

Association Bylaws (Translation)

in effect since June 11, 2018

Contents

§ 1	Name, registered office, registration and fiscal year
§ 2	Purpose and goals
§ 3	Charitable organization
§ 4	Membership
§ 5	Structure
§ 6	General Assembly
§ 7	Executive Board
§ 8	Management
§ 9	Membership fees
§ 10	Financial audits
§ 11	Resolutions
§ 12	Dissolution of the Association
§ 13	Amendment to the Bylaws
§ 14	Effective date

§ 1 Name, registered office, registration and fiscal year

(1) The Association is named *Animal Welfare International: German-Chilean Projects for Responsible Animal Husbandry* [Tierschutz international: deutsch-chilenische Projekte für verantwortungsvolle Tierhaltung].

(2) The Association is located in 54516 Wittlich, Germany.

(3) The Association is registered in the Register of Associations at the District Court of Wittlich (VR 41448).

(4) The fiscal year is the calendar year.

§ 2 Purpose and goals

(1) The purpose of the Association is to promote animal welfare, in particular responsible animal husbandry, and to foster the developmental cooperation between Germany and Chile.

(2) Based on the conviction that the welfare of the animals is closely related to the well-being of mankind, the Association is committed to the acquisition and transfer of knowledge and professional skills in

- animal husbandry,
- animal care,
- animal health.

The Association promotes projects that serve the transfer of knowledge, the exchange of ideas and/or the implementation of best practices in the above-mentioned areas.

(3) In order to achieve its goals, the Association emphasizes the following measures:

1. Develop projects to promote learning and teaching in Germany and abroad in animal husbandry, animal care and/or animal health,
2. Support Chilean entities that are recognized as charitable and whose purpose is to promote responsible animal husbandry,
3. Procure funds for the promotion of animal welfare and/or vocational training and their apply these funds to the entities mentioned in point 2,
4. Enter into strategic partnerships with national and international bodies recognized as charitable organizations,
5. Coordinate and evaluate projects,
6. Inform members and the public through the Association's website, newsletters and other media, as appropriate,
7. Initiate lectures and information events for the purpose of raising funds.

(4) The Association exclusively and directly pursues non-profit purposes within the meaning of the section "Tax-privileged purposes" of the Tax Code 1977 (§§ 51 ff. AO), as amended.

(5) The Association finances its goals by collecting donations and public funding, as well as by its membership fees and other funds.

§ 3 Charitable organization

(1) The Association is a non-profit organization whose primary objectives are altruistic.

(2) Association funds may only be used for statutory purposes.

(3) The members of the Association receive no remuneration for their work from funds gathered by the Association. They receive no shares of the Association's assets, if they terminate membership or in case of dissolution of the Association.

(4) No person may be favored by disproportionately high remuneration or expenditure that is alien to the purpose of the Association.

§ 4 Membership

(1) The Association consists of regular and sponsoring members. All members are obliged to serve the purpose of the Association (§ 2).

(2) Regular member: Any natural person who has reached the age of 18 years can become an ordinary member. Every ordinary member is obliged to pay the membership fee, has one vote in the General Assembly, and is entitled to participate in the decision-making of the Association by exercising the right to apply, to discuss and to vote. The transfer of voting rights requires a power of attorney.

(3) Sponsoring member: Natural persons, legal persons, associations or companies may become supporting members, provided that they support the purpose of the Association by paying an annual subsidy or by providing material or services.

(4) The Executive Board shall decide on the admission of ordinary and sponsoring members by simple majority on the basis of a written application from the candidates. The candidates have to be informed in writing about the decision. Grounds for refusal do not to be communicated.

(5) Honorary member: Natural persons who have rendered outstanding service to the Association and its goals may be appointed honorary members by resolution of the General Assembly.

(6) Membership ends:

1. upon the death of the member,
2. by voluntary resignation (written declaration at the end of the financial year),
3. by removing the legal capacity of legal persons,
4. by exclusion from the club through the General Assembly,
5. after dissolution of the Association.

(7) A member may be excluded for:

1. non-payment of dues, after two written reminders,
2. harming the purpose or the reputation of the Association, or harming animal welfare.

re efforts in general

3. causing discord in the club repeatedly.

(8) Sponsoring and regular members may suspend their membership for one year, giving reasons. The Executive Board decides and informs the member in writing about its decision.

§ 5 Structure

(1) The structure of the Association is based on two principal organs:

1. General Assembly,
2. Executive Board.

(2) Both organs may decide to set up special committees, advisory councils or working groups which work on specific topics or advise.

§ 6 General Assembly

(1) The ordinary General Assembly takes place at least once a year and shall be convened in the first half of the year. It is to be convened as an extraordinary General Assembly if one third of the members of the Association request this in writing, stating the reason.

(2) The invitation to the General Assembly must be made in writing a minima of ten days prior to the meeting, indicating an agenda by the Executive Board. Valid decisions can only be made on the agenda items listed.

(3) The following tasks are reserved for the General Assembly:

1. Acceptance and approval of the annual report of the Executive Board and the financial statements and discharge of the Executive Board,
2. Resolution for the budget,
3. Election and dismissal of the members of the Executive Board,
4. Election of two auditors and their deputies,
5. Establishing the amount and due date of the contribution for the next financial year,
6. Awarding and withdrawing honorary membership,
7. Resolution on amendments to the statutes,
8. Resolution regarding the voluntary dissolution of the Association.

(4) The General Assembly is required to have a minimum quorum of three members. The decision is made in principle by a simple majority of votes. A tie is considered a refusal. Invalid votes or abstentions are not counted.

(5) The amendment of the Bylaws requires a majority of two thirds of the voting members present. To change the purpose of the Association requires the approval of at least four fifths of the voting members who have appeared. The same applies to the dissolution of the Association.

(6) Votes must be made in writing if at least one third of the respondents request it.

(7) Applications from the ranks of the members must be submitted in writing to the Executive Board at least seven days prior to the meeting of the ordinary General Assembly with a brief explanation. Requests received later will be treated as urgent requests that can only be accepted by the General Assembly by a two-thirds majority. The Executive Board decides after due consideration whether timely applications are placed on the agenda. They must be placed on the agenda of the next General Assembly if the General Assembly so decides.

(8) Written Minutes shall be kept on the negotiations and decisions of the General Assembly, which shall be signed by the chairman of the meeting and the secretary.

§ 7 Executive Board

(1) The Executive Board shall be elected by the General Assembly for a term of two years, in open or secret ballot, the latter at the request of at least two members. The candidate, who receives the absolute majority of the votes of the present members, is elected.

The Executive Board consists of the:

- Chairperson,
- Vice-Chairperson,
- Treasurer.

(2) Chairperson or Deputy Chairperson represent the Association separately and/or together both in and out of court. Together with the Treasurer, they will manage all affairs of the Association, unless they are assigned to the General Assembly by law or by statute.

(3) The Executive Board performs the following tasks:

1. preparation of the budget,
2. preparation of the annual accounts,
3. preparation of the annual report,
4. preparation and convocation of the General Assembly, drawing up the agenda and carrying out the decisions of the General Assembly,
5. taking out loans for interim financing, especially the project work,
6. admission, deletion and expulsion of members,

7. employment and termination of employees of the Association.

(4) The Executive Board remains in office until a new Executive Board is elected. If a member of the Executive Board leaves prematurely, the remaining members of the Board can appoint a successor among the ordinary members until the next General Assembly takes place.

(5) The Executive Board has the right to expand its circle of experts. The members of this expert circle have no voting rights in the deliberations. Their term of office ends with the term of office of the Executive Board.

(6) The Board has a quorum if all members are invited and at least two members are present. The invitation by the Chairperson or Vice-Chairperson may be in writing, by telephone or verbally extended. The announcement of an agenda is not required. A board meeting is not required if all Board members agree to a proposal in writing.

(7) In its meetings and deliberations, the Executive Board decides by a simple majority, except in the case of the exclusion of a member for whom a two-thirds majority is required. In case of a tie, the vote of the chairperson or deputy chairperson decides.

(8) Each Board member may chair the meetings of the General Assembly and the Board.

(9) Members of the Executive Board exercise their activities on a voluntary basis. Any necessary expenses incurred directly in connection with the work of the Executive Board can be reimbursed. The Executive Board authorizes reimbursement depending upon the budgetary situation.

§ 8 Management

(1) The Executive Board may appoint a full-time manager to coordinate and manage current business. The manager is responsible for the proper conduct of business. Further details are regulated by the job description of the manager.

(2) In order to facilitate the conduct of business, the Executive Board may appoint the manager by unanimous decision as a special representative within the meaning of § 30 BGB. In this case, the managing director is to be entered as such in the register of associations.

(3) The manager is accountable to the Executive Board.

§ 9 Membership fees

(1) The minimum annual fee for ordinary members shall be determined by the General Assembly. In the case of sponsoring members, the Executive Board decides the particulars in consultation with them.

(2) Honorary members do not pay membership fees.

(3) Members who are experiencing financial distress may apply for partial or total remission of depts. The Board of Directors decides on the amount of the remission and determines the length of the temporary relief.

§ 10 Financial audits

(1) The books and assets of the Association shall be audited after the end of each financial year by two auditors elected by the General Assembly.

(2) The auditors must have the ability to properly perform accounting. You can at any time inspect the books of the association and may not belong to the board.

(3) The report on the audit of the Association must be recorded in writing and read in the ordinary General Assembly. The examination must be done in a timely manner.

§ 11 Resolutions

The resolutions passed by the General Assembly and the Executive Board must be recorded in writing, signed by the Chairperson and the Secretary. The resolutions must be read out at the following meeting of the respective body.

§ 12 Dissolution of the Association

(1) The dissolution of the Association can only be decided in an ordinary general meeting with the majority of votes laid down in § 6.

(2) Unless the General Assembly decides otherwise, the Chairperson and the Vice-Chairperson are appointed liquidators. Unanimous vote is required for the resolution of the liquidators. The rights and duties of the liquidators are determined by the provisions of the Civil Code (§§47 ff BGB).

(3) In the event of dissolution or cancellation of the Association or the abolishment of tax-privileged purposes, the Association's assets fall to the Tierschutzverein Groß-

Essen e.V. (registered in the register of the District Court of Essen, No. VR 1386), which must use it directly and exclusively for charitable purposes.

§ 13 Amendment to the Bylaws

(1) Within the meaning of § 26 BGB, the Executive Board is authorized to make all formal and editorial changes to the Bylaws of the Association which are required by the District Court.

(2) Other amendments to the Bylaws of the Association can only be adopted in an ordinary General Assembly meeting with the majority of votes laid down in § 6. For this purpose, the planned amendments, including a brief justification, must have been communicated to all members in compliance with the deadline and form applicable to the invitation to the General Assembly.

(3) Should individual provisions of the Bylaws of the Association or any provision incorporated into them in whole or in part prove to be ineffective or unenforceable, the validity of the Bylaws of the Association shall not be affected thereby. In such a case, the invalid or unenforceable provision shall, as far as possible, be reinterpreted or supplemented by resolution of the members in such a way that the purpose intended by the invalid or unenforceable provision is achieved, taking into account the legal provisions. The same applies if, in implementing the Bylaws of the Association, a statutory gap becomes apparent.

§ 14 Effective date

These Bylaws were approved in the founding meeting on May 21, 2018. They are effective upon the approval of the District Court on June 11, 2018.

signature Alexander Stähr, Chairman

signature Theresia Egle, Vice-Chairwoman