

Constitution of WeReforest e.V.

Section 1 Name, registered office, financial year

- (1) The association shall bear the name 'WeReforest'.
- (2) It is an association with legal capacity and with its registered office in Frankfurt am Main, Germany.
- (3) The association should be registered in the register of associations and shall then bear the suffix 'e. V.' (registered association).
- (4) The financial year shall be the calendar year.

Section 2 Purpose of the association

- (1) The existence of our forests is in great jeopardy due to climate change, because they are only able to adapt to rapid and extensive changes to the climate to a limited extent as they are long-lived ecosystems. Even under best-case prognoses (1.5-degree-scenario), changing groundwater conditions, in particular, will lead to dramatic changes in our natural forest communities and will necessitate extensively future-oriented reforestation and restructuring measures in order to stabilise existing forests.
- (2) The association shall exclusively and directly pursue public-benefit purposes within the meaning of the 'Tax-privileged purposes' section of the Fiscal Code of Germany (Abgabenordnung (AO)).
- (3) The purpose of the association shall be the promotion of nature conservation and landscape management within the meaning of the Federal Nature Conservation Act and the nature conservation legislation of the Federal States as well as environmental protection, including climate protection, coastal protection and flood protection. The association shall be focused on initiating and fostering specific future projects in severely affected and endangered private and municipal forests in Germany in order to push through the preservation or timely restoration of their indispensable ecosystem and climate protection functions despite the significant associated investments required.
- (4) In particular, the purpose of the constitution shall be met through:
 - a) The establishment of structurally rich, multi-layered and ecologically valuable commercial forests that are adapted to the climate and consist of tree species appropriate to the location with continuously high growth and usage potential and therefore high CO₂ reduction capacity
 - b) The execution of professional initial forestation, reforestation projects in calamity areas and restructuring measures in order to stabilise existing forests in leased forest areas in Germany
 - c) The positive contribution the association's reforestation and stand restructuring projects make to climate protection, the sustainable supply of wood as a renewable raw material and biodiversity
- (5) The association is reliant on donations for the realisation of the purpose of the constitution in financial terms and the implementation of the measures stated in Sub-section 4.
- (6) The association may also realise the purpose of its constitution through aides (Section 57 (1) Sentence 2 AO), through planned cooperation with one or more other tax-privileged corporations and by holding shares in tax-privileged companies limited by shares.

Section 3 Public benefit

- (1) The Association shall act selflessly; it shall not primarily pursue its own economic purposes.
- (2) The association's funds may only be used for the purposes pursuant to the constitution. The members shall not receive any benefits from corporation funds.
- (3) No person shall benefit from expenditure that has no bearing on the purpose of the association or from disproportionately high remuneration.

Section 4 Membership

- (1) Any natural or legal person can become a member of the association.
- (2) An application for membership shall be submitted to the board. The meeting of members shall decide on admission by a simple majority. No right to admission shall exist.
- (3) Membership shall end:
 - a) In the case of natural persons, due to their death or loss of legal capacity
 - b) In the case of legal persons, due to their loss of legal capacity
 - c) Due to resignation (Sub-section 4)
 - d) Due to expulsion (Sub-section 5)
- (4) The resignation of a member shall take place by means of a declaration to the board in text form. Resignation shall only be permissible with a notice period of two months to 31.12. of a financial year.
- (5) A member can be expelled from the association by the board with immediate effect for good cause if such good cause makes the continuation of membership appear unreasonable for the association or its members. In particular, such good cause shall exist if the member is more than six months in arrears with his/its fee payment despite the issue of a reminder or has acted grossly counter to the association's interests. The member shall be given the opportunity to be heard prior to his/its expulsion. To appeal against such expulsion, the member can call on the next ordinary meeting of members, which shall then make a final decision, within a period of one month following receipt of the declaration of expulsion.
- (6) The meeting of members can nominate each natural or legal person who/that has performed outstanding services for the association as an honorary member.

Section 5 Duties of the members, communication

- (1) On application for membership, the members shall recognise the content of the constitution and the association's other regulations. The members shall be obliged to support the objectives and interests of the association and to comply with the resolutions and instructions of the association's bodies.
- (2) The members shall pay fees in cash to the association. The details – particularly the amount of the fees and their due date – shall be regulated by the meeting of members by means of a resolution. The meeting of members shall also be entitled to issue a fee regulation to this end. Honorary members shall be exempted from the obligation to pay fees.
- (3) The members shall be obliged to provide the board with a serviceable postal address as well as an e-mail address and to immediately notify the board of any change to their name and/or address details.
- (4) Unless expressly regulated otherwise in this constitution, the board and members can also submit all declarations and all other communications in text form by e-mail in addition to the written form. In order to be valid, members' declarations and communication by e-mail to the association and/or the

board can only be forwarded to the board or business office e-mail addresses specified on the association's website.

Section 6 Bodies

The association's bodies shall be:

- a) The meeting of members (Sections 7 and 8)
- b) The board (Sections 9 and 10)

Section 7 Convening and tasks of the meeting of members

(1) The ordinary meeting of members should take place once a year. The location, date and agenda shall be determined by the board.

(2) The meeting of members can also be held in the form of a virtual meeting or as a hybrid event (combination of a face-to-face and online meeting). The management shall announce which form is to take place when it issues the invitation. The board shall also be entitled to enable members to take part in the meeting electronically without being present at the meeting location as it sees fit.

(3) Details shall be regulated by the meeting rules, which shall be issued by the board. These shall not form part of the constitution.

(4) Meetings of members shall additionally be convened if the interests of the association necessitate this or if convening a meeting is demanded of the board in text form by at least two of the members, specifying a justified agenda (extraordinary meeting of members). The adoption of the requested agenda shall be mandatory.

(5) The meeting of members shall be convened in writing or by e-mail by the board with an invitation notice period of two weeks. This period shall commence on the date on which the invitation is sent. A written invitation shall be sent to the address last communicated by the member in writing; an invitation by e-mail shall be sent in text form to the e-mail address last communicated by the member in text form.

(6) Up to a maximum of one week prior to the date of the meeting of members, each member can submit a request to the board either in writing or by e-mail to the effect that further matters be added to the agenda. At the latest, any resulting amendment to the agenda shall be announced at the beginning of the meeting of members. Motions for the election or voting out of members of the board, amendments to the constitution or the dissolution of the association that were not already announced in the timely invitation in accordance with sentence 1 shall be excluded from addition to the agenda and can only be dealt with at the next meeting of members.

(7) The tasks of the meeting of members shall include:

- a) The election of the board members and their discharge
- b) The amendment or re-drafting of the constitution, insofar as no case of Section 9 (3) (h) is present, the meeting rules and any fee regulation
- c) The passing of resolutions concerning the amount and due date of membership fees
- d) The passing of resolutions concerning the expulsion of association members
- e) The approval of the budgetary plan and the acceptance of the annual report and other board reports
- f) The election of the auditors
- g) Decisions concerning the purchase, sale and encumbrance of properties

- h) The passing of resolutions concerning the dissolution of the association
- i) The passing of resolutions concerning the remuneration of the board (Section 9 (5))
- j) The nomination of honorary members
- k) All other tasks transferred to the meeting of members by law or elsewhere in the constitution

Section 8 Procedure of the meeting of members and passing of resolutions

(1) All members of the association shall be entitled to take part in the meeting of members. Guests can be entitled to be present by means of a resolution of the meeting of members.

(2) The meeting of members shall be chaired by the 1st chairperson or, if he is prevented from attending, by the 2nd chairperson or alternatively by the treasurer. If this person is not present either, the meeting shall select a meeting chairperson from among its participants. At the beginning of the meeting of members, a person shall be selected to take the minutes and any amendments to the agenda shall be announced by the meeting chairperson (Section 7 (3)).

(3) Each properly convened meeting of members shall be competent to pass a resolution irrespective of the number of members in attendance. All members present shall be entitled to vote and to be elected. Each member shall have one vote. The voting right shall not be transferable and cannot be exercised by a proxy.

(4) Unless otherwise specified by the law or this constitution, resolutions of the meeting of members can also be passed in text form. To do this, the board shall send resolution templates to the members; these shall be sent to the association within the set period of time. The resolution shall be valid if at least two thirds of the members have cast their vote. A face-to-face meeting can also be conducted. Abstentions from voting shall not be provided for. Invalid votes shall be regarded as votes that have not been cast. The meeting of members can only vote on amendments to the constitution and the dissolution of the association if this agenda item has already been pointed out in the invitation to the meeting of members. A majority of three quarters of the votes cast shall be required to amend the constitution and to dissolve the association.

(5) With the exception of elections (Sub-section 6), voting at the meeting of members shall be carried out by a show of hands by the members in attendance. In deviation from Sentence 1, voting shall be carried out in writing if at least one quarter of the members in attendance demand such secret voting when polled by the meeting chairperson. The meeting chairperson shall only poll the meeting of members at the request of one or more of the members in attendance. When asked by the meeting chairperson, the members demanding a secret vote shall declare themselves by a show of hands.

(6) Elections shall be carried out by means of secret, written voting insofar as the meeting of members does not decide in favour of voting by a show of hands. The members of the board do not necessarily have to be elected in secret. The candidates who receive a simple majority of the votes cast shall be elected. If the same number of votes are received, a tie-breaking vote shall be conducted between the candidates with the same number of votes. If the same number of votes are received, the older candidate shall be regarded as elected.

(7) The resolutions and election results of the meeting of members shall be documented and signed by the meeting chairperson and the person selected to take the minutes. The minutes shall be retained.

1 The simultaneous use of the male, female and diverse (m/f/d) language forms is forgone due to reasons of better readability. Of course, all terms referring to persons apply equally to all genders.

(8) The board shall be entitled to enable members to cast their votes in written form prior to the meeting without taking part in the meeting of members or electronically before or during the meeting.

(9) The members can pass resolutions in writing or electronically (circulation procedure) even without a meeting of members if all members have been involved in the circulation procedure. The board shall determine the performance of the circulation procedure and the procedure sequence. The passing of a resolution in the circulation procedure shall be valid if at least half of the members have cast their vote in text form within a period of time determined by the board. In the circulation procedure, invalid votes shall be regarded as votes cast and as abstentions. The board shall announce the result of the circulation procedure resolution to the members within 14 days following the expiry of the period. Invalid circulation procedures can be repeated – also multiple times if necessary.

Section 9 Board

(1) The board shall consist of:

- a) The 1st chairperson
- b) The 2nd chairperson
- c) The treasurer

At the same time, the board members mentioned above in Sub-section 1 Letters a) – c) shall constitute the board within the meaning of Section 26 of the German Civil Code (BGB). Two board members each shall be authorised to jointly represent the association. Board members can be exempted from the restrictions of Section 181 BGB by means of a resolution by the meeting of members.

(2) Only members of the association can be selected as board members.

(3) The board shall conduct the association's business and represent it in all matters in and out of court. In particular, it shall additionally have the following tasks:

- a) Preparing and convening the meeting of members; setting the agenda
- b) Executing the resolutions of the meeting of members
- c) Keeping records
- d) Preparing the budgetary plan, the annual accounts and the annual report
- e) Concluding and terminating service and employment contracts
- f) Exercising the right of issuing instructions vis-à-vis employees
- g) Passing resolutions concerning the admission and the expulsion of members
- h) The board can resolve amendments to the constitution that are demanded by the register of associations or the financial authorities
- i) Issuing donation receipts

(4) The members of the board shall be elected for a period of three years by the meeting of members. Re-election shall be possible. The members of the board shall be elected in a separate ballot per office by the meeting of members. Following the expiry of their term of office, the respectively officiating board members shall remain in office until their successors have been elected.

(5) A member of the board shall remain in office until removed from office or until a successor is appointed.

(6) The members of the board shall always serve in an honorary capacity. Reasonable expenses incurred during their work for the association shall be reimbursed to them, and they can receive appropriate remuneration for their work unless they are already in receipt of other compensation. The prior passing of a resolution by the meeting of members shall be necessary depending on the grounds for and the amount of the remuneration for individual or all board members.

(7) The members of the board shall only bear liability towards the association for intentional or grossly negligent behaviour. If third-party claims are asserted against board members due to their board work, the association shall indemnify the board member concerned against these claims insofar as the board member has not acted intentionally or in a grossly negligent manner.

Section 10 Board meetings and resolutions

(1) The invitation to board meetings shall be issued in writing or by e-mail with a notice period of at least one week by the 1st chairperson or alternatively by the 2nd chairperson. Shortening the invitation notice period shall be possible with the approval of all board members. Approval shall be regarded to have been issued on appearing at the board meeting. Subject to the regulations in Sentences 1 – 3, board meetings can also be conducted by telephone or in electronic form (e.g. by video conference).

(2) Board meetings shall be competent to pass a resolution if at least two board members are present. Board resolutions shall be passed with a simple majority of the votes cast. If the vote is tied, the casting vote shall be given by the chairperson or the 2nd chairperson, or alternatively by the treasurer.

(3) Board resolutions can also be passed in the context of a video or telephone conference (see Sub-section 1). In addition, individual resolutions can also be passed in writing or by e-mail without adherence to invitation notice periods (circulation procedure) if all board members give their consent to this method. The casting of a vote in the circulation procedure shall be regarded as consent.

(4) All board resolutions – including circulation resolutions – shall be documented and retained.

Section 11 Auditing

(1) For each financial year, the meeting of members shall elect an auditor and a deputy auditor who shall not be either members of the board or association employees. The auditor or, in the event of his being prevented, his deputy, shall audit the accounting and the annual accounts, report on the auditing results in the meeting of members and issue a recommendation for passing a resolution concerning the discharge of the board.

(2) The re-election of the auditor and the deputy auditor shall be permissible.

Section 12 Dissolution of the association and tying-up of assets

(1) A majority of the members present at the meeting of members shall be required for the resolution to dissolve the association. The resolution can only be passed following timely announcement in the invitation to the meeting of members.

(2) In the event that the association is dissolved or terminated or in the event that the tax-privileged purposes cease to apply, the association's assets shall pass to Deutsche Landwirtschafts-Gesellschaft e.V. (German Agricultural Society, Registered Association), which shall use them directly and exclusively for public-benefit purposes.

Frankfurt am Main, 04.11.2022