

# Charter

Generation Restoration e.V.

## **Preamble**

How can regenerative business strengthen the resilience of displaced people, refugees, and communities? The Generation Restoration initiative began in 2021, when an inter- and transdisciplinary group of people working for healthy ecosystems initiated two global roundtables on the visionary question: What if we transformed refugee camps and settlements into regenerative communities? More than 150 people from over 40 countries took part in the dialogues to discuss how to replicate and scale up existing but small grassroots projects and how to create sustainable standards for the design of regenerative refugee camps and settlements – while also addressing the resilience of host communities. The needs identified in this and subsequent dialogues were scaling, funding, visibility, advice and networking. This resulted in a strategy and theory of change, which is presented as follows:

A. Scaling positive examples by making grassroots projects visible and funding them: Successful grassroots projects that have proven their approach now need fast and long-term oriented funding to multiply their impact, e.g. to create permaculture training programs, build education centres and train millions of people. New projects can also learn from their example and be developed accordingly.

B. Changing standards by facilitating dialogue with standard-setting organizations (guidelines):

Many institutional stakeholders and NGOs are not yet focusing on long-term regenerative solutions on a large scale. In a moderated participatory process, they can develop joint visions and strategies that also incorporate findings and experiences from existing projects.

C. Developing new business models and opportunities for impact investment: Impact investors are just beginning to discover the potential of combining ecosystem restoration with humanitarian aid and development cooperation, which enables synergies and leads to multiple benefits. They need guidance on how to measure the positive impact of projects and how to support/enable them to become "investable". Practical models and guidance can be developed in dialogue, in working groups, in workshops and in interdisciplinary teams.

The Association is non-partisan and non-denominational. In its activities, it acts as a bridge between nationalities, cultures, religions, and social classes. It welcomes all members regardless of gender, descent, skin colour, origin, age, faith, social status, or sexual identity. Members who conduct themselves in a manner that is incompatible with this may be expelled from the Association for behaviour that is detrimental to the Association.

## **§ 1 Name and headquarters of the Association, financial year**

- (1) The name of the Association is Generation Restoration. It is to be entered in the register of Associations and will then bear the suffix "e.V."
- (2) The Association is based in Munich.
- (3) The financial year is the calendar year.

## **§ 2 Purpose, non-profit status of the Association**

- (1) The Association, based in Munich, pursues solely and exclusively charitable purposes within the scope of the section "Tax-privileged purposes" of the German Fiscal Code (AO).
- (2) The purpose of the Association is to promote
  - development cooperation (AO § 52 para. 2 S. 1 No. 15),
  - international spirit (AO § 52 para. 2 S. 1 No. 13),
  - nature conservation and environmental protection, including climate protection (AO § 52 Section 2 S. 1 No. 8),
  - aid for refugees (AO § 52 para. 2 No. 10),
  - public health and public health care (AO § 52 para. 2 S. 1 No. 3),
  - civic engagement for the benefit of charitable causes (AO § 52 para. 2 S. 1 No. 25), sowie
  - science and research on these topics (AO § 52 para. 2 S. 1 No. 1).
- (3) Its focus areas are education and research as well as business, politics, and culture. The Association is active both nationally and internationally.
- (4) The Association sees itself as a platform for projects and dialogue on regenerative solutions and sustainability as well as for scientific communication and aims to promote cross-institutional, non-partisan and transdisciplinary discourse between different social groups.
- (5) The purpose of the charter shall be fulfilled in particular by the
  - comprehensive dissemination of information, solutions and successful examples relating to regenerative methods and regenerative economies (e.g. permaculture, agroforestry, ecosystem restoration), especially for and with displaced people and systemically combatting the causes of forced migration;
  - promotion of measures and projects in line with the Sustainable Development Goals (SDGs) of the United Nations' Agenda 2030
  - initiation and support of processes and dialogues for the (further) development of sustainability-relevant standards in organizations, including development cooperation, emergency aid, sustainable finance and impact investment;
  - (co-)development and support of activities in nature and in the horticultural and agricultural sectors for mental health and trauma management, as well as corresponding educational measures;

- planning and implementation of international events for mutual understanding between cultures and to promote integration;
- organisation of (educational) events (information, training and teaching events of all kinds, e.g. meetings, congresses, conferences, seminars, workshops, meetings to exchange experiences, webinars or working groups);
- initiation, coordination and implementation of practice-oriented pilot and research projects as well as communication campaigns in line with the purpose of the charter;
- establishment of transdisciplinary, national or international working groups, to develop guidelines for regenerative designs and projects and to develop regenerative business models to assist people and organizations in building and scaling regenerative structures in local communities;
- promotion of NGOs and social start-ups and their projects that are committed to regenerative solutions through supporting public relations work as well as project development and design;
- cooperation with all institutions and organizations from politics, business, science, associations, and other areas of society that advocate the realization of a sustainable society, insofar as their objectives do not contradict the objectives of this charter.

(6) The Association may also fulfil its statutory purpose through auxiliary persons (§ 57 para. 1 sentence 2 AO), through planned cooperation with one or several other tax-privileged corporations and by holding shares in tax-privileged corporations.

(7) The Association may also fulfil its statutory purposes by transferring funds to other tax-privileged corporations or corporations under public law.

(8) The Association is a non-profit organization; it does not primarily pursue its own financial interests.

(9) The Association's funds may only be used for the purposes set out in the charter. Members shall not receive any financial benefits from the Association's funds.

(10) No person may benefit from expenditures that are alien to the purpose of the Association or from disproportionately high remuneration.

(11) The Association is authorized to maintain special-purpose enterprises that are directly related to the statutory purposes.

### **§ 3 Obtaining membership**

(1) Any natural or legal person with contractual capacity who is associated with the purpose of the charter and wishes to support the objectives of the Association can become a member of the Association. In the case of minors, the application for membership must be submitted by their legal representatives.

(2) Institutions and companies that are interested in promoting the Association's objectives and would like to participate in the planning and implementation of joint projects, either ideally or actively, can also become members of the Association.

(3) The same applies to Associations, scientific institutions and organizations that are willing to support the purpose of the charter in word and deed.

(4) The declaration of membership must be submitted in writing to the Executive Board. The Executive Board decides on the admission of a member. An application can be rejected without stating grounds. Membership begins with the admission decision by the Executive Board.

(5) At the proposal of the Executive Board, the General Assembly may appoint members or other persons who have rendered outstanding services to the Association as honorary members.

#### **§ 4 Termination of membership**

(1) Membership of the Association ends upon death (in the case of legal entities upon their dissolution), resignation or exclusion.

(2) Resignation must be declared in writing to the Executive Board. Resignation can only be declared with three months' notice to the end of the financial year.

(3) A member may be expelled from the Association by resolution of the General Assembly if it a) culpably damages the reputation or interests of the Association in a serious manner or b) is more than three months in arrears with the payment of its membership fees and has not paid the arrears despite a written reminder under threat of expulsion. The member must be given the opportunity to comment on the reasons for expulsion at the General Assembly. These must be communicated to the member at least two weeks in advance.

(4) Voluntary resignation or expulsion from the association does not cancel the obligation to pay outstanding membership fees and does not grant any entitlement to repayment of membership fees or to the assets of the association.

#### **§ 5 Members' rights**

(1) Membership entitles the holder to actively participate in achieving the purposes of the Association, to attend the General Assembly and to exercise voting rights.

(2) A member may be represented by another member when passing resolutions, whereby a written authorization is required. A member may represent a maximum of 3 other members by proxy. Represented members count as members present.

(3) A member's voting rights are suspended for the duration of expulsion proceedings. Votes cast in spite of this shall not be taken into account when determining the presence of a quorum and the voting results. For these purposes, only those members entitled to vote shall be deemed to be present.

#### **§ 6 Membership fees**

(1) Each member must pay an annual membership fee in advance.

(2) The General Assembly determines the membership fee by a simple majority. Differentiations can be made for the individual member types.

(3) Honorary members are exempt from membership fees.

## **§ 7 Bodies of the association**

The bodies of the association are the Executive Board and the General Assembly. The Executive Board may appoint other bodies of the association, e.g. advisory board, support group, working groups.

## **§ 8 Executive Board**

- (1) The Executive Board consists of at least one person. Board members must be members of the association.
- (2) Each member of the Executive Board represents the association individually.
- (3) The members of the Executive Board may be granted remuneration. The General Assembly decides on the amount of remuneration.
- (4) Members of the Executive Board are only liable to the Association for intentional or grossly negligent behaviour. If claims are made against members of the Executive Board by third parties due to their Executive Board activities, the Association shall indemnify the Executive Board member concerned against these claims, unless the Executive Board member acted with intent or gross negligence.

## **§ 9 Duties of the Executive Board**

- (1) The Executive Board of the Association is responsible for representing the association in accordance with § 26 German Civil Code (BGB) and managing its business. It has the following tasks in particular:
  - a) convening and preparing the General Assemblies, including drawing up the agenda,
  - b) the implementation of resolutions of the General Assembly,
  - c) the administration of the association's assets and the preparation of the annual report,
  - d) the admission of new members.
- (2) Board meetings can be held in person, virtually or in a hybrid form.
- (3) The Executive Board can set up and dissolve an advisory board, a support group or working groups as required.
- (4) The Executive Board can be represented by a managing director to carry out its operational tasks. This may be a natural or legal person who does not have to be a member of the association. The tasks and powers of the management are regulated by rules of procedure issued by the Executive Board. The managing director is bound by the instructions of the Board of Directors.
- (5) The Executive Board may enter into employment, service or work contracts with natural or legal persons, including with members and bodies of the association, in order to carry out the tasks of the association in accordance with Section 2, whereby Section 3 (2) and (3) of the charter and Section 27 of the German Civil Code (BGB) must be observed.
- (6) Insider transactions in accordance with Section 181 of the German Civil Code (BGB) are only permitted if they are agreed by a majority of at least two members of

the Executive Board. If the Executive Board consists of only one person, it requires the approval of the General Assembly.

### **§ 10 Appointment of the Executive Board**

(1) The members of the Executive Board are elected individually by the General Assembly for a term of two years. Members of the Executive Board can only be members of the Association; membership of the Executive Board ends with membership of the Association. Re-election or premature dismissal of a member by the General Assembly is permitted. A member remains in office after expiry of the regular term of office until the next person is elected.

(2) If a member leaves the Executive Board prematurely, the remaining members of the Executive Board are entitled to elect a member of the Association to the Executive Board until the succeeding person is elected by the General Assembly.

### **§ 11 Consultation and resolution of the Executive Board**

(1) The Executive Board meets as necessary. Meetings are convened by the chairperson or, if they are unable to attend, by their deputy. A notice period of one week should be observed. The Executive Board is quorate if at least two members are present. Resolutions are passed by a majority of the valid votes cast. In the event of a tie, the Chairperson has the casting vote or, if they are unable to attend, the Deputy Chairperson has the casting vote.

(2) The resolutions of the Executive Board must be recorded in the minutes. The minutes must be signed by the person taking the minutes and by the Chairperson or, if they are unable to do so, by the Deputy Chairperson or another member of the Executive Board.

### **§ 12 Duties of the General Assembly**

The General Assembly is responsible for decisions on the following matters:

- a) Amendments to the charter,
- b) determining the membership fees,
- c) the appointment of honorary members and the exclusion of members from the association,
- d) the election and dismissal of members of the Executive Board,
- e) acceptance of the annual report and discharge of the Executive Board,
- f) the dissolution of the association.

### **§ 13 Convening of the General Assembly**

(1) At least once a year, if possible in the first quarter, the Executive Board shall convene an ordinary General Assembly. The invitation shall be made in writing, whereby notification by email is permitted, and shall be sent with two weeks' notice and include the agenda. The General Assembly can be held in person, virtually or in a hybrid form.

(2) The agenda is set by the Executive Board. Any member of the association may submit a written request to the Executive Board to add items to the agenda no later than one week before the General Assembly. The Executive Board shall decide on the application. The General Assembly decides on motions for the agenda that have not been included by the Executive Board or that are submitted for the first time at the General Assembly by a majority of the votes of the members present; this does not apply to motions that relate to an amendment to the charter, changes to membership fees or the dissolution of the association.

(3) The Executive Board must convene an extraordinary General Assembly if the interests of the association so require or if at least one tenth of the members request this in writing, stating the purpose and reasons.

#### **§ 14 Resolution of the General Assembly**

(1) The General Assembly is chaired by the Chairperson of the Executive Board or, if they are unable to attend, by their deputy or, if they are unable to attend, by a chairperson to be elected by the General Assembly.

(2) The General Assembly constitutes a quorum if at least five members of the association are present. If there is no quorum, the Executive Board is obliged to convene a second General Assembly with the same agenda within four weeks. This shall constitute a quorum regardless of the number of members present. This must be indicated in the invitation.

(3) The General Assembly may also pass resolutions by written circulation procedure if half of the members participate in the resolution. The vote must be in a documentable form, whereby the simple written form is sufficient.

(4) The General Assembly passes resolutions by open vote with the majority of the votes of the members present. A secret ballot is also possible upon request.

(5) If no candidate is able to obtain a majority of the votes of the members present in an election, the candidate who has received the majority of valid votes cast shall be elected; a run-off vote shall be held between several candidates.

(6) Resolutions to amend the charter, change the purpose or dissolve the association require a majority of three quarters of the members present.

(7) Minutes must be taken of the General Assembly and the resolutions passed, which must be signed by the secretary and the chairperson of the meeting.

#### **§ 15 Auditors**

To audit the annual accounts, the General Assembly elects two auditors for a period of two years, who may not be members of the Executive Board as defined by Section 26 of the German Civil Code (BGB). The auditors have the task of auditing the accounts and the register at least once a year and report on the results of their audit to the Annual General Assembly. Re-election is possible.

## **§ 16 Dissolution of the association, termination for other reasons, discontinuation of tax-privileged purposes**

(1) A resolution to dissolve the association requires a three-quarters majority of the members present at the General Assembly. The resolution can only be passed after timely announcement in the invitation to the General Assembly.

(2) In the event of the dissolution of the association, the Chairperson of the Executive Board and his/her deputy shall be jointly authorized liquidators, unless the General Assembly appoints other persons.

(3) If the association is dissolved or abolished or if tax-privileged purposes are discontinued, the assets of the association shall be transferred to a legal entity under public law or another tax-privileged corporation for the purpose of promoting science and research in the field of regenerative economic forms such as permaculture or agroforestry.

(4) The above provisions apply accordingly if the association's legal capacity has been withdrawn.

Munich, 20.10.2023