

Statutes of the EGU - European Geosciences Union e.V. [registered association]

§ 1 Name, registered office, registration, fiscal year

- (1) The association bears the name EGU - European Geosciences Union e.V., abbreviated as "EGU".
- (2) The association has its registered office in Munich, Germany.
- (3) It is entered in the Association Register of the district court Munich under Assoc. Registry (VR) No. VR 206278.
- (4) The fiscal year is the calendar year.

§ 2 Purpose of the association and non-profit status

- (1) The purpose of the association is to advance studies and research in the Earth, planetary and space sciences. The association promotes the exchange of knowledge and collaboration in the Earth, planetary and space sciences.
- (2) The association operates on a non-profit basis and does not principally pursue economic goals. It solely and directly pursues non-profit purposes as meant by the section of the Tax Code (AO) entitled "Tax-Privileged Purposes" (Steuerbegünstigte Zwecke).
- (3) The funds of the association must exclusively be used for purposes falling under these statutes. The members shall not receive remuneration from the association. The association may not benefit a person through expenditures unrelated to the purpose of the association, nor by paying disproportionately high remunerations. Members that have withdrawn or been expelled from the association are not entitled to the association's assets.
- (4) Expenses incurred by members on behalf of the association may be reimbursed. The association's bylaws as laid down by the Plenary shall regulate the details.

§ 3 Activities of the association

- (1) The purpose of these statutes is furthered, in particular, by the following activities:
 - a. organisation or co-organisation of conferences;
 - b. complimentary distribution of media for dissemination of scientific knowledge;
 - c. support for early career scientists by providing advice and fostering communication;
 - d. promotion of education and advanced training through continuing education opportunities;
 - e. maintaining and enhancing international co-operation;

- f. honouring and promoting outstanding scientific achievements and scientists by conferring awards and medals and
 - g. outreach to promote the organization and its aims.
- (2) To achieve its purposes, the association may hold companies (“Zweckbetriebe”), consider using assistants, and provide part of its funds to other bodies and foundations that are likewise tax-privileged as part of measures having no fiscal (tax) impact.
- (3) The association does not engage in any form of discrimination.

§ 4 Membership

- (1) Any natural person who supports the goals of the association may become a member. Association members may be:
- a. life members;
 - b. regular members;
 - c. complimentary members;
 - d. honorary members.
- (2) A one year or permanent (life) membership may be established upon request. Membership is deemed to have commenced at the time the application is submitted, if the applicant does not receive a retraction from the Executive Board in writing or in other text form within eight weeks thereof. The place of receipt of such a retraction is the address or e-mail address that is last provided by the applicant.
- (3) The Union may award honorary memberships to natural persons who have made special contributions to the association or who have earned merit in the field of Earth, planetary and space sciences by means of a Union Council resolution. The Union Council may establish a committee to propose persons for honorary membership.
- (4) All memberships begin retroactively from 01 January of the respective fiscal year in which the application and/or the award presentation is made.
- (5) Union membership shall terminate by withdrawal, expulsion or death. The regular membership ends automatically at the end of a calendar year, if the member has not renewed its membership by paying the membership fee for the following year. The complimentary membership also automatically terminates at the end of a calendar year.
- (6) A member may resign at any time. Resignation must be in writing or in text form directed to the Executive Board with a notice period of 2 weeks. The exact procedure may be described in the bylaws.
- (7) Any member may be expelled from the Union by a resolution of the Council if they violate the provisions of these statutes and / or the regulations of the association bylaws, or if they repeatedly or severely violate the interests of the association. The member must be given prior opportunity to respond. A written appeal against the Council’s resolution must be submitted within four weeks of notification after the written announcement of the Plenary. The latter shall then reach a binding decision thereon at the next Plenary. The respective membership rights are suspended until the decision of the annual Plenary.
- (8) Life and regular members shall pay a membership fee. Complimentary and honorary members are not required to pay such a membership fee. The form, amount and due date shall be set out in the Union bylaws. The Union Council shall adopt the bylaws.

(9) Fees that have already been paid will not be reimbursed upon termination of membership.

§ 5 Organs

The organs of the association are:

- a. Executive Board;
- b. Union Council;
- c. Plenary;
- d. Management in accordance with § 30 BGB (special representative).

§ 6 Union Council

(1) The Union Council shall consist of the following persons:

- a. President;
- b. Vice-President;
- c. General Secretary;
- d. Treasurer;
- e. The respective presidents of the scientific divisions (§ 12).

(2) The Management (§ 10) and the Chairpersons of the Committees (§ 13) also participate at the council meetings, they have the right to speak, but not to vote.

(3) The council can invite further participants to the council meetings as consultants.

(4) In particular, the council has the following tasks:

- a. decide on the bylaws and electoral rules of the association as well as the manner of submission thereof, to be approved by the Plenary;
- b. decide on the membership fees;
- c. approve the candidate list for the Executive Board election;
- d. appoint a substitute member in case of the premature withdraw of an Executive Board member;
- e. dismiss Executive Board members and Division Presidents;
- f. establish and set a budget;
- g. establish and close scientific divisions and approve the list of the division president candidates;
- h. establish and disband committees including approval of the bylaws for each.

(5) The Union Council may pass its own bylaws.

§ 7 Resolutions of the Union Council

(1) The Union Council shall be convened by the President, and if the latter is indisposed by the Vice-President, at least once a year. The invitation shall state the agenda and should be sent with at least two weeks' notice. The invitation shall be in writing (e-mail or other documentable

transmission in electronic form suffices). The Management may attend Union Council meetings, and must do so if the Executive Board so requests.

(2) The Union Council shall have quorum if it is duly convened and at least 50% of the voting members are present. Errors in the invitation are deemed to have been resolved if all members affected thereby are present and none of these members raises an objection thereto.

(3) The Union Council shall make its decisions by a simple majority vote, insofar as no provision is set out in the statutes stating otherwise. In the event of a tie, the President or, in the absence of the President, the Vice-President will cast the deciding vote.

(4) Resolutions may be passed by written circular or parallel procedures, if no member objects; this requirement is deemed also to have been met by e-mail or by other documentable transmission of the vote in electronic form.

(5) Records of the results of the meetings and the resolutions passed shall be kept in writing (minutes) by the General Secretary and must be signed by the President or Vice-President as well as the General Secretary. They shall be brought to the attention of all Union Council members.

§ 8 Executive Board

The Executive Board consists of the following persons:

- a. President;
- b. Vice-President;
- c. Treasurer;
- d. General Secretary.

(1) The President and the Vice-President are Chairman as meant by § 26 BGB. The Treasurer and the General Secretary form the extended board.

(2) The Management (§ 10) has the right to speak, but not to vote, in the meeting.

(3) The members of the Executive Board are elected from within the membership of the association, with the exception of the complimentary members. Prior to each election, the Executive Board will identify the list of candidates that is derived from the applications and proposals received from the members of the association, which shall include suitable candidates for the succession of the Executive Board members. The candidacy of an individual will occur through self-nomination or by a third-party nomination from a member. A third-party nomination is only possible after the candidate has been informed. The Council delegates the management to invite the members by e-mail to submit an application or a proposal. The application is made using an online form, the link to which is given in the e-mail. If an applicant or nominee is not suitable according to the assessment of the Council, the candidate shall be removed from the list. The nomination of members under the age of 18 years old is excluded.

(4) The term of office as President is two years. The following applies to the Vice-President: The President elect becomes Vice-President for one year before beginning their term as President and for the year immediately after their term as President. The person elected is thus a member of the Executive Board for four years. They cannot be re-elected to the office of President.

(5) The term of office for both the General Secretary and the Treasurer is two years. They may be immediately and repeatedly re-elected to the office.

(6) Each member of the Executive Board will take office at the first Plenary meeting following their election, and the term ends when the respective successor is inaugurated at the first Plenary

meeting following their election. If a member of the Executive Board leaves office before the end of their term, the Union Council shall appoint a substitute member for the remainder of the term of office. If the President leaves the office before the end of their term, the Vice-President shall replace them for the remaining term of office. This appointment must be communicated to the members.

(7) Executive Board members can only be dismissed with just cause by resolution of the Union Council. Members of the Executive Board may themselves declare their withdrawal by means of a written declaration directed to the Union Council within a period of four weeks.

(8) The Executive Board shall be principally elected by postal vote outside the Plenary. Vote by email and other electronic voting means, in particular online forms, are considered as postal vote. § 7 (3) shall apply analogously to the invitation to vote, with the proviso that the Executive Board must set a deadline to cast votes of at least 20 days. The invitation to vote must indicate the deadline and the exact addressee for an effective vote (e-mail address, etc.). Alternatively, the invitation to vote must indicate the specific online forms for voting. Votes that are received late will not be considered. The Management shall monitor voting procedures to ensure proper conduct, and in particular, count and promulgate the voting result.

(9) The candidate elected shall be the one who receives a simple majority of the valid votes cast, i.e., the greatest number of votes. Abstentions and invalid votes will not be considered. If, in the case of a tie between candidates in the first ballot, that is, none of the candidates has received a majority of the votes cast, a run-off shall be held between these candidates having equal votes, in which case § 8 (8) of this Chapter shall apply analogously. The details of the election process can be regulated in an electoral rule.

(10) The Executive Board is responsible for managing the association pursuant to this statute. The council may appoint one or more managers (Executive Directors) and entrust the latter with performing current operations and other tasks, as well as establishing a business office. The Executive Director has the position of a special representative in accordance with § 30 BGB.

(11) The President and the Vice-President are both solely authorized to represent the association both in and out of court. Within the internal relationship of the Vice-President to the association, the Vice-President shall represent the association only in case of unavailability of the President.

(12) The President and the Vice-President are exempted from the restrictions of § 181 BGB (self-dealing / *Insichgeschäfte*).

(13) Executive Board members work as volunteers. Only their proven expenses shall be reimbursed.

(14) The Executive Board may set out its own bylaws.

(15) §7 above applies to the Executive Board's passage of resolutions, provided that the Executive Board has quorum, the meeting was properly convened and the President and Vice-President are present. The resolutions and the minutes thereof shall be signed by the President or Vice-President.

§ 9 Plenary meeting

(1) The ordinary Plenary meeting takes place once every calendar year.

(2) An extraordinary Plenary meeting shall be convened if necessary in the interest of the association or if a written request by 5% of the members is sent to the Executive Board, stating the reasons and purpose of such a meeting

(3) The Executive Board shall convoke any Plenary meetings at latest two weeks before the meeting date. The invitation must be in writing or in text form (e-mail suffices). The Union newsletter can include mention of the Plenary meeting. The agenda shall be announced in the invitation, in which the essential content of the items to be voted upon shall be declared. If an invitation is made in written or in text form, the invitation letter or e-mail is deemed as sent, if it is addressed to the last address / e-mail address indicated by the association member. The notice is calculated from the day of dispatch.

(4) The Plenary meeting shall be chaired by the President, and, if they are indisposed, by the Vice-President. However, if the latter is also unavailable; the Plenary meeting shall elect a meeting chair. The General Secretary shall serve as the protocol secretary for the meeting.

(5) The Plenary meeting is quorate if either 50 members or $\frac{3}{4}$ of the members are present (the smaller of these numbers applies). If quorum is not reached, a further Plenary meeting shall be convened which will be considered to be quorate regardless of the number of members present. This later point will be indicated in the invitation. The invitation and deadline rules apply accordingly.

(6) Life members, regular members and honorary members have one vote each. Complimentary members have only the active voting right but not the passive one, and cannot be elected in the Union elections.

(7) The Plenary meeting shall decide by simple majority of the valid votes cast, unless this statute provides otherwise. Abstentions and invalid votes shall not be counted. The meeting chair shall determine the manner of voting, unless otherwise specified for the individual case in this statute. Passage of a motion for a secret ballot requires a simple majority.

(8) Resolutions to amend this statute or dissolve the association require a $\frac{3}{4}$ majority of the valid votes cast. A $\frac{3}{4}$ majority of the valid votes cast is also required to change the association's purpose.

(9) The Plenary meeting shall be responsible for the tasks prescribed by law, in particular for:

- a. information on the budget drawn up by the Union council;
- b. information on the membership fees adopted by the Union Council;
- c. acceptance of the report of the Executive Board and the Treasurer;
- d. election (postal vote), appointment and discharge of the Executive Board, as well as the discharge of the Union Council members and Management;
- e. decision on the bylaws and electoral rules of the association that are proposed by the Union Council;
- f. election of the Divisions Presidents within the framework of the postal vote in accordance with § 8 (8);
- g. amendments to the statutes and to the purposes;
- h. dissolution of the association;
- i. appointment of the auditors

- j. other tasks as far as these fall under the statutes or law or are the subject matter of the agenda.

(10) Minutes of the Plenary meeting must be taken, stating the main content thereof. The meeting chair and the Secretary General acting as protocol secretary must sign the minutes.

§ 10 Management

(1) The Council may appoint one or more Executive Directors and entrust them with current business of the association and other tasks, including executing and implementing individual projects.

(2) The Management shall lead the business office and is authorized to represent the association in external matters. If only one Executive Director is appointed, the latter shall represent the association alone. If several Executive Directors are appointed, the association shall be represented by two Executive Directors.

(3) An Executive Director has the position of a special representative in accordance with § 30 BGB; their tasks and range of management authorization for internal matters shall be defined in bylaws.

(4) The Union Council may grant partial or complete exemptions from the restrictions of § 181 BGB to individual, several or all Executive Directors.

(5) The Management may act for remuneration on the basis of an employment contract. The Executive Board alone is responsible for concluding, amending and terminating these employment contracts. The amount of the remuneration shall remain confidential. If an Executive Director is not working on the basis of an employment contract, the Executive Board may decide that the Executive Director shall be granted a voluntary service flat rate as regulated in § 3 No. 26a Income Tax Act (EstG).

(6) Management may attend the meetings of the Executive Board and the Union Council. It must attend if requested by the Executive Board.

§ 11 Audit of accounts

(1) The Plenary meeting shall appoint two financial auditors for a period of two years. The office of auditor shall not be filled by members of the Executive Board, the Union Council or Management. The auditors may be immediately and repeatedly re-elected.

(2) The auditors appointed by the Plenary must verify the properly-maintained accounting for factual and legal accuracy. They do not need to conduct a suitability check with respect to specific items. The Treasurer and the Management must make all relevant documents and information available to the auditors.

(3) The auditors shall prepare a final report and discuss this with the Union Council, if necessary. The report shall be notified and reported to the members at the Plenary meeting.

(4) If an auditor leaves the office during their current term, the Executive Board shall appoint a substitute auditor, who shall remain in office until the next Plenary meeting.

(5) A tax consultant or official auditor may carry out the audit instead of the appointed auditor. The former will be mandated by resolution of the Plenary meeting and a proposal from the Executive Board.

§ 12 Scientific Divisions

(1) The association shall establish specialized Scientific Divisions as necessary. The Union Council shall decide to establish and close these Scientific Divisions.

(2) For each Division, a Division President will be elected from a candidate list proposed by the Council. The election takes place in accordance with § 8 (3), (8) and (9) of the statutes and, if possible, at the same time as the Executive Board election with the proviso that the list of candidates is also established by the Council. The term of office is two years. Immediate re-election is only allowed once. If a President is newly elected, they become Deputy President for one year. The term of office as Deputy President begins at the Plenary meeting immediately following their election. After one year as Deputy President, their term as President begins. A Deputy Division President can be appointed by the members of a Division until an incoming Division President takes up this position.

(3) Each Division has to hold its own Division meeting at around the same time that the annual Ordinary Plenary meeting is held.

§ 13 Committees

(1) The Union Council shall establish committees for specific tasks, as necessary.

(2) If committees are formed, the chair of each committee shall attend the Union Council meetings as a guest and be given the right to speak.

(3) The committees may establish their own bylaws for themselves. The Union Council must approve these bylaws.

§ 14 Dissolution of the association

(1) The association may only be dissolved by resolution of an extraordinary Plenary meeting that is convened for this specific purpose alone.

(2) The assets remaining after dissolution or termination or in the event of the loss of the association's tax-privileged purposes shall be passed to a tax-privileged body to be determined by the Plenary meeting with the proviso that they are used directly and exclusively for charitable purposes as meant by these statutes.

§ 15 Language

If, in the text of these statutes of the association, the feminine or masculine form of terms is used with respect to functional descriptions, all offices can be occupied by women or men irrespective of this usage. English is the working language of the association.^(*)

[Notes: ^(*) Gender neutral terms have been used when translating these statutes from German to English.

The German version of these statutes takes precedence.]