

## **Articles of Association for foodwatch e.V.**

### **Recitals**

foodwatch e.V. is an internationally operating association that aims to strengthen the rights of consumers in the food market and to improve the food system in terms of transparency as well as health, animal and environmental protection. The association works for the right to safe and healthy food. It seeks to protect consumers from health risks and fraud in the food sector while promoting transparent and safe food markets as well as food production that is as environmentally friendly and animal-friendly as possible.

foodwatch e.V. works towards these objectives in consultation with the legally autonomous units of the international foodwatch network in other countries in order to take into account the fact that corporate and political decisions in the relevant fields are predominantly made at European or international level. To this end, the association acts to ensure that its activities are in line with the concepts and standards developed jointly with the other units in the international foodwatch network in order to enable a uniform presence and perception of the legally autonomous network members. foodwatch e.V. supports and participates in the development and expansion of the cross-border foodwatch network. All this is performed in the firm conviction that foodwatch can pursue its aims and objectives more effectively in this manner.

The association views its work within the framework of the realisation of its purposes as laid down in these Articles of Association to be a contribution to the strengthening of an open, democratic society. Within the framework of the purposes laid down in its Articles of Association, the association is committed to respecting opportunities for citizen participation in political decision-making processes in an open democratic society.

### **§ 1 Name, registered office, financial year**

- 1) The association bears the name "foodwatch e.V.". It has its registered office in Berlin and is entered in the register of associations at Charlottenburg Local Court under registration number VR 21908B.
- 2) The financial year is the calendar year.

### **§ 2 Purpose of the association**

- 1) The purpose of the association is
  - a) the promotion of consumer advice and consumer protection,
  - b) and above and beyond this the promotion of environmental protection, animal welfare and public health, especially in connection with consumer advice and consumer protection, including in other countries in each case.
- 2) The association does not have to pursue all its purposes simultaneously and to the same extent. The management shall decide which purposes of the association are to be assigned priority while taking into account the financial situation of the association. The focus of the association's activities shall at the same time be on the promotion of consumer advice and consumer protection.

- 3) The purpose of the association is also to raise funds for other tax-privileged corporations, legal entities under public law as well as foreign corporations, in particular foodwatch organisations in other countries, to promote the realisation of the aforementioned purposes.
- 4) The purpose of these Articles of Association shall be realised in particular by
  - a) advising and informing consumers in the field of production, trade and services relating to agricultural and food products, for example by comparing products, preparing and publishing studies on topics of relevance to consumers and warning of risks and dangers;
  - b) activities aimed at strengthening consumer rights and increasing the level of protection for consumers in the areas referred to under a) in order to safeguard consumers' right to safe and healthy products, for example by researching and exposing unlawful practices, by obtaining consumer information from public authorities exercising freedom of information rights and by defending consumer rights and consumer protection standards in and out of court, for example through consumer protection class actions or court proceedings in connection with legislative measures, including international treaties which affect consumer protection. In this context, the association shall act to ensure the preservation and maintenance of the right to bring collective actions for infringements of regulations that serve the protection of consumers (consumer protection laws);
  - c) making proposals for the development of more environmentally friendly food production paths, preparing and publishing ecological life cycle assessments of current food production and fostering the development of public awareness of alternative pricing mechanisms that take into account the environmental impact of food production;
  - d) public communication of practices in farm animal husbandry that are contrary to animal welfare and improving standards in farm animal husbandry with a particular focus on improving animal health;
  - e) activities aimed at improving nutritional quality in the population, including the protection of children from harmful influences (such as advertising), for example through support tools such as labelling systems to assess the nutritional quality of food, and through the development and support of approaches that help to address causes of malnutrition.

Within the framework of the realisation of the purposes mentioned in § 2 (1), the association shall furthermore lobby parliaments and authorities, both at national and international levels, and in particular at European, level

- 5) The association foodwatch e.V., with its registered office in Berlin, exclusively and directly pursues non-profit purposes within the meaning of the section on "tax-privileged purposes" in the German Tax Code. The association is selflessly active. It does not primarily pursue its own economic objectives.
- 6) There shall be no legal claim to receiving financial resources from the association.
- 7) 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

resources. No person may benefit from expenditures that are alien to the purpose of the association or by disproportionately high remuneration.

### **§ 3 Members**

The association has

- a) supporting members (§ 4 (2)) and
- b) members with voting rights (§ 4 (3)). The association shall not have more than 100 voting members.

### **§ 4 Membership**

- 1) Only those members who are committed to the purpose of the association can be voting members or supporting members. The association supports the objective of a society free of discrimination within the framework of its purposes as laid down in these Articles of Association. Furthermore, only those members who are committed to the equality of all people without discrimination on the basis of descent, origin, gender or gender identity, sexual orientation, religious affiliation, socio-economic status, age, appearance, abilities or any other characteristics and who act in accordance with these values may be members of the association.
- 2) A supporting member may be anyone who makes a regular contribution to the association. The amount of the contribution is to be determined by each supporting member. A legal entity may also be a supporting member. The management shall decide on the admission of supporting members.
- 3) Anyone who has reached the age of 18 may become a voting member.
- 4) Any person may apply to become a voting member who
  - (a) submits an application for admission as a voting member, whereby such application shall not require any special form; and
  - b) is recommended as a voting member by a declaration to be submitted in text form to the Supervisory Board by at least two persons who are supporting members or voting members.
- 5) The Supervisory Board shall decide on the admission of members with voting rights by simple majority. The Supervisory Board shall determine the date of commencement of membership. The Supervisory Board shall inform the applicants of the decision on the application for membership. If the Supervisory Board fails to produce a majority for an applicant, the members' assembly shall decide on his/her application for admission. A two-thirds majority is required for admission.
- 6) Re-admission of retired members shall be possible.

### **§ 5 Membership rights**

- 1) Supporting members shall be entitled to make suggestions on activities of the association and to receive information from it regarding the activities of the association, in particular on the use of supporting fees. They may participate in the

nomination of voting members in accordance with § 4 (4). Supporting members shall have no voting rights.

- 2) Voting members shall have the rights granted by law to members of the association if nothing to the contrary is stipulated in these Articles of Association.

## **§ 6 Membership fees**

- 1) Membership fees for voting members shall be set by the members' assembly.
- 2) Voting member who are more than six months in arrears with their fees shall be reminded of the due payment in text form with a deadline being set. In the case of supporting members, a reminder together with a deadline shall be sent out after approximately four weeks. If no payment is effected within the deadlines set, the member shall be removed from the membership list by the management at the end of the financial year.

## **§ 7 Termination of membership**

- 1) Membership shall end
  - a) upon the death of the member,
  - b) by resignation (§ 7 (2)),
  - c) by deletion from the list of members (§ 6 (2)),
  - d) by exclusion (§ 7 (3)).
- 2) Voting members may only resign at the end of the year. The notice of resignation must be received by the management in text form by 30 September of the year in question. Supporting members may terminate their supporting membership at any time without notice and by means of an informal declaration.
- 3) Members may be expelled from the association if they behave in a manner detrimental to the association, grossly violate the interests of the association or if there is any other important reason which makes the continuation of membership appear unreasonable for the association or its members. This shall particularly be deemed to be the case if members' actions are in conflict with the purposes and the values of the association as laid down in § 4 (1) or may jeopardise the reputation of the association. Furthermore, voting members may be expelled from the association if they fail to attend three consecutive members' assemblies.
- 4) The Supervisory Board shall decide on exclusion pursuant to section 3 by a two-thirds majority of votes cast if the Supervisory Board has only three members, and otherwise by a three-quarters majority of votes cast. Such members shall be given the opportunity to be heard before the decision is taken. The decision on exclusion shall be communicated to the member concerned in writing, with the reasons for such being stated. Instead of the exclusion, the Supervisory Board may decide to suspend membership for a certain period of time or, in the case of members with voting rights, to permanently or temporarily withdraw the voting right.

## **§ 8 Governing bodies**

- 1) The governing bodies of the association are
  - a) the members' assembly (§ 9),
  - b) the Supervisory Board (§ 11) and
  - c) the management (§ 12).
- 2) The members of the Supervisory Board shall work on a full-time basis and shall receive appropriate remuneration in addition to reimbursement of their reasonable and demonstrated expenses. The Supervisory Board shall decide on the amount of remuneration and further elements and conditions of contracts. The Supervisory Board shall represent the association vis-à-vis the management in the conclusion, termination and amendment of employment contracts between the association and the management.
- 3) The Supervisory Board shall act in an honorary capacity. The members of the Supervisory Board may demand reimbursement of their reasonable, demonstrated expenses.
- 4) If necessary, activities of the members of the Supervisory Board in the service of or on behalf of the association may be performed in return for payment on the basis of a contractual agreement or in return for payment of compensation for expenses pursuant to § 3 No. 26a of the German Income Tax Act (EStG). The Supervisory Board shall decide on the details by means of a resolution.

## **§ 9 Members' assembly**

- 1) The members' assembly shall be held at least once a year. It shall also be convened if the interests of the association so require or if one-fifth of the members entitled to vote request the convening of the assembly by the Supervisory Board in text form while stating the reason for such.
- 2) Resolutions may also be adopted without an assembly if three-fifths of the members entitled to vote agree to the resolution in text form, unless these Articles of Association require a greater quorum.
- 3) Members' assemblies do not have to be held at the registered office of the association. Members' assemblies may be held virtually or in such a manner as to enable participants to connect virtually (e.g. by telephone, videoconference, etc.) to the physical meeting place and to exercise members' rights by electronic communication.
- 4) Assemblies shall not be open to the public. The time and place of assemblies shall be announced to the general public in suitable form at least 3 weeks before the assembly. This may also be done in electronic form, e.g. by announcement on an appropriate website. Voting members and the management shall be invited by the Supervisory Board, with the agenda and motions determined by the Supervisory Board also being communicated. The invitation may *inter alia* be announced by simple e-mail without any special signature, with the agenda and the motions being communicated, to the latest e-mail address that has been communicated to the

association. The invitation shall also state whether and in what form virtual participation pursuant to section 3 is possible.

- 5) The advance invitation deadline for voting members and management shall be 4 weeks, and in the case of an extraordinary members' assembly at least 3 weeks (the date of dispatch shall apply). The invitation shall be deemed to have been received if it is sent to the latest address communicated to the association or to the latest e-mail address communicated to the association.
- 6) Motions pursuant to the agenda may be submitted by any voting member. The voting members, the members of the Supervisory Board and the management shall have the right to speak.
- 7) Proposals for the election of the Supervisory Board and proposals for amendments to the Articles of Association must be supported by at least five voting members. These must be submitted to the Supervisory Board in text form and state the reasons for such. Proposals must be received by the Supervisory Board in good time before the members' assembly so that they can be announced to the members in compliance with the invitation deadlines in accordance with section 5. The members' assembly shall decide on motions for additions to the agenda and on the admission of further nominations by a two-thirds majority of votes cast. Amendments to the Articles of Association, changes in the purpose and dissolution of the association may only be voted on if the motions have been made known to the members in advance with the reasons for such and the names of the parties proposing such being stated and in compliance with the four-week period of advance notice.
- 8) The members' assembly shall be chaired by the speaker of the Supervisory Board or by a member appointed by the Supervisory Board. The chair of the meeting may admit guests. In the case of elections, the chairmanship may be delegated to an election committee for the duration of the election process and the discussion preceding it.
- 9) Minutes shall be kept of the proceedings of the members' assembly. The chair of the meeting shall appoint a keeper of the minutes, without this person having to be a member. The minutes shall be signed by the chairperson and the keeper of the minutes.

## **§ 10 Adoption of resolutions at the members' assemblies**

- 1) Each voting member shall have one vote at the members' assembly. Members may authorise in writing another voting member to exercise their voting rights. However, a member may not represent more than one other member.
- 2) The manner of voting shall be determined by the chair of the meeting. Voting must be performed by secret ballot if so requested by a member who is present.
- 3) The members' assembly shall be deemed to constitute a quorum as long as more than half of the voting members present when it is opened are there. Members with voting rights who are connected virtually shall also be deemed to be present in this meaning.
- 4) The members' assembly shall decide by a simple majority of votes cast unless stipulated otherwise. A two-thirds majority of votes cast shall be required, however, if

the subject of the vote is an amendment to these Articles of Association. A change of purpose as well as the dissolution of the association shall require a four-fifths majority of votes cast. Abstentions shall not be counted.

- 5) The members' assembly shall decide on any motions for additions to the agenda and on the admission of further election proposals by a two-thirds majority of votes cast.
- 6) Resolutions shall be recorded in the minutes along with the result of the vote.

## **§ 11 Supervisory Board**

- 1) The Supervisory Board shall consist of at least three and at most seven persons. An uneven number of members shall be appointed. The Supervisory Board shall reflect the diversity of the population and the international foodwatch network. The Supervisory Board shall elect a spokesperson from among its ranks.
- 2) The Supervisory Board is the elected representative body of the members. It is responsible for the matters assigned to it by these Articles of Association or the members' assembly.

The Supervisory Board shall appoint and dismiss the management as well as advise and monitor it (with regard to lawfulness, expediency and economic efficiency) and discharge it. The Supervisory Board shall decide on the annual budget and approve the annual accounts. It may issue instructions to the management in general or in individual cases. Any right of the members' assembly to issue instructions is excluded; solely the Supervisory Board shall be authorised to issue instructions to the management.

- 3) The members' assembly shall elect the members of the Supervisory Board for a respective term of three years. If the election for the replacement of a Supervisory Board position takes place after the expiry of the three-year term, the term of office of the respective Supervisory Board member shall be extended by the time up until the next election. A member of the Supervisory Board may be re-elected a maximum of two times. Each member of the Supervisory Board shall be elected individually.
- 4) If a member of the Supervisory Board resigns prematurely, the members' assembly may elect a successor to fill in for the term of office of the resigning member. Otherwise the remaining members of the Supervisory Board shall continue to attend to the duties of the Supervisory Board. If the number of members of the Supervisory Board in office falls below the minimum size (three Supervisory Board members) as laid down in §11 (1), the Supervisory Board may co-opt the Supervisory Board members required for the minimum size until the next members' assembly.
- 5) Members of the Supervisory Board may be members of the association as well as non-members. Employees of the association may not be members of the Supervisory Board. The composition of the Supervisory Board shall reflect the diversity of the population and the international foodwatch network. The members of the Supervisory Board must be committed to the values set out in § 4 (1).
- 6) The Supervisory Board shall make decisions in meetings held several times a year. Meetings may be held in person, but also in any other form, e.g. by telephone or video conference. The Supervisory Board shall make decisions by a simple majority

of the Supervisory Board members present. In the event of a tie vote, the speaker shall have the deciding vote. Resolutions may also be adopted in text form, but in such case this may only be unanimously. The Supervisory Board may lay down further details in its Policies and Procedures.

- 7) The members of the Supervisory Board shall only be liable to the association and its members for any damage caused in the course of their Supervisory Board activities in the event of intentional or grossly negligent conduct. If claims are asserted against members of the Supervisory Board by third parties as a result of their Supervisory Board activities, the association shall indemnify the member concerned against such claims unless the member of the Supervisory Board has acted with wilful intent or gross negligence.

## **§ 12 Management**

- 1) The management shall consist of at least one person. It shall be appointed and dismissed by the Supervisory Board irrespective of the beginning and end of the employment contract with the association. Conditional membership of the management board shall not be permitted.
- 2) The member(s) of the management shall each be solely authorised to represent the association. They are deemed to be the Board of Management (*Vorstand*) of the association in accordance with § 26 of the German Civil Code.
- 3) The management is entitled to grant powers of attorney - including with individual power of representation - for certain areas of responsibility or certain individual cases.
- 4) The Supervisory Board shall issue management policy and procedures to the management. The management policy and procedures shall - as far as legally permissible - comply with the provisions of the International Cooperation Agreement (ICA) and in particular provide for a division of responsibilities into national and international domains and corresponding responsibilities on the part of the directors.

## **§ 13 Dissolution of the association**

In the event of the dissolution of the association or in the event of the discontinuation of tax-privileged purposes, the assets of the association shall be transferred to a legal entity under public law or to another tax-privileged corporation for the purpose of using such assets for consumer advice and consumer protection.

## **§ 14 Transitional provision**

This new version of the Articles of Association shall become effective upon their registration in the Register of Associations.