



natureplus e.V.

Articles of Association

County Court Mannheim VR 332719
International Association for Sustainable
Building and Living e.V.

§ 1 Name, registered office and financial year

(1) The Association is listed under the name Internationaler Verein für zukunftsfähiges Bauen und Wohnen – natureplus. The official abbreviation of the Association's name is natureplus. Upon entry in the German register of associations, it shall bear the addition "e.V." and shall be subject to German law.

(2) The registered office of the association is located in Neckargemünd, Germany.

(3) The financial year is the calendar year.

§ 2 Aim of the Association

(1) The aim of the Association is to promote science and research, environmental and consumer protection as well as consumer advice in the field of sustainable, i.e. sustainable, environmentally friendly and healthy building and housing.

(2) The purpose of the articles of association is realised particularly through the development of scientific criteria and test procedures that are suitable for evaluating building products, building materials and furnishings regarding their environmental compatibility, health safety and suitability for use. The association develops and promotes eco-labels and quality labels for sustainable building products, building materials and furnishings. The association informs consumers, planners, manufacturers and retailers, for example by setting up a public product database and through publications and events. The association also promotes the national and international dissemination of quality labels in the construction industry. It communicates internationally, multilingually, openly and transparently.

(3) The Association pursues these objectives in as many countries as possible and endeavours to be present in as many countries as possible through national organisations in accordance with its possibilities. The Association operates and supports all types of facilities that are suitable for promoting these objectives. It may undertake other non-profit tasks in connection with the objectives stated under § 2 para. 1.

§ 3 Non-profit status

(1) The association pursues exclusively and directly charitable purposes within the meaning of the section "tax-privileged purposes" of the German Fiscal Code. It sees itself as an

environmental association and NGO (non-governmental organisation) in the field of consumer advice.

(2) The association is a non-profit organisation; it does not primarily pursue its own economic purposes.

(3) The Association's funds may only be used for the purposes set out in the Articles of Association. Members shall not receive any benefits from the Association's funds.

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

(5) In the event of the dissolution or cancellation of the Association or the discontinuation of tax-privileged purposes, the assets of the Association shall be divided equally between the members of Divisions C and D (in accordance with § 4 Para. 2), insofar as they are tax-privileged corporations or legal entities under public law, which must use them directly and exclusively for non-profit purposes.

§ 4 Membership

(1) Any natural or legal person who pursues the objectives of the association in accordance with § 2 and can be assigned to one of the membership categories in accordance with § 4 Para. 2 can become an active or ordinary member of the association.

(2) Active or ordinary members:

Active or ordinary members are categorised into the following eight divisions:

Division A:	Traders of building products, building materials and equipment and their Associations
Division B:	Manufacturers and importers of building products, building materials and equipment and their Associations
Division C:	Environmental organisations
Division D:	Consumers and health organisations, advisory and public institutions
Division E:	Members of the construction and housing industry and architects and

their Associations

Division F: Research and test/assessment institutes

Division G: Trades Unions and employees organisations.

Division H: Private persons.

(3) Supporting members:

Natural or legal persons who cannot be assigned to any of the membership categories in accordance with Art. 4 Para. 2 or who have no interest in active membership may support the Association as a non-voting supporting member.

(4) Acquisition of membership:

Membership must be applied for in writing. The Board of Directors decides on admission and classification into a membership category. It is authorised to reject an application without giving reasons. If approval is refused, the applicant may contact to the General Assembly, which will then decide on admission by a simple majority vote. Legal recourse is excluded.

§ 5 Cancellation of membership

(1) Membership expires upon death or cancellation of the company, resignation or exclusion.

(2) Resignation can only be declared at the end of a calendar year with a period of notice of three months. Notice of cancellation must be submitted in writing to the Board of Directors via the management of the association, observing this period.

(3) Expulsion is only permissible due to valid reason. Such reasons include

- failure to pursue the objectives of the association
- behaviour that is harmful to the association,
- improper advertising with the natureplus® trademark,

- improper advertising with membership of the Association,
- arrears in the payment of membership fees of one year or older.

The expulsion of a member can only take place after prior warning by the management and – except in the case of arrears in membership fees – on the basis of a Board of Directors resolution approved by 80% of the Board of Directors members. The member expelled due to valid reason is free to appeal to the General Assembly, which will then make the final decision. Legal recourse is excluded.

§ 6 Membership fees

(1) A membership fee must be paid by every ordinary and supporting member.

(2) The amount of the membership fee is determined within the framework of a membership fee regulation, which must be approved by the General Assembly. In justified cases, the Board of Directors may reduce the membership fee for individual members. The membership fee is to be paid annually in advance.

(3) The General Assembly on the 26th of September 2007 established a membership fee schedule. According to this, the membership fee at natureplus e.V. is graded according to the members' ability to pay. The number of employees shall serve as an indicator of performance. Every member of natureplus must declare their number of employees from the time these membership fee regulations come into force, otherwise this will be estimated by the management and the fee calculated accordingly.

The membership fee is always due at the beginning of the calendar year; a reduction may be granted for membership in the current year. If possible, the membership fee should be paid by direct debiting. A discount can be offered for individual memberships within a company or association (e.g. branches of a company, national organisations of an international association).

(4) With the establishment of national associations of natureplus e.V. in accordance with § 10, they shall receive the right to collect the fees of the members in their country – without prejudice to the decision on the distribution of the fees between natureplus e.V. and its national associations.

§ 7 Bodies of the Association

(1) The bodies of the Association are

- the General Assembly,
- the Board of Directors,
- commissions and committees
- the national associations.

The tasks, rights and duties of the individual bodies of the Association are regulated in the following paragraphs 8 to 11.

In addition, the Association may establish an Advisory Board of Directors, to which personalities from politics and science may belong in an advisory and representative capacity.

(2) It must be ensured that there are no language barriers to participation in the organisation's bodies. In this respect, at the request of a participant, the meetings of the Association's bodies shall be held in English or at least a translation into English shall be offered.

(3) All of the aforementioned bodies of the Association may hold all or part of their meetings on the Internet in the form of online meetings or enable their members to participate online. It must be ensured that all authorised persons can participate using standard programmes (web browser, e-mail client, conference software). In the case of elections and votes at the General Assembly, it must be ensured in a suitable manner that votes can be cast with weighted votes in accordance with Section 8 (5).

§ 8 General Assembly of Members

(1) The General Assembly is the highest authority of the Association. A General Assembly takes place at least once a year.

(2) The General Assembly shall be convened by the Chairperson in agreement with the Board of Directors. This is done by written invitation at least one calendar month before the date of the meeting. The period begins on the day the invitation is sent to the addresses listed in the membership database. The invitation, including the time and

place, must be accompanied by a proposed agenda, which the General Assembly decides on at the beginning by a simple majority vote and whose items it may amend in urgent cases. In addition, all necessary documents such as the annual report or motions must be sent to the members with the invitation. The expected date of the regular General Assembly is to be announced in due time, usually three months in advance. The General Assembly has a quorum regardless of the number of participants, provided it has convened properly.

(3) The General Assembly has final decision-making authority on all matters presented to it.

(4) The General Assembly has the following powers in particular

1. Establishment or amendment of the statutes.
2. Election of the Board of Directors of the association.
3. Election of the auditors.
4. Removal of the Board of Directors, if 2/3 of the weighted votes according to § 8 para. 5 demand this.
5. Approval of the annual report and the annual financial statements.
6. Dismissal of the Board of Directors.
7. Approval of the business plan.
8. Approval of the fee regulations.
9. Decision-making on proposals.
10. Dissolution and liquidation of the association.

(5) Weighting of votes: At the General Assembly, the present members of each section collectively have as many votes as they have Board of Directors seats according to § 9 para. 1. This number of votes is divided by the number of attending members of each section, determining the weighted voting power of each member. Each member can have a maximum of one vote. For decision-making, the majority of the attending regular members decide by a simple majority according to the voting procedure, except for the resolutions regulated in § 8 para. 6. Voting rights can only be exercised in person.

- (6) Amendments to the statutes require a two-thirds majority of the attending members according to the voting procedure. The dissolution of the association can only be decided by a two-thirds majority following the voting procedure.
- (7) Elections must be conducted secretly upon request of a member.
- (8) A written record must be made of the General Assembly, which must be signed by the chairman/chairwoman of the association and recording clerk. The record must contain the adopted resolutions and the election results.
- (9) Proposals for the agenda of a General Assembly must be submitted to the Board of Directors no later than two months before the General Assembly if they are to be discussed and decisions made upon.
- (10) The Board of Directors can convene an extraordinary General Assembly at any time. It is obligated to do so within two months if 1/5 of the weighted votes according to § 8 para. 5 request it in writing. Otherwise, the same provisions apply as for the regular General Assembly.

§ 9 Board of Directors

(1) Composition of the Board of Directors:

Members of the Board of Directors can only be regular members of the association or their representatives. The association sections according to § 4 para. 1 are equally represented in the Board of Directors:

Division	Organisation	Members
A	Traders of building products, building materials and equipment and their associations	1
B	Manufacturers and importers of building products, building materials and equipment and their Associations	1
C	Environmental organisations	1
D	Consumers and health organisations, advisory and public institutions	1
E	Members of the construction and housing industry	1
F	Research and test/assessment institutes	1

G	Trades Unions and employees organisations	1
H	Private persons	1

If a membership category does not occupy its Board of Directors seats, the total number of Board of Directors members is reduced accordingly.

(2) Election of the Board of Directors:

Both the Board of Directors and the association members have the opportunity to nominate representatives for the Board of Directors to the General Assembly. The Board of Directors members are elected by the General Assembly with a simple majority of the votes cast, weighted according to § 8 para. 5.

(3) Term of Office:

Each Board of Directors member is elected for a term of two years. Reelection is permissible.

(4) Board of Directors Chair / Deputy:

The Board of Directors appoints from its members the Board of Directors chair and their deputy chair. The association is legally and judicially represented by the Board of Directors chair or their deputy chair acting alone. According to § 26 of the German Civil Code (BGB), the Board of Directors consists of the Board of Directors chair and their deputy.

(5) Convocation and Decision-Making:

Board of Directors meetings are convened by the chair or their deputy. Invitations are generally sent by the management in writing, providing the agenda, at least two weeks before the meeting date, preferably electronically, such as via fax or email. The dates of Board of Directors meetings must be communicated at least four weeks in advance. Decisions in the Board of Directors are made by a simple majority of the votes cast. Board of Directors members can delegate their voting rights to other Board of Directors members in writing. The Board of Directors is quorate if at least half of the voting rights are present or if half of the voting rights are reached through delegation. In case of a tie, the chair's vote decides. If the chair is absent, the deputy's vote decides. Board of Directors decisions can be made in writing by circulation procedure.

(6) Responsibilities:

The Board of Directors is responsible for the association's management and overseeing the implementation of the General Assembly decisions. Its tasks include, in particular:

- Decision-making on the use of financial resources according to the General Assembly decisions.
- Convening the General Assembly.
- Admission of new members.
- Commissioning of management and monitoring of their work, termination of management.
- Appointments to commissions and committees.
- Drafting necessary specifications and regulations.
- Expulsion of members from the association.
- Removal of members from the membership list.
- Establishment of regional associations.

The Board of Directors creates a business order to fulfil its tasks and regulate responsibilities and authorities.

§ 10 Committees, Committees, and Regional Associations

(1) The association structures itself into specialized commissions and committees to achieve its statutory goals. The commissions and committees, especially the criteria commission, are statutory bodies of the association and are to be established by the Board of Directors. The tasks and competencies of the commissions and committees are separately regulated in detailed specifications by the Board of Directors.

(2) The association establishes regional associations and offices in the participating countries if this promotes and achieves the association's goals according to § 2. A prerequisite for the establishment of regional associations is a qualified number of members in the respective country and a sufficient financial basis. The rights and responsibilities of the regional associations are regulated by separate statutes.

§ 11 Management

(1) The Board of Directors entrusts the management of the association's operations and the exercise of the operational functions of association management to a management team. This can also be done by commissioned service providers. The management is to be linked to specific individuals. The oversight of the management's activities between Board of Directors meetings is the responsibility of the chairpersons according to § 9 (4). Property transactions and transactions exceeding EUR 50,000 require the approval of the Board of Directors chair for their legal effectiveness, or in the event of the chair being unable to respond, the deputy Board of Directors chair, or alternatively, another Board of Directors member. The rights and obligations of the management are laid down in functional specifications produced by the executive committee.

(2) The management is responsible for the statutory and legal fulfilment of its tasks. The management's responsibilities include, in particular:

- Management of the association's funds based on the business plan.
- Preparation and follow-up of Board of Directors meetings and members' assemblies.
- Coordination of the work of statutory commissions.
- Management of offices, employed and freelance staff.
- Support of regional associations in their work.
- Guidance and supervision of information and offices in the participating countries if not managed by regional associations.
- Planning, accounting, financial reporting, preparation of annual financial statements.
- Public relations and advertising.

§ 12 Financial Statements and Audit

(1) The association prepares annual financial statements according to tax regulations. The General Assembly appoints auditors to audit the annual accounts. Two auditors are elected, who must not belong to the Board of Directors. The auditors' term of office is two years, with re-election possible.

§ 13 Finances and Liability

(1)) Financing: The association is financed through:

- annual membership fees and fees from supporting members,
- research and development funds from public and private institutions,
- general donations, sponsorships, and other income,
- asset management.

(2) Expense Compensation:

Board of Directors members, committees, and association members may receive reimbursement for material expenses incurred in the exercise of their activities for the association upon presentation of receipts for reasonable expenses. Additional expense compensations may be granted to the Board of Directors chair and their deputy for representative tasks by Board of Directors decision. Expense compensations are to be separately identified in the association's annual financial statements. Members of commissions and committees may, by Board of Directors decision, receive additional expense compensation for their work.

(3) Full-time Employees:

Full-time or freelance employees of the association and its offices receive salaries or fees in accordance with tax and social security regulations. The amount of remuneration is determined by the Board of Directors and management based on the tasks and qualifications.

(4) Business Plan:

At the start of a fiscal year, the Board of Directors decides on a business plan proposed by the management, which outlines the operational framework of expected income and expenses. The level of annual expenditures is generally based on the

budgeted income. This business plan must be approved by the members at the General Assembly.

(5) Liability:

Individual liability of the members of the organs and bodies is excluded, except in cases of gross negligence or intent. The association's assets are exclusively liable for the liabilities of the association.

§ 14 Dissolution and Liquidation of the Association

(1) If the General Assembly decides to dissolve the association or if this becomes necessary due to other compelling reasons, the liquidation is carried out by the association's Board of Directors, unless another person is appointed by the General Assembly. A vote on the use of the association's funds upon dissolution must be held in agreement with the responsible tax office.

§ 15 Final Provision and Entry into Force

(1) This statute comes into effect after the resolution of the founding assembly with the entry of the association into the association register.

(2) Changes or additions to the statutes prescribed by the responsible tax office for maintaining tax benefits or by the registry court, as far as legally permissible, shall be implemented by the board with a three-quarter majority, without requiring a resolution by the general assembly.

(3) The present statutes can be supplemented or specified by regulations, provided that they do not contradict the statutes.

(4) The above wording of the statutes was adopted at the founding meeting on April 20, 2001, in Frankfurt am Main. Sections 1, 2, and 4 were amended at the general assembly on December 14, 2001, in Stutensee. The statutes, particularly sections 4, 9, 10, and 11, were amended at the general assembly on May 2, 2007, in Freiburg. Sections 2, 6, 7, and 10 were amended at the general assembly in Heidelberg on May 8, 2008. The statutes, especially sections 2, 3, 4, 9, 10, 11, 13, and 14, were amended at the general assembly on May 8, 2017, in Berlin. Paragraph 3 in Section 7 was inserted at the general assembly on May 20, 2021.

(5) The present translation of the statute has been generated in large part using translation software; therefore, we primarily rely on the German statutes as legally binding.