutory purposes of the association in all conscience.
- (2) Ordinary members have a vote at the General Member's assembly. They have the right to submit a proposal to the board of directors and the General Member's Assembly.
- (3) Sponsoring members have the right to participate at the General Member's Assembly. They have no vote.
- (4) Basically, all matters of the association are confidential. All members are required to only use the information from the association's work in a non-abusive way.

## **§ 5 Termination of membership**

- (1) The membership expires by voluntary resignation, expulsion, death or upon the dissolution of the association.
- (2) Voluntary resignations shall be notified by registered letter to a representative authority of the board and are possible at any time.
- (3) Exclusion can only take place for important reason. As important reasons are considered in particular behaviour which harms the association's goals, harming one's statutory duties or infringement against the resolutions passed by the association's bodies. The board of directors decides upon the exclusion. The member can file an appeal to the extended board against the exclusion, which has to be provided to the board of directors within one month in writing. The extended board takes an ultimate decision within the framework of the association. The right of the member to apply to the ordinary courts is reserved. The submission of the matter to a civil court has a suspensive effect until a binding decision of the court.
- (4) Upon termination of membership, all claims arising from the membership are void. A refund of contributions and / or donations is excluded.

## **§ 6 Bodies of the Association**

- (1) Bodies of the association are:
  - Board of Directors
  - Executive Committee
  - General Assembly

## **§ 7 Board of Directors**

- (1) The board of directors consists of the 1st chairman, the 2nd chairman and the 3rd chairman. Each of them has sole right of representation.
- (2) The board of directors is elected by the General Member's Assembly for the duration of two years. Only ordinary members of the association can become members of the board of directors. Re-election is possible. The board of directors remains in office until a new board is

elected. If the membership of the association is terminated, the position as member of the board of directors ends, too.

(3) The board is responsible for the management of the association, performing duties towards the purpose of the association as well as for the representation of the association. The board is responsible for conducting the current business of the association. The distribution of the tasks is organised at the beginning of each new term of office.

(4) Quorum is established if the majority of the members of the board is present. Within the board, decisions are taken with a simple majority. In the event of a tie, the 1st chairman has the deciding vote.

(5) Meetings of the board of directors can be held without the physical attendance of the members through online channels of communication.

(6) In case of resignation of a board member before the end of its term of office, business is conducted by the remaining members. An extraordinary General Member's assembly must be convened immediately to elect a new member of the board.

(7) The deselection of members of the board of directors is possible with a two-thirds majority. Per ballot, only one member can be deselected. Quorum is established if at least half of the members are present.

## **§ 8 Executive Committee**

(1) The executive committee is involved fundamentally in the leadership of the association's affairs and supports the board of directors in the implementation of the association's strategy.

(2) The executive committee consists of the central team leaders of the association. The exact composition of the executive committee is regulated in the association's code. For members of the executive committee it is forbidden to represent the association judicially or extra-judicially.

(3) The members of the executive committee are appointed by the board of directors for an indefinite period. For this decision, unanimity is required.

(4) The deselection of members of the executive committee is possible with a two-thirds majority. Per ballot, only one member can be deselected. Quorum is established if at least half of the members are present.

(5) Further competences of the executive committee are regulated by the association's code.

## **§ 9 General Assembly**

(1) The General Assembly is the highest body of the association. The first chairperson shall chair the meeting. All members of the General Member's assembly shall meet at least once a year.

(2) The General assembly can be held without the physical attendance of the members through online channels of communication.

(3) The general assembly shall have the following responsibilities in particular:

(a) election and deselection of the board

(b) discharge of the board

(c) receipt of the reports of the board

(d) election of the cash auditors

- (e) passing resolutions on fees and their maturity.
- (f) passing resolutions for amendments to the statutes
- (g) passing resolutions to dissolve the association.
- (4) The General Assembly is convened by the board. Notice is given through the usual means of communication of the association, in written form or per e-mail.
- (5) An extraordinary General Assembly must be convened by the board if at least one third of the members put in a formal request in writing, stating the purpose and reasons for said assembly to the board.
- (6) The cash auditors are elected by a simple majority. Their task is to review the finances of the preceding fiscal year.
- (7) A written transcript shall be taken of each General Assembly. The results of the decisions taken are to be stated therein. The minutes have to be made accessible to all members promptly.
- (8) Quorum of the General Assembly is established if at least half of the members are present. With absence of a quorum, the board of directors calls for a new General Member's Assembly, which is quorate independently of the number of the members present. This can take place directly afterwards.
- (9) Each member has one vote. The voting right can only be exercised personally or for another member upon the production of a written authorisation. This can also be brought forward digitally. Absentations or invalid votes are not taken into account. In the event of a tie, the 1st chairman's vote counts double, in case he/she is prevented from his/her duty this applies to the 2nd or the 3rd chairman's vote, unless it concerns an election.
- (10) At votes, a simple majority of the cast votes decides. Exceptions are fixed by the association's statutes or by-laws.
- (11) The agenda has to be made accessible to all members. Each member has the right to make additions to the agenda.
- (12) Motions on the deselection of the board of directors, modification of the statutes or the dissolution of the association have to be presented to the members with a notice of one week prior to the General Assembly.
- (13) A written transcript shall be taken of each General Assembly; it is to be signed by the board of directors and made available to the members within one week.

## **§ 10 Cash audit**

- (1) The General Member's assembly shall elect a cash auditor for the duration of one year. The cash auditor must not be a member of the board. Reelection is permitted.

## **§ 11 Liability**

- (1) Towards its members, the association is liable for damages deliberately or grossly negligently caused by its bodies.
- (2) If a member damages the association deliberately or behaves grossly negligent, it is obliged to compensate for the damage its actions have caused.

## **§ 12 Amending the Statutes**

(1) With a majority of at least three-quarters, the general assembly can decide about changing or modifying the association's statutes.

## **§ 13 Dissolution of the Association**

(1) With a majority of at least three-quarters, the general assembly can decide about the dissolution of the association.

(2) In the event of the dissolution of the association or of loss of tax-privileged purpose, then the assets shall be allotted to the "Pulse of Europe e.V." in Frankfurt. The assets of the association shall be used directly and exclusively for charitable purposes.