

Statutes of the Association

'GCF - Global Climate Forum e.V.'

(as mandated at the General Assembly on May 2nd 2012 in Barcelona, Spain)

§ 1 Name, Seat, Fiscal Year

1. The Association is a non-profit organization, named 'GCF - Global Climate Forum e.V.'. The association pursues exclusively and directly charitable purposes as defined in section "tax privileges purposes" of the tax code. The purpose of the Association is to promote science and research.
2. The Association is based in Berlin.
3. The fiscal year corresponds to the calendar year.

§ 2 Objectives

1. The Association's activities are for the common good; its primary aims are not pursued for profit.
2. The Association's objective is of a non-profit nature and is exclusively and directly the promotion of science and research on the protection of the climate and the environment in the context of sustainable development. This objective will be specifically realized through scientific meetings and research activities. It shall promote the exchange of ideas between members of the Association on the causes and effects of anthropogenic climate change and research suitable measures to avoid or reduce present and future climatic changes. Research results shall be made public.

§ 3 Tax Privileges

Funds of the Association may only be used for statutory purposes. Members do not receive allowances from the funds of the Association.

§ 4 Membership, Fees

1. Ordinary membership of the Association is open to scientific institutions, companies, corporations, business associations, NGOs, environmental groups, governmental bodies and individuals. Membership of the Association is subject to an application in writing, payment of a membership fee and acceptance of the rules of the Association. Membership is subject to the approval of the Board of Directors.
2. The membership fee may either be paid in the form of a one-time payment or as a subscription. The one-time membership fee is 25,000 € for large enterprises, companies and corporations, 10,000 € for medium and small sized enterprises, companies and corporations and 5,000 € for scientific institutions, NGOs, business associations, environmental

groups, government bodies and 1,000 € for individuals. The annual subscription fee is one tenth of the one-time fee. The membership fee may be waived by the Board of Directors in favor of a contribution in kind. In addition to their membership fee, Association members may contribute financially and/or directly participate in individual projects. For students, a reduced membership fee of 200 € in total or 20 € p.a. over 10 years is possible.

3. In addition to ordinary members, the Association includes scientific members, leading researchers or research institutions in the field of climate and climate impact research, environmental economics and energy technology. Honorary members may be nominated by the General Assembly. The membership fee for scientific and honorary members is waived in lieu of the contribution to the scientific activities of the Association.
4. Representatives of governmental and other public organizations may be invited to meetings of the General Assembly as guests.
5. Although it is anticipated that the majority of ordinary members will be European, there is no geographical restriction on membership.
6. If an application for membership is declined, the applicant may appeal against the decision of the Board of Directors to the General Assembly, which shall make the final decision.
7. Members may leave the Association by writing to a member of the Board of Directors. The period of notice is six months.
8. A member acting against the interests of the Association can be expelled upon a three quarter majority vote of the General Assembly.
9. Members who fail to attend the General Assembly for three consecutive years may be expelled upon a three quarter majority vote of the Board of Directors.
10. Members shall be notified within six weeks of all amendments to the Statutes and Rules of Procedure.

§ 5 Assets, Non-profit Status

1. Assets are accrued through membership fees, voluntary contributions as stipulated in § 4.2, research projects and related activities such as workshops and conferences.
2. Assets are solely to be used for the purpose of realizing the Association's objectives. The Association's aims are exclusively and directly non-commercial, in compliance with the regulations for non-profit organizations and the provisions on tax exemption.
3. Assets may be used only in accordance with the Rules of Procedure.
4. No person may receive payments or remunerations disproportionate or extraneous to the objectives of the Association. For honorary contributions by members of the Board a contribution of up to 500 € per year may be disbursed. If members of GCF contribute paid services to the Association – e.g. in the framework of particular projects remuneration shall be calculated according to usual market rates.
5. From the monies received by GCF a fixed portion shall as a rule be expended on overheads. Details are regulated in the Rules of Procedure.

§ 6 Organs of the Association

The organs of the Association are:

- the General Assembly
- the Board of Directors
- the Council of Process Leaders

§ 7 General Assembly

1. The General Assembly is the supreme organ of the Association.
2. The General Assembly is made up of the members of the Association.
3. The competence of the General Assembly is:
 - a. Election to and removal of members from the Board of Directors on a simple majority.
 - b. Approval of the annual report, budgets for processes undertaken by the association and of projects within these processes.
 - c. Verification that the activities of the Association are in accordance with its objectives as stipulated in § 2.
 - d. Dismissal of members.
 - e. Appointment of auditors and honorary members.
4. The General Assembly shall convene annually in person. The Chairperson shall call the meeting by sending out a written invitation together with an agenda set by the Board of Directors at least four weeks prior to the meeting.
5. The General Assembly confirms the Rules of Procedure issued by the Board of Directors and any amendments to these.
6. Extraordinary meetings may take place if this is in the interest of the Association or if at least 30% of General Assembly members issue a written request for such a meeting to the Board of Directors. These meetings may be conducted via internet.
7. Meetings of the General Assembly are chaired by the Chairperson or, when he/she is prevented from attending, by the Vice-Chairperson or another member of the Board of Directors.
8. Each member of the General Assembly has a single vote. A member's voting right can be delegated to a duly mandated proxy in writing. Voting takes place through a show of hands. Upon the request of one third of the members present, voting may take place by ballot.
9. The agenda proposed by the Board of Directors may be amended following a corresponding resolution passed by the majority of the General Assembly. Abstentions to this resolution shall not be counted.
10. Members may be excluded from the Association upon a majority vote.
11. Resolutions and the results of the voting are to be recorded in the minutes of the meeting and are to be signed by the Chairperson of the meeting and another member of the Board of Directors.
12. Voting requires a quorum of at least 35% of members.

§ 8 Board of Directors

1. The Board of Directors consists of a minimum of four, and a maximum of seven members including the Chairperson and Vice-Chairperson. Members are elected for a period of two years. They shall remain in office until a new member is elected, but no longer than for a further three months. Re-election is possible. A member may be requested to resign before the end of his term upon a majority vote of the General Assembly.
2. The General Assembly elects four members of the Board, including the Chairperson and the Vice-Chairperson. Elected Board members may elect additional members to the Board.
3. The Board of Directors is represented by the Chairperson as stipulated in § 26 of the German "Civil Code" ("Buergerliches Gesetzbuch" - BGB). He/she is the legal representative of the Association.
4. Members of the Board may resign upon six months notice.
5. The tasks of the Board of Directors are:
 - a. To prepare and propose the short to long-term strategy of the Association to the General Assembly and pass decisions on current activities accordingly.
 - b. To prepare the budget to be presented to the General Assembly.
 - c. To produce the Rules of Procedure and any amendment to these.
 - d. To prepare and present the annual report to the General Assembly.
 - e. To convoke the meeting of the General Assembly and prepare the agenda.
 - f. To accept new members.
 - g. To appoint a treasurer upon the request of the Chairperson.
 - h. To establish or conclude processes performed by the association and to appoint process leaders for new processes.
 - i. To decide on urgent matters concerning the association when no guidelines for the issue at hand have been previously decided.
6. The tasks of the Treasurer are:
 - a. To manage all business and financial affairs of the association as a whole within approved budgets and plans.
 - b. To receive and acknowledge regular financial and administrative reports from the process leaders.
 - c. To prepare and archive all financial documents relating to the operation of the Association.
 - d. To regularly report to the Chairperson.

§ 9 Council of Process Leaders

1. The Council consists of a minimum of four and a maximum of twelve process leaders including the Chairman of the Council.
2. The process leaders that form the Council, including the Chairperson, are appointed by the Board of Directors. The Council can invite further GCF members to its meetings.

3. Process leaders are appointed for a period of at least one and no more than three years. In the event of retirement they shall remain in office until a new member is elected, but no longer than a further three months. Re-election is possible. A process leader may be asked to resign before the end of his term upon a majority vote of the General Assembly.
4. Process leaders may resign from their process giving a six months notice.
5. Resolutions of the Council are taken upon a majority vote of the members. When votes for and against are equal, the Chairperson has the deciding vote.
6. The tasks of the Council are:
 - a. To mobilize external resources for the processes operated by the Association.
 - b. To foster synergies and avoid unproductive overlaps between the processes operated by the Association.
 - c. To ensure the various processes implement the overall strategy of the Association.
7. The Chairperson or a member of the Board thus appointed should regularly attend Council meetings.
8. The role of a process leader is defined in the Rules of Procedure.

§ 10 Amendments to the Statutes of the Association, Dissolution of the Association

1. Any amendment to the Statutes of the Association requires a two-thirds majority vote of the General Assembly, with a quorum of at least 35% of members.
2. The dissolution of the Association requires a two-thirds majority vote of the General Assembly, with a quorum of at least 35 % of members.

§ 11 Use of Assets

In the event of the liquidation or abolishment of the Association or the loss of its tax privileged purposes, the assets of the Association shall fall to a public corporation or another body with tax-privileged status for the purpose of the promotion of science and research on climatic and environmental protection in the context of sustainable development. The choice of the organization in question will be coordinated with the German tax authorities and confirmed by a majority vote of the General Assembly.