

Articles of Association

Verband Lebensmittel ohne Gentechnik e.V.

§ 1 Name, registered office and fiscal year

1. The name of the Association is
“Verband Lebensmittel ohne Gentechnik“ e.V.
It is registered in the register of associations of the Local Court of Charlottenburg, Berlin under VR number 29801 B.
2. The registered office of the Association is in Berlin. Management may be conducted at an office of the Association other than the registered seat.
3. The fiscal year is the calendar year.

§ 2 Purpose

1. The purpose of this Association is to promote consumer information and protection, to represent the interests of companies that produce or market “Ohne Gentechnik” food and feed not subject to compulsory labelling under Regulation (EC) No. 1829/2003, and to issue licences for the uniform “Ohne GenTechnik” and “VLOG verified” seals.
2. The statutory purpose is realised in particular by various measures for providing consumers as well as the industry stakeholders with information about food and especially about GMO-free food. This includes:
 - creating and maintaining a website with information about GMO-free food;
 - carrying out informative events, publishing brochures and background information, and preparing press releases about GMO-free food;
 - organising conferences;
 - having discussions with political and commercial associations and social groups; and

- creating, developing and maintaining a licensing system for the uniform “Ohne GenTechnik” and “VLOG verified” seals.

3. The Association is non-profit; it does not primarily pursue its own economic purpose.
4. The Association’s assets shall only be used for statutory purposes. Members shall not receive grants from the Association’s assets.
5. No person shall benefit from expenditures that are not related to the purpose of the Association, or through inappropriately high salaries.
6. Volunteers shall only be entitled to reimbursement of actual expenses.

§ 3 Membership

1. Any individual or legal entity as well as any partnership may become a member of the Association. The Executive Board shall make a final decision on the written application.
2. Members of the Association may be full members and supporting members.
3. Full members of “Verband Lebensmittel ohne Gentechnik” e.V. may be all legal persons and partnerships wishing to support the purpose described in § 2 through their membership.
4. Supporting members may be all individuals or legal entities or other types of organisations who would like to financially support the purpose of the Association through their membership.
5. The requirement for becoming a member is a written application that is to be addressed to the Executive Board. This membership application must make it plausible that the full membership will support the purpose of the Association described in § 2.
6. The Executive Board shall make a decision about the membership application at its own discretion. In the event

that the application is rejected, the applicant may request that the General Assembly pass a resolution. The General Assembly's resolution shall be binding.

7. Neither the Executive Board nor the General Assembly shall disclose the reason for rejecting the application.
8. The membership shall begin when written confirmation of membership is received.

§ 4 Membership termination

1. The membership ends through:
 - a) Dissolution of a legal entity or death of an individual
 - b) Resignation from the Association
 - c) Expulsion from the Association
 - d) Striking from the membership list
2. Resignation shall be by written statement addressed to the Executive Board Members. Resignation may only be declared at the end of a fiscal year. Three months' written notice is required before the end of the fiscal year.
3. A member may be expelled from the Association by decision of the Executive Board if the member behaves in a manner detrimental to the Association or if there are other important reasons that make continuing membership appear unacceptable. Before a decision is made, the Executive Board must give the member the opportunity to make a written or verbal statement. Within a month after receiving declaration of expulsion, an appeal may be submitted to the General Assembly against the decision of the Executive Board. The rights of the member shall be suspended until a resolution by the General Assembly.
4. Striking from the membership list is done by the Executive Board. This may occur if a member is in arrears with its membership fee for longer than six months and, despite warning, the arrears are not paid within two months. The member must be made aware of being struck from the membership list in the warning.

- § 5 Membership fees
1. There is a yearly membership fee. The amount is determined by the General Assembly.
 2. In special cases, the Executive Board may fully or partially exempt a person from membership fees or grant a delay.
- § 6 Bodies of the Association
1. The bodies of the Association are:
 - the General Assembly; and
 - the Executive Board.
 2. The Executive Board may, at its own discretion, delegate parts of its executive duties to supervising third parties. The managing director(s) may be appointed by the Executive Board as (a) special representative(s) within the meaning of Sec. 30 German Civil Code. Their area of responsibility and the scope of their power of representation will be determined at the time of their appointment.
 3. Furthermore, by a simple resolution of the General Assembly, the Association may establish an Advisory Board to advise the Executive Board in important matters.
- § 7 The Executive Board and its rights and duties
1. The Executive Board shall consist of up to five members. The number of Executive Board Members shall be determined by the General Assembly. A maximum of one Executive Board position may be granted per sector represented in the Association. The criteria for belonging to a sector is determined by the principal economic activity of the full member. The following sectors are represented in the Association:
 - Dairy businesses,
 - Businesses for poultry-meat production, processing or marketing,
 - Businesses for red-meat production, processing or marketing, incl. sausage-making,
 - Businesses for egg production, processing or marketing,
 - Retail food businesses,

- Businesses engaged in aquaculture production, processing or marketing,
- Businesses for animal feed production, treatment or trading, including cereal trade,
- Businesses engaged in oil-seed processing and trading,
- Businesses for fruit, vegetable and cereal processing, incl. bakeries; producers of beverages and pasta,
- Businesses that produce and trade honey and other apiary products,
- Certification businesses,
- Analysis laboratories,
- Businesses for spice, flavour and food ingredient production.

The above list can be supplemented, expanded or restricted by resolution of the General Assembly passing with a simple majority of the valid votes that were cast.

2. Only posted employees or legal representatives of full members of the association may be members of the Executive Board.
3. The Executive Board Members may receive remuneration for their work. The General Assembly shall pass resolutions regarding payment and, if any, the amount of remuneration.
4. The Executive Board shall be responsible for leading the Association and carrying out resolutions of the General Assembly. The Executive Board's decisions shall be made by simple majority of members who are present.
5. The Association is legally and extrajudicially jointly represented by two members of the Executive Board.
6. The Executive Board Members shall be elected by the General Assembly for a term of three years. The Executive Board's term shall begin on the first day of the second month following the election. The Executive Board shall remain in office after the end of its regular term until the inauguration of its successors. Re-election is permitted.

7. If a Executive Board Member withdraws prematurely, e.g. by resigning or by death, the remaining Executive Board Members may choose a successor for the remaining term of the individual who resigned.
8. The Executive Board shall prepare the financial statements for the previous year by 30 June of every year.

§ 8 General Assembly

1. The General Assembly is the highest decision-making body of the Association. It shall take place at least once a year. The Executive Board shall convene it in writing, with a notice period of four weeks, and indicating the agenda. By resolution of the Executive Board, the General Assembly may also be held through electronic means of communication without the presence of the members at the meeting place (virtual meeting). The Executive Board may also adopt a resolution for a face-to-face meeting in which individual members participate without being present at the meeting place and may exercise their rights as members through electronic means of communication (hybrid meeting).
2. In addition to the duties assigned to the General Assembly by the mandatory legal provisions, the duties of the General Assembly shall be following:
 - Electing the Executive Board every three years
 - Making resolutions about an excluded member's appeal
 - Approving the financial statements
 - Discharging the Executive Board
 - Electing the auditor for the financial statements
 - Amending the Articles of Association
 - Dissolving the Association
 - Making resolutions about basic policies and work programmes
 - Making resolutions about motions
3. Until at the latest two weeks before the General Assembly, every member has the right to motion in writing that the Executive Board make additions to the agenda.

4. An extraordinary General Assembly shall to be called by the Executive Board if required in the interest of the Association. The General Assembly must be called if a quarter of the members make a corresponding written motion to the Executive Board. The motion shall contain both the purpose and reason for calling the General Assembly.
5. The Executive Board shall chair the General Assembly. If no member of the Executive Board is present, the Assembly shall elect an assembly chair.
6. Every duly convened General Assembly shall constitute a quorum.
7. Every full member shall have one vote. Supporting members shall have no voting right.
8. The General Assembly shall pass resolutions by simple majority of the valid votes cast. Abstention from voting is considered an invalid vote. However, a majority of three quarters of votes submitted shall be necessary to amend the Articles of Association. A majority of 90% shall be necessary for dissolution. Motions for amending the Articles of Association or for dissolution of the Association must be announced in the invitation to the General Assembly, unless the motions are made by individual members pursuant to No. 3 above.
9. The voting right may be transferred to another member before the General Assembly. No member may represent more than five votes. The transfer of voting rights shall be effective only if the notification of the transfer by the individual transferring is received by the VLOG office in writing at least two business days before exercise of the transferred voting right.
10. Except for the election of the Executive Board, votes are cast by a show of hands or by means of electronic devices – including at a face-to-face meeting – if the person chairing the meeting so decides. If a member requests a secret vote, voting must be done in writing or by means of electronic devices that protect the secrecy of the vote. In case of meetings in which voting is done fully or partially by means of electronic devices the request for a secret vote must be

received by the VLOG office in writing at least two full business days before the General Assembly.

11. The Executive Board is elected by means of a secret ballot. In the case of written elections of the Executive Board, a separate ballot is to be handed in for each transferred voting right. The Executive Board election shall be chaired by an election official; this official shall be elected by the members present. It may not be a member of the acting Executive Board nor be running for office as an Executive Board Member. As decided by the election official, the Executive Board shall be elected by written ballot or by means of electronic devices that protect the secrecy of the vote.
12. The cut-off period for handing in nominations for Executive Board elections shall be two weeks before the General Assembly. Nominations may be made by all members in writing and handed in at the VLOG office.
13. For elections where only one position is to be filled, whoever receives more than half of the valid votes submitted shall be elected. If no one receives more than half of the valid votes submitted, a second ballot shall take place. Whoever receives the majority of the valid votes submitted wins the second ballot.
14. For elections where more than one position is available, whoever respectively receives the most votes shall be elected. If the number of candidates is higher than the positions to be filled, and if there is a tie for the candidates with the least number of votes, a second ballot shall take place. The candidate or candidates who receive the most valid votes cast shall be elected.
15. Every member with voting rights shall have a number of votes equal to that of positions available. Only one vote may be cast per candidate.
16. Decisions are to be recorded in the minutes stating the date and time of the Assembly as well as the voting results. The minutes are to be signed by the chair of the assembly as well as the minute-taker.

17. Outside of the ordinary General Assembly, resolutions may also be passed by circulation procedure – provided they were initiated by the Board. For purposes of effective passing of resolutions in the circulation procedure, the votes shall be cast by all members in writing (Section 126 German Civil Code), by fax, email, another equivalent electronic communication as well as receipt of the vote cast by the initiators of the circulation procedure. The resolution is passed by simple majority, unless the Articles of Association or the law require a higher majority.

§ 9 Management

1. Management shall be conducted by the Executive Board. Going beyond § 6 No. 1 Sentence 2, the Executive Board may appoint one or more Managing Director(s). The Managing Directors report to the Executive Board.
2. Management shall carry out the Executive Board's instructions, prepare meetings and the General Assembly, prepare the budget and financial statements and publish the annual report.

§ 10 Advisory Board

1. If an Advisory Board is established according to § 6 No. 3 of these Articles of Association, then the following provisions apply to it.
2. The abolition of the Advisory Board shall be possible only at the end of its term, by a decision of a majority sufficient to amend the Articles of Association.
3. The Advisory Board shall be appointed by the Executive Board and confirmed by the General Assembly for one year. The members of the Advisory Board do not have to be members of the Association. Executive Board Members or Managing Directors of the Association may not also be members of the Advisory Board.
4. The duty of the Advisory Board is to advise the Executive Board in important matters of the Association. At the General Assembly, the Advisory Board shall report on its activities.

§ 11 Dissolution of the Association and entitlement to assets

1. In the event of dissolution or suspension of the Association or discontinuation of its non-profit status, an extraordinary General Assembly shall make a decision regarding use of the Association's assets. If this extraordinary General Assembly does not take place or is unable to pass a resolution, the assets of the Association shall be transferred to the Verbraucherzentrale Bundesverband e.V., which shall then use it directly and exclusively for charitable purposes.

§ 12 Data protection

1. The Association stores and processes the personal data of its members solely for the aforementioned purposes, as provided for under the Articles of Association, and for the purposes of Association activities. The processed data includes but is not limited to master data (such as name, address, contact details, legal representatives, registered office of the business), business data, contract data and correspondence.
2. The controller for data processing purposes is the Association:
Verband Lebensmittel ohne Gentechnik e.V.
Friedrichstraße 153a
10117 Berlin, Germany
Tel: +49 30 2359 945 00
Fax: +49 30 2359 945 01
www.ohnegentechnik.org
[info\(at\)ohnegentechnik\(dot\)org](mailto:info(at)ohnegentechnik(dot)org)
3. The general data protection provisions of the European Union apply. The legal basis for processing is Art. 6 (1) lit. b GDPR.
4. The Association receives the members' data. The Association agrees to keep the data regarding its members confidential.
5. The Association publishes the following data regarding its members for the purposes provided for under the Articles of Association: the names and addresses of businesses and other organisations that are members of the Association.
6. Data of the members are passed on to VLOG GmbH for the purposes provided for under the Articles of Association and for purposes of membership administration. This data-sharing is governed by a contract between the Association and VLOG GmbH.

7. Data are generally not processed outside the European Union (EU). However, sub-processors outside the EU may receive conditional access within the context of the support services provided by the database provider of VLOG GmbH.
To this end, the database provider has agreed upon appropriate standard contract clauses with sub-processors to ensure conformity with data protection rules during processing.
8. Members have the right to access the personal data related to themselves. They can contact the Association at any time to gain access. If the request for access is not made in writing, the Association may demand proof of the identity of the requester. Members have the right to rectification or erasure of their data or to the restriction of processing, to the extent they are entitled to this under law. Members have the right to object to processing within the framework of the legal requirements. There is also a right of data portability under the data protection regulations.
9. In general, the Association erases personal data when there is no need to store such data any longer. In particular, there can be a need to store data if such data are still required to provide contractual services or to examine, and grant or deny warranty or guarantee claims. In the case of statutory retention requirements, erasure will not be considered until after the expiry of the respective retention requirement.
10. Members have the right to lodge a complaint about the processing of their personal data by the Association with a data protection supervisory authority.

Berlin, 06 July 2022