

ASSOCIATION BY-LAWS

Refrigerants, Naturally! e.V.

§ 1 Name, Domicile und Accounting Year

1. The association's name is Refrigerants, Naturally!
2. The association has its domicile (chair) in Königstein/Taunus and is registered in the register of associations at the local court in Königstein/Taunus.
3. The accounting year of the association is the calendar year.

§2 Purpose of the Association

1. The association is solely and directly pursuing non-profit goals according to the paragraph "tax-advantaged goals" ("Steuerbegünstigte Zwecke") of the general fiscal law ("Abgabenordnung").
2. The purpose of the association is the promotion of environmental protection.
3. The purpose of the association is particularly realized through the installation and maintenance of internet pages and other communication tools for information exchange between members and non-members about the accelerated uptake of the innovative and environment-friendly application of natural refrigerants as alternatives to conventional refrigerants, which have an impact on both ozone layer depletion and climate change (in terms of ODP and GWP), and are used in refrigeration appliances, such as RACHP¹ technologies. Development and implementation of natural refrigerants as alternative to synthesized refrigerants are actively contributing to the protection of the environment and particularly to the global climate. The scientific promotion of these technologies serves therefore directly the general public. Initiation coordination or organization of projects, events or activities; supporting any other related initiative.
4. All members of the association are obliged to actively promote the realization of the purpose of the by-laws.

§ 3 Public Interest Status and Allocation of Resources

1. The association is pursuing public interest aims; it is not predominantly profit seeking and doesn't pursue commercial interests.
2. Resources of the associations may only be used for statutory purposes. The Members receive no donations through the association.
3. No person may be advantaged through expenses which are not according to the association's purposes, or through out-of-scale allowances.
4. The association finances its activities through membership fees and shares of the costs according to §3 6.

¹ RACHP = Refrigeration, Air Conditioning, Heat Pumps,

5. A Secretariat has been installed for the implementation of the purposes of the association named above. The Secretariat is charging its expenses to the association's account.
6. The General Assembly decides on the framework budget of the Secretariat. The budget of the Secretariat is financed by the membership fees and the reserves of the association.

§ 4 Membership

1. Membership is open to any juridical and natural person, who wants to support and promote the purpose of the association and agrees to the voluntary commitment according to the association's goals.
2. The application for membership should be submitted in written form to the Board which decides upon the acceptance of new members.
3. Membership can be terminated through voluntary withdrawal or exclusion. Voluntary withdrawal must be announced 3 months in advance in written form, unless the member in question wishes to voluntarily withdraw because of a violation of § 10. In the latter event, any member may terminate its membership with immediate effect by written notice to the General Assembly. A member can be excluded from the association in case of serious violation of the association's interests and membership duties, e.g. if payment of membership fees and shares in the cost accordant to § 3.6 are not made. The General Assembly decides upon the exclusion of a member.
4. In the event that a member terminates its membership through voluntary withdrawal in accordance with § 4.3, the association and the respective members shall refrain from making negative or otherwise damaging statements with regard to that termination and/or the underlying motives and considerations of the member involved.
5. The association may appoint honorary members. Persons or organizations are nominated as honorary members if they have rendered outstanding services to the association. The Board nominates the honorary through resolution.
6. Honorary members are freed of the duties to pay the membership fees and the costs for secretariat accordant to § 3.6. They are entitled to attend the members' assembly but don't have voting rights.
7. The association is entitled to accept supporting members. Supporting members sponsor the association with regular financial contributions. In the General Assembly they have an advisory function, but no voting rights.

§ 5 Bodies of the association

These are:

- The General Assembly
- The Board
- The Secretariat

The General Assembly can create further bodies of the association.

§ 6 General Assembly

The General Assembly is the highest body of the association. Only members have the right to cast a vote. Honorary members and members of the secretariat can attend the assembly but have no right to vote. The Board appoints a chairman for each General Assembly.

Tasks of the members' assembly:

- Approval of the annual report by the Board.
- Decide on the board members, their election, their dismissal and their discharge.
- Changes to the by-laws, changes to the association's purpose and dissolution of the association.
- Election of the book revisor and approval of his / her report.
- Decide on the Objectives of the association referred to in § 2.
- Deliberate and decide all proposals from members which have been submitted to the board or the Secretariat.
- Deciding the membership fees and the annual budget of the Secretariat.

§ 7 Decision making

1. The General Assembly will be announced at least two weeks prior to the assembly. The assembly has a quorum if the assembly has been properly announced and at least 50% of the members are present or have cast their vote in written form prior to the assembly (according to the regulations in §7.5). If the assembly is not quorate, a second member assembly with an identical order of business has to be announced within two weeks. This assembly has a quorum without regard to the number of present members.
2. Juridical persons are represented by their appointed bodies. These may authorize another person, who need not be a member, to exercise the right to participate and vote; proof of authorization must be provided on request by the chairman of the meeting. One member may represent one other member; upon request by the chairman of the meeting, proof of authorization must be provided.
3. Decisions can be taken without holding a General Assembly in written form. A written vote may also be handed-in via fax and/or per pdf-attachment to an e-mail. In the invitation to the written voting it has to be indicated by when the vote has to be submitted to the Secretariat.
4. The General Assembly can take place in form of a videoconference. In this case, even though members do not meet in a physical space, the voting is done simultaneously electronically through show of hands, acclamation or input in the chat field of the videoconference tool. If a ballot vote should be requested, the vote will be done through written form as described in §7.3. It is the duty of the assembly lead to ensure that the participants of the videoconference are indeed members of the association; he/she can do so, for example by making use of the video function of the conference tool. All further arrangements of paragraph 7 keep their validity for the electronic assembly.
5. Members who cannot attend the General Assembly can submit their vote on each agenda item till 24 hours before the start of the meeting. These votes will be read out by the chair of the meeting after the vote on each agenda point and will be taken into account. The vote has to be submitted in written form, this can also be given per telefax or pdf. The written vote has to be submitted to the Secretariat. The written votes will be added to the meeting minutes as amendment.
6. All decisions are taken by simple majority. The votes cast in writing are also deemed to be present. In the case of equality of votes, the discussed proposal is rejected.
7. All members have one vote each. All members accept the association's purpose.

8. Honorary members can comment, and these comments must be heard and addressed.
9. The General Assembly decisions must be recorded in a protocol. A recorder will be announced at the beginning of every members` assembly. Otherwise the chairperson or, in case of being prevented, one of the deputy chairpersons will take the minutes. The minutes will be signed by the recorder.
10. An exclusion of a member must be decided unanimously. The member to be excluded is not allowed to vote.

§ 8 Board

1. The Board in line with §26 BGB consists at least of a chairperson and two deputy chairpersons, of whom one serves as record keeper and one as treasurer and can be enlarged by up to two members.
2. The Board manages the association.
3. The association is legally represented by the chairperson alone or by two members of the Board.
4. The Board has the right to establish a secretariat and delegate its operative authority to the secretariat.
5. The Board is responsible for all association affairs which are not specifically attributed to the General Assembly or the secretariat, provided however that the board shall at all times comply with the provisions laid down in § 10.
6. The Board takes decisions by simple majority. Decisions are recorded in written protocols. The Board can take decisions when at least half of the members are present. If the Board does not have a quorum, a new invitation with the same agenda must be issued; this board meeting has a quorum regardless of the number of board members present; this must be pointed out in the invitation. Board meetings are convened five days in advance.
7. The Board is elected for a period of three years.
8. The Board remains in charge until a new board is elected.
9. The Board invites the General Assembly at least once per year and in writing (the invitation can be made by email) at least two weeks prior to the assembly. The board has to include in the announcement the order of business for the assembly.
10. If there are parts of the by-laws which are not compatible with the registration of the association in the association registry, or with the recognition of the public interest status by the tax authority, the board has the right to modify the by-laws.

§ 9 Secretariat

To implement the above described association purpose, the association's board will establish a Secretariat that will provide services (hereinafter "the Services") with regard to the implementation of the associations' activities. All Services shall be provided under due observance of the provisions laid down in § 10. The Services comprise amongst others the following items:

Day-to-day business

- Communicate with official institutions, such as the register of associations (“Vereinregister”), fiscal authorities and tax consultants, on all matters of the association.
- Cost accounting.

Network development, facilitation, formalization

- Advice and support for the association management, developing its membership and institutionalising its activities.
- Focal point (first reference) for all internal and external issues of the association for members and supporters.

Infrastructure for internal information exchange

- Developing an IT based internal information platform, moderation, maintenance, documentation and filing of the information submitted.
- Upon instruction of the Board the implementation of invitations for board and/or members meetings, establishing the agenda, preparation of members’ meetings documents, logistical support for members.

Public relations und external communication:

- Support of members for preparation of conferences and exhibitions.
- Development and updating of PR materials.
- First reference / focal point to external requests for all issues regarding the association.

Scientific and specialist support

- Consulting regarding environment and safety standards in the EU and on newest technical developments in the refrigeration sector.
- Scientific and technical advice to EU and US legislation and policy-making in the area of natural refrigerants.

Information services

- Provision of an information portal and user protected intranet.
- Scientific research and technical advice.

§ 10 Implementation

1. The association and any of its bodies (referred to in § 5) shall ensure that all actions, activities and Services are fully supported by the General Assembly. If and to the extent that the Association or any of its bodies has any doubt as to whether a particular action, activity or Service is supported by the members’ assembly, it shall refrain from that action, activity or Service until it has obtained prior written approval from the members’ assembly.
2. The association and any of its bodies (referred to in § 5) shall not publicly release any information (such as, but not limited to, press releases and other external communication) without prior approval of the board.

3. The association and any of its bodies (referred to in § 5) shall not make any representations, commitments and/or public statements on behalf of any of the respective members of the association without prior written approval from the member or members in question.

§ 11 Revision / book keeping

The General Assembly elects at least one non-paid book revisor. The tasks of the revisor are controlling of revenues and expenditures of the association. The member's assembly can instead commission a representative from an accounting profession with a plausibility check.

§ 12 Dissolution of the tax preference status

If the association is dissolved or the tax preference status removed, the assets of the association become property of **UNICEF Germany e.V., Hönninger Weg 104, 50969 Köln** which it has to use directly and exclusively for charitable, benevolent or ecclesiastical purposes.

These by-laws have last time been amended on 15.10.2020.