

Constitution of the Wildlife Action Group International (Registered organization)

Article 1: Name and Registration

- (1.1) The organization bears the name Wildlife Action Group International.
- (1.2) The organizations's head quarters and place of jurisdiction are in Grosskarolinenfeld/Rosenheim (Germany).
- (1.3) The association has been registered in the Register Court of the District Court of Traunstein, Germany (VR200339)
- (1.4.) Since registration in the Register Court the organisation carries the appendix "e.V" (registered organization).
- (1.5) If the organizations elected name doesn't correspond with the German registration regulations anymore, the Board of Directors is able to change the association name with the Register Court.
- (1.6) The organisations' business year is the calendar year.

Article 2: Purpose of Organization

- (2.1) The organization exclusively and directly serves charitable purposes according to "tax-privileged purposes" of the [German] tax code.
- (2.2) The particular aim of the association is the active and lasting wildlife-, nature-, and biodiversity protection and the improvement of living conditions of communities living in or around nature conservation areas in developing countries, mainly in Africa.
- (2.3) The construction and support of wildlife orphanages with the main aim of reintroduction of the animals into the wild,
- (2.4) The association is able to realise its purposes directly or through auxiliary people according to § 57 AO and by passing on of means according to §58 No. 1 and No. 2 AO.
- (2.5) The financing of the statute purpose occurs through membership fees, donations and public support means as well as from incomes according to §58 No. 6 and No. 7 of the German Tax Code.
- (2.6) Public awareness programmes and publication of information through events, media and internet.
- (2.7) The association purpose can be realised among other things by:
 - a) Identification, initiation, support and/or active realisation of development projects for or in threatened eco-systems and protected areas, as well as wild animal protection and nature conservation, with the aim of the preservation of their environment and the biodiversity in developing counties;

- Identification and feasibility studies of conservation projects,
 - Negotiations with local authorities, affected persons, organisations and other stakeholders.
 - Support of already existing projects and conservation efforts by the state, non-state or private persons as well as administrative, advisory, technical and financial support;
 - Active and independent realisation of conservation projects and development projects by deploying of staff of the organization and voluntary assistance.
- b) Poverty reduction and improvement of the living conditions of communities in or around threatened eco-systems and protected areas, by
- Improvement of the social infrastructure like clean drinking water,
 - Health conditions and education,
 - Providing training facilities i.e. arts and crafts, ecotourism,
 - Alternative income possibilities, among other things.
 - Use of conformist technology as Solar wind strength and water power;
 - Public awareness programmes and publication of information through events, media and internet;
- c) Development and implementation of comprehensive project plans that include the ecological conservation measures) and the humanitarian sector (poverty reduction).
- d) Support for resettlement of endangered wild animal populations and measures of re-introduction into the wild of wild animals kept in captivity.
- e) Task-specific training of professionals and executives, national and international on site to ensure sustainable project management on site.
- f) Recruitment, preparation and Co-ordination of a volunteer programme to support projects in Germany and abroad;
- g) Promotion and development of eco-tourism ventures.
- h) Co-operation with governmental and non-governmental institutions, scientific and specialised institutions and bodies.
- i) Acquisition of land or terrain, if this is relevant for the purpose of nature conservation and environmental protection.
- j) Enter into lease, lease or management agreements for protected areas or facilities
- k) To establish institutions or participate in such.
- l) To do research related to nature conservation and environmental protection activities exchanging knowledge and experiences.
- m) To seek co-operation with individuals and institutions in Germany and abroad who have the same goals or support the organisation's purpose.

Article 3: Selflessness and use of funds

- (3.1) The organization operates selfless. It does not have any intention to gain economic profit.
- (3.2) Any [financial] means of the association shall be used for purposes according to the statutory purpose only. Members do not receive any allowances from of the association.
- (3.3) No person shall be favored for reasons not related to the purpose of the organization or by receiving any unreasonably high reimbursements or sums of money.

Article 4: Membership

- (4.1) There are three different kinds of membership:
- a) Supporting member (passive member)
 - b) Active member
 - c) Honorary member

(4.2) Supporting member (passive member) can be every natural or legal person, company and institution, supporting the organization through an annual membership payment. Supporting members have legally merely the right of regular information on the association's activities. The executive board is able to decline or resign memberships for important reasons.

(4.3) Active member of the organization can be any natural or legal person who promotes the organizations purposes, or supports and co-operates actively with it. Active members pay the set annual membership fees and have the right to vote.

4.4) People, supporting the organization in unique ways can be appointed honorary members. A unanimous decision of the executive board is necessary. Honorary members are exempt from membership fees or contributions but have no voting rights.

(4.5) Persons under the age of 18 need a written approval of their legal representative.

(4.6) Applications for memberships need to be in writing. Member is, who receives a confirmation of membership from the executive board.

(4.7) The decision on the admission follows through an decision of the executive board. An admission claim does not exist. An application can be rejected without informing about the reasons.

(4.8) Resignation from membership can be done any time in writing.

(4.9) The membership ends

a) through written letter of resignation to the board of directors; the membership ends at the end of the current business year. The right to vote ends with immediate effect.

b) by the death of the member, termination of the company or organisation

c) by exclusion from the organization.

A member found acting against the organizations interests, status or the organization aims can be excluded from the organization through a decision of the Board of Directors. A member can also be excluded, if the membership fees are not paid for more than one year. An active member can be excluded, if the member, after repeated requests, wasn't active in terms of §4.2 in the organization. The possibility of a hearing can be given to that member in person or in writing.

d) A member has no more rights, financially or materially, against the organization or the organization property, after the membership has ended.

§5 Organs of the organization are

1. the general meetings of members
2. the board of directors

5.1) At request at the general meetings of members or by unanimous decision of the board of directors, special committees or advisory boards can be appointed, which work or advice on special topics.

§6 General meeting of members (General assembly)

6.1) A meeting of the members will be called in by the Board of Directors at least once a year.

6.2) The meeting of the members isn't public. The board of directors can invite guests.

6.3) An extraordinary meeting of the members can be called in by the board of directors, if needed or requires with a notice of at least 8 days.

6.4) The invitations to general meetings of the members shall be done in writing by the chairperson upon notice of at least three weeks and with the announcement the agenda.

6.5) Every statutory-confirm called meeting of the members is competently, regardless of the number of the appeared members.

6.6) A member is able to be represented in the meeting of the members by another member or husband or wife by presenting written authority at the meeting. For votes, a member has to be present personally.

6.7) The meeting of the members is in particular responsible for the following Matters:

1. Acceptance of the annual report of the board of directors
2. Acceptance of the account report of the board of directors
3. Discharge of the board of directors
4. Choice and recall of the members of the board of directors
5. Decision of statute changes
6. Appointment of the member's contributions
7. Resolution of the organization

6.8) Decisions are made in an open vote.

6.9) Decisions entitling a change of the constitution, a $\frac{3}{4}$ majority of the given votes are necessary. All other decisions are made with bare majority. Declared abstention are not taken into consideration. With parity of votes the executive board decides.

6.10) About every meeting of the members minutes need to be taken, informing about participating members, as well as the decisions and results made. The minutes or protocol has to be signed by the Chairperson of the meeting, the 1. Chairman and one other participating member at the end of the meeting. Each member may request access to the protocol.

6.11) An extraordinary general meeting can be convened at any time upon written request of one third of the members. If the request is not complied with by the Board within three weeks, the members can convene the meeting themselves outlining the facts.

6.12) In the affairs which fall in the purview of the Executive Board the meeting of the members can make recommendations to the Executive Board. The Executive Board may in return seek the opinion of the General Assembly or an Advisory Board, if established.

6.13) In the General Assembly, all members the right to speak. Ordinary, active members have the additional right to request and vote.

§7 Executive board (Board of Directors)

7.1) The Board of Directors is formed as follows:

- a. the Chairperson
- b. the Deputy (r) Chairpersons (r) / at the same time treasurer
- c. the Secretary

7.2) The Board of Directors is during the General Annual Member Meeting chosen and elected for three years. A member of the Board can be recalled by the Meeting of the members, if coarse breach of duty or inability to proper management is given.

7.3) The chairperson, the deputy chairperson (at the same time treasurer) and the Secretary form the executive board (Board of Directors) of the organization. They are responsible for the management of the organization. The Chairperson as well as the deputy chairperson can both represent the organization each individually, all other Board members only together. The actual authority is limited in that manner, that legal acts exceeding an amount of 3.000 Euro, need the approval of at least two members of the Board of Trustees.

7.4) During an election period retired members can be replaced by the Executive Board until the next General Annual Member Meeting.

7.5) The office of a member of the Executive Board ends with his retirement from the organization. In this case, one of the remaining board members can be elected for the remaining period or term.

7.6) The elected Board members shall appoint from amongst them the Chairman, Deputy Chairman (Treasurer) and the Secretary.

7.7) For election nominated can only be active members that are in no business relationship with the organization.

7.8) The Board will remain in office until a new board is elected.

7.9) If a board member decides to retire before end of term from the Board, may be up to next General Assembly, a successor among the members of the remaining board members are appointed till next General Assembly meeting. The interim Executive member must be a full member of the organization.

7.10) If an executive member enters a business relationship with the organization, he will resign from the executive board. This is not valid for

- Reimbursement for the activity as a member of the executive board
- Reimbursement for project within the scope of organizational activity or activities that serve the organization's purpose.

7.11) Every board member is entitled to an adequate reimbursement for expenses occurring in the context of the activity.

§8 Jurisdiction of the Board of Trustees

8.1) The Board is responsible for all affairs of the organization not assigned by law or by the statutes of the General Assembly.

8.2) Minutes of board meetings have to be signed by two board members.

8.3) The Board has the following duties:

- Represent the Organization within the meaning of § 26 BGB in and out of court;
- Annual budget planning and preparation of guidelines on the use of donations and funds
- Identification of conservation projects and / or protection measures necessary
- Adoption of the Annual Financial Statements
- Appointment of Independent Auditors
- Preparing an annual report

- Decide on the inclusion, withdrawal and expulsion of members
- Preparation and convening of the annual member meeting, statement of Agenda and the resolutions of the General Assembly
- Entering into and termination of contracts in Germany and abroad to achieve the organization's goals.

§ 9 Resolution by the Board

9.1) The Board shall take its decisions generally in board meetings, informally convened by the Chairperson or - in his absence - the Deputy Chairperson. This shall not be required if the Board meets on a regular basis.

9.2) Board members representing each other is permitted.

9.3) Meetings are headed by the Chairman, in his absence by the Deputy Chairman.

9.4) The Board has a quorum if at least half of its members is present.

9.5) Unless stated in the law or this Act otherwise, the majority of votes cast. Abstentions and invalid votes are not counted. If there is a tie of votes, the vote of the Chairman, in his absence the vote of the Deputy Chairman, decides. A board member is excluded from voting, if his own remuneration is reason for the voting.

9.6.) Minutes (protocol) of each Board meeting shall be prepared. The protocolling is responsibility of the chairman of the meeting or a selected recorder. It should state place, time and duration of the meeting, the number of members present, the agenda, the individual voting results, the contents of the decisions taken and the result of elections. Board decisions outside of Board meetings have to be protocolled and signed by the Chairman..

9.7) The provisions of paragraphs 5 and 6 can be waived if a sensible decision is being ensured by other means.

§10 Dissolution clause

10.1) The organization can be dissolved by a 2/3 majority decision in the meeting of the members.

10.2) Responsibly for the liquidation is the Board of directors.

§11 Organization assets

The organization's assets falls upon dissolution or annulment of the Organization or omission of its original purpose to the

“Förderverein Wildlife Action Group Support e.V.”
 care of “Rettet die Elefanten Afrikas e.V.”(Safe Africa's elephants e.V.),
 1. Chairman : Thomas Töpfer
 Bodelschwinghstr. 30
 50170 Kerpen,
 Germany,

to be used directly and exclusively for charitable purposes.

§12 Liability

To legitimate claims by third parties or members, the organization is liable with its assets only for claims by members or third parties. This is also the case for any consequences of action or damages which the Board or one of the Board members performed during their duties, regardless of whether a third party or club members are affected.

§13 Final Clause

13.1) According to § 26 BGB the Board of Trustees is authorized to make necessary formal or editorial amendments upon request by the District Court.

13.2) Any individual provisions of the constitution or a regulation added in the future be invalid or unenforceable, will not affect the validity of the constitution as a whole. In such case, an invalid provision change or reinterpret shall be decided by the members to support the intended goal of the organization. The same applies if during implementation of any article of the constitution or part a statue gap becomes obvious.